

共建核心動力
BUILDING INDIVISIBLE POWER
Annual Report 2016 年報



上海大生農業金融科技股份有限公司
Shanghai Dasheng Agriculture Finance Technology Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)
(於中華人民共和國註冊成立之股份有限公司)

Stock code 股份代號 : 1103

Our Core Value 我們的 核心價值

Looking into the future, Dasheng Agriculture Finance will promote the enterprise core values of “Cooperation, Essence and Sharing”, and recognize “Sense of Belonging, Sense of Honor, and Sense of Achievement” as the spiritual pursuit of all the Dasheng staff, to achieve a win-win situation by working together with partners from all sectors, thus creating better performance and delivering greater returns to our shareholders.

面向未來，大生農業金融將發揚「合耕力、取精華、利益眾食」的企業核心價值理念，以「歸屬感、榮譽感、成就感」作為全體大生人追求的精神，與各界朋友攜手共贏，努力創造更好的企業業績，為股東贏得更好的投資回報。



**AGRICULTURAL
BIG DATA
SERVICES
BUSINESS**



**AGRICULTURAL
INDUSTRY CHAIN
FINANCIAL
SERVICES
BUSINESS**



**ROAD AND
BRIDGE
CONSTRUCTION
BUSINESS**



**AGRICULTURAL AND
PETROCHEMICAL
PRODUCT SUPPLY CHAIN
SERVICES BUSINESS**



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Summary of Financial Information

RESULTS

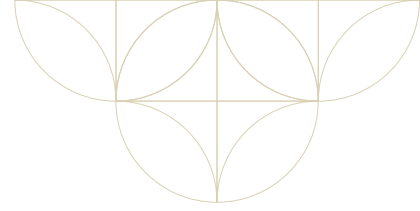
	For the year ended 31 December				
	2016 RMB'000	2015 RMB'000	2014 RMB'000	2013 RMB'000	2012 RMB'000
Turnover	14,364,866	8,223,074	5,292,504	5,885,633	4,422,014
Profit before income tax expense	449,673	382,487	264,929	232,181	161,287
Profit for the year	344,609	284,182	202,523	174,113	130,594
Profit attributable to owners of the Company	307,082	247,449	168,083	138,959	101,278
Earnings per share (RMB) (basic and diluted)*	0.043	0.057	0.046	0.038	0.028

Note:

* Basic and diluted earnings per share for the years ended 31 December 2015, 2014, 2013 and 2012 have been restated for the impact of the bonus issues of Shares in 2016.

ASSETS AND LIABILITIES

	As at 31 December				
	2016 RMB'000	2015 RMB'000	2014 RMB'000	2013 RMB'000	2012 RMB'000
Non-current assets	1,633,242	1,094,135	978,702	834,583	739,733
Current assets	7,791,319	5,228,491	2,962,655	2,619,620	2,225,504
Non-current liabilities	(70,606)	(63,098)	(81,196)	(14,280)	(11,311)
Current liabilities	(5,991,633)	(4,512,268)	(2,832,631)	(2,533,633)	(2,151,974)
Non-controlling interests	(290,461)	(267,547)	(134,934)	(141,073)	(117,646)
Capital and reserves attributable to owners of the Company	3,071,861	1,479,713	892,596	765,217	684,306



Corporate Information

BOARD OF DIRECTORS

Executive Directors

Lan Huasheng (*Chairman*)
Mo Luojiang (*Chief Executive Officer*)
Wang Liguo (*Vice President*)

Non-Executive Director

Zhu Tianxiang

Independent Non-Executive Directors

Chung Cheuk Ming
Yang Gaoyu
Zhou Jianhao

SUPERVISORS

Lu Tingfu (*Chairman*)
Chen Yuanling
Jiang Feng
Ye Mingzhu
Zhao Liping

AUDITOR

BDO Limited, Certified Public Accountants

REGISTERED OFFICE

706 Renhe Building
2056 Pudong Road
Pudong New Area
Shanghai PRC
Postal code: 200135

PRINCIPAL PLACE OF BUSINESS IN CHINA

10-11F, Building G
Gateway International Plaza
No. 327 Tian Yao Qiao Road
Xuhui District,
Shanghai, PRC

PLACE OF BUSINESS IN HONG KONG

Unit 1705-06
Convention Plaza Office Tower
No. 1 Harbour Road
Wan Chai
Hong Kong

COMPANY WEBSITE

www.dsgd-sh.co

COMPLIANCE OFFICER

Mo Luojiang

COMPANY SECRETARY

Lo Suet Fan

AUTHORISED REPRESENTATIVES

Mo Luojiang
Lo Suet Fan

MEMBERS OF THE AUDIT COMMITTEE

Chung Cheuk Ming (*Chairman*)
Zhu Tianxiang
Yang Gaoyu
Zhou Jianhao

MEMBERS OF THE REMUNERATION AND ASSESSMENT COMMITTEE

Zhou Jianhao (*Chairman*)
Chung Cheuk Ming
Yang Gaoyu

MEMBERS OF THE NOMINATION COMMITTEE

Mo Luojiang (*Chairman*)
Chung Cheuk Ming
Yang Gaoyu
Zhou Jianhao

HONG KONG H SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shop 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

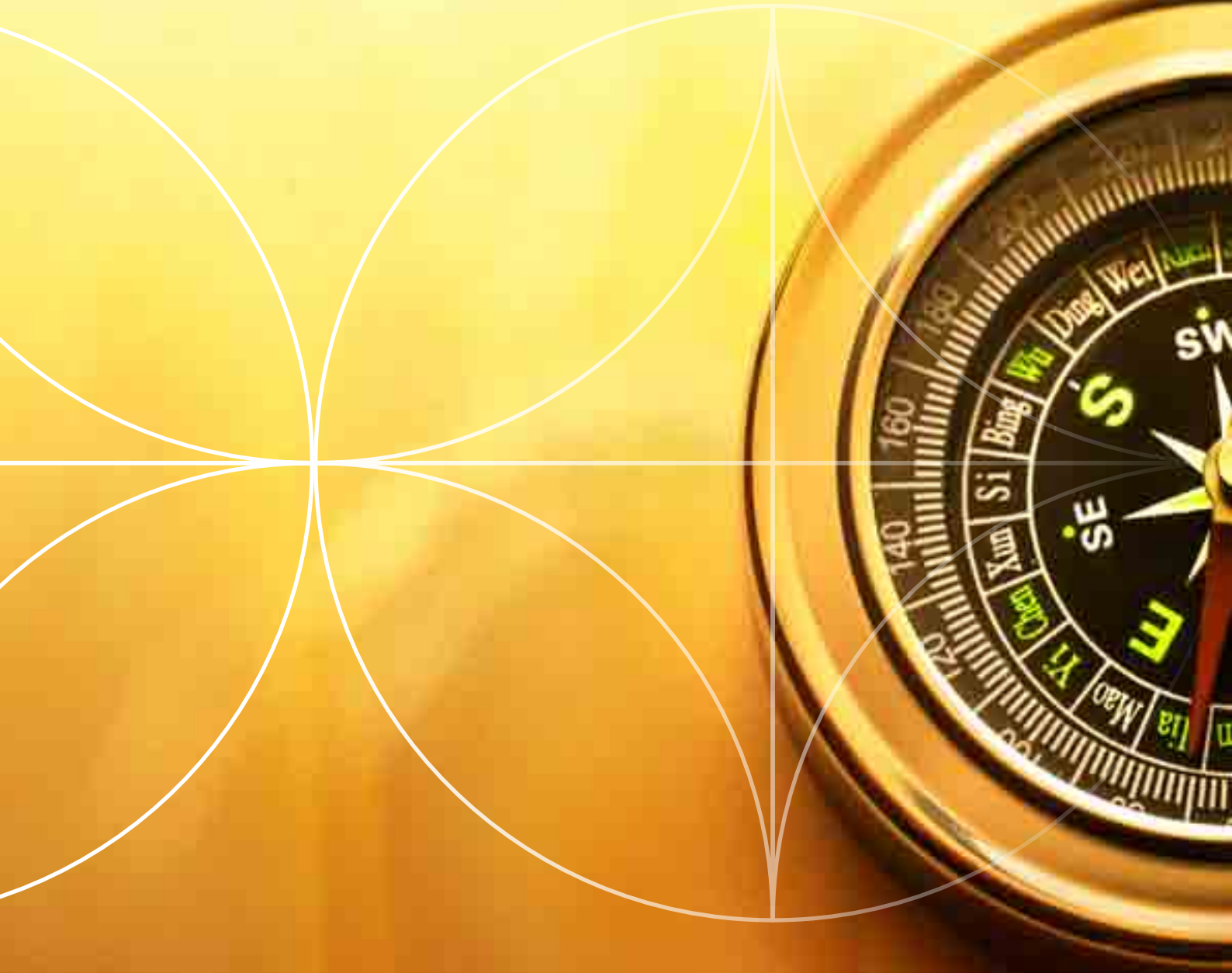
PRINCIPAL BANKERS

Bank of Communications
Bank of Shanghai
SPD Bank

STOCK CODE

1103

EXPLORING NEW OPPORTUNITY







Chairman's Statement



The year 2016, being the first year of China's 13th Five-Year Plan, witnessed a comparatively slow but steady and promising growth in national economy, attributable to the adherence to a keynote of seeking progress while maintaining stability, a general principle of supply-side structural reform and a proper expansion of total demand. Under this "new normal", according to the National Bureau of Statistics of China, China's economy maintained an effective growth generally, as reflected in the Gross Domestic Product (GDP) growth of 6.7% from a year earlier to RMB74,412.7 billion in 2016. Though 0.2% lower in GDP growth compared with last year, the Gross National Income (GNI) maintained a moderate growth level at 6.9%, representing 0.6% higher compared with last year.

The year 2016 was also a significant milestone for the transformation and development of the Company, who saw a profound restructuring of China's macro economy and a transformational change in traditional industries. At the macro policy level, the Chinese government proactively promoted agricultural reform and continuously issued various favourable policies in this regard, representing new market opportunities for the whole agricultural sector. In January 2016, the Central Committee of Communist Party of China and the State Council promulgated the Several Opinions on Implementing the New Development Ideas on Accelerating Agricultural Modernization and Achieving the Goal of the All-round Well-off Society (《關於落實發展新理念加快農業現代化全面實現小康目標的若干意見》), specifically pointing out to promote agricultural modernization, accelerate the transformation of agricultural development mode, and ensure effective supply of important agricultural products such as grains, and emphasizing the importance of "Farmers, Villages and Agricultural Industry" to the country. On 29 August 2016, the Ministry of Agriculture issued the 13th Five-year Plan for National Agricultural and Rural Informatization Development (《「十三五」全國農業農村信息化發展規劃》), pointing out to focus on the supply-side structural reform in agriculture sector for the construction of a value system for the industry chain of modern agriculture during the period covered by the 13th Five-year Plan and highlighting informatization and financialization during the course of agricultural modernization.

Chairman's Statement



In view of a market condition with both opportunities and challenges ahead, and immediately following the government's strategic tilt toward agriculture, the Group carefully identified market opportunities, made proper adjustment to its development strategy, fortified existing business growth and explored and constructed a business structure in line with market development and corporate strategy so as to form a comprehensive business system focusing on agricultural product wholesale markets and covering construction, market, technology, finance and trading, and ultimately to generate synergies from each agriculture-related businesses within the Group. To this end, after a careful analysis and assessment on the market, the Group has further classified its "agricultural internet finance business" into "agricultural big-data services" and "agricultural industry chain financial service" for disclosure purpose.

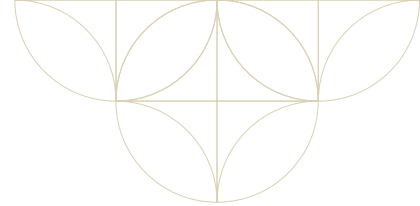
Benefiting from the clear market strategy of and structural adjustment to the Company, profit attributable to the owners of the Company for the year 2016 increased by RMB59,633,000 to RMB307,082,000, representing a year-on-year increase of 24.1%. The assets of the Company significantly increased by RMB3,101,935,000, representing a year-on-year increase of 49.1%. To thank the shareholders for their strong support, the Board recommended the payment of a final dividend of RMB0.01 per share, totaling approximately RMB86,331,000 (calculated based on the number of issued shares of the Company as at the date of the Board meeting determining the final dividend) for the year ended 31 December 2016. With the Group's sustained efforts to build, consolidate and optimize our enterprise value and investment value, we have good reason to believe that our corporate strategy is being implemented in the right direction.

BUSINESS OVERVIEW AND MAJOR FACTORS AFFECTING PROFIT

For agricultural big-data services, the Group has cooperated with various agricultural product wholesale markets in a proactive and close manner in creating "Dasheng agricultural product wholesale model". Focusing on such model, the Group is committed to establish ICPAPW as an offline electronic and intelligent trading platform, thus promoting the establishment of a new intelligent distribution and trading center for agricultural products among agricultural product wholesale markets, making big data of agricultural products distribution available for the optimisation of resource allocation of agriculture products, mitigation of financial investment risks in the market and establishment of a tracking system for agriculture products. For the year ended 31 December 2016, turnover generated from the Group's agricultural big-data services was approximately RMB25,277,000, accounting for approximately 0.2% of the Group's total turnover. Gross profit was approximately RMB24,797,000, and gross margin was approximately 98.1%.

For agricultural industry chain financial service business, the Group has acted itself as a technologic and financial service provider relying on its own market expertise and consolidation of financial resources, rendering financial leasing and commercial factoring services to operators of its cooperative agricultural product wholesale market. In addition, based on big data resources generated from electronic settlement in agricultural product wholesale market, the Group helped agricultural product wholesale merchants establish internal credit system, identifying potential financial needs in the market and providing corresponding agricultural industry chain financial services in an effective way. Such close cooperation with agricultural product wholesale market has contributed strong profit to the Group. For the year ended 31 December 2016, turnover of the Group's agricultural industry chain financial service business was approximately 76,536,000 (31 December 2015: approximately RMB3,418,000), accounting for approximately 0.5% of the Group's total turnover. Gross profit was approximately RMB64,005,000 (31 December 2015: approximately RMB3,418,000), representing a year-on-year sharp increase of approximately 1,772.6%. The significant increase of these indicators was also attributable to the Group's reasonable business layout and strategic development plan, resulting in an explosive growth of the agricultural industry chain financial service business after its initial run-in period.

For agricultural and petrochemical product supply chain service business, the Group proactively upgraded the industrial structure and enriched agricultural products to drive the optimization and diversification of product structure against the backdrop of turbulent oil markets all over the world. Meanwhile, leveraging on its own professional experience and advantages in terms of channels, the Group cooperated with well-known enterprises and large-scale suppliers at home and abroad to carry out agricultural materials and agricultural products purchasing business globally, enabling the Group's expansion of channels and scale of business. For the year ended 31 December 2016, turnover of the Group's agricultural and petrochemical product supply chain service business was approximately RMB13,022,499,000 (31 December 2015: approximately RMB6,956,002,000), accounting for approximately 90.7% of the Group's total turnover. Gross profit was approximately RMB277,998,000 (31 December 2015: approximately RMB292,741,000), representing a year-on-year decrease of approximately 5.0%, whereas gross margin decreased from approximately 4.2% last year to approximately 2.1% in the reporting period. The significant increase in turnover and the decrease in gross profit and gross margin were mainly attributable to the adjustment of product structure and speeding up of capital turnover rate by the Group during the year.



Chairman's Statement

For road and bridge construction business, on the basis of a solid and healthy development, the Group strictly adhered to "New Urbanization" and "One Belt and One Road (OBOR)" strategy by taking advantage of its technique edge and talent reserve. It invested capital and other resources into quality engineering projects of great market value, making road and bridge construction business a solid revenue stream of the Group as well as a key driver of future results growth. For the year ended 31 December 2016, turnover of the Group's road and bridge construction business was approximately RMB1,240,554,000 (31 December 2015: approximately RMB1,263,654,000), accounting for approximately 8.6% of the Group's total turnover, and gross profit was approximately RMB232,738,000 (31 December 2015: approximately RMB205,891,000), representing a year-on-year increase of approximately 13.0%, whereas gross margin increased from approximately 16.3% last year to approximately 18.8% in the reporting period. The increase in gross profit and gross margin was mainly attributable to the longer construction period of most projects commenced by the Group in the reporting period.

PROSPECT

In February 2017, the Chinese government promulgated the Several Opinions of the Central Committee of Communist Party of China and the State Council on Deepening Supply-side Structural Reform in the Agricultural Sector and Accelerating the Cultivation of New Growth Drivers for Agriculture and Rural Areas (《中共中央、國務院關於深入推進農業供給側結構性改革加快培育農業農村發展新動能的若干意見》) (hereinafter referred to as "Number 1 Central Document 2017"), which state policies systematically specify the agricultural supply-side structural reform will remain one of the key tasks in 2017. "Implementing green production", "extending the agriculture related industrial chain", "extending the agricultural industrial value chain" and "strengthening agricultural and financial development" will become the cornerstone of pushing forward "upgrade of the whole agricultural industry chain". The Group will adapt to the situation and seize the new rare opportunities in the changing market. Closely following the state policies, the Group will implement its diversified development strategy with a view to seeking new business growth drivers by continuous exploration and innovation on a basis of insisting on improving its existing businesses.

For specific businesses, to realize good development prospects, the Group will mainly adjust the following aspects:

"Agricultural Big Data Service Business"

The Group will expand the effect of Dasheng ICPAPW both in size and depth. With respect to the size, it's mainly reflected by the further expansion of the comprehensive database. The Group plans to connect 25 agricultural product wholesale markets and invest in the cold chain market to incorporate in the utilized operation management in 2017. With respect to the depth, it's reflected by the use of huge real-time data to provide value-added services related to agricultural finance. The development of the four systems including purchase and sales inventory system, e-commercial platform, cold storage warehouse management system and safety tracking platform will be further pushed forward and integrated into the existing system of market. Every system will be developed separate API interface for free connect to adapt to the real needs of the market. The Group will place great emphasis on promoting "Smart Card and Agricultural Product Wholesale Card" with a focus on the big data of Dasheng ICPAPW with a view to providing premium financial solution to the dealers in the market as well as generating strong synergy for other agriculture related businesses of the Group. "Technological innovation", "agriculture" and "brand" will become the Group's business card of agricultural big data services, and the synergic development of the three aspects will result in the new model of agricultural financial development of Dasheng and create a professional brand image for the Group.

“Agricultural Industry Chain Financial Service Business”

In 2016, the State Council released the Guidance on Accelerating the Development of Financial Leasing Industry (《關於加快融資租賃業發展的指導意見》) and the Guidance on Promoting the Healthy Development of Financial leasing Industry (《關於促進金融租賃行業健康發展的指導意見》) in a row, which removed the minimum registered capital restriction on financial leasing companies' setting up their subsidiaries and permitted financial leasing companies to run commercial factoring business related to their main businesses. It was in the national level for the first time that these series of policy benefits provided support to the development of leasing and commercial factoring businesses.

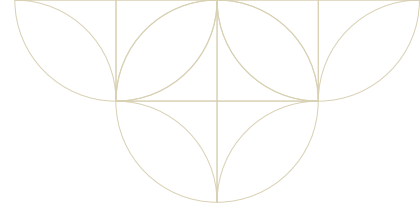
The Group will tightly grasp the policy benefits, proactively expand its traditional business, and list the identification of clients as well as prevention and control of risks as the priorities of the agricultural industry chain financial service management. Taking full use of the good reputation of Shenzhen Dasheng Agricultural Group Co., Ltd. in the relevant fields and its advantages of having a number of premium clients and partners, the Group will focus on developing state-owned enterprises and premium private companies as its clients. Meanwhile, the Group will provide derivative agricultural industry chain financial services along the construction of relevant agricultural product wholesale markets. Based on the big data of distribution of agricultural products, the settlement, and the risk control system of logistic environment, the Group will continue to push forward the financial leasing, commercial factoring businesses, and proactively expand comprehensive agricultural industry chain services such as provision of microloans to increase the coverage of agricultural finance, with a view to realizing the industrial synergy by providing capital guarantee for the market and reducing the financial costs.

“Agricultural and Petrochemical Product Supply Chain Service Business”

The Group will proactively push forward its business transformation. It will continue increasing agriculture-related bulk agricultural materials and agricultural products and actively carry out the trading of frozen products while consolidating its existing petrochemical product business and strictly controlling risks. The Group will proactively participate in the reconstruction of the traditional agricultural product wholesale markets and the investment and operation of cold chain trading markets and attract global premium agricultural product suppliers to obtain global premium agricultural resources and interests so as to provide potential clients with one stop services from procurement, cold chain storage, agricultural product wholesale to transportation and delivery for global mass agricultural products. Leveraging its e-commercial supply chain techniques, the Group will realize the upgrade of its supply chain service business and optimize the synergy of sectors to achieve better operating results in the future.

“Road and Bridge Construction Business”

As at 5 March 2017, the Fifth Session of the 12th National People's Congress was held in Beijing. Li Keqiang, Premier of the State Council, specifically pointed out in the Report on the Work of the Government that more capital will be guided to invest in sectors of “shoring up weak spots”, “structural adjustment”, “promoting innovation” and “national well-off” in 2017. This year the government should invest in railway construction with amount of RMB800 billion and in highway and water conservancy with amount of RMB1,800 billion and conduct 15 material water conservancy projects. The government should continue to strengthen the construction of material projects such as rail transport, civil aviation and telecommunication infrastructure. Thus it can be seen that against the backdrop of continuous adjustment of macro economy, increase in the fixed assets investment will undoubtedly become the important driver for the steady growth of Chinese economy again. The two strategies, “New Urbanization” and OBOR, become the important strategies pushed forward under the new normal of regional economic development in China. The synergic effects of the two strategies will also further speed up the mainland urbanization progress and have an impact on the relevant countries and regions involving in OBOR. New construction and maintenance of high quality road and bridge infrastructure engineering will maintain an obvious growth in a foreseen future.



Chairman's Statement

The Group has currently made an encouraging progress by grasping the policy opportunities and deploying markets in advance. In January 2017, Nantong Road and Bridge received the notice of bid winning from an independent third party in respect of the implementation of phase one construction project of Kuaisu Road, Huai'an City, with the awarded amount being approximately RMB970 million. This project has been the largest single project since the inception of the Group and such single awarded amount has equaled to approximately 76.9% of the turnover of the Group's road and bridge construction business in 2015. The accumulated awarded amount of Nantong Road and Bridge has been approximately RMB1.4 billion to date this year.

During this year, Nantong Road and Bridge will exert great effort in new develop models such as PPP model through cooperation with important partners and integrate mainland markets by proactively leveraging the advantages in market resources of the Group and the controlling shareholder, Shenzhen Dasheng, and the collaborative effect of the industrial chain of the Group. The Group will stabilize its operation through adjustment of market strategy and business focus and strictly control its risks, striving to invest advantage resources in the projects with prospects of profitability, making sure that road and bridge construction business can contribute steady capital to the future operation of the Group.

Appreciation

Finally, I wish to express my gratitude to the Board members, the management and staff of the Group for their hard work and dedication during the year, and to the shareholders, suppliers and customers for their continuous support for the Group.

Lan Huasheng
Chairman

13 March 2017

CONSOLIDATING THE MOMENTUM







Management Discussion and Analysis

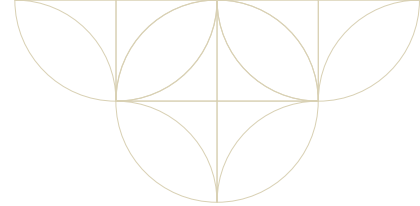
FINANCIAL AND BUSINESS REVIEW

The year of 2016 was undoubtedly a challenging year. The growth of the global economy remained weak and China speeded up deepening of its economic structural reform. "Promoting adjustment and stable upgrade" had become the economic new normal, which led exploration and adjustment, challenges and opportunities to the market throughout the whole year of 2016. In January 2016, the Central Committee of Communist Party of China and the State Council promulgated the Several Opinions on Implementing the New Development Ideas on Accelerating Agricultural Modernization and Achieving the Goal of the All-round Well-off Society(《關於落實發展新理念加快農業現代化全面實現小康目標的若干意見》)(hereinafter referred to as "Number 1 Central Document 2016"), specifically pointing out "ongoing consolidation of the foundation of modern agriculture", "accelerating establishment of financial service system for agricultural supply chain", "promoting agricultural green development" and "continuing promoting technologizing and modernization of agricultural industrial chain". It specified to push forward "national agricultural supply-side structural reform" for the first time, once again clearly demonstrating the emphasis on the "agriculture-oriented principle" at national level and the resulting important opportunities.

The Group is pleased to announce that the results have made a pleasing growth for the year ended 31 December 2016, which mainly benefited from the Group's precise grasp of the national strategy, accurate understanding of the market and the management's active response to the national policy adjustment. It first deployed and built the business structure fit for sustainable development strategy while consolidating its existing businesses, and made rational adjustment, optimization and subdivision for the relevant sector and industrial structure and capital allocation.

In view of this and in order to more precisely and fitly interpret the Group's business sectors and future strategical development planning for the investors, the Group has adjusted its existing business sector of "agricultural internet financial service" and changed it into the business sectors of "agricultural big data services" and "agricultural industry chain financial service" for respective disclosures in this financial report.

During the period under review, turnover of the Group was approximately RMB14,364,866,000, representing a significant increase of approximately 74.7% as compared with that of last year. During the period under review, the Group recorded a gross profit of approximately RMB599,538,000, representing an increase of approximately 19.4% as compared to last year, which was mainly attributable to the significant increase in the gross profit of the Group's agricultural industry chain financial service business and the profit arising from the newly acquired agricultural big data service sector during the reporting period. Turnover of agricultural and petrochemical products supply chain services business was approximately RMB13,022,499,000 during the period, representing a significant increase of approximately 87.2% as compared to the same period last year, and gross profit was approximately RMB277,998,000, which represented a slight decrease of approximately 5.0% as compared to the same period last year. Turnover of the road and bridge construction business was approximately RMB1,240,554,000, roughly flat as compared to last year, and gross profit was approximately RMB232,738,000, representing a year-on-year increase of approximately 13.0%. Turnover of the agricultural industry chain financial service business was approximately RMB76,536,000, and the gross profit was approximately RMB64,005,000, representing a sharp increase of approximately 2,139.2% and 1,772.6% as compared to last year, respectively. Turnover of the agricultural big data service business, newly acquired in the second half of the year, was approximately RMB25,277,000, and the gross profit was approximately RMB24,797,000.



Management Discussion and Analysis

BUSINESS OPERATIONS

The existing main businesses of the Group comprise “agricultural big data services”, “agricultural industry chain financial service”, “agricultural and petrochemical products supply chain service” and “road and bridge construction service”. In 2016, focused on the cooperation with the agricultural product wholesale markets, the Group created a novel and intelligent big data cloud platform for agricultural product wholesale (hereinafter referred to as “ICPAPW”) that is smart and finance-based by using advanced operational management concept, modern computer software application and technical methods and various consumption financial instruments. “agricultural big data service” has fully taken advantages of relevant resources. During the progress of establishment of ICPAPW, it established personalized electronic settlement and big data integrated service for each cooperative market and provided a series of ancillary services such as customization and installation of relevant software, and maintenance and upgrade of system. As for “agricultural industry chain financial service”, the Group has carried out financial leasing and commercial factoring service businesses through Ever Fortune Financial Leasing Co., Ltd. (“Ever Fortune”) and its wholly-owned subsidiary, Ever Fortune Commercial Factoring Co., Ltd (“Ever Fortune Commercial Factoring”). At the same time, the Group particularly took full advantages of ICPAPW and focused on the expanding of agriculture-related industry chain financial service based on agricultural product wholesale markets and provided a series of financial value-added service along the value chain derived from financial big data. As for “agricultural and petrochemical product supply chain service”, the Group continued to promote the development and upgrade of the agricultural and petrochemical product supply chain service. On the premises of consolidating of existing businesses and improvement of risk control, the Group actively established solid strategical cooperative partnership with well-known enterprises and large-scale suppliers at domestic and abroad, to carry out global procurement business of agricultural resources and products and create new business model on the basis of advantages in terms of channel size. In addition, “road and bridge construction service” of the Group continuously maintained sound and stable development. During the period under review, the Group continuously strengthened the capital of Nantong Road and Bridge Engineering Co., Ltd. (“Nantong Road and Bridge”) through the registered capital increase injection and the acquisition of its equity interests, not only laying a solid foundation for Nantong Road and Bridge to participate in tender and construction of large-scale projects but also increasing its bidding rate of the tender of projects with high requirements. Meanwhile, through optimization of management system of Nantong Road and Bridge and improvement of its risk control system, the road and bridge business sector becomes one of the highlights of continued growth in future performance while contributing stable profits to the Group.

AGRICULTURAL BIG DATA SERVICE BUSINESS

The Group is committed to become a comprehensive agricultural product wholesale market service supplier covering “market + logistic + finance + technology”. The Group has innovatively researched and developed ICPAPW and promoted its use in the cooperative markets. In terms of the offline, the Group has transformed the agricultural product wholesale transactions with computer and renovated the traditional cash-based and extensive agricultural industrial transactions with digitalized and intelligent transaction platform; in terms of the online, the Group has created big database for agricultural product wholesale markets on the ICPAPW, so as to jointly create “Dasheng agricultural product wholesale model” of agricultural product wholesale markets both online and offline. To date, the Group has already deeply cooperated with several domestic well-known agricultural product wholesale markets to promote the Dasheng agricultural product wholesale model. There are six agricultural product wholesale markets that have completed the online operation of electronic settlement system and intelligent operation system of agricultural product wholesale, which are located in Nanjing City and Zhenjiang City, Jiangsu Province, Heze City, Shandong Province, Huzhou City, Zhejiang Province, and Meishan City, Sichuan Province, respectively. The Group provides each market with the installation and maintenance service of corresponding system software to implement coin-free transactions with a view to building a new intelligent agricultural product circulation transaction center with integrity of standardized, systemized, informational, intelligent, and finance-based features; based on this, market data are collected to form big data of agricultural product circulation for the purpose of direction of agricultural product transaction and resource allocation and investment of financial resource to reduce financial risk and build agricultural product tracking system.

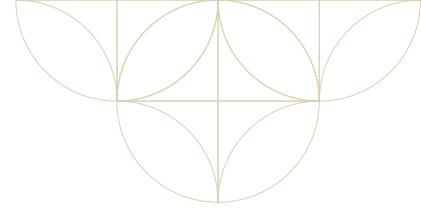
For the year ended 31 December 2016, turnover of the Group’s big data service business in agricultural sector was approximately RMB25,277,000, representing approximately 0.2% of the total turnover of the Group; the gross profit was approximately RMB24,797,000, and the gross margin was approximately 98.1%.



AGRICULTURAL INDUSTRY CHAIN FINANCIAL SERVICE BUSINESS

As at 31 December 2016, the Group owns a total of 73% equity interests of Ever Fortune after the completion of capital increase by further acquisition of 12.5% equity interests of Ever Fortune in March 2016, demonstrating that the Company is confident of the prospect of agricultural industry chain financial service business. Meanwhile, the Group plans to provide general commercial agricultural industry chain financial service to state-owned enterprises and reputable private companies. It has carried out synergic supply chain finance business with cooperative agricultural product wholesale markets by integrating agricultural data resources through full use of information advantages from Dasheng ICPAPW while normally engaging in normal and regular financial leasing and commercial factoring. The cooperative ways that currently have been implemented and recorded a profit are as follows:

- acting as technical and financial service supplier of agricultural product wholesale markets to provide financial leasing and commercial factoring services for operators of cooperative agricultural product wholesale markets.
- providing corresponding agricultural industry chain financial service and obtaining revenue for the potential financial needs of agricultural product wholesale merchants leveraging on the internal credit system established in the progress of providing big data service when transforming agricultural product wholesale markets.



Management Discussion and Analysis

For the year ended 31 December 2016, turnover of the Group's agricultural industry chain financial service business was RMB76,536,000 (31 December 2015: approximately RMB3,418,000), accounting for approximately 0.5% of the Group's total turnover. Gross profit was approximately RMB64,005,000 (31 December 2015: approximately RMB3,418,000), representing a year-on-year sharp increase of approximately 1,772.6%, whereas the balance of interest-bearing assets of the Group's agricultural industry chain financial service business significantly increased to approximately RMB2,343,521,000 as at 31 December 2016 from approximately RMB258,013,000 as at 31 December 2015, representing an increase of approximately 808.3%. The significant increase of these indicators was mainly attributable to the explosive growth of the agricultural industry chain financial service business after its initial run-in period.

AGRICULTURAL AND PETROCHEMICAL PRODUCT SUPPLY CHAIN SERVICE BUSINESS

The price of petrochemical products was deeply affected by the market and decreased significantly because of fluctuation of the international crude oil prices in 2016. Facing the turbulent oil markets all over the world, the Group proactively upgraded the industrial structure to stabilize its operations, adopted important strategies of risk prevention and control, and developed more products such as chemical fertilizers that were closely related to agriculture. Meanwhile, leveraging professional experience and advantages in terms of channel size, the Group proactively promoted the diversification and optimization of product structure and cooperated with well-known enterprises and large-scale suppliers at home and abroad, with a view to expanding mass agricultural product trade and forming trading categories and business size with certain competitiveness.





Management Discussion and Analysis

For the year ended 31 December 2016, turnover of the Group's agricultural and petrochemical product supply chain service business was approximately RMB13,022,499,000 (31 December 2015: approximately RMB6,956,002,000), accounting for approximately 90.7% of the Group's total turnover. Gross profit was approximately RMB277,998,000 (31 December 2015: approximately RMB292,741,000), representing a year-on-year decrease of approximately 5.0%, whereas gross margin decreased from approximately 4.2% last year to approximately 2.1% in the reporting period. The significant increase in turnover and the decrease in gross profit and gross margin were mainly attributable to the adjustment of product structure and speeding up of capital turnover rate by the Group during the period.

ROAD AND BRIDGE CONSTRUCTION BUSINESS

In 2016, with the strengthening of domestic industrialization progress, the Group strictly adhered to "New Urbanization" and "One Belt and One Road (OBOR)" strategy and remained sound development trend in terms of its road and bridge construction business by taking advantage of advanced engineering techniques and excellent talent resource reserve. The Group completed the capital injection to the Nantong Road Project and Bridge and the acquisition of minority equity interests in the fourth quarter of 2016, respectively. The Company currently owns 91.3% equity interests of Nantong Road and Bridge, not only enhancing the competitive edge of Nantong Road and Bridge by increasing its capital, but also demonstrating that the confidence of the Company in the relevant future road and bridge business.

For the year ended 31 December 2016, turnover of the Group's road and bridge construction business was approximately RMB1,240,554,000 (31 December 2015: approximately RMB1,263,654,000), accounting for approximately 8.6% of the Group's total turnover, and gross profit was approximately RMB232,738,000 (31 December 2015: approximately RMB205,891,000), representing a year-on-year increase of approximately 13.0%, whereas gross margin increased from approximately 16.3% last year to approximately 18.8% in the reporting period. The increase in gross profit and gross margin was mainly attributable to the longer construction period of most of projects commenced by the Group in the reporting period.

OTHER INCOME AND GAINS

For the year ended 31 December 2016, other income and gains were approximately RMB27,135,000 (year ended 31 December 2015: approximately RMB70,356,000), representing a decrease of approximately 61.4%, as there was a reversal of impairment loss amounting to RMB48,665,000 recognized in the year of 2015.

DISTRIBUTION COSTS

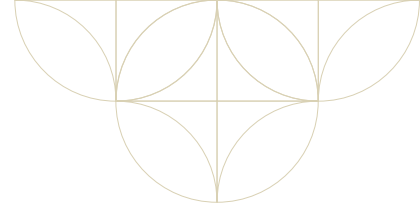
For the year ended 31 December 2016, the Group's distribution costs were approximately RMB10,651,000 (year ended 31 December 2015: approximately RMB11,722,000).

ADMINISTRATIVE EXPENSES

For the year ended 31 December 2016, the Group's administrative expenses were approximately RMB122,500,000 (year ended 31 December 2015: approximately RMB120,481,000) roughly flat as compared to last year.

FINANCE COSTS

For the year ended 31 December 2016, the Group's finance costs were approximately RMB46,015,000 (year ended 31 December 2015: approximately RMB60,396,000), representing a decrease of 23.8% as compared to the same period last year, which was mainly due to the sharp decrease in average balance of borrowings as compared to last year.



Management Discussion and Analysis

PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

For the year ended 31 December 2016, the Group's profit for the year attributable to owners of the Company was approximately RMB307,082,000 (year ended 31 December 2015: approximately RMB247,449,000), representing an increase of approximately 24.1% as compared with the corresponding period of last year. The basic and diluted earnings per share attributable to owners of the Company during the period were approximately RMB0.043 (year ended 31 December 2015: approximately RMB0.057 (restated)), representing a decrease of approximately 24.6% as compared with the corresponding period of last year.

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

Capital Structure

As of 31 December 2016, the Group had total assets less current liabilities of approximately RMB3,432,928,000 (31 December 2015: approximately RMB1,810,358,000), including non-current assets of approximately RMB1,633,242,000 (31 December 2015: approximately RMB1,094,135,000) and net current assets of approximately RMB1,799,686,000 (31 December 2015: approximately RMB716,223,000).

As of 31 December 2016, the Group's equity attributable to owners of the Company was approximately RMB3,071,861,000, representing a huge increase of approximately 107.6% as compared to RMB1,479,713,000 in 2015, which was mainly attributable to the successful completion of placing and subscription by the Company during the reporting period.

Liquidity and Financial Resources

As at 31 December 2016, the Group had restricted bank deposits and cash equivalents of approximately RMB1,645,739,000 (2015: approximately RMB613,952,000) in total. The significant increase in cash and cash equivalents was mainly attributable to the successful completion of subscription and placing by the Company during the reporting period.

The Group had short-term borrowings of RMB1,707,746,000 and RMB1,021,200,000, respectively as at 31 December 2016 and 31 December 2015, and no long-term borrowing as at 31 December 2016 (2015: RMB31,667,000).

As at 31 December 2016 and 31 December 2015, debt asset ratios were approximately 64.3% and 72.4%, respectively. Debt asset ratio was calculated as the percentage of total liabilities divided by total assets.

Foreign exchange risk

The Group's trade receivables were denominated in Renminbi while domestic and foreign purchases were either denominated in Renminbi or United States Dollars. As such, the Group does not have significant foreign currency exchange exposures for the time being. The management of the Group considers that no hedging or other relevant strategy is necessary currently, but will closely monitor the fluctuation of the exchange rates of the relevant foreign currencies against Renminbi.



Management Discussion and Analysis

Pledge of assets

As at 31 December 2016, the Group's payments for leasehold land held for own use under operating leases with a net book value of approximately RMB8,042,000 (31 December 2015: RMB8,220,000) were pledged as security for the Group's bank borrowings. As at 31 December 2016, property, plant and equipment with a net book value of approximately RMB57,977,000 (2015: nil) were pledged as security for the Group's borrowings. As at 31 December 2016, the Group had restricted bank deposits of approximately RMB146,904,000 (31 December 2015: RMB251,375,000) as collateral for the bank borrowings and the issuance of commercial notes, performance bonds and bid bonds to customers.

EMPLOYEE INFORMATION

As at 31 December 2016, the Group had 489 employees. During the period under review, total employee remuneration (including directors' remuneration) amounted to approximately RMB70,654,000 (year ended 31 December 2015: RMB57,872,000). Employees' remuneration is determined by reference to industry practice as well as the performance, qualification and working experience of individual employee. Remuneration packages comprised basic salary, discretionary bonus, state-managed retirement benefit schemes for employees in the PRC and mandatory provident funds schemes for employees in Hong Kong.

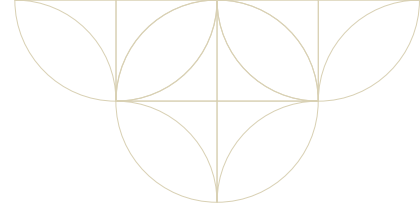
SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

On 18 August 2015, the Company (as purchaser), entered into a sale and purchase agreement with 江西樟樹市智贏投資管理中心 (Jiangxi Zhangshu City Zhiying Investment Management Centre*) (as vendor) and Wu Hongbin and Yan Xiefang (collectively as guarantors) in relation to the acquisition of entire equity interests in 上海諧易企業管理諮詢有限公司 (Shanghai Kaiyi Corporate Management Consultancy Co., Limited*) ("Shanghai Kaiyi") at a total consideration of RMB268 million. Shanghai Kaiyi and its subsidiary, 上海潤通實業投資有限公司 (Shanghai Runotong Industrial and Investment Co., Limited*) are principally engaged in and have been granted the payment services license by the People's Bank of China to conduct the business of prepaid card issuance and settlement. The acquisition was subsequently completed on 27 July 2016. Details of such acquisition are set out in the announcements of the Company dated 18 August 2015, 24 December 2015, 28 April 2016 and 27 July 2016.

On 8 January 2016, the Group (as purchaser), entered into a sale and purchase agreement with Crown Castle Limited (as vendor) in relation to the acquisition of additional 12.5% equity interests of the Company's then 53% owned subsidiary, Ever Fortune, at a consideration of RMB25 million. At the same date, the Group entered into a joint venture agreement among the vendor and the other shareholder of Ever Fortune to agree the capital injection to Ever Fortune. Pursuant to the joint venture agreement, the Group agreed to invest RMB234 million in cash to Ever Fortune. Since one of the shareholders will not inject any capital, the shareholding of the Group to Ever Fortune will increase to 73% after the acquisition of 12.5% equity interests and capital injection. The acquisition and capital injection was subsequently completed on March 2016. Details of which are set out in the announcements of the Company dated 8 January 2016 and 15 March 2016.

On 6 June 2016, the Group completed the formation of two joint venture companies, Fujian Ruiying Financial Leasing Company Limited ("Fujian JV") and Ever Fortune (Xiamen) Financial Leasing Co., Ltd. ("Xiamen JV") with a registered capital of RMB200 million and RMB500 million, respectively. The Company indirectly owns as to 79.75% equity interests of each of Fujian JV and Xiamen JV. Details of which are set out in the announcements of the Company dated 19 April 2016 and 6 June 2016.

* For identification purpose only



Management Discussion and Analysis

On 26 August 2016, the Company entered into a capital injection agreement with Nantong Road and Bridge and all other shareholders of Nantong Road and Bridge in relation to the injection of RMB300,000,000 in capital of Nantong Road and Bridge, of which RMB128,605,700 being the increase of registered capital and RMB171,394,300 being the premium for injection of capital in Nantong Road and Bridge. After the capital injection, approximately 82.41% equity interest of Nantong Road and Bridge is owned by the Company. The capital injection was subsequently completed on September 2016. Details of the capital injection are set out in the announcement of the Company dated 26 August 2016.

On 14 October 2016, the Company (as purchaser) entered into sale and purchase agreements with six individual shareholders of Nantong Road and Bridge (each as vendor), respectively, in relation to the acquisition of then approximately 8.9% equity interest in Nantong Road and Bridge at an aggregate consideration of RMB88,950,602. Upon completion of the acquisition, in aggregate approximately 91.3% equity interest in Nantong Road and Bridge is owned by the Company. Details of which are set out in the announcements of the Company dated 26 August 2016 and 14 October 2016.

Save as disclosed above and the transactions described elsewhere in this annual report, the Group had no other significant investments, material acquisitions or disposals during the year.

USE OF PROCEEDS FROM THE PLACING AND THE SUBSCRIPTION OF H SHARES

The net proceeds from the subscription and placing of the Company's H shares during the year, after deducting share issuance expenses amounted to approximately HKD1,615 million. The respective uses of the net proceeds up to 31 December 2016 were as follows:

	Net Proceeds from the subscription and placing		
	Available HKD'000	Used HKD'000	Unused HKD'000
Funding for the trading of agricultural products and principal for the financing services	673,000	673,000	—
Potential acquisition of financial servicing companies in the PRC	116,000	—	116,000
Developing software application, database and electronic settlement system for the smart wholesale market, marketing of Yingdian Life Card, and recruitment of staff	100,000	40,000	60,000
Repayment of the Group's indebtedness	600,000	600,000	—
General working capital	126,000	126,000	—
Total	1,615,000	1,439,000	176,000

The remaining balance of the net proceeds was placed in bank deposit accounts. The Group will apply the remaining net proceeds in the manner set out in the announcements of the Company dated 9 March 2016, 1 April 2016 and 16 May 2016 in relation to the change in use of proceeds from subscription and placing.



Biographical Details of Directors, Supervisors and Senior Management

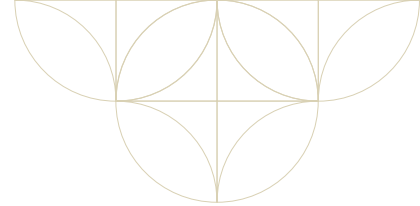
BOARD OF DIRECTORS

Executive Directors

Mr. Lan Huasheng (蘭華升), aged 45, has served as the chairman of the Board and an executive Director of the Company since June 2014. He is a senior accountant in the PRC. He is also a director of certain subsidiaries of the Group. Mr. Lan has extensive experience in finance and accounting. He was formerly a finance manager and financial controller of various companies from July 1995 to June 2006. He acted as the general manager of Fujian Dasheng Holdings Limited from June 2006 to May 2014 and the chairman of the board of directors and general manager of Dasheng (Fujian) Agricultural Ltd. (“Fujian Dasheng”) from April 2010 to April 2014. He is currently the chairman of the board of directors of Dasheng Holdings Limited (“Dasheng Holdings”) and Shenzhen Qianhai Dasheng Equity Investment Fund Co., Ltd. (“Qianhai Dasheng”) and Shenzhen Dasheng Agricultural Group Co., Ltd. (“Shenzhen Dasheng”). Shenzhen Dasheng is owned as to 30% by Dasheng Holdings and 70% by Qianhai Dasheng, and Fujian Dasheng is owned as to 100% by Shenzhen Dasheng. Mr. Lan was awarded “The Sixth Session of Fujian May 4th Youth Medal” in May 2009 and was selected as one of the “Outstanding Youth Entrepreneurs of Fujian Province” in October 2009, was selected as one of the “2015 Guangdong Province Outstanding Entrepreneurs” and was awarded the “Ninth Award of Business Celebrities in Shenzhen” in 2016. Mr. Lan graduated from Jiangxi University of Finance and Economics in the PRC specializing in finance in July 2002.

Mr. Mo Luojiang (莫羅江), aged 37, has served as chief executive officer and an executive Director of the Company since May 2013 and June 2013, respectively. He is also the chairman of the nomination committee of the Company and a director of certain subsidiaries of the Group. Mr. Mo joined the Company in July 2003 and was responsible for the preparation of listing of the Company in Hong Kong and then he was in charge of the business operation of the Company. Mr. Mo served as secretary of the Board from July 2003 to July 2006 and from April 2012 to May 2013, and the vice general manager of the Company from May 2006 to June 2013. He served as executive vice general manager of the Company from March 2007 to December 2010. Mr. Mo served as an executive Director of the Company from May 2007 to June 2012 when the Company was listed on the Growth Enterprise Market of the Stock Exchange. He obtained a bachelor’s degree in management specialising in accountancy from Shanghai University of Finance and Economics in July 2003. Mr. Mo was awarded “The Excellence in Achievement of World Chinese Youth Entrepreneurs” in 2008.

Mr. Wang Ligu (王立國), aged 54, has served as executive Director and vice president of the Company since June 2014, respectively. He is a senior engineer in the PRC. He is also a director of certain subsidiaries of the Group. Mr. Wang has nearly 30 years’ experience in the Chinese petroleum and petrochemical industries. From 1983 to 2011, Mr. Wang worked for various branches and subsidiaries of China Petrochemical Corporation (“Sinopec”). From August 1983 to May 2000, Mr. Wang held various positions in Anqing Branch Company of Sinopec, including senior engineer, system analyst and deputy director of crude oil department. He has served as the vice director and director, respectively, of human resource department of Sinopec Guangdong Oil Products Company Shenzhen Branch from May 2000 to November 2007, a vice general manager of Sinopec International (Hong Kong) Co., Ltd. from October 2007 to October 2011. From November 2011 to December 2013, he acted as the general manager of Hongkong Huaxin Petroleum Limited. Mr. Wang is currently a director and the general manager of Zhenjiang Runde Equity Investment Fund Ltd.. Mr. Wang obtained a bachelor’s degree in metal material and heat treatment from Hefei University of Technology in the PRC in July 1983 and obtained a master’s degree in business administration from Zhejiang University in the PRC in June 1997.



Biographical Details of Directors, Supervisors and Senior Management

Non-executive Director

Mr. Zhu Tianxiang (朱天相), aged 44, has served as non-executive Director since June 2015. He is also a member of the audit committee of the Company and a general manager and director of Shenzhen Dasheng Financial Holding Company Limited, a wholly owned subsidiary of the Company. He has extensive experience in financial management. He was formerly the manager of the finance department, the vice general manager and the general manager of various companies from August 1994 to July 2002. He served as the department general manager in Founder Securities Limited from August 2002 to November 2004 and was responsible for audit control and regulatory compliance. He was also a member of the senior management and president office, the chief duty compliance officer and the vice president of Founder Securities Limited from December 2004 to June 2008. He engaged in the preparation work for Credit Suisse Founder Securities Limited as a representative of the PRC party from July 2008 to October 2008, and held positions as a member of the senior management and general manager office of Credit Suisse Founder Securities Limited, the financial controller and secretary to the board of Credit Suisse Founder Securities Limited's from November 2008 to April 2015. He is the group general manager of Shenzhen Dasheng which is a substantial shareholder of the Company holding approximately 47.12% of the total issued shares of the Company as at the date of this report. Mr. Zhu obtained a bachelor's degree in international accounting and securities investment from Jiangxi College of Finance and Economics in June 1994.

Independent Non-executive Directors

Mr. Chung Cheuk Ming (鍾卓明), aged 54, has served as an independent non-executive Director since June 2012. He is the chairman of the audit committee of the Company and a member of the remuneration and assessment committee and nomination committee of the Company. Mr. Chung is a practicing certified public accountant in Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the Society of Chinese Accountants and Auditors, and an associate member of the Hong Kong Institute of Bankers. Mr. Chung has been the principal of Alex Chung & Company, Certified Public Accountants since August 2006. Mr. Chung is currently a court-appointed trustee in bankruptcy. He worked for Louie Wu & Co over three years and resigned in June 2006. Mr. Chung obtained a bachelor of arts degree from The University of Hong Kong in November 1986. He also obtained a postgraduate diploma in information systems from City University of Hong Kong in November 1998, a master of science degree in e-commerce from The Hong Kong Polytechnic University in November 2003 and a master of science degree in corporate governance and directorship from Hong Kong Baptist University in November 2006. In addition, Mr. Chung obtained a postgraduate diploma in insolvency from HKICPA in June 2004.

Mr. Zhou Jianhao (周建浩), aged 55, has served as an independent non-executive Director since December 2012. He is the chairman of the remuneration and assessment committee of the Company and a member of the audit committee and nomination committee of the Company. Mr. Zhou is currently the general manager of Shanghai Kunpu Electronics and Technology Co., Ltd. and Shanghai Pai Feng Industrial Co., Ltd. Mr. Zhou graduated from Nanjing Political College specialising in economic management in the PRC in June 2002 and completed an on-the-job postgraduate programme specialising in business administration from Shanghai Academy of Social Sciences in the PRC in December 2001.

Mr. Yang Gaoyu (楊高宇), aged 49, has served as an independent non-executive Director since August 2016. He is a member of the audit committee, remuneration and assessment committee and nomination committee of the Company. Mr. Yang is a member of the Chinese Institute of Certified Public Accountants, a China Certified Tax Agents, a Corporate Counsel (企業法律顧問) in the PRC, a Judicial Accounting Appraiser (司法會計鑒定人) in the PRC. Mr. Yang is currently the principal of Beijing Zhongzheng Tiantong Certified Public Accountants (Shenzhen Branch) (Special General Partnership) since October 2012. He also is the independent directors of three public companies in PRC, namely Shenzhen Evenwin Precision Technology Co., Ltd.* (深圳市長盈精密技術股份有限公司) (Shenzhen Stock Exchange: 300115), New Trend International Logis-tech Co., Ltd.* (深圳市今天國際物流技術股份有限公司) (Shenzhen Stock Exchange: 300532) and WWW.36.CN (Shenzhen) Technology Co., Ltd.* (深圳市萬泉河科技股份有限公司) (New OTC market: 430434). Mr. Yang obtained his master's degree of business administration from New York Institute of Technology in 2010.



Biographical Details of Directors, Supervisors and Senior Management

SUPERVISORS

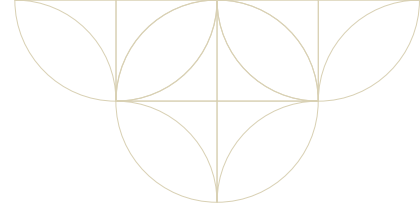
Mr. Lu Tingfu (盧挺富), aged 46, has served as a Supervisor representing shareholders of the Company since June 2014. He is an intermediate accountant in the PRC. Mr. Lu has more than 20 years of experience in finance, accounting and auditing. He is currently a director of Shenzhen Dasheng, the sole director of Hong Kong Dasheng Investment Holdings Company Limited ("HK Dasheng Investment") and the general manager of Qianhai Dasheng. Shenzhen Dasheng is owned as to 70% by Qianhai Dasheng and 30% by Dasheng Holdings, and each of Qianhai Dasheng and Dasheng Holdings is owned as to 30% by Mr. Lu. HK Dasheng Investment is a wholly owned subsidiary of Shenzhen Dasheng. Mr. Lu had worked with Fujian Textile and Chemical Fiber Group Co., Ltd. for nearly 20 years, where he held a number of positions, including vice manager and manager of finance department and auditor. He graduated from the department of economics and management in South China Institute of Tropical Crops in the PRC (now known as Hainan University) specialising in finance and accountancy in June 1993.

Ms. Ye Mingzhu (葉明珠), aged 71, has been re-designated as an independent Supervisor of the Company since July 2015. She is a certified public accountant in the PRC. She is currently the manager of ShineWing Certified Public Accountants and the independent director of Fujian Start Group Co., Ltd. She was previously Supervisor representing shareholders of the Company from December 2012 to July 2015 and the independent non-executive Director from June 2005 to December 2012. Ms. Ye had formerly served at Shanghai Ruidong Hospital as executive vice-president and financial controller from March 2002 to October 2006 and Shanghai Xin Shen Certified Public Accountants from January 1994 to December 1998.

Ms. Chen Yuanling (陳媛玲), aged 45, has served as an independent Supervisor of the Company since July 2015. She has extensive experience in finance and auditing. She worked in Shenzhen Chinese Accountants Firm (深圳中華會計事務所) from August 1998 to September 2001 and has engaged in the auditing of annual financial statements as well as auditing of IPO issues of various listed companies. She worked in the audit department of Chunda Group (淳大集團) from September 2001 to January 2004 and was responsible for the audit work of the Group's external investment projects and providing management advice. From September 2006 to August 2014, Ms. Chen had held various positions including the financial controller of Shanghai Chunda Hotel Investment Management Co., Ltd (上海淳大酒店投資管理有限公司), the financial controller and the general manager of Shanghai Chunda Yuandi Industrial Co., Ltd (上海淳大源地實業有限公司) and the general manager of Taicang Chunda Greenwoods Properties Co., Ltd (太倉淳大景林置業有限公司). Ms. Chen has served as the vice general manager of Shanghai Greenwoods Investment and Development Co., Ltd (上海景林投資發展有限公司) since September 2014. Ms. Chen obtained a bachelor degree in international accounting from Jiangxi University of Finance and Economics in 1994 and a master's degree in business administration from Shanghai University of Finance and Economics in 2004.

Ms. Zhao Liping (趙莉萍), aged 41, has served as a Supervisor representing employees of the Company since November 2014. She is an intermediate accountant in the PRC. She is currently the manager of the financing department of the Company. Ms. Zhao has more than twenty years of experience in finance, accounting and auditing. She has served several positions within the Group from September 2000 to August 2014, including manager of the finance department of Shanghai Dasheng Agro-chemical Co., Ltd. (formerly known as Shanghai Tonva Asphalt Company Limited), manager of the finance department of Hong Kong Dasheng Agriculture Holding Company Limited (formerly known as Donghua (Hong Kong) Limited), accounting officer of the finance department of Shanghai Tonva Trading Limited, the Company's predecessor. Prior to joining the Company, Ms. Zhao worked for Shanghai Building Materials Supply General Corp. Ms. Zhao graduated from University of Shanghai for Science and Technology in the PRC specialising in accounting in July 2002.

Mr. Jiang Feng (蔣峰), aged 35, has served as a Supervisor representing employees of the Company since July 2015. He joined the Secretary Office of the Board in May 2013. He was appointed as the securities affairs representative of the Company since October 2014. Mr. Jiang obtained a bachelor's degree in accounting and finance from the Griffith College Dublin in Ireland in January 2010.



Biographical Details of Directors, Supervisors and Senior Management

SENIOR MANAGEMENT

Mr. Qian Di (錢迪), aged 35, has served as the Group's Financial Controller and the vice president of the Company since August 2014 and August 2016, respectively. He is also a director of certain subsidiaries of the Group. Mr. Qian is a member of Chinese Institute of Certified Public Accountants and passed the qualification programme of the HKICPA. Mr. Qian has over 10 years of experience in accounting and auditing. Prior to joining the Company, Mr. Qian worked in KPMG Huazhen (Special General Partnership) Shanghai Office from August 2006 to August 2014 and was an audit manager when he resigned. Mr. Qian obtained a bachelor's degree in management from Fudan University in the PRC specialising in financial management in July 2004.

Ms. Lo Suet Fan (盧雪芬), aged 51, has served as the company secretary and authorised representative of the Company since May 2013. Ms. Lo joined the Company in April 2013 and has extensive experience in finance, accounting and company secretarial fields. Ms. Lo is an associate member of the HKICPA and a fellow member of The Association of Chartered Certified Accountants of the United Kingdom. She obtained a Postgraduate Diploma in Finance and Law from The University of Hong Kong School of Professional and Continuing Education in July 2012.



Corporate Governance Report

The board of directors (the “Board”) of the Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (the “Company”) is always committed to maintaining high standards of corporate governance and business ethics since the Board believes that sound and effective corporate governance practices are essential for maintaining and enhancing investors’ confidence and maximizing shareholders’ wealth. The Board, from time to time, reviews its corporate governance practices in order to meet the rising expectations of shareholders, to comply with the increasingly stringent regulatory requirements, and fulfill its commitment to excellence in corporate governance.

The Company has adopted the code provisions in the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as its own code of corporate governance. The Company has complied with the code provisions of the CG Code throughout the year ended 31 December 2016.

The manner in which the code provisions in the CG Code are applied and implemented during the year ended 31 December 2016 is explained in this Corporate Governance Report.

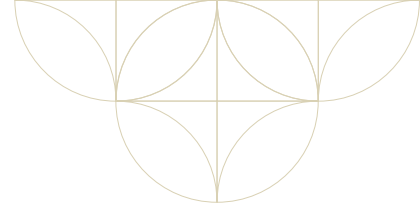
MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. Following a specific enquiry, all the Directors and supervisors of the Company confirmed that they have complied with the Model Code throughout the year ended 31 December 2016.

BOARD OF DIRECTORS

The Board, which currently comprises 7 Directors, is responsible for corporate strategy, annual and interim results, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim accounts for the Board’s approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

The biographical details of the Directors are set out in the “Biographical Details of Directors, Supervisors and Senior Management” section on pages 22 to 23 of this annual report. All Directors have given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently.



Corporate Governance Report

In addition to the executive Directors, the Company also has appointed three independent non-executive Directors who have appropriate and sufficient experience and qualifications to carry out their duties so as to protect the interests of shareholders. In addition, the Company has appointed one non-executive Director to enrich the profile of the Board.

The members of the Board during the year ended 31 December 2016 and up to the date of this report are:

Executive Directors:

Mr. Lan Huasheng (Chairman)

Mr. Mo Luojiang (Chief Executive Officer)

Mr. Wang Liguo (Vice President)

Non-executive Director:

Mr. Zhu Tian Xiang

Independent Non-executive Directors:

Mr. Chung Cheuk Ming

Ms. Pan Min (resigned on 23 August 2016)

Mr. Yang Gaoyu (appointed on 23 August 2016)

Mr. Zhou Jianhao

The Company has received written annual confirmation from each independent non-executive Director of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors are independent with regard to the aforesaid guidelines.

To the best knowledge of the Directors, the Board is not aware of any financial, business, family or other material/relevant relationships among members of the Board.

During the year ended 31 December 2016, the Board convened a total of twenty Board meetings on the needs of the operation and business development of the Company.

Corporate Governance Report

MEETINGS ATTENDED/HELD

The attendance of individual members of the Board at the Board, Board Committees and general meetings during the year ended 31 December 2016 are as follows:

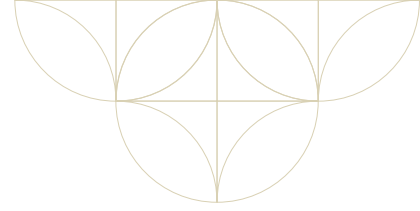
Directors	Attendance/Meetings held				
	Board	Remuneration and Assessment Committee	Nomination Committee	Audit Committee	General meeting and class general meeting*
Executive Directors:					
Mr. Lan Huasheng (Chairman)	20/20				3/3
Mr. Mo Luojiang (Chief Executive Officer)	20/20		2/2		3/3
Mr. Wang Liguó (Vice President)	20/20				3/3
Non-executive Director:					
Mr. Zhu Tian Xiang	20/20				
Independent Non-executive Directors:					
Mr. Chung Cheuk Ming	20/20	2/2	2/2	7/7	3/3
Ms. Pan Min (resigned on 23 June 2016)	15/20	2/2	2/2	6/7	3/3
Mr. Yang Gaoyu (appointed on 23 June 2016)	5/20	0/0	0/0	1/7	0/0
Mr. Zhou Jianhao	20/20	2/2	2/2	7/7	3/3

* In 2016, the Company convened one annual general meeting, one domestic shareholders class meeting and one H shareholders class meeting.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision A.2.1, the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing.

During the year 2016, the role of chairman and CEO vest on Mr. Lan Huasheng and Mr. Mo Luojiang, respectively. Essentially, the Chairman takes the lead to oversee the Board functions and ensure all important issues are discussed in a timely manner, while the CEO, supported by his management team, implements major strategies and policies of the Company and is responsible for the day-to-day management of the business of the Company.



Corporate Governance Report

NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the CG Code stipulates that non-executive Directors should be appointed for a specific term, subject to re-election. All Directors, including non-executive Director and independent non-executive Directors are appointed for a specific term of 3 years or until the expiration of the term of the current session of the Board and are subject to re-election provisions in the articles of association of the Company. All Directors shall be elected and removed by the shareholders in general meeting according to the articles of association of the Company. Code Provision A.6.7 of the CG Code stipulates that non-executive directors, including independent non-executive directors, should attend general meetings of the Company. At the respective general meetings of the Company, all executive Directors, non-executive Director and independent non-executive Directors present to enable the Board to develop a balanced understanding of the views of the shareholders of the Company.

CONTINUOUS PROFESSIONAL DEVELOPMENT

All newly appointed Directors are provided with necessary induction and information to ensure that they have a proper understanding of the Group’s businesses and their statutory supervision responsibilities as directors of listed companies. The Company will update Directors on the latest development regarding the Group’s businesses as well as the Listing Rules and other applicable regulatory requirements. During the year, the Company has arranged an internal training for all Directors and senior management in relation to legal compliance for companies listed in Hong Kong. In addition, all Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills.

Directors confirmed that they have complied with the code provision A.6.5 of the CG Code on directors’ continuous professional development. During the year, the continuous professional development taken by respective Directors are as follows:

Name	Training Received (Note)
Executive Directors	
Lan Huangsheng	A, B
Mo Luojiang	A, B
Wang Ligu	A, B
Non-executive Director	
Zhu Tianxiang	A, B
Independent Non-executive Directors	
Chung Cheuk Ming	A, B
Yang Gaoyu	A, B
Zhou Jianhao	A, B

Note:

A: reading materials relevant to the Company’s business or to the directors’ duties and responsibilities

B: attending seminars/workshops/webinar or training course

BOARD COMMITTEES

Remuneration and Assessment Committee

The remuneration and assessment committee was established in 2005 (It was originally known as Remuneration Committee and was changed as the remuneration and assessment committee in 2012) and the terms of reference of remuneration and assessment committee are aligned with the CG Code. The committee members are independent non-executive Directors. The chairman of the committee is Mr. Zhou Jianhao and other committee members included Mr. Chung Cheuk Ming and Ms. Pan Min (resigned on 23 August 2016) and Mr. Yang Gaoyu (appointed on 23 August 2016).

The roles of the remuneration and assessment committee include the determination of the specific remuneration packages of all executive Directors, including benefits in kind, pension benefits and compensation payments (including any compensation payable for loss of office or engagement), and make recommendations to the Board about the remuneration of the non-executive Directors.

The remuneration and assessment committee of the Company held two meetings during the year ended 31 December 2016 and has considered and reviewed the terms of service contract of the new independent non-executive Director and make recommendations to the Board on the remuneration packages of individual directors and senior management with reference to the corporate objectives.

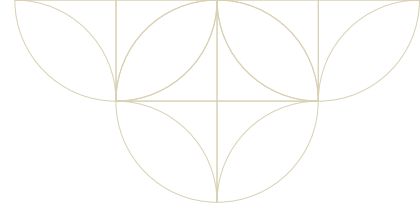
Nomination Committee

The Company established the nomination committee (“Nomination Committee”) on 16 February 2012 and the terms of reference of Nomination Committee are aligned with the CG Code. The majority of committee members are independent non-executive Directors and the chairman of the committee is Mr. Mo Luojiang, the other members include Mr. Chung Cheuk Ming, Ms. Pan Min (resigned on 23 August 2016), Mr. Yang Gaoyu (appointed on 23 August 2016) and Mr. Zhou Jianhao.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on a regular basis, make recommendations on any proposed change to the Board to complement the Company’s corporate strategies and assess the independence of independent non-executive Directors. Furthermore, the committee will make recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors, subject to the final approval in the general meeting.

In assessing the Board composition, the Board has adopted a board diversity policy (the “Policy”) which sets out the approach to achieve diversity on the Board. All Board appointments shall be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board, including but not limited to gender, age, cultural and educational background, professional experience and skills. The ultimate decision shall be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will monitor the implementation of the Policy and review the Board composition under diversified perspectives to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company’s business. As at the date of this annual report, the Board comprises seven Directors. Three of them are INEDs, thereby promoting critical review and control of the management process.



Corporate Governance Report

The Nomination Committee held two meetings during the year for reviewing the structure, size, diversity and composition of the Board; considering and recommending to the Board for approval the list of retiring directors for re-election at the annual general meeting held on 23 August 2016; reviewing the candidates for the position of Directors and making recommendations to the Board; and reviewing the senior management proposed to be appointed by the Board.

Audit Committee

The audit committee of the Company (“Audit Committee”) was formed in 2005 and the terms of reference of Audit Committee are aligned with the CG Code. The primary duties of the audit committee are to review and monitor the financial reporting process and internal controls system of the Group as well as overseeing the relationship with the Company’s external auditor. The Audit Committee comprises three independent non-executive Directors, namely, Mr. Chung Cheuk Ming, Ms. Pan Min (resigned on 23 August 2016), Mr. Yang Gaoyu (appointed on 23 August 2016) and Mr. Zhou Jianhao and one non-executive Director, namely, Mr. Zhu Tianxiang. The chairman of the Audit Committee is Mr. Chung Cheuk Ming.

The Audit Committee held 7 meetings during the year with management and/or representatives of the external auditor for reviewing the Group’s unaudited interim results and audited annual results before submission to the Board for consideration and approval, reviewing the annual audit plan and scope of work of external auditor, discussing issues arising from the audits including internal controls, risk management and financial reporting and approving the audit fee. The Group’s unaudited interim results for the six months ended 30 June 2016 and the audited annual results for the year ended 31 December 2016 have been reviewed by the Audit Committee, which has the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

AUDITOR’S REMUNERATION

The Audit Committee is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor including whether such non-auditing functions could lead to any potential material adverse effect on the Company. During the year ended 31 December 2016, the remuneration paid/payable to the Company’s external auditor for its statutory audit services and non-audit services were RMB2,350,000 and RMB50,000, respectively. The non-audit services mainly included the work on continuing connected transactions.

DIRECTORS’ AND AUDITOR’S RESPONSIBILITIES IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Company. The Board is responsible for preparing the financial statements of the Company and the Group with the supports of Group Financial Controller and financial department of the Group. In preparing the financial statements, the Board has applied the Hong Kong Financial Reporting Standards and consistently followed the appropriate accounting policies and provisions of laws. The Board is aimed to give a clear and fair assessment of the Group’s results to the shareholders in the annual and interim reports, and make disclosures and announcements in a timely basis.

The Directors’ responsibilities for the consolidated financial statements and the responsibilities of the external auditor to the shareholders are set out on pages 54 to 55 of this report.

COMPANY SECRETARY

Ms. Lo Suet Fan (“Ms. Lo”) was appointed as the company secretary of the Company on 15 May 2013. She is responsible to the Board for advising the Board on corporate governance matters. Ms. Lo has taken no less than 15 hours of relevant professional training during the year ended 31 December 2016 in compliance with the requirements of Rule 3.29 of the Listing Rules.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions as set out in the CG Code, which include to develop and review the Company’s policies and practices on corporate governance; to review and monitor the training and continuous professional development of Directors and senior management; and to review the Company’s compliance with the CG Code and disclosure in this Corporate Governance Report.

MANAGEMENT FUNCTIONS

The Board is responsible for overall corporate strategy and monitoring and control of the performance of the Group whereas the management is responsible for the daily hands on operation.

When the Board delegates its management and administrative functions to the management, it has given clear directions as to the powers of the management and the circumstances where, the management on behalf of the Company shall obtain prior approval from the Board before making decisions or entering into any commitments.

The Company has established a list of functions reserved to the Board for decision and those delegated to the management. The Board shall review those arrangements regularly.

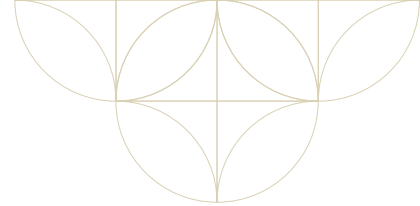
INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group’s business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable shareholders and investors to make the best investment decisions.

To promote effective communication, the Company maintains a website at www.dsgd-sh.co, where up-to-date information on the Company’s business operations and developments, financial information, corporate governance practices and other areas are posted. Investors and analysts briefings, press conferences and media interviews are conducted on a regular basis in order to keep shareholders and potential investors informed of the latest development of the Company.

The Company endeavors to maintain an on-going dialogue with its shareholders, in particular, through annual general meetings (“AGM(s)”) or other general meetings to communicate with the shareholders and encourage their participation. The Chairman of the Board as well as the chairmen of the Audit Committee, Nomination Committee and Remuneration and Assessment Committee will make themselves available at the AGM to meet with the shareholders.

The forthcoming AGM of the Company will be held on 23 June 2017. The notice of AGM will be sent to shareholders 45 days before the AGM.



Corporate Governance Report

The Company will continue to maintain an open and effective investor communication policy and to update investors on relevant information on the Group's business in a timely manner, subject to relevant regulatory requirement.

SHAREHOLDERS' RIGHTS

The Board welcomes shareholders to present their views and shareholders may at any time submit their questions and concerns about the Group. Enquiries may be put to the Board through our shareholders' email at investor@dsgd.co. Shareholders may also make enquiries to the Board by writing to the Secretary Office of the Board at the Company's office at 10-11F, Building G, Gateway International Plaza, No. 327 Tian Yao Qiao Road, Xuhui District, Shanghai, PRC (postal code: 200030) or Unit 1705-06, 17/F, Convention Plaza Office Tower, No. 1 Harbour Road, Wanchai, Hong Kong.

AGM shall be convened once every year and within 6 months after the end of the preceding financial year. The Board shall convene an extraordinary general meeting within two months if two or more shareholders jointly holding in aggregate 10% or more of the Company's issued shares carrying voting rights at the general meeting request in writing and stating the objectives of the meeting. If the Board fails to issue a notice of meeting within 30 days after receiving the written request, the requisitioning shareholders themselves may convene a meeting within four months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes general meetings.

In the case of AGM, shareholders holding in aggregate 5% or more of the Company's shares carrying voting rights are entitled to put forward new proposals in writing to the Company, and the Company shall place such proposals in the agenda for the said AGM to the extent that it falls within the powers of the general meeting.

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual director.

All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As approved as special resolutions at the AGM held on 23 August 2016, the articles of association of the Company was amended. The amendments to the articles of association of the Company included, among others, reflecting (i) the changes in the registered capital of the Company as a result of bonus issue of shares, subscription of shares and placing of shares; (ii) the change of name of the Company; and (iii) the expansion of business scope of the Company. An up-to-date consolidated version of the articles of association of the Company has been published on the websites of the Company and of the Stock Exchange.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually through the Audit Committee.



Corporate Governance Report

The Company has set up a risk management department to ensure effective internal control system of the Group. The internal control system of the Group also includes a defined management structure with limits of authority, formal policies and procedures of key processes, which allows the monitoring of controls of various functions and departments of the Group. Such systems are designed to help the Group achieve its business objectives, safeguard its assets against unauthorized use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in the Group's operational systems and in the achievement of the Group's business objectives.

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

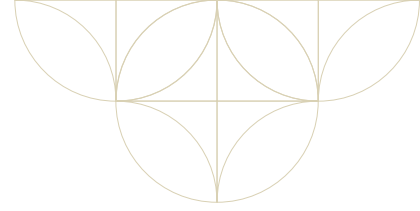
The Audit Committee assists the Board in overseeing the risk management and internal control systems of the Group, considering major findings on internal control matters and make recommendations to the Board.

The management of the Company design, implement and monitor the assessment of the risk management and internal controls and has reported and confirmed to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2016.

The internal audit function conducts reviews of the effectiveness of the Group's risk management and internal control systems based on the internal audit plan and ad hoc requests from the Board, Audit Committee and/or senior management. The annual internal audit plan is developed based on an assessment of various business and operational risks of the Group.

In order to review the effectiveness of internal control system, an internal audit team has been established specifically under the audit committee by the Company in December 2007. A Risk Management Department is formed to further enhance the function of internal control and risk management of the Company in June 2014. Internal audit team comprises 4 members, who among themselves possess wealth of financial, contract management, project management and legal experience. The duties of the internal audit team principally include:

- To monitor the operational process and business risk;
- To oversee the execution and implementation of contracts;
- To oversee the management programme and the implementation of internal control system, including (among others) finance, authorization and procurement;
- To monitor the environmental conservation and production safety functions of the Group; and
- To hold meeting with the management so as to discuss the audit results and make recommendations.



Corporate Governance Report

The Board and the Audit Committee have reviewed the internal audit report and assessed the effectiveness of the Group's internal control and risk management system which covered all material controls, including financial, operational and compliance controls as well as risk management functions, during the year ended 31 December 2016. No major issue was raised but certain areas for improvement had been identified and considered for appropriate actions. The Board considered key areas of the internal control and risk management systems are generally effective and adequate including the adequacy of resources, staff qualifications and experiences, training programs and budget of the accounting, internal audit and financial reporting functions.

The Group has in place a policy on handling and dissemination of inside information. The Group has taken various procedures and measures, including arousing the awareness to preserve confidentiality of inside information within the Group, sending blackout period and securities dealing restrictions notification to the relevant directors, supervisors and employees regularly, disseminating information to specified persons on a need-to-know basis and regarding closely to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission in June 2012.



Report of the Supervisory Committee

To the Shareholders,

During the year ended 31 December 2016, the supervisory committee (the “Supervisory Committee”) of Shanghai Dasheng Agriculture Finance Technology Co.,Ltd. (the “Company”) conscientiously exercised its authority, safeguarded the benefits of the shareholders and the interest of the Company, followed the principle of trust worthiness, honestly carried out the duties and obligations of supervisors as well as worked diligently and proactively, in accordance with the Company Law of the People’s Republic of China, requirements of the relevant laws and regulations in Hong Kong and the articles of association of the Company (the “Articles”) for its accountability to the shareholders.

I. RE-ELECTION OF SUPERVISORS

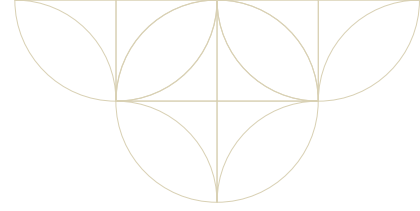
Upon approval by the shareholders of the Company at the annual general meeting held on 23 August 2016 and completion of registration formalities with the relevant administrative authority for industry and commerce, Supervisors representing Shareholders and independent Supervisors of the fourth session of the Supervisory Committee, namely Mr. Lu Tingfu, Ms. Chen Yuanling and Ms. Ye Mingzhu are re-elected as supervisors of the fifth session of the Supervisory Committee.

Upon democratic election at the staff representative meeting of the Company held on 23 August 2016 and completion of registration formalities with the relevant administrative authority for industry and commerce, Mr. Jiang Feng and Ms. Zhao Liping are re-elected as Supervisors representing employees of the fifth session of the Supervisory Committee at the staff representative meeting of the Company.

II. MAJOR WORK PERFORMED AND INDEPENDENT OPINIONS ISSUED BY THE SUPERVISORY COMMITTEE

During the year, the major work performed by the Supervisory Committee included attending Board meetings; carefully reviewing the report of the Directors and profit appropriation proposal to be submitted by the Board for approval at the forthcoming annual general meeting; strictly and effectively monitoring whether the policies and decisions made by the management of the Company had conformed with the state laws and regulations and the articles of association of the Company or safeguarded the benefits of the shareholders. The Supervisory Committee also reviewed the performance of the Directors, general manager and senior management in the daily operation of the Company by various means, and seriously examined the Company’s financial position and its connected transactions. After the examination, the Supervisory Committee was of the view that:

1. the report of the Directors and the profit appropriation proposal to be submitted by the Board for approval at the forthcoming annual general meeting are in accordance with the relevant laws and regulations and the articles of association of the Company;
2. the Directors, general manager and other senior management of the Company have strictly followed the principles of trustworthiness, worked diligently and responsibly, and discharged their duties for the best interest of the Company. The Supervisory Committee has not discovered that any Director, general manager and other senior management of the Company abused their powers, damaged the interest of the Company or the benefits of the shareholders and employees of the Company or contravened any laws and regulations or the articles of association of the Company;



Report of the Supervisory Committee

3. during the year ended 31 December 2016, the transaction price of the Group's asset acquisition and disposal were equitable and reasonable, and no insider transaction or behaviors causing damages to the shareholders' benefits have been found;
4. the financial statements of the Company for the year ended 31 December 2016, audited by BDO Limited, have truly and fairly reflected the operating results and asset position of the Group during the year. The related parties transactions were in compliance with the relevant provisions of the Listing Rules of the Hong Kong Stock Exchange and were fair and reasonable and did not infringe upon the interests of the Company and the shareholders.

The Supervisory Committee would like to take this opportunity to express its sincere gratitude to the shareholders, Directors and all the employees of the Company for their supports to its work in the past year. In the coming year, the Supervisory Committee will continue to perform its supervision and inspection functions diligently and devote efforts to improve the Company's overall competitiveness and sustainable profitability as well as safeguard the interests of the shareholders and the Company.

By order of the Supervisory Committee

Lu Tingfu

Chairman of the Supervisory Committee

Shanghai, PRC, 13 March 2017



Report of the Board of Directors

The Board of directors (the “Board”) of Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (the “Company”) presents their report together with the audited financial statements of the Company and its subsidiaries (hereinafter collectively referred as the “Group”) for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is trading of petrochemical products. The principal activities of the Group are road and bridge construction business, agricultural and petrochemical product supply chain services business, agricultural industry chain financial services business and agricultural big data services business. The activities of its subsidiaries are set out in note 33 to the financial statements.

SEGMENT INFORMATION

Details of segment information are set out in note 6 to the financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of comprehensive income on page 56.

The state of affairs of the Group and of the Company as at 31 December 2016 are set out in the consolidated and company statement of financial position, respectively, on pages 57 to 58 and page 117.

No interim dividend was declared for the six months ended 30 June 2016 (six months ended 30 June 2015: Nil).

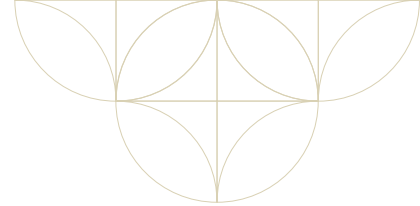
On 13 March 2017, the Board recommended the payment of a final dividend of RMB0.01 per share (2015: RMB0.015 per share), totalling to approximately RMB86,331,000 (2015: approximately RMB76,331,000) for the year ended 31 December 2016. The proposed final dividend is based on the number of issued shares of the Company (i.e. 8,633,079,812 shares) as of the date of the board meeting (i.e. 13 March 2017) determining the final dividend.

Subject to the terms and conditions set out in the placing agreement as disclosed in the circular of the Company dated 5 December 2016 (the “Placing”), and on the basis that the placing shares are being placed in full, an aggregate of up to 1,500,000,000 new H Shares will be issued upon completion of the Placing. The Company’s number of issued shares will be increased up to 10,133,079,812 shares. If the Placing proceeds and completes before the record date for determining the entitlement of the aforesaid final dividend, the holders of the placing shares will be entitled to the final dividend, and that the final dividend will be RMB0.01 per share of the Company, totaling up to approximately RMB101,331,000 based on the number of issued shares of the Company after completion of the Placing (i.e. 10,133,079,812 shares on the assumption that the placing shares are being placed in full).

The proposed final dividend for 2016 is subject to shareholders’ approval at the forthcoming annual general meeting.

FIXED ASSETS

Details of movements in property, plant and equipment, construction in progress and investment properties of the Company and the Group are set out in notes 16, 17 and 18 to the financial statements respectively.



Report of the Board of Directors

SHARE CAPITAL

Details of movements in the share capital of the Company are set out in note 30 to the financial statements.

RESERVES

Movements in the reserves of the Group and of the Company during the year are set out under the consolidated statements of changes in equity and note 31 to the financial statements, respectively.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2016, calculated in accordance with the provisions of the Company Law of the People's Republic of China (the "PRC"), being the jurisdiction in which the Company was established, amounted to RMB271,771,000 (2015: RMB320,735,000).

PRE-EMPTIVE RIGHTS

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

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 2.

SHARE OPTIONS

As at the date of this report, no option has been granted or agreed to be granted by the Company to any of its Directors, Supervisors or employees.

DIRECTORS

The Directors who held office during the year and up to the date of this report are:

Executive Directors

Mr. Lan Huasheng

Mr. Mo Luojiang

Mr. Wang Liguo

Non-executive Director

Mr. Zhu Tianxiang



Report of the Board of Directors

Independent Non-executive Directors

Mr. Chung Cheuk Ming

Mr. Yang Gaoyu (*appointed on 23 August 2016*)

Mr. Zhou Jianhao

Ms. Pan Min (*resigned on 23 August 2016*)

The Company has received from each of the independent non-executive Directors an annual confirmation of their independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") and considers that all independent non-executive Directors to be independent.

In accordance with Article 94 of the Company's articles of association, all the Directors shall be appointed at the general meeting for a term of three years. A director may serve consecutive terms if re-elected upon the expiration of the terms. The fifth session of the Board was elected at the annual general meeting of the Company convened on 23 August 2016. All members of the fifth session of the Board have a term of three years commencing from 23 August 2016.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Brief biographical details of Directors, Supervisors and senior management are set out on pages from 22 to 25.

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

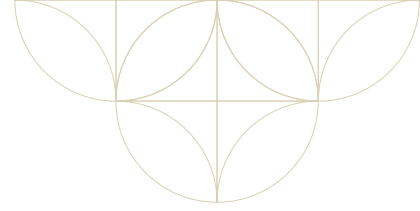
Each of the Directors and Supervisors has entered into a service contract with the Company for a term of three years from his/her date of appointment as a Director or Supervisor (or until the expiration of the term of the current session of the Board or Supervisory Committee) and thereafter subject to termination by either party giving one to three months' written notice to the other party.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in this annual report, no contracts of significance in relation to the Group's business to which the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS', CHIEF EXECUTIVES' AND SUPERVISORS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2016, the interests or short positions of the Directors, chief executives and supervisors of the Company (the "Supervisors") in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required, (a) to be recorded in the register required to be kept under section 352 of the SFO; or (b) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("the Model Code") contained in the Listing Rules were as follows:



Report of the Board of Directors

Long position in the shares and underlying shares of the Company:

Name of Directors/Supervisor	Type of shares	Capacity	Total number of shares and underlying shares	Approximate percentage of shareholding in such class of shares of the Company	Approximate percentage of shareholding in the issued shares capital of the Company
1. Mr. Lan Huasheng (Executive Director)	domestic shares	Interest in controlled corporation	1,818,013,540 (L) (note 1 and 3)	77.40%	23.82%
	H shares	Interest in controlled corporation	2,250,000,000 (L) (note 1 and 3)	42.58%	29.48%
2. Mr. Lu Tingfu (Supervisor)	domestic shares	Interest in controlled corporation	1,818,013,540 (L) (note 1 and 3)	77.40%	23.82%
	H shares	Interest in controlled corporation	2,250,000,000 (L) (note 1 and 3)	42.58%	29.48%
3. Mr. Wang Liguo (Executive Director)	domestic shares	Interest in controlled corporation	1,530,986,460 (L) (note 2 and 3)	65.18%	20.05%

L = Long position

Notes:

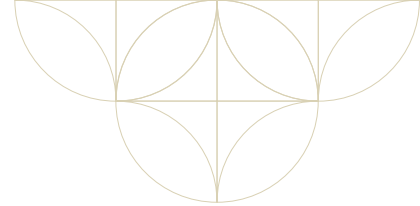
- (1) Shenzhen Dasheng Agricultural Group Co., Ltd. ("Shenzhen Dasheng") and Hong Kong Dasheng Investment Holdings Company Limited ("HK Dasheng Investment") hold 1,368,013,540 domestic shares and 2,250,000,000 H shares of the Company, respectively. As HK Dasheng Investment is wholly owned by Shenzhen Dasheng, which in turn is owned as to 70% by Shenzhen Qianhai Dasheng Equity Investment Fund Co., Ltd. ("Qianhai Dasheng") and 30% by Dasheng Holdings Limited ("Dasheng Holdings"), and each of Qianhai Dasheng and Dasheng Holdings is owned as to 70% and 30% by Mr. Lan Huasheng and Mr. Lu Tingfu, respectively. By virtue of the SFO, Mr. Lan Huasheng and Mr. Lu Tingfu are deemed to be interested in 1,368,013,540 domestic shares and 2,250,000,000 H shares of the Company held by Shenzhen Dasheng and HK Dasheng Investment, respectively. The 1,368,013,540 domestic shares are charged by Shenzhen Dasheng in favour of a third party as security for a loan, and the loan amount is for Shenzhen Dasheng's own use.
- (2) Zhenjiang Runde Equity Investment Fund Ltd. ("Zhenjiang Runde") is wholly owned by Mr. Wang Liguo. By virtue of the SFO, Mr. Wang Liguo is deemed to be interested in 980,986,460 domestic shares of the Company held by Zhenjiang Runde. The 980,986,460 domestic shares are charged by Zhenjiang Runde in favour of a third party as security for a loan, and the loan amount is for Zhenjiang Runde's own use.
- (3) On 27 October 2016, the Company, Shenzhen Dasheng and Zhenjiang Runde entered into a share subscription agreement, pursuant to which the Company has conditionally agreed to allot and issue and Shenzhen Dasheng and Zhenjiang Runde have conditionally agreed to subscribe for 450,000,000 and 550,000,000 domestic shares of the Company, respectively. The subscription was completed on 27 February 2017.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2016, the persons (not being a Director, Supervisor or chief executive of the Company) or companies had interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register required to be kept under section 336 of the SFO, or who were deemed to be interested, directly and/or indirectly, in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company were listed as follows:

Name of Directors/Supervisor	Type of shares	Capacity	Total number of shares and underlying shares	Approximate percentage of shareholding in such class of shares of the Company	Approximate percentage of shareholding in the issued shares capital of the Company
1. Qianhai Dasheng	domestic shares	Interest in controlled corporation	1,818,013,540 (L) (note 1 and 3)	77.40%	23.82%
	H shares	Interest in controlled corporation	2,250,000,000 (L) (note 1 and 3)	42.58%	29.48%
2. Dasheng Holdings	domestic shares	Interest in controlled corporation	1,818,013,540 (L) (note 1 and 3)	77.40%	23.82%
	H shares	Interest in controlled corporation	2,250,000,000 (L) (note 1 and 3)	42.58%	29.48%
3. Shenzhen Dasheng	domestic shares	Beneficial owner	1,818,013,540 (L) (note 1 and 3)	77.40%	23.82%
	H shares	Interest in controlled corporation	2,250,000,000 (L) (note 1 and 3)	42.58%	29.48%
4. HK Dasheng Investment	H shares	Beneficial owner	2,250,000,000 (L)	42.58%	29.48%
5. Zhenjiang Runde	domestic shares	Beneficial owner	1,530,986,460 (L) (note 2 and 3)	65.18%	20.05%
6. 北京信宸股權投資基金(有限合夥)	H shares	Beneficial owner	444,000,000 (L)	8.4%	5.81%

L = Long position



Report of the Board of Directors

Notes:

- (1) HK Dasheng Investment is wholly owned by Shenzhen Dasheng, which in turn is owned as to 70% by Qianhai Dasheng and 30% by Dasheng Holdings, and each of Qianhai Dasheng and Dasheng Holdings is owned as to 70% and 30% by Mr. Lan Huasheng and Mr. Lu Tingfu, respectively. By virtue of the SFO, Qianhai Dasheng and Dasheng Holdings are deemed to be interested in 1,368,013,540 domestic shares and 2,250,000,000 H shares of the Company held by Shenzhen Dasheng and HK Dasheng Investment, respectively, and Shenzhen Dasheng is deemed to be interested in the 2,250,000,000 H shares held by HK Dasheng Investment.

The 1,368,013,540 domestic shares held by Shenzhen Dasheng are charged by Shenzhen Dasheng in favour of a third party as security for a loan, and the loan amount is for Shenzhen Dasheng's own use.

- (2) The 980,986,460 domestic shares are charged by Zhenjiang Runde in favour of a third party as security for a loan, and the loan amount is for Zhenjiang Runde's own use.
- (3) On 27 October 2016, the Company, Shenzhen Dasheng and Zhenjiang Runde entered into a share subscription agreement, pursuant to which the Company has conditionally agreed to allot and issue and Shenzhen Dasheng and Zhenjiang Runde have conditionally agreed to subscribe for 450,000,000 and 550,000,000 domestic shares of the Company, respectively. The subscription was completed on 27 February 2017.

CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDER

Save as disclosed in the section headed "Connected Transactions and Continuing Connected Transaction" in this report, no contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholder or any of its subsidiaries during the year ended 31 December 2016.

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

Sales

– the largest customer	9.59%
– five largest customers combined	34.99%

Purchases

– the largest supplier	9.98%
– five largest suppliers combined	38.42%

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers or suppliers.

DIRECTORS' AND SUPERVISORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

None of the Directors and Supervisors or their respective associates was granted by the Company or its subsidiaries any right to acquire shares or debentures of the Company or any other body corporate, or had exercised such right during the year ended 31 December 2016.

PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2016.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTION

During the year, the Group had the following connected transactions and continuing connected transaction.

Connected Transactions

Subscription of Shares

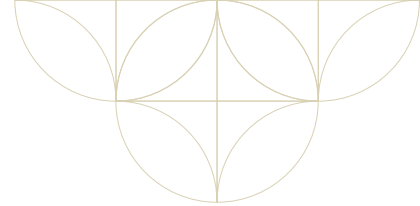
On 29 July 2015, the Company and Shenzhen Dasheng entered into a share subscription agreement pursuant to which the Company has conditionally agreed to allot and issue and Shenzhen Dasheng has conditionally agreed to subscribe for 1,500,000,000 H shares at a price of not less than HK\$0.8 per share. As Shenzhen Dasheng is a substantial shareholder of the Company and therefore a connected person of the Company, the subscription constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. The subscription was approved at the extraordinary general meeting on 16 November 2015 and was completed on February 2016.

On 27 October 2016 and 11 November 2016, the Company, Shenzhen Dasheng and Zhenjiang Runde Equity Investment Fund Ltd.* ("Zhenjiang Runde") entered into a subscription agreement and supplemental subscription agreement, respectively. Pursuant to these agreements, the Company has conditionally agreed to allot and issue and Shenzhen Dasheng and Zhenjiang Runde conditionally agreed to subscribe for an aggregate of 1,000,000,000 domestic shares of the Company at a subscription price of not less than RMB0.5708 per share. As each of Shenzhen Dasheng and Zhenjiang Runde is a substantial shareholder of the Company and therefore a connected person of the Company, the subscription constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. The subscription was approved at the extraordinary general meeting on 20 January 2017 and was completed on February 2017.

Acquisition of equity interest and increase in capital contribution in Ever Fortune

On 8 January 2016, the Group (as purchaser), entered into a sale and purchase agreement with Crown Castle Limited (as vendor) in relation to the acquisition of additional 12.5% equity interests of the Company's then 53% owned subsidiary, Ever Fortune Financial Leasing Co., Ltd. ("Ever Fortune"), at a consideration of RMB25 million. At the same date, the Group entered into a joint venture agreement among Shenzhen Yong Hui Ju Investment Consultation Co., Ltd* ("SZ Yonghuiju") and the vendor to agree the capital injection to Ever Fortune. Pursuant to the joint venture agreement, the Group agreed to invest RMB234 million in cash to Ever Fortune. Since the vendor will not inject any capital, the shareholding of the Group to Ever Fortune will increase to 73% after the acquisition of 12.5% equity interests and capital injection.

SZ Yonghuiju and the vendor both are substantial shareholders of Ever Fortune, an indirect non wholly-owned subsidiary of the Company. Accordingly, SZ Yonghuiju and the vendor both are connected persons of the Company at subsidiary level. The transactions under the sale and purchase agreement and the joint venture agreement constitute connected transactions of the Company at the subsidiary level under the Listing Rules. The acquisition and capital injection was subsequently completed on March 2016. Details of which are set out in the announcements of the Company dated 8 January 2016 and 15 March 2016.



Report of the Board of Directors

Continuing Connected Transactions

Finance Lease Agreements

On 30 December 2015, Ever Fortune, an indirect non-wholly owned subsidiary of the Company, entered into the finance lease agreements with Nanjing Dasheng Vegetable Production Co., Ltd. (“Nanjing Dasheng Vegetable”), an indirectly non-wholly owned subsidiary of Shenzhen Dasheng, pursuant to which, Ever Fortune has conditionally agreed to purchase and lease back the assets to Nanjing Dasheng Vegetable for a consideration of RMB18,000,000 and Nanjing Dasheng Vegetable has conditionally agreed to sell and lease from Ever Fortune the assets for a term of 3 years. As Nanjing Dasheng Vegetable is an indirect non-wholly owned subsidiary of Shenzhen Dasheng, a substantial shareholder of the Company, which in turn is indirectly owned as to 70% and 30% by Mr. Lan Huasheng (the chairman of the Board and an executive Director) and Mr. Lu Tingfu (a supervisor of the Company) respectively, Nanjing Dasheng Vegetable is an associate of Shenzhen Dasheng, Mr. Lan Huasheng and Mr. Lu Tingfu. Nanjing Dasheng Vegetable is thus a connected person to the Company. As such, the finance lease agreements constitute continuing connected transactions for the Company. Relevant details were set out in the announcement of the Company dated 30 December 2015.

On 26 January 2016, Ever Fortune entered into the finance lease agreements with Nanjing Dasheng Modern Agriculture Holdings Co., Limited* (“Nanjing Dasheng”), an indirectly non-wholly owned subsidiary of Shenzhen Dasheng, pursuant to which, Ever Fortune has conditionally agreed to purchase and lease back the assets to Nanjing Dasheng for a consideration of RMB25,000,000 and Nanjing Dasheng has conditionally agreed to sell and lease from Ever Fortune the Assets for a term of one year. As Nanjing Dasheng is an indirect non-wholly owned subsidiary of Shenzhen Dasheng, Nanjing Dasheng is an associate of Shenzhen Dasheng, Mr. Lan Huasheng and Mr. Lu Tingfu. Nanjing Dasheng is thus a connected person to the Company. As such, the finance lease agreements constitute continuing connected transactions for the Company. Relevant details were set out in the announcement of the Company dated 26 January 2016.

On 26 December 2016, Shanghai Runtong Industrial and Investment Co., Limited* (“Shanghai Runtong”) and Ever Fortune (Xiamen) Financial Leasing Co., Ltd. (“Ruiying (Xiamen)”), both indirect non-wholly owned subsidiaries of the Company, entered into the finance lease agreements with Nanjing Dasheng, pursuant to which, Ruiying (Xiamen) has conditionally agreed to purchase the asset from Shanghai Runtong and lease the asset to Nanjing Dasheng for a consideration of RMB9,800,000 and Nanjing Dasheng has conditionally agreed to lease and purchase from Ruiying (Xiamen) the asset for a term of three years. As Nanjing Dasheng is a non-wholly owned subsidiary of Shenzhen Dasheng, it is an associate of Shenzhen Dasheng, Mr. Lan Huasheng and Mr. Lu Tingfu. Therefore, Nanjing Dasheng is a connected person to the Company and the finance lease agreements constitute continuing connected transactions for the Company. Relevant details were set out in the announcement of the Company dated 26 December 2016.



Report of the Board of Directors

Construction Contract

On 29 December 2016, Nantong Road and Bridge Engineering Co., Ltd.* (“Nantong Road and Bridge”), a non-wholly owned subsidiary of the Company, entered into a construction contract with Nanjing Dasheng for the provision of construction services by Nantong Road and Bridge to Nanjing Dasheng at a fee of RMB83,600,000. The construction services should be completed within 120 days. Nanjing Dasheng is a non-wholly owned subsidiary of Shenzhen Dasheng and is therefore an associate of Shenzhen Dasheng, Mr. Lan Huasheng and Mr. Lu Tingfu. As such, Nanjing Dasheng is a connected person to the Company and the construction contract constitutes continuing connected transaction for the Company. Relevant details were set out in the announcement of the Company dated 29 December 2016.

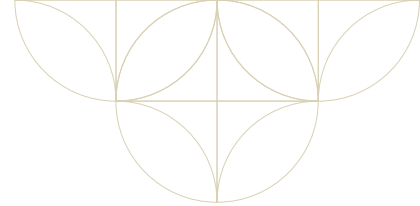
Confirmations on Continuing Connected Transactions

The independent non-executive directors have reviewed the continuing connected transaction set out above pursuant to the Listing Rule 14A.55 and have confirmed that the continuing connected transactions have been entered into (i) in the ordinary and usual course of business of the Company; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to independent third parties; and (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company and the shareholders as a whole.

BDO Limited, the Company’s external auditor, was engaged to report on the Group’s continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740, Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the HKICPA. BDO Limited has issued its unqualified report containing its findings and conclusions in respect of the continuing connected transaction disclosed above in accordance with Rule 14A.56 of the Listing Rules. The auditor’s letter confirmed that nothing has come to their attention that causes them to believe that the aforesaid continuing connected transactions (i) have not been approved by the Company’s board of directors; (ii) were not entered into, in all material respects, in accordance with the pricing policy of the Group; (iii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transaction; and (iv) the amount exceeded the annual cap being set in the relevant announcements of the Company.

RELATED PARTIES TRANSACTIONS

A summary of related party transactions entered into by the Group during the year ended 31 December 2016 are disclosed in note 38 to the financial statements. Other than the transactions disclosed in the section headed “Connected Transactions and Continuing Connected Transaction” above, none of these related party transactions constitutes a discloseable connected transaction under Chapter 14A of the Listing Rules.



Report of the Board of Directors

STAFF AND REMUNERATION POLICY

The Group staff functions were analysed as follows:

	Number of staff	
	2016	2015
Functions:		
Management	82	77
Sales and marketing	65	28
Accounting and finance	48	42
Administration and human resources	39	32
Legal	8	2
Information system	1	4
Technical and quality control	22	89
Shipping and transportation	Nil	3
Storage centre	11	13
Civil Engineer	161	39
Construction workers	52	86
Total	489	415

As at 31 December 2016, the Group had 489 staff (2015: 415 staff). Employees are remunerated by reference to industry practice as well as the performance, qualification and working experience of individual employee. Remuneration packages comprised basic salary, discretionary bonus, state-managed retirement benefit schemes for employees in the PRC and mandatory provident funds schemes for employees in Hong Kong. The annual staff costs (including directors) amounted to approximately RMB70,654,000 (2015: RMB57,872,000).

The Group did not have a record of significant labour dispute or strike which has disrupted daily operations. The Directors regarded that the relationship with the staff were excellent.

ENVIRONMENTAL POLICIES

The Group is committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources.

The "Environmental, Social and Governance Report" required by the Listing Rules will be published separately on the websites of the Stock Exchange by the Company within three months from the date of publication of this annual report and which will set out the performance of the Group in the environmental and social aspects during the year.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's business. The following are the key risks and uncertainties identified by the Group.

Macro-Control Risk

The Company's operating income mainly comes from such trading business as sale of fuel oil, chemical fertilizers and agricultural products. These products are cyclic and are sensitive to macro-economy, cyclic changes of regional and global economy, the changes of the production capacity and output, demand of consumers, prices and supply of the raw materials, as well as prices and supply of the alternative products, which will have an impact on the Company's operations. Economic fluctuations also directly affect the demand for energy products including fuel oil, in particular, the Company's operating results will be affected by economic downturn.

Market Competition Risk

The Company continues to expand its trading business of petrochemical products. However, the Company has a long distance to catch up with certain major domestic petroleum and petrochemical companies with integrated operation of exploration, production and sales in terms of scale of operation, profitability, resource reserves, sales terminals, crude oil import and export rights and industrial chain extension. In December 2006, the government promulgated the Administrative Measure on the Crude Oil Market (《原油市場管理辦法》) and the Administrative Measures on the Petroleum Products Market (《成品油市場管理辦法》). With gradual opening of the domestic petroleum and petrochemical market, the Company will face strong competition from domestic and foreign petroleum and petrochemical enterprises in many business areas.

Price Fluctuation Risk

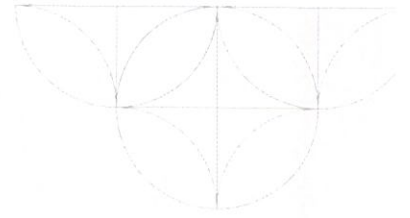
The Company is mainly engaged in commodities trading of fuel oil, chemical fertilizers and agricultural products etc. In recent years, the international crude oil price significantly fluctuates due to various factors. According to the Administrative Measures for Crude Oil Prices (Trial) (《石油價格管理辦法(試行)》) implemented on 7 May 2009, the formation mechanism of domestic petroleum products price has a further tendency towards marketization, but is still properly managed by the government. Therefore, fluctuations in international crude oil price and fluctuations in domestic oil price may affect the Company's operating conditions, and have an impact on the operating results.

Industry Expansion Risk

The Company will continue to expand its business to financial services in the agricultural business sector, and will accelerate its business expansion mainly by way of acquisition or joint venture, which will bring significant challenges for the Company's resources and the management ability of group companies. If the Company cannot effectively address the uncertainties caused by the expansion activities, the Company's business profitability may be adversely affected.

Financial Risk

The principal financial risks are set out in Note 39 to the consolidated financial statements headed "FINANCIAL INSTRUMENTS – RISK MANAGEMENT AND FAIR VALUE".



Report of the Board of Directors

COMPETING INTERESTS

None of the Directors or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, nor has any other conflict of interest with the Group.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions arising out of corporate activities against the Directors and officers of the Group. The permitted indemnity provision is in force for the benefit of the Directors as required by the provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

COMPLIANCE WITH THE LAWS AND REGULATIONS

The Company is a company established in China and the H shares of which are listed on the Stock Exchange. The Group's operations are mainly carried out by the Company's subsidiaries in China and in Hong Kong. Accordingly, the Group should comply with various applicable laws and regulations in China and Hong Kong. During the year ended 31 December 2016, as far as the Company is aware, there was no material breach or non-compliance with the relevant laws and regulations by the Group that has a significant impact on our business and operation.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules as of the date of this annual report.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events occurred subsequent to 31 December 2016 and up to the date of this report are set out in note 41 to the financial statements.

AUDITOR OF THE COMPANY

The financial statements for the year ended 31 December 2016 have been audited by BDO Limited who retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company. A resolution to re-appoint BDO Limited and to authorize the Directors to fix their remuneration will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board


Lan Huasheng
Chairman

Shanghai, PRC, 13 March 2017

Independent Auditor's Report



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TO THE SHAREHOLDERS OF SHANGHAI DASHENG AGRICULTURE FINANCE TECHNOLOGY CO., LTD.
(incorporated in the People's Republic of China with limited liability)

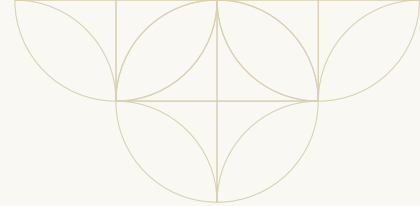
OPINION

We have audited the consolidated financial statements of Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (the "Company") and its subsidiaries (together the "Group") set out on pages 56 to 134, which comprise the consolidated statement of financial position as at 31 December 2016, 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 notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's "Code of Ethics for Professional Accountants" (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Independent Auditor's Report

KEY AUDIT MATTERS

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

Revenue recognition

Key audit matter

Determining whether the Group is acting as a principal or as an agent in the sale of petrochemical and agricultural products requires the directors to exercise judgement and to take into consideration all relevant facts and circumstances. The Group is acting as a principal only when it has exposure to the significant risks and rewards associated with the sale of goods. The directors assess whether the Group is acting as a principal or as an agent by reviewing all the underlying contracts and the substance of each sale transaction.

During the year ended 31 December 2016, the Group recognised RMB13,598,000 of agency service income that is presented on a net basis and RMB13,008,901,000 of trading income that is presented on a gross basis.

Refer to notes 4(p) and 6 to the consolidated financial statements on page 79 and page 87 to 89.

Our response:

Our audit procedures in relation to the directors' assessment of whether the Group is acting as a principal or as an agent in the trading of petrochemical and agricultural products included:

- Enquiring with the directors about the business model of trading in petrochemical and agricultural products and the substance of those sales transactions;
- Reviewing key terms in the underlying documentation, including sales and purchase contracts, on a sample basis, to determine whether the Group has exposure to significant risks and rewards associated with the sale of petrochemical and agricultural products; and
- Interviewing key customers and suppliers, to confirm our understanding from enquiries with directors about the business model and the substance of those sales transactions.

KEY AUDIT MATTERS *(continued)*

Impairment assessment of goodwill and construction license

Key audit matter

As at 31 December 2016, the Group had goodwill and a construction license intangible asset in aggregate amounting to RMB16,930,000 and RMB 131,266,000 respectively, which were allocated to a cash generating unit in the road and bridge construction segment. These assets are tested for impairment annually.

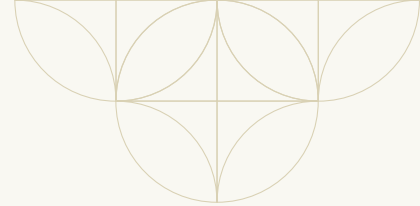
The directors concluded that there is no impairment in respect of goodwill and construction license. This conclusion was based on the recoverable amount of the cash generating unit, determined using a value in use calculation, that involved significant judgement and assumptions with respect to the pre-tax discount rate and underlying cash flows, in particular the future revenue growth.

Refer to notes 4(d) and 19 to the consolidated financial statements on page 69 and page 100 to 101.

Our response:

Our audit procedures in relation to the directors' impairment assessment included:

- Assessing the reasonableness of discount rate and growth rates applied in determining the recoverable amount;
- Challenging the reasonableness of other key assumptions based on our knowledge of the business and industry; and
- Checking input data to supporting evidence, such as approved budgets and considering the reasonableness of these budgets.



Independent Auditor's Report

KEY AUDIT MATTERS *(continued)*

Determination of acquisition-date fair value of intangible asset acquired in a business combination

Key audit matter

In July 2016, the Group completed the acquisition of Shanghai Kaiyi Corporate Management Consultancy Co., Limited ("Kaiyi"). The principal identifiable asset of Kaiyi acquired by the Group represents an intangible asset relating to the payment business license. Such intangible asset is of indefinite useful life and was recognised in the Company's consolidated statement of financial position as at 31 December 2016, and was measured at its acquisition-date fair value amounted to approximately RMB225,786,000. The determination of acquisition-date fair value of the intangible asset requires significant management judgement and assumptions with respect to the discount rate and the underlying cash flows.

Refer to note 34 to the consolidated financial statements.

Our response:

Our audit procedures in relation to the determination of acquisition-date fair value of the intangible asset included:

- Assessing the reasonableness of the valuation approach used and the discount rate applied in determining the fair value;
- Assessing the reasonableness of key assumptions based on our knowledge of the business and industry; and
- Checking input data to supporting evidences, such as cash flows projection, and considering their reasonableness.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

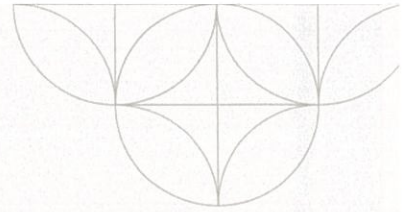
AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our 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.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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



Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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BDO Limited
Certified Public Accountants

Lee Ka Leung, Daniel
Practising Certificate Number P01220

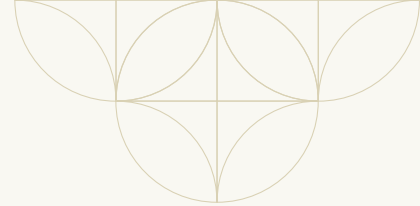
Hong Kong, 13 March 2017

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2016

	Notes	2016 RMB'000	2015 RMB'000
Turnover	6	14,364,866	8,223,074
Cost of sales		(13,765,328)	(7,721,024)
Gross profit		599,538	502,050
Other income and gains	7	27,135	70,356
Distribution costs		(10,651)	(11,722)
Administrative expenses		(122,500)	(120,481)
Share of profits of associates	20	2,166	2,680
Finance costs	8	(46,015)	(60,396)
Profit before income tax expense	9	449,673	382,487
Income tax expense	12	(105,064)	(98,305)
Profit for the year		344,609	284,182
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Exchange differences on translating foreign operations		(58)	(147)
Fair value changes of available-for-sale investments		6,750	–
Total comprehensive income for the year		351,301	284,035
Profit for the year attributable to:			
– Owners of the Company		307,082	247,449
– Non-controlling interests		37,527	36,733
		344,609	284,182
Total comprehensive income for the year attributable to:			
– Owners of the Company		311,952	247,302
– Non-controlling interests		39,349	36,733
		351,301	284,035
Earnings per share (expressed in RMB per share) (note)			(Restated)
– Basic	13	0.043	0.057
– Diluted	13	0.043	0.057

Note: Basic and diluted earnings per share for the year ended 31 December 2015 have been restated for the impact of the bonus issue of shares by the Company on 19 September 2016.



Consolidated Statement of Financial Position

As at 31 December 2016

	Notes	2016 RMB'000	2015 RMB'000
Assets			
Non-current assets			
Payments for leasehold land held for own use under operating leases	15	8,926	9,123
Property, plant and equipment	16	112,178	99,641
Construction in progress	17	–	1,874
Investment properties	18	21,317	17,045
Intangible assets	19	446,462	148,284
Interests in associates	20	93,389	65,260
Available-for-sale financial assets	21	14,050	5,800
Trade and other receivables	23	925,418	723,032
Deferred tax assets	29	11,502	24,076
Total non-current assets		1,633,242	1,094,135
Current assets			
Inventories	22	49,541	33,028
Trade and other receivables	23	6,067,854	4,548,858
Amounts due from customers for contract work	24	28,185	24,826
Restricted bank deposits	25	419,855	251,375
Cash and cash equivalents		1,225,884	362,577
Total current assets		7,791,319	5,220,664
Assets classified as held for sale	26	–	7,827
Total assets		9,424,561	6,322,626
Liabilities			
Current liabilities			
Trade and other payables	27	4,162,742	3,347,999
Amounts due to customers for contract work	24	35,202	69,516
Borrowings	28	1,707,746	1,021,200
Current tax liabilities		85,943	73,553
Total current liabilities		5,991,633	4,512,268
Net current assets		1,799,686	716,223
Total assets less current liabilities		3,432,928	1,810,358

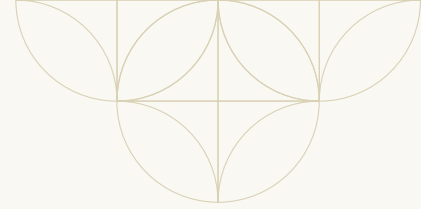
Consolidated Statement of Financial Position
As at 31 December 2016

	Notes	2016 RMB'000	2015 RMB'000
Non-current liabilities			
Borrowings	28	–	31,667
Deferred tax liabilities	29	70,606	31,431
Total non-current liabilities		70,606	63,098
Total liabilities		6,062,239	4,575,366
NET ASSETS		3,362,322	1,747,260
Capital and reserves attributable to owners of the Company			
Share capital	30	763,308	305,432
Reserves		2,308,553	1,174,281
Equity attributable to owners of the Company		3,071,861	1,479,713
Non-controlling interests	33	290,461	267,547
TOTAL EQUITY		3,362,322	1,747,260

On behalf of the Board


Lan Huasheng
Director


Mo Luojiang
Director



Consolidated Statement of Changes in Equity

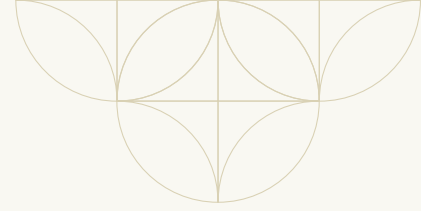
For the year ended 31 December 2016

	Share capital RMB'000	Capital reserve (note 31(a)) RMB'000	Statutory reserve fund (note 31(b)) RMB'000	Other reserve (note 31(c)) RMB'000	Currency translation reserve (note 31(d)) RMB'000	Available-for-sale investments reserve (note 31(f)) RMB'000	Retained earnings (note 31(e)) RMB'000	Equity attributable to owners of the Company RMB'000	Non-controlling interests (note 33) RMB'000	Total RMB'000
Balance at 1 January 2015	140,429	174,956	112,404	17,912	(7,663)	-	454,558	892,596	134,934	1,027,530
Profit for the year	-	-	-	-	-	-	247,449	247,449	36,733	284,182
Exchange differences on translating foreign operations	-	-	-	-	(147)	-	-	(147)	-	(147)
Total comprehensive income for the year	-	-	-	-	(147)	-	247,449	247,302	36,733	284,035
2014 final dividends paid (note 14)	-	-	-	-	-	-	(50,905)	(50,905)	-	(50,905)
Rights issue (note 30(a)(i))	63,192	327,528	-	-	-	-	-	390,720	-	390,720
Bonus issue (note 30(a)(iii))	101,811	(101,811)	-	-	-	-	-	-	-	-
Acquisition of a subsidiary (note 35)	-	-	-	-	-	-	-	-	47,421	47,421
Capital injection from non-controlling interests	-	-	-	-	-	-	-	-	56,000	56,000
Transfer to statutory reserve fund	-	-	21,103	-	-	-	(21,103)	-	-	-
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	(7,541)	(7,541)
Balance at 31 December 2015 and 1 January 2016	305,432	400,673	133,507	17,912	(7,810)	-	629,999	1,479,713	267,547	1,747,260
Profit for the year	-	-	-	-	-	-	307,082	307,082	37,527	344,609
Exchange differences on translating foreign operations	-	-	-	-	(58)	-	-	(58)	-	(58)
Other comprehensive income	-	-	-	-	-	4,928	-	4,928	1,822	6,750
Total comprehensive income for the year	-	-	-	-	(58)	4,928	307,082	311,952	39,349	351,301
2015 final dividends paid (note 14)	-	-	-	-	-	-	(76,630)	(76,630)	-	(76,630)
Placing of share (note 30(a)(iii))	203,440	1,148,142	-	-	-	-	-	1,351,582	-	1,351,582
Bonus issue (note 30(a)(iv))	254,436	(254,436)	-	-	-	-	-	-	-	-
Acquisition of a subsidiary (note 34)	-	-	-	-	-	-	-	-	48,504	48,504
Capital injection from non-controlling interests	-	-	-	-	-	-	-	-	70,800	70,800
Derecognition of non-controlling interests on deem disposal of a non-wholly owned subsidiary	-	-	-	-	-	-	-	-	(9,002)	(9,002)
Acquisition of additional equity interests in subsidiary (note 33)	-	-	-	-	-	-	5,244	5,244	(119,197)	(113,953)
Transfer to statutory reserve fund	-	-	18,531	-	-	-	(18,531)	-	-	-
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	(7,540)	(7,540)
Balance at 31 December 2016	763,308	1,294,379	152,038	17,912	(7,868)	4,928	847,164	3,071,861	290,461	3,362,322

Consolidated Statement of Cash Flows

For the year ended 31 December 2016

Notes	2016 RMB'000	2015 RMB'000
Cash flows from operating activities		
Profit before income tax expense	449,673	382,487
Adjustments for:		
Dividend income	(1,000)	(1,500)
Interest income	(8,411)	(10,111)
Finance costs	46,015	60,396
Gain on bargain purchase	–	(475)
Amortisation of intangible assets	43	29
Amortisation of payments for leasehold land held for own use under operating leases	197	209
Depreciation of property, plant and equipment	10,387	10,063
Loss/(gain) on disposal of property, plant and equipment, net	84	(1,800)
Loss on remeasurement of assets ceased to be classified as held for sales	2,417	–
Depreciation of investment properties	1,144	910
Share of profits of associates	(2,166)	(2,680)
Reversal of impairment loss on trade and other receivables, net	30,460	(48,665)
Operating profit before working capital changes	528,843	388,863
(Increase)/decrease in inventories	(15,989)	161,312
Increase in trade and other receivables	(1,637,245)	(1,872,833)
Increase in trade and other payables	345,258	1,392,865
(Increase)/decrease in amounts due from/(to) customers for contract work	(27,609)	25,469
Cash (used in)/generated from operations	(806,742)	95,676
Interest paid	(56,079)	(68,012)
Income taxes paid	(98,451)	(82,745)
Net cash used in operating activities	(961,272)	(55,081)
Cash flows from investing activities		
Purchase of intangible asset	(431)	–
Purchase of held-to-maturity financial asset	(61,000)	–
Purchase of property, plant and equipment and construction in progress	(7,482)	(30,670)
Proceeds from disposal of property, plant and equipment	102	2,784
Decrease in restricted bank deposits	74,440	41,667
Interest received	8,411	10,111
Acquisition of subsidiaries, net of cash acquired	(31,437)	(40,591)
Acquisition of an associate	(26,600)	(30,000)
Purchases of an available-for-sale investment	(1,500)	(5,000)
Dividends received from available-for-sale financial assets	1,000	1,500
Deemed disposal of a non-wholly owned subsidiary	(10,004)	–
Loan to an independent third party	–	(92,976)
Deposits for acquisition of subsidiary	–	(30,000)
Net cash used in investing activities	(54,501)	(173,175)



Consolidated Statement of Cash Flows

For the year ended 31 December 2016

	Notes	2016 RMB'000	2015 RMB'000
Cash flows from financing activities			
Capital injection from non-controlling interests		70,800	31,000
New borrowings		1,945,388	1,166,700
Repayment of borrowings		(1,290,509)	(1,050,866)
Advances from independent third parties		–	1,148
Proceeds from placing and subscription of shares		1,351,582	–
Proceeds from rights issue		–	390,720
Acquisition of non-controlling interests		(113,953)	–
Dividends paid to owners of the Company		(76,630)	(50,905)
Dividends paid to non-controlling interests		(7,540)	(7,541)
Net cash generated from financing activities		1,879,138	480,256
<hr style="border-top: 1px dashed #ccc;"/>			
Net increase in cash and cash equivalents		863,365	252,000
Cash and cash equivalents at beginning of year		362,577	110,724
Effect of exchange rate changes on cash and cash equivalents		(58)	(147)
Cash and cash equivalents at end of year		1,225,884	362,577

Notes to the Financial Statements

For the year ended 31 December 2016

1. GENERAL

Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (the “Company”) and its subsidiaries (together as the “Group”) are principally engaged in road and bridge construction, trading of petrochemical and agricultural products and financial services in the People’s Republic of China (the “PRC”). Its parent is Shenzhen Dasheng Agricultural Group Co., Ltd. and its ultimate parent is Shenzhen Qianhai Dasheng Equity Investment Fund Co., Ltd., both are incorporated in the PRC. Its ultimate controlling party is Mr. Lan Huasheng, an executive director of the Group. For the road and bridge construction business, the Group has construction contract tier-one qualification and municipal utility contract tier-one qualification. The Group also offers “one-stop” solutions to customers ranging from procurement, storage and delivery of petrochemical and agricultural products. The Group’s petrochemical and agricultural products supply chain service geographically covers the downstream region of the Yangtze River and some inland provinces. The financial services that the Group provided include financial leasing and commercial factoring. The Group provides provision of software related services, including installation and technical support of payment platform systems.

The Company is a joint stock limited company incorporated in the PRC. The address of the Company’s registered office is 706 Renhe Building, No. 2056 Pudong Road, Pudong New Area, Shanghai, the PRC. Its principal place of business is located at 10-11/F, Building G, Gateway International Plaza, No 327 Tian Yao Qiao Road, Xuhui District, Shanghai, PRC.

On 4 January 2016, the name of the Company was changed from Shanghai Tonva Petrochemical Co., Ltd. to Shanghai Dasheng Agriculture Finance Technology Co., Ltd..

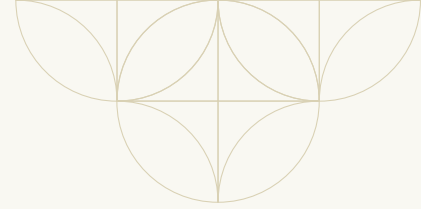
2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new/revised HKFRSs – effective 1 January 2016

In the current year, the Group has for the first time applied the following new amendments issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2016.

HKFRSs (Amendments)	Annual Improvements 2012-2014 Cycle
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11 HKFRS 14	Accounting for Acquisitions of Interests in Joint Operations Regulatory Deferral Accounts

The adoption of new/revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) has no material impact on the Group’s financial statements.



Notes to the Financial Statements

For the year ended 31 December 2016

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKAS 7	Disclosure Initiative ¹
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ¹
HKFRS 9	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ²
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS15) ²
HKFRS 16	Leases ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴

¹ Effective for annual periods beginning on or after 1 January 2017

² Effective for annual periods beginning on or after 1 January 2018

³ Effective for annual periods beginning on or after 1 January 2019

⁴ The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments continues to be permitted

Amendments to HKAS 7 – Disclosure Initiative

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

Amendments to HKAS 12 – Recognition of Deferred Tax Assets for Unrealised Losses

The amendments relate to the recognition of deferred tax assets and clarify some of the necessary considerations, including how to account for deferred tax assets related to debt instruments measured of fair value.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (continued)

HKFRS 9 – Financial Instruments

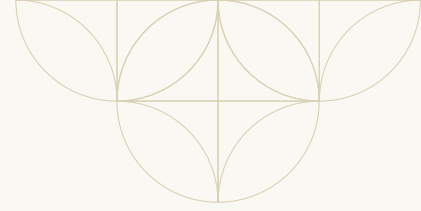
HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income (“FVTOCI”) if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss (“FVTPL”).

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

HKFRS 15 – Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts and related interpretations”.



Notes to the Financial Statements
For the year ended 31 December 2016

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (continued)

HKFRS 15 – Revenue from Contracts with Customers (continued)

HKFRS 15 requires the application of a 5 steps approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

Amendments HKFRS 15 – Revenue from Contracts with Customers

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

HKFRS 16 – Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

(b) New/revised HKFRSs that have been issued but are not yet effective *(continued)*

Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors’ interests in the joint venture or associate.

The Group has already commenced an assessment of the impact of adopting the above new/revised standards and amendments to the Group and is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group’s accounting policies and financial statements.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRS”) issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

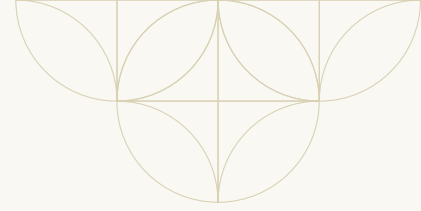
The Group also prepares consolidated financial statements in accordance with the generally accepted accounting principles in the People’s Republic of China (the “PRC GAAP”) for statutory filing purpose. As there are differences between HKFRSs and PRC GAAP, there may be discrepancies in the Group’s financial position and results as presented in the consolidated financial statements prepared under HKFRSs and in those prepared under PRC GAAP.

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis, except for certain available-for-sale investments which are measured at fair values as explained in the accounting policies set in note 4 below and non-current assets classified as held for sale which are measured at the lower of their carrying amounts and fair value less costs to sell immediately prior to being classified as held for sale in accordance with the Group’s accounting policy.

(c) Functional and presentation currency

The financial statements are presented in Renminbi (“RMB”), which is the same as the functional currency of the Company.



Notes to the Financial Statements

For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates 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.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(a) Business combination and basis of consolidation *(continued)*

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

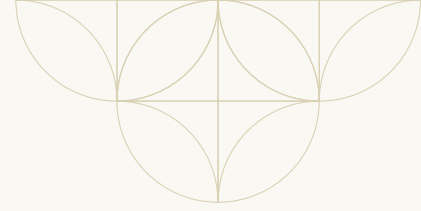
When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (1) power over the investee, (2) exposure, or rights, to variable returns from the investee, and (3) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.



Notes to the Financial Statements

For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(c) Associates

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

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

In the Company's statement of financial position, investments in associates are carried at cost less impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year. The financial statements of the Group's associates are prepared using uniform accounting policies with the Group.

(d) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see note 4(s)), and whenever there is an indication that the unit may be impaired.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Goodwill (continued)

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 to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use ("VIU") (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

(e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

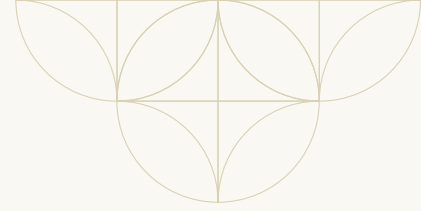
The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Buildings	20 to 42 years
Leasehold improvement	over the lease term
Machinery	5 to 10 years
Storage facilities	12 to 20 years
Furniture, fixtures and testing equipment	5 to 10 years
Transportation facilities	2 to 20 years

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.



Notes to the Financial Statements
For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Property, plant and equipment (continued)

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(f) Payments for leasehold land held for own use under operating leases

Payments for leasehold land held for own use under operating leases represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost less any impairment loss and are amortised over the period of the lease on a straight-line basis as an expense.

(g) Investment properties

Investment properties are properties held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment properties are stated at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. Depreciation is charged so as to write off the cost of investment properties net of expected residual value over the estimated useful life using straight-line method. The useful life, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

(h) Intangible assets (other than goodwill)

(i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. The amortisation expense is recognised in profit or loss and included in administrative expenses. Amortisation is provided on a straight-line basis over their useful lives as follows:

Construction licence	Indefinite
Payment business licence	Indefinite
Computer software	5 years

Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(h) Intangible assets (other than goodwill) *(continued)*

(ii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see note 4(s)).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount; however, the carrying amount should not be increased above the lower of its recoverable amount and the carrying amount that would have resulted had no impairment loss been recognised for the asset in prior years. All reversals are recognised in the income statement immediately.

(i) 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

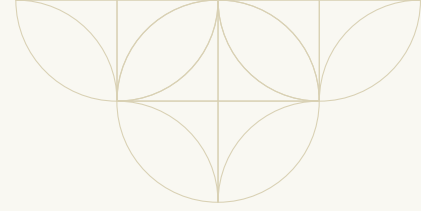
Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

The Group as lessee

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

The land and buildings elements of property leases are considered separately for the purposes of lease classification.



Notes to the Financial Statements
For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Financial instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

Held-to-maturity investments

These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any identified impairment losses.

Available-for-sale financial assets

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Financial instruments *(continued)*

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty; or
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

For loans and receivables or held-to-maturity investments

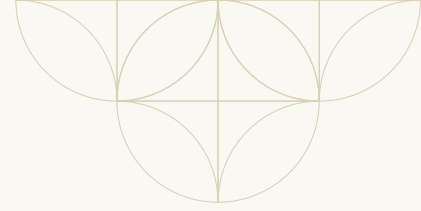
An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction 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.

For available-for-sale financial assets

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss shall not be reversed.



Notes to the Financial Statements
For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Financial instruments *(continued)*

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred.

The Group's financial liabilities at amortised cost, including trade and other payables, borrowings and other monetary liabilities, are initially recognised at fair value, net of directly attributable transaction costs incurred, and are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

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

(vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(k) Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets, which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the contract cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(l) Inventories

The Group's inventories represent petrochemical and agricultural products for resale, asphalt for construction and other construction materials. They are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of petrochemical and agricultural products for resale is calculated using the first-in first-out method, while the cost of asphalt for construction and other construction materials is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(m) Construction contracts

Contract revenue comprises the agreed contract amount and appropriate amounts for variation orders, claims and incentive payments. Contract costs comprise direct materials, costs of subcontracting, direct labour and an appropriate portion of variable and fixed construction overheads.

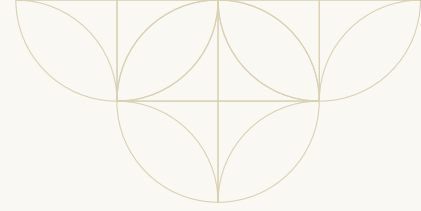
When the outcome of a construction contract can be estimated reliably, revenue and contract costs associated with the construction contract are recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the end of reporting period.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that will probably be recoverable, and contract costs are recognised as an expense in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as "amounts due to customers for contract work".

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as "amounts due from customers for contract work".



Notes to the Financial Statements
For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(n) Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale when:

- they are available for immediate sale;
- management is committed to a plan to sell;
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- an active programme to locate a buyer has been initiated;
- the asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- a sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of:

- their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- fair value less costs to sell.

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated.

The results of operations disposed of during the year are included in profit or loss up to the date of disposal.

If an entity ceases to classify the asset (or disposal group) as held for sale, the entity shall measure a non-current asset that ceases to be classified as held for sale (or ceases to be included in a disposal group classified as held for sale) at the lower of:

- its carrying amount before the asset (or disposal group) was classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been classified as held for sale, and
- its recoverable amount at the date of the subsequent decision not to sell.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(n) Non-current assets held for sale *(continued)*

The entity shall include any required adjustment to the carrying amount of a non-current asset that ceases to be classified as held for sale in profit or loss from continuing operations in the period in which the criteria are no longer met. Financial statements for the periods since classification as held for sale shall be amended accordingly if the disposal group or non-current asset that ceases to be classified as held for sale is a subsidiary, joint operation, joint venture, associate, or a portion of an interest in a joint venture or an associate. The entity shall present that adjustment in the same caption in the statement of comprehensive income used to present a gain or loss, if any.

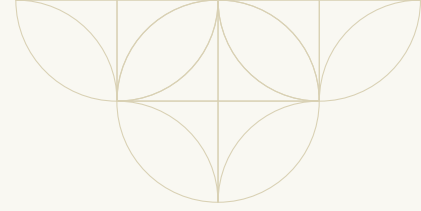
If an entity removes an individual asset or liability from a disposal group classified as held for sale, the remaining assets and liabilities of the disposal group to be sold shall continue to be measured as a group only if the group meets the criteria. Otherwise, the remaining non-current assets of the group that individually meet the criteria to be classified as held for sale shall be measured individually at the lower of their carrying amounts and fair values less costs to sell at that date. Any non-current assets that do not meet the criteria shall cease to be classified as held for sale.

(o) Government grants

Government grants are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(p) Revenue recognition

Revenue from individual construction contracts is recognised under the percentage of completion method, when the contract has progressed to a stage where the stage of completion and expected profit on the contract can be reliably determined and, depending on the nature of the contract, is measured mainly by reference to (a) the amount of work certified by site engineer; or (b) completion of physical proportion of the contract work. Variations in contract work, claims and incentive payments are included in contract revenue to the extent that they have been agreed with the customers and are capable of being reliably measured. Anticipated losses are fully provided on contracts when identified.



Notes to the Financial Statements
For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Revenue recognition *(continued)*

Revenue from construction consulting services income is recognised when the services are rendered and when it is probable that the economic benefits associated with the transaction will flow to the entity.

Revenue from sale of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.

Revenue from rendering of petrochemical products transportation services is recognised upon the completion of services, which generally coincides with the date of receipt of goods by the receivers.

Interest income from finance lease services and commercial factoring services which yield interest 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.

Revenue from rendering petrochemical products storage services is recognised in the period the services are provided.

Revenue from rendering agency services for petrochemical and agricultural products and provision of software related services are recognised when the services are rendered.

Rental income under operating leases of investment properties, transportation and storage facilities is recognised on a straight-line basis over the lease term.

Interest income is recognised on a time-proportion basis using the effective interest method.

Dividend income is recognised when the shareholder's right to receive payment is established.

(q) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of reporting period.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(q) Income taxes *(continued)*

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, 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.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

(r) Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

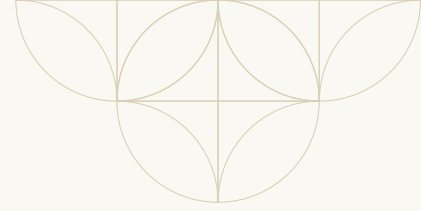
Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, the results of foreign operations are translated into the presentation currency of the Group (i.e. RMB) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as currency translation reserve. Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as currency translation reserve.

On disposal of a foreign operation (i.e. disposal involving loss of control over a subsidiary), the cumulative exchange differences recognised in the currency translation reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over subsidiary, the proportionate share of cumulative exchange differences are reattributed to non-controlling interests and are not recognised in profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the currency translation reserve.



Notes to the Financial Statements
For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(s) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- payments for leasehold land held for own use under operating leases;
- property, plant and equipment (except for those classified as held for sale, see note 4(n));
- construction in progress;
- investment properties;
- intangible assets with finite lives; and
- investments in subsidiaries and associates.

If the recoverable amount (i.e. the greater of fair value less costs to sell and VIU) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent 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 in prior years. A reversal of an impairment loss is recognised as income immediately.

VIU is based on the estimated future cash flows expected to be derived from the asset or cash generating unit (see note 4(d)), 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 or cash generating unit.

(t) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in the profit or loss when the services are rendered by the employees.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(t) Employee benefits *(continued)*

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

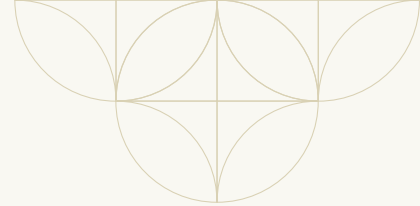
(u) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of key management personnel of the Group or the Company's parent.

(b) An entity is related to the Group if any of the following conditions apply:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.



Notes to the Financial Statements

For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(u) Related parties *(continued)*

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(v) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(continued)

(a) Revenue recognition

The Group is acting as a principal when it has exposure to the significant risks and rewards associated with the sale of goods or the rendering of services. Features that indicate that the Group is acting as a principal include:

- (i) the Group has the primary responsibility for providing the goods or services to the customer or for fulfilling the order, for example by being responsible for the acceptability of the products or services ordered or purchased by the customer;
- (ii) the Group has inventory risk before or after the customer order, during shipping or on return;
- (iii) the Group has latitude in establishing prices, either directly or indirectly, for example by providing additional goods or services; and
- (iv) the Group bears the customer's credit risk for the amount receivable from the customer.

The Group is acting as an agent when it does not have exposure to the significant risks and rewards associated with the sale of goods or the rendering of services. One feature indicating that the Group is acting as an agent is that the amount the entity earns is predetermined, being either a fixed fee per transaction or a stated percentage of the amount billed to the customer.

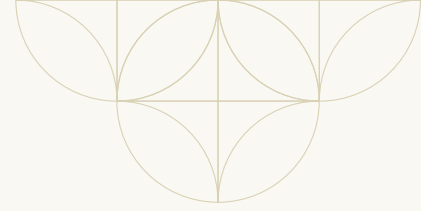
(b) Impairment of goodwill, construction licence and payment business licence

The Group tests annually whether goodwill, construction licence and payment business licence with indefinite useful lives have suffered any impairment in accordance with the Group's accounting policy. The recoverable amounts of cash-generating units have been determined based on VIU calculations. These calculations require the use of estimates (see note 19).

(c) Impairment of trade and other receivables

Management reviews the Group's trade and other receivables at the end of each reporting period to determine whether there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the impairment is the difference between the carrying amount of the assets and the present value of estimated future cash flows, discounted at the original effective interest rate.

If any assumption of the impairment of these receivables had been changed, the amount of impairment changed accordingly.



5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(d) Construction contracts

Revenue from individual contract is recognised under the percentage of completion method which requires estimation made by management. Anticipated losses are fully provided on contracts when identified. The Group's management estimates the amount of foreseeable losses of construction work based on the estimation prepared for the construction contracts. Because of the nature of the activity undertaken in construction business, the date on which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods.

The Group reviews and revises the estimates of both contract revenue and contract costs in the budget prepared for each contract as the contract progresses. Management regularly reviews the progress of the contracts and the corresponding costs of the contract revenue. If circumstances arise that may change the original estimates of revenues, costs or extent of progress towards completion, estimates are revised. These revisions may result in increase or decrease in estimated revenues or costs and are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

(e) Held-to-maturity financial assets

The Group classifies financial assets as held-to-maturity investments when it has a positive intention and ability to hold the investment to maturity. Directors exercise judgement based on the Group's treasury objective and financial risk management policy to determine whether the financial assets are to be classified as held-to-maturity.

(f) Payment business license

Payment business license is acquired through business combination are capitalised on the consolidated statement of financial position. The payment business license is valued on acquisition using a discounted cash flow methodology and the Company's directors make assumptions and estimates regarding future revenue growth, prices, marketing costs and economic factors in valuing them. These assumptions reflect the directors' best estimates but these estimates involve inherent uncertainties, which may not be controlled by the directors.

Upon acquisition the directors assess the useful economic life of the payment business license. In arriving at the conclusion that payment business license has an indefinite useful life, the directors consider the fact that the Group is expected to hold and support the payment business license for an indefinite period, through spending on agricultural big-data service business and promotional support, which is deducted in arriving at revenue. The payment business license is established over many years and continue to provide considerable economic benefits. The directors also consider factors such as the Group's ability to continue to protect the legal rights that arise from the payment business license indefinitely or the absence of any regulatory, economic or competitive factors that could truncate its live.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(f) Payment business license *(continued)*

A strategic decision to withdraw marketing support from payment business license or the weakening payment business license's appeal through changes in customer preferences might result in the directors concluding that the payment business license's life had become finite. Were intangible assets to be assigned a definite life, a charge would be recorded that would reduce reported profit from operations and reduce the value of the assets reported in the consolidated statement of financial position.

(g) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and / or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

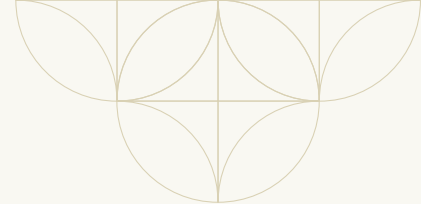
- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures/discloses below items at fair value:

- Investment property (note 18); and
- Available-for-sale listed equity securities (note 21).

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.



Notes to the Financial Statements

For the year ended 31 December 2016

6. SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the chief operating decision maker that are used to make strategic decisions.

During the year ended 31 December 2016, the chief operating decision maker of the Group considered it was optimistic about the future development and prospect of agricultural big-data services business and acquired new related business during this year (note 34), which was considered to enrich the Group's portfolio in the area of data services business.

The Group now has four reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Road and bridge construction
- Sale of petrochemical and agricultural products (including fuel oil, asphalt, chemical fertilizers, white sugar, palm oil and sorghum)
- Financial leasing and commercial factoring
- Agricultural big-data services – provision of software related services, including installation and technical support of payment platform systems

(a) Operating segments

The operating segments for the year ended 31 December 2016 are as follows:

	Road and bridge construction RMB'000	Sale of petrochemical and agricultural products RMB'000	Financial leasing and commercial factoring RMB'000	Agricultural big-data services RMB'000	Group RMB'000
Reportable segment revenue from external customers (note (i))	1,240,554	13,022,499	76,536	25,277	14,364,866
Reportable segment profit	121,859	161,060	45,647	16,043	344,609
Interest income	3,124	2,856	971	1,460	8,411
Finance costs	17,961	27,984	70	-	46,015
Capital expenditures (note (ii))	353	7,095	88	377	7,913
Amortisation of intangible assets	31	-	1	11	43
Amortisation of payments for leasehold land held for own use under operating leases	197	-	-	-	197
Depreciation of property, plant and equipment	6,585	3,150	480	172	10,387
Depreciation of investment properties	236	908	-	-	1,144
Loss on disposal of property plant and equipment	84	-	-	-	84
Loss on remeasurement of assets ceased to be classified as held for sales	-	2,418	-	-	2,418
Share of profits of associates	-	1,791	375	-	2,166
Impairment loss on trade and other receivables, net	-	30,460	-	-	30,460
Income tax expense	47,578	39,923	9,444	8,119	105,064
Interests in associates	-	64,083	18,375	10,931	93,389
Reportable segment assets	2,763,822	3,572,530	2,384,374	703,835	9,424,561
Reportable segment liabilities	1,719,913	3,416,160	570,877	355,289	6,062,239

Notes to the Financial Statements
For the year ended 31 December 2016

6. SEGMENT INFORMATION (continued)

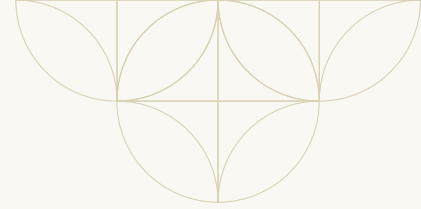
(a) Operating segments (continued)

The operating segments for the year ended 31 December 2015 are as follows:

	Road and bridge construction RMB'000	Sale of petrochemical and agricultural products RMB'000	Financial leasing and commercial factoring RMB'000	Group RMB'000
Reportable segment revenue from external customers (note (i))	1,263,654	6,956,002	3,418	8,223,074
Reportable segment profit	143,445	138,894	1,843	284,182
Interest income	8,679	1,415	17	10,111
Finance costs	39,244	20,957	195	60,396
Capital expenditures (note (ii))	26,423	2,991	1,256	30,670
Amortisation of intangible assets	29	-	-	29
Amortisation of payments for leasehold land held for own use under operating leases	209	-	-	209
Depreciation of property, plant and equipment	4,553	5,480	30	10,063
Depreciation of investment properties	-	910	-	910
(Gain)/loss on disposal of property, plant and equipment	(1,844)	44	-	(1,800)
Gain on bargain purchase	-	475	-	475
Share of profits of associates	-	2,680	-	2,680
Reversal of impairment loss on trade and other receivables, net	30,474	18,191	-	48,665
Income tax expense	44,006	53,848	451	98,305
Interests in associates	-	35,260	30,000	65,260
Reportable segment assets	2,422,567	3,566,942	333,117	6,322,626
Reportable segment liabilities	1,770,510	2,710,004	94,852	4,575,366

Notes:

- (i) The revenue from sale of petrochemical and agricultural products included agency services income of RMB13,598,000 (2015: RMB143,462,000) for the year ended 31 December 2016.
- (ii) The amounts represent capital expenditure on payments for leasehold land held for own use under operating leases, property, plant and equipment, construction in progress, investment properties and intangible assets.



Notes to the Financial Statements
For the year ended 31 December 2016

6. SEGMENT INFORMATION (continued)

(b) Information about major customers

There was no customer (2015: one) contributed to 10% or more revenue to the Group's revenue for the year ended 31 December 2016.

	Year ended 31 December 2016 Sale of petrochemical and agricultural products RMB'000	Year ended 31 December 2015 Sale of petrochemical and agricultural products RMB'000
Customer A	–	1,208,878

(c) Geographical information

PRC is the country of domicile of the Company.

The Group's revenue from external customers is mainly derived from customers located in the PRC.

All the Group's non-current assets are located in the PRC.

7. OTHER INCOME AND GAINS

	2016 RMB'000	2015 RMB'000
Reversal of impairment loss on trade and other receivables, net (note 23(f))	–	48,665
Gain on bargain purchase (note 35)	–	475
Dividend income from available-for-sale financial assets	1,000	1,500
Gross rental income from investment properties	4,855	1,140
Rental income from machineries	2,822	2,508
Interest income	8,411	10,111
Government grants	7,220	3,043
Gain on disposal of property, plant and equipment	–	1,800
Others	2,827	1,114
	27,135	70,356

Notes to the Financial Statements
For the year ended 31 December 2016

8. FINANCE COSTS

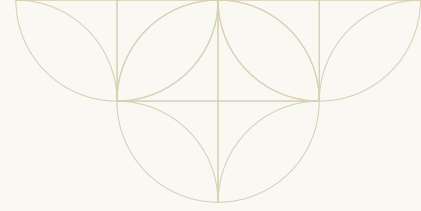
	2016 RMB'000	2015 RMB'000
Interest expense on borrowings	45,389	61,595
Interest expense on discounted commercial notes	1,404	1,984
Others	9,286	4,433
Total finance costs	56,079	68,012
Less: amount capitalised (<i>note</i>)	(10,064)	(7,616)
	46,015	60,396

Note: Borrowing costs capitalised during the year arose on the general borrowings during the year and were calculated by applying a capitalisation rate of approximately 4.35% per annum (2015: 6.1% per annum) to expenditure on qualifying assets.

9. PROFIT BEFORE INCOME TAX EXPENSE

Profit before income tax expense is arrived at after charging/(crediting):

	2016 RMB'000	2015 RMB'000
Amortisation of intangible assets	43	29
Amortisation of payments for leasehold land held for own use under operating leases	197	209
Auditor's remuneration	2,400	6,587
Cost of inventories recognised as expenses	13,060,436	6,984,665
Depreciation of property, plant and equipment	10,387	10,063
Depreciation of investment properties	1,144	910
Loss/(gain) on disposal of property, plant and equipment, net	84	(1,800)
Loss recognised on transfer of asset from held-for-sale to property, plant and equipment	2,418	–
Gain on bargain purchase (<i>note 35</i>)	–	(475)
Operating lease rental expenses in respect of:		
– Land and buildings	8,360	6,642
– Machinery and others	7,184	12,525
Direct operating expenses arising from investment properties that generated rental income during the year	78	57
Impairment loss/(reversal of impairment loss) on trade and other receivables, net	30,460	(48,665)



Notes to the Financial Statements
For the year ended 31 December 2016

10. EMPLOYEE COSTS

	2016 RMB'000	2015 RMB'000
Employee costs (including directors) comprise:		
Wages and salaries	61,242	50,928
Social security costs	4,396	3,282
Contributions on defined contribution retirement plans	5,016	3,662
	70,654	57,872

11. DIRECTORS' AND SUPERVISORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Directors' and supervisors' emoluments disclosed pursuant to Section 383 of the Hong Kong Companies Ordinance (Cap. 622) (the "Ordinance") and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) (the "Regulation") is as follows:

For the year ended 31 December 2016

Name	Fees RMB'000	Basic salaries and allowances RMB'000	Discretionary bonus RMB'000	Retirement scheme contributions RMB'000	Total RMB'000
Executive directors					
Mr. Lan Huasheng	–	1,040	400	47	1,487
Mr. Wang Liguo	–	783	301	56	1,140
Mr. Mo Luojiang	–	910	350	84	1,344
Non-executive directors					
Mr. Zhu Tianxiang (note (a))	–	–	–	–	–
Mr. Chung Cheuk Ming	81	–	–	–	81
Ms. Pan Min (note(b))	43	–	–	–	43
Mr. Zhou Jianhao	67	–	–	–	67
Mr. Yang Gaoyu (note(c))	24	–	–	–	24
Supervisors					
Ms. Ye Mingzhu	50	–	–	–	50
Ms. Chen Yuanling (note (d))	50	–	–	–	50
Mr. Jiang Feng (note (d))	36	108	58	56	258
Mr. Lu Tingfu	–	–	–	–	–
Ms. Zhao Liping	36	78	39	57	210
	387	2,919	1,148	300	4,754

Notes to the Financial Statements
For the year ended 31 December 2016

11. DIRECTORS' AND SUPERVISORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (continued)

For the year ended 31 December 2015

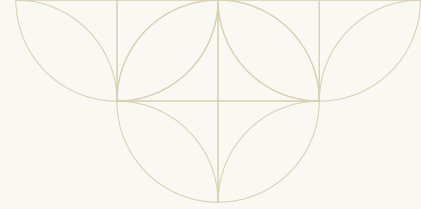
Name	Fees RMB'000	Basic salaries and allowances RMB'000	Discretionary bonus RMB'000	Retirement scheme contributions RMB'000	Total RMB'000
Executive directors					
Mr. Lan Huasheng	–	970	81	23	1,074
Mr. Wang Liguo	–	732	–	41	773
Mr. Mo Luojiang	–	840	70	48	958
Non-executive directors					
Mr. Chan Cheuk Wing, Andy (note (e))	60	–	10	–	70
Mr. Zhu Tianxiang (note (a))	–	–	–	–	–
Mr. Chung Cheuk Ming	67	–	6	–	73
Ms. Pan Min	58	–	6	–	64
Mr. Zhou Jianhao	58	–	6	–	64
Supervisors					
Ms. Ye Mingzhu	56	–	6	–	62
Ms. Chen Yuanling (note (d))	25	–	–	–	25
Mr. Jiang Feng (note (d))	–	55	11	13	79
Mr. Lu Tingfu	–	–	–	–	–
Ms. Zhao Liping	–	108	9	38	155
	324	2,705	205	163	3,397

Notes:

- (a) Appointed in June 2015
- (b) Resigned in August 2016
- (c) Appointed in August 2016
- (d) Appointed in July 2015
- (e) Resigned in June 2015

The discretionary bonuses for both years were determined with reference to the performance against corporate objectives, the profits of the Group and the achievement of individual performance targets.

None of the directors or supervisors waived emoluments during the years ended 31 December 2016 and 2015.



Notes to the Financial Statements
For the year ended 31 December 2016

11. DIRECTORS' AND SUPERVISORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS *(continued)*

Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, three (2015: three) were directors of the Company whose emoluments are disclosed in above. The emoluments of the remaining two (2015: two) individuals in 2016 were as follows:

	2016 RMB'000	2015 RMB'000
Basic salaries and allowances	1,119	902
Discretionary bonus	337	35
Retirement scheme contributions	58	55
	1,514	992

The emoluments of the two (2015: two) non-director individuals in 2016 with the highest emoluments were within the following band:

	2016 Number of individuals	2015 Number of individuals
Nil to HK\$1,000,000	2	2

During the years ended 31 December 2016 and 2015, no emoluments were paid by the Group to any of the directors, supervisors or any of the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

Notes to the Financial Statements
For the year ended 31 December 2016

12. INCOME TAX EXPENSE

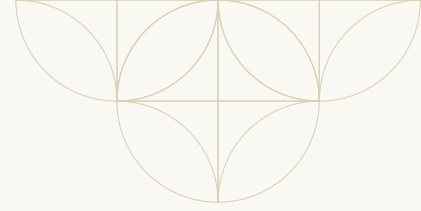
The amount of income tax expense in the consolidated statement of comprehensive income represents:

	2016 RMB'000	2015 RMB'000
Current income tax		
PRC enterprise income tax ("EIT")		
– tax for the year	119,257	80,521
– (over)/under provision in respect of prior years, net	(8,416)	4,053
Deferred tax (note 29)	(5,777)	13,731
	105,064	98,305

Profits of subsidiaries established in the PRC are subject to EIT at 25% (2015: 25%). Profits of subsidiaries established in Hong Kong are subject to Hong Kong profits tax of 16.5% (2015: 16.5%).

The income tax expense for the year can be reconciled to the profit per the consolidated statement of comprehensive income as follows:

	2016 RMB'000	2015 RMB'000
Profit before income tax expense	449,673	382,487
Tax calculated at tax rate of 25% (2015: 25%)	112,418	95,622
Effect of different tax rates for certain subsidiaries	(1,239)	593
Income and expense items that are not subject to tax, net	4,432	(3,086)
Tax effect of tax loss not recognised	114	1,123
Utilisation of tax losses previously not recognised	(2,245)	–
(Over)/under provision in respect of prior years, net	(8,416)	4,053
Income tax expense	105,064	98,305



Notes to the Financial Statements
For the year ended 31 December 2016

13. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

	2016	2015 (restated)
Profit attributable to owners of the Company (RMB'000)	307,082	247,449
Issued ordinary shares at 1 January	3,054,319,875	1,404,285,000
Placing and subscription of shares	2,034,400,000	–
Rights issue of shares	–	631,928,250
Effect of bonus issue of shares completed on 23 June 2015	–	865,751,321
Effect of bonus issue of shares completed on 19 September 2016	2,055,546,823	1,450,982,285
Weighted average number of ordinary shares at 31 December	7,144,266,698	4,352,946,856

Diluted earnings per share are equal to basic earnings per share, as there were no potential dilutive ordinary shares issued during the years ended 31 December 2016 and 2015. The denominators used are the same as those detailed above for both basic and diluted earnings per share.

14. DIVIDENDS

	2016 RMB'000	2015 RMB'000
Final, proposed – RMB0.01 per share (2015: RMB0.015)	86,331	76,331

On 13 March 2017, the board of directors recommended the payment of a final dividend of RMB0.01 per share (2015: RMB0.015 per share), totalling approximately RMB86,331,000 (2015: approximately RMB76,331,000) for the year ended 31 December 2016. The proposed final dividend is based on the number of issued shares of the Company (i.e. 8,633,079,812 shares) as of the date of the board meeting (i.e. 13 March 2017) determining the final dividend.

Subject to the terms and conditions set out in the placing agreement as disclosed in the circular of the Company dated 5 December 2016 (the “Placing”), and on the basis that the placing shares are being placed in full, an aggregate of up to 1,500,000,000 new H Shares will be issued upon completion of the Placing. The Company’s number of issued shares will be increased up to 10,133,079,812 shares. If the Placing proceeds and completes before the record date for determining the entitlement of the aforesaid final dividend, the holders of the placing shares will be entitled to the final dividend, and that the final dividend will be RMB0.01 per share of the Company, totaling up to approximately RMB101,331,000 based on the number of issued shares of the Company after completion of the Placing (i.e. 10,133,079,812 shares on the assumption that the placing shares are being placed in full).

Notes to the Financial Statements
For the year ended 31 December 2016

14. DIVIDENDS (continued)

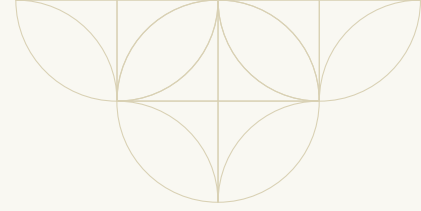
The final dividend for 2016 proposed after the end of the reporting period is subject to shareholders' approval in the forthcoming annual general meeting. The proposed dividends are not reflected as a dividend payable in the financial statements for the year ended 31 December 2016.

There are no income tax consequences related the payment of dividends by the Company to its shareholders.

15. PAYMENTS FOR LEASEHOLD LAND HELD FOR OWN USE UNDER OPERATING LEASES

	RMB'000
2016	
Cost	
At 1 January 2016 and 31 December 2016	9,957
Accumulated amortisation	
At 1 January 2016	834
Provided for the year	197
At 31 December 2016	1,031
2015	
Cost	
At 1 January 2015	10,542
Transfer to investment properties (note 18)	(585)
At 31 December 2015	9,957
Accumulated amortisation	
At 1 January 2015	711
Provided for the year	209
Transfer to investment properties (note 18)	(86)
At 31 December 2015	834
Net book values	
At 31 December 2016	8,926
At 31 December 2015	9,123

At 31 December 2016, payments for leasehold land held for own use under operating leases with a net book value of RMB8,042,000 (2015: RMB8,220,000) were pledged as security for certain of the Group's borrowings (note 28(a)).



Notes to the Financial Statements
For the year ended 31 December 2016

16. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Leasehold improvement RMB'000	Machinery RMB'000	Storage facilities RMB'000	Furniture, fixtures and testing equipment RMB'000	Transportation Facilities RMB'000	Total RMB'000
2016							
Cost							
At 1 January 2016	61,924	315	19,356	9,154	25,089	11,273	127,111
Additions through business combination (note 34)	8,840	-	501	-	100	-	9,441
Additions	738	109	2,428	-	2,301	158	5,734
Disposals	-	-	(710)	-	(705)	-	(1,415)
Revaluation	4,290	-	-	-	29	-	4,319
Transfer from construction in progress (note 17)	1,605	-	-	-	2,017	-	3,622
Transfer to investment properties (note 18)	(5,603)	-	-	-	-	-	(5,603)
Transfer from assets classified as held for sale (note 26)	-	-	54	5,356	-	-	5,410
At 31 December 2016	71,794	424	21,629	14,510	28,831	11,431	148,619
Accumulated depreciation and impairment loss							
At 1 January 2016	85	227	5,163	4,914	14,562	2,519	27,470
Provided for the year	2,258	116	2,622	338	2,817	2,236	10,387
Eliminated on disposals	-	-	(688)	-	(541)	-	(1,229)
Transfer to investment properties (note 18)	(187)	-	-	-	-	-	(187)
At 31 December 2016	2,156	343	7,097	5,252	16,838	4,755	36,441
2015							
Cost							
At 1 January 2015	8,555	315	33,961	33,217	23,830	8,117	107,995
Additions through business combination (note 35)	-	-	-	-	66	501	567
Additions	-	-	941	-	2,168	3,385	6,494
Disposals	(102)	-	(15,413)	-	(1,245)	(730)	(17,490)
Transfer from construction in progress (note 17)	60,188	-	-	-	270	-	60,458
Transfer to investment properties (note 18)	(6,717)	-	-	-	-	-	(6,717)
Transfer to assets classified as held for sale (note 26)	-	-	(133)	(24,063)	-	-	(24,196)
At 31 December 2015	61,924	315	19,356	9,154	25,089	11,273	127,111
Accumulated depreciation and impairment loss							
At 1 January 2015	311	66	17,563	18,475	13,041	1,415	50,871
Provided for the year	460	161	2,498	2,742	2,600	1,602	10,063
Eliminated on disposals	(97)	-	(14,832)	-	(1,079)	(498)	(16,506)
Transfer to investment properties (note 18)	(589)	-	-	-	-	-	(589)
Transfer to assets classified as held for sale (note 26)	-	-	(66)	(16,303)	-	-	(16,369)
At 31 December 2015	85	227	5,163	4,914	14,562	2,519	27,470
Net book values							
At 31 December 2016	69,638	81	14,532	9,258	11,993	6,676	112,178
At 31 December 2015	61,839	88	14,193	4,240	10,527	8,754	99,641

Notes to the Financial Statements
For the year ended 31 December 2016

16. PROPERTY, PLANT AND EQUIPMENT *(continued)*

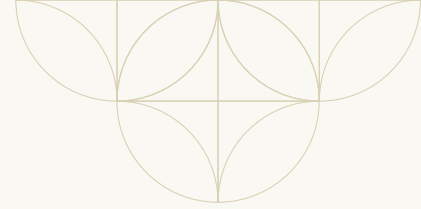
At 31 December 2016 and 2015, the following property, plant and equipment of the Group were pledged as security for the Group's borrowings (note 28(a)):

	2016	2015
	RMB'000	RMB'000
Buildings	57,977	–

17. CONSTRUCTION IN PROGRESS

	RMB'000
At 1 January 2015	38,156
Additions	24,176
Transfer to property, plant and equipment (<i>note 16</i>)	(60,458)
At 31 December 2015 and 1 January 2016	1,874
Additions	1,748
Transfer to property, plant and equipment (<i>note 16</i>)	(3,622)
At 31 December 2016	–

The construction in progress mainly relating to the Group's new office in Nantong City, which was completed during the year.



Notes to the Financial Statements
For the year ended 31 December 2016

18. INVESTMENT PROPERTIES

	RMB'000
2015	
Cost	
At 1 January 2015	11,403
Transfer from payment for leasehold land held for own use under operating leases (note 15)	585
Transfer from property, plant and equipment (note 16)	6,717
At 31 December 2015 and 1 January 2016	18,705
Transfer from property, plant and equipment (note 16)	5,603
At 31 December 2016	24,308
Accumulated depreciation	
At 1 January 2015	75
Provided for the year	910
Transfer from payment for leasehold land held for own use under operating leases (note 15)	86
Transfer from property, plant and equipment (note 16)	589
At 31 December 2015	1,660
Provided for the year	1,144
Transfer from property, plant and equipment (note 16)	187
At 31 December 2016	2,991
Net book values	
At 31 December 2016	21,317
At 31 December 2015	17,045
Fair value	
At 31 December 2016	40,961
At 31 December 2015	30,943

During the year ended 31 December 2016, the Group changed the usage of one of its office buildings from its own use to earn rental income. As such, the carrying amount of this office building was transferred from property, plant and equipment to investment properties.

The estimated useful life of the investment properties is 20-30 years and one of them with carrying amount of RMB6,631,000 as at 31 December 2015 was pledged to bank to secure the Group's borrowings (note 28(a)).

Fair value is determined by applying income approach by taking into account the net rental incomes of the properties derived from the existing tenants with due allowance for the reversionary income potential of the tenants, which are then capitalised into the values at appropriate capitalisation rates.

The fair value valuation of the investment properties has been carried out by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued.

The investment properties of the Group are measured at cost. The fair value disclosed is categorised as Level 3 valuation (see note 5(g) for details of levels of fair value measurements).

The highest and best use of the investment properties of the Group does not differ from its current use.

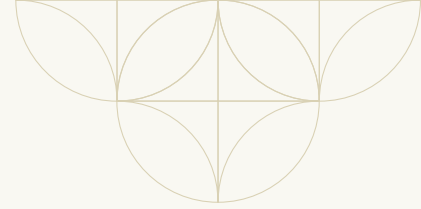
Notes to the Financial Statements
For the year ended 31 December 2016

19. INTANGIBLE ASSETS

Group	Goodwill RMB'000	Construction licence (note (a)) RMB'000	Payment business licence (note (b)) RMB'000	Computer software RMB'000	Total RMB'000
2016					
Cost					
At 1 January 2016	16,930	131,266	–	823	149,019
Additions through business combination (note 34)	71,057	–	225,786	947	297,790
Additions	–	–	–	431	431
At 31 December 2016	87,987	131,266	225,786	2,201	447,240
Accumulated amortisation					
At 1 January 2016	–	–	–	735	735
Provided for the year	–	–	–	43	43
At 31 December 2016	–	–	–	778	778
2015					
Cost					
At 1 January 2015	16,930	131,266	–	819	149,015
Additions through business combination (note 35)	–	–	–	4	4
At 31 December 2015	16,930	131,266	–	823	149,019
Accumulated amortisation					
At 1 January 2015	–	–	–	706	706
Provided for the year	–	–	–	29	29
At 31 December 2015	–	–	–	735	735
Net book values					
At 31 December 2016	87,987	131,266	225,786	1,423	446,462
At 31 December 2015	16,930	131,266	–	88	148,284

Notes:

- (a) Construction licence represents construction contract tier-one qualification and municipal utility contract tier-one qualification for road and bridge constructions.
- (b) The payment business licence represents qualification for non-bank financial institution to provide third party payment services.



Notes to the Financial Statements
For the year ended 31 December 2016

19. INTANGIBLE ASSETS (continued)

Impairment tests for goodwill and construction licence

Goodwill of approximately RMB16,930,000 and construction licence are allocated to one of the Group's cash-generating units ("CGUs"), namely road and bridge construction segment.

The recoverable amount of the CGU is determined based on VIU calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated weighted average annual growth rate of 2% (2015: 3%).

The key assumptions used for VIU calculations are as follows:

	2016	2015
Weighted average gross margin	9.7%-13.8%	11.8%-13.8%
Growth rate	8%	5.0%-8.0%
Percentage of working capital over revenue	41.2%-45.2%	42.1%-45.5%
Pre-tax discount rate	20.6%	12.5%

Management determined weighted average gross margin, weighted average growth rates and percentage of working capital over revenue based on past performance and its expectations for the market development. The discount rate used is pre-tax and reflects specific risks relating to the road and bridge construction segment.

Impairment tests for goodwill and payment business licence

Goodwill of approximately RMB71,057,000 was acquired through business combination during the year ended 31 December 2016 (note 34) and third party payment licence are allocated one of the Group's CGUs, namely agricultural big-data services segment.

The recoverable amount of the CGU is determined based on VIU calculations. These calculation use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the zero annual growth rate.

The key assumptions used for VIU calculations are as follows:

	2016
Weighted average gross margin	94.5%-94.6%
Growth rate	5%-14.8%
Percentage of working capital over revenue	22%-23%
Pre-tax discount rate	28.7%

Management determined weighted average gross margin, weighted average growth rates and percentage of working capital over revenue based on past performance and its expectations for the market development. The discount rate used is pre-tax and reflects specific risks relating to the agricultural big-data services segment.

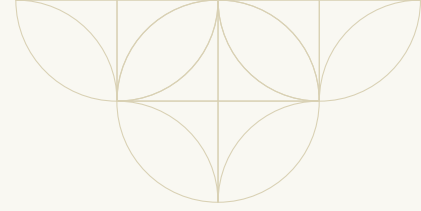
Notes to the Financial Statements
For the year ended 31 December 2016

20. INTERESTS IN ASSOCIATES

	2016 RMB'000	2015 RMB'000
Share of net assets	93,389	65,260

The details of the Group's associates at 31 December 2016 are as follows:

Name	Place of incorporation and type of legal entity	Principal activities and place of operation	Registered capital	Equity interests held	
				Directly	Indirectly
上海浦東路橋瀝青材料有限公司 Shanghai Pudong Road and Bridge Asphalt-Based Materials Co., Ltd ("Pudong Road and Bridge")	PRC, limited liability company	Asphalt trading in the PRC	RMB30,000,000	49%	–
武漢大通華利船務有限公司 Wuhan Datong Huali Shipping Company Limited ("Wuhan Datong")	PRC, limited liability company	Provision of marine transportation service in the PRC	RMB50,000,000	–	30%
上海伊和旭生融資租賃有限公司 Shanghai Yi He Xu Sheng Financial Leasing Co., Ltd.	PRC, limited liability company	Finance lease business in the PRC	RMB100,000,000	–	30%
瑞盈茂碩融資租賃(深圳)有限公司 Ruiying Maoshuo Finance Lease (Shenzhen) Co., Limited	PRC, limited liability company	Finance lease business in the PRC	RMB200,000,000	–	30%
眉山大生聖豐科技有限公司 Meishan Dasheng Shengfeng Technology Co., Ltd. ("Meishan Dasheng")	PRC, limited liability company	Agricultural big-data service in the PRC	RMB10,000,000	–	49%
鎮江農批數據服務有限公司 Zhenjiang Agricultural Data Service Co., Ltd. ("Zhenjiang Agricultural")	PRC, limited liability company	Agricultural big-data service in the PRC	RMB10,000,000	–	49%
湖洲大生鮮綠多大數據科技有限公司 Huzhou Dasheng Green Mall Big Data Technology Co., Ltd. ("Huzhou Dasheng")	PRC, limited liability company	Agricultural big-data service in the PRC	RMB20,000,000	–	49%



Notes to the Financial Statements

For the year ended 31 December 2016

20. INTERESTS IN ASSOCIATES (continued)

In the opinion of the directors, the above associates are not material to the Group and the summarised financial information in respect of the Group's share of these associates is set out below:

	2016 RMB'000	2015 RMB'000
Profits from continuing operations	2,166	2,680
Other comprehensive income	–	–
Total comprehensive income	2,166	2,680

21. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2016 RMB'000	2015 RMB'000
Listed equity securities, at fair value	8,250	–
Unlisted equity securities, at cost	5,800	5,800
	14,050	5,800

Listed equity investment represent investment in one listed company in the PRC. It is measured at fair value determined based on its quoted prices in active market at the reporting date. The unlisted equity securities represent investments in two unlisted companies (2015: two) in the PRC. They are measured at cost less impairment, if any, at the end of each reporting period because the directors of the Company are of the opinion that the fair value cannot be measured reliably.

The directors of the Company have no intention to dispose of the available-for-sale financial assets at the end of reporting period.

22. INVENTORIES

	2016 RMB'000	2015 RMB'000
Petrochemical and agricultural products for resale	28,306	2,960
Asphalt for construction	3,907	7,036
Other construction materials	16,851	23,032
Third party payment services equipments	477	–
	49,541	33,028

Notes to the Financial Statements
For the year ended 31 December 2016

23. TRADE AND OTHER RECEIVABLES

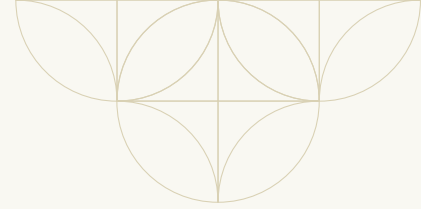
	2016 RMB'000	2015 RMB'000
Trade receivables	3,319,113	4,005,834
Commercial notes receivable	1,370	23,216
Retention sum for construction contracts	558,639	573,149
Finance lease receivables (note (a))	121,696	81,646
Factoring loan receivables	2,221,825	176,367
Total trade and notes receivables (note (b))	6,222,643	4,860,212
Prepayments and deposits	755,508	312,102
Other receivables (note (c))	49,793	167,327
Amounts due from associates (note (d))	250	395
Held-to-maturity financial assets (note (e))	61,000	–
	7,089,194	5,340,036
Less: Impairment losses (note (f))	(95,922)	(68,146)
	6,993,272	5,271,890
Classified as:		
Non-current assets	925,418	723,032
Current assets	6,067,854	4,548,858
	6,993,272	5,271,890

(a) Finance lease receivables

The finance lease receivables as at 31 December 2016 and 2015 are as follows:

	2016			2015		
	Minimum lease payments RMB'000	Unearned finance lease income RMB'000	Present value RMB'000	Minimum lease payments RMB'000	Unearned finance lease income RMB'000	Present value RMB'000
Not later than one year (note (i))	79,017	(7,532)	71,485	48,553	(4,165)	44,388
Later than one year and not later than five years	54,012	(3,801)	50,211	39,798	(2,540)	37,258
	133,029	(11,333)	121,696	88,351	(6,705)	81,646

Note (i): Included in finance lease receivables was an amount of RMB28,784,000 (2015: RMB15,300,000) loaned to related companies, the beneficial owners of which are Mr. Lan Huasheng, who is the director of the Company, and Mr. Lu Tingfu, who is the supervisor of the Company.



Notes to the Financial Statements
For the year ended 31 December 2016

23. TRADE AND OTHER RECEIVABLES (continued)

(b) Trade and notes receivables

The ageing analysis of trade and notes receivables for road and bridge construction and sale of petrochemical and agricultural products are prepared based on invoice dates. For the finance lease and commercial factoring business, the ageing analysis is based on the lease and loan commencement dates set out in the relevant contracts. The details ageing analysis are before impairment loss as follows:

	2016 RMB'000	2015 RMB'000
Road and bridge construction (note (i)):		
Less than 6 months	663,618	1,420,149
6 months to less than 1 year	465,200	20,207
1 year to less than 2 years	623,609	74,515
2 years to less than 3 years	220,129	28,875
3 years and over	3,382	17,419
	1,975,938	1,561,165
Sale of petrochemical and agricultural products (note (ii)):		
Less than 31 days	1,470,597	2,112,061
31 to 60 days	300,840	307,869
61 to 90 days	1,000	146,224
91 days to less than 1 year	65,294	168,523
1 year to less than 2 years	2,792	287,824
2 years to less than 3 years	39,657	12,659
3 years and over	12,168	5,874
	1,892,348	3,041,034
Finance lease and commercial factoring business (note (iii)):		
Less than 6 months	2,143,815	249,763
6 months to less than 1 year	138,266	8,250
Over than 1 year	61,440	–
	2,343,521	258,013
Agricultural big-data services (note (iv)):		
Less than 6 months	10,658	–
6 months to less than 1 year	178	–
	10,836	–
	6,222,643	4,860,212

23. TRADE AND OTHER RECEIVABLES (continued)

(b) Trade and notes receivables (continued)

Note (i):

In respect of road and bridge construction, the credit period is negotiated on individual basis and ranges from 0 day to 3 years.

The ageing analysis of trade receivables relating to road and bridge construction which were past due but not impaired is as follows:

	2016 RMB'000	2015 RMB'000
Less than 6 months past due	404,897	86,223
6 months to less than 1 year past due	47,072	16,770
1 year to less than 2 years past due	148,516	176,223
2 years to less than 3 years past due	30,568	73,663
3 years and over past due	10,457	2,457
	641,510	355,336

Substantially all customers of road and bridge construction are PRC government-related corporations which have no recent history of default. The credit quality of trade receivables has been assessed by reference to historical information about the counterparty default rates. The terms of some construction contracts stipulate that the customers withhold a portion of total contract sum (usually 5%) until a specified period (usually 2 years) after completion of the contract.

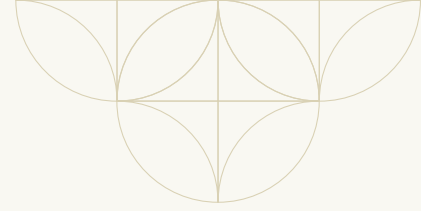
Note (ii):

For sale of petrochemical and agricultural products, the credit terms granted to individual customers vary on a customer by customer basis which is determined by management with reference to the creditability of respective customers. Normally the credit period ranges from 30 days to 180 days.

The ageing analysis of trade receivables relating to sale of petrochemical and agricultural products which were past due but not impaired is as follows:

	2016 RMB'000	2015 RMB'000
Less than 91 days past due	316,939	147,766
91 days to 1 year past due	21	20,756
Over 1 year past due	19,830	221,389
	336,790	389,911

The amounts that were neither past due nor impaired relate to a number of independent customers which have no recent history of default. The credit quality of trade receivables has been assessed by reference to historical information about the counterparty default rates.



Notes to the Financial Statements

For the year ended 31 December 2016

23. TRADE AND OTHER RECEIVABLES *(continued)*

(b) Trade and notes receivables *(continued)*

Note (iii):

For finance lease receivables, the customers are obliged to settle the amounts according to the terms set out in the relevant contracts, and must acquire the leased assets at the end of the lease period. The maturity date for each lease contract ranges from one to three years.

For factoring loan receivables, the customers are obliged to settle the amounts according to the terms set out in the relevant contracts. The maturity date for each loan contract is normally not more than 1 year.

As at 31 December 2016, all the finance lease receivables and commercial factoring loan receivables were neither past due nor impaired. The amounts that were neither past due nor impaired relate to a number of independent customers which have no recent history of default. The credit quality of trade receivables has been assessed by reference to historical information about the counterparty default rates.

Interest rates on the finance lease receivables and commercial factoring loan receivables are offered to customers based on the assessment of a number of factors including the borrowers' creditworthiness and repayment ability, collateral as well as the general economic trends. The effective interest rates charged by the Group are from 4.26% to 13.5% per annum.

As at 31 December 2016, the finance lease receivables in respect of certain machineries are effectively secured by the underlying assets, as the rights to the machineries would be reverted to the Group in the event of default payment. The fair value of such collateral is amounted to approximately RMB223,277,000 (2015: RMB112,830,000). The deposits received from finance lease customers amounted to approximately RMB7,388,000 (2015: RMB5,431,000).

Note (iv):

For agricultural big-data services, the credit period is negotiated on individual basis and ranges from 0 day to 1 year.

(c) Other receivables

Note (i):

As at 31 December 2015, an approximate amount of RMB92,976,000 included in other receivables was the loan to an independent third party and the balance was unsecured, interest-free and repayable on demand. The amount was subsequently settled in February 2016.

Note (ii):

As at 31 December 2015, an deposit of RMB30,000,000 is the investment deposit for the acquisition of an indirect non-wholly owned subsidiary. The acquisition was completed in July 2016 (note 34).

(d) Amounts due from associates and a related company

These amounts are interest-free, unsecured and repayable on demand.

23. TRADE AND OTHER RECEIVABLES (continued)

(e) Held-to-maturity financial assets

The amount represented financial instruments with fixed interest of 5.81% per annum and maturity date on 7 December 2019.

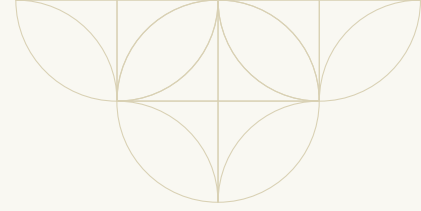
(f) Impairment losses

The below table reconciles the impairment loss of trade and other receivables for the year:

	2016 RMB'000	2015 RMB'000
At 1 January	68,146	123,073
Impairment loss recognised	30,460	50,493
Recovery of impairment loss previously recognised	–	(99,158)
Written off	(2,684)	(6,262)
At 31 December	95,922	68,146

24. AMOUNTS DUE FROM/(TO) CUSTOMERS FOR CONTRACT WORK

	2016 RMB'000	2015 RMB'000
Contracts in progress at the end of reporting period:		
Contract costs incurred plus recognised profits less recognised losses and foreseeable losses	6,551,874	5,559,248
Less: progress billings	(6,558,891)	(5,603,938)
Contract work-in-progress at the end of reporting period	(7,017)	(44,690)
Represented by:		
Amounts due from customers for contract work included in current assets	28,185	24,826
Amounts due to customers for contract work included in current liabilities	(35,202)	(69,516)
	(7,017)	(44,690)



Notes to the Financial Statements
For the year ended 31 December 2016

25. RESTRICTED BANK DEPOSITS

The Group's restricted bank deposits were denominated in RMB, United States Dollars ("USD") and Hong Kong Dollars ("HK\$"), and as collateral for the issuance of performance bonds, bid bonds, bank borrowings and receipt in advance from customer related to payment card business. The effective interest rates on restricted bank deposits were ranging from 1.4% to 2.8% per annum as at 31 December 2016 (2015: from 1.3% to 2.8% per annum).

26. ASSETS CLASSIFIED AS HELD FOR SALE

The assets classified as held-for-sale was related to the Group's one of the storage facilities located in Gaoguang, the PRC. As at 31 December 2016, the Directors consider that the disposal transaction is no longer highly probable and are of the view that it is appropriate to reclassify the assets to property, plant and equipment from assets held-for-sale in the consolidated statement of financial position as at 31 December 2016.

As at 31 December 2016, the carrying amount of the above assets reclassified to property, plant and equipment is RMB5,410,000, which is the amount before it was classified as held for sale, adjusted for any depreciation that would have been recognised had the asset not been classified as held for sale. The directors consider that the carrying amount is lower than its recoverable amount at the date of the subsequent decision not to sell.

27. TRADE AND OTHER PAYABLES

	2016 RMB'000	2015 RMB'000
Trade payables	1,859,358	2,369,497
Notes payable	1,274,126	552,139
	3,133,484	2,921,636
Amount due to an associate (<i>note (i)</i>)	466	650
Amount due to a related company (<i>note (i)</i>)	–	10,796
Deposits received	262,591	124,099
Other payables (<i>note (ii)</i>)	765,545	280,568
Accruals	656	10,250
	4,162,742	3,347,999

- Notes: (i) The amounts are interest-free, unsecured and repayable on demand.
(ii) The amounts included advances from independent third parties of RMB2,526,000 (2015: RMB8,878,000), which are interest-free, unsecured and repayable on demand.

Notes to the Financial Statements
For the year ended 31 December 2016

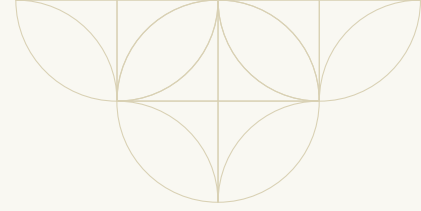
27. TRADE AND OTHER PAYABLES (continued)

Included in trade and other payables are trade creditors with the following ageing analysis as of the end of reporting period based on invoice date:

	2016 RMB'000	2015 RMB'000
Road and bridge construction:		
Less than 6 months	702,423	828,356
6 months to less than 1 year	272	91,939
1 year to less than 2 years	156,863	26,503
2 years to less than 3 years	16,470	23,612
3 years and over	23,457	18,336
	899,485	988,746
Sale of petrochemical and agricultural products:		
Less than 31 days	622,469	1,703,214
31 to 60 days	527,863	50,010
61 to 90 days	194,640	50
91 days to less than 1 year	884,295	179,140
1 year to less than 2 years	10	28
2 years to less than 3 years	189	–
3 years and over	282	448
	2,229,748	1,932,890
Provision of agricultural big-data services:		
Less than 31 days	4,251	–
	3,133,484	2,921,636

28. BORROWINGS

	2016 RMB'000	2015 RMB'000
Bank borrowings		
Secured – interest-bearing loans (notes (a) and (b))	510,258	31,667
Unsecured – interest-bearing loans (note (b))	898,400	1,021,200
	1,408,658	1,052,867
Other borrowings		
Unsecured – interest-bearing loans	299,088	–
	1,707,746	1,052,867



Notes to the Financial Statements
For the year ended 31 December 2016

28. BORROWINGS (continued)

At the end of the reporting period, total borrowings of the Group were repayable as follows:

	2016 RMB'000	2015 RMB'000
On demand or within one year	1,707,746	1,021,200
In the second year	–	31,667
	1,707,746	1,052,867

Notes:

As at the end of reporting period, the summary of assets pledged and guaranteed borrowings are as follows:

(a) The borrowings are secured by:

	2016 RMB'000	2015 RMB'000
Payments for leasehold land held for own use under operating leases (note 15)	8,042	8,220
Property, plant and equipment (note 16)	57,997	–
Investment property (note 18)	–	6,631
Trade receivables	200,000	–

(b) The secured and unsecured borrowings of the Group to the extent of RMB280,000,000 (2015: RMB280,000,000) were guaranteed by certain directors of the Company and its subsidiaries.

As at 31 December 2016, there is no banking facilities of the Group is subject to the fulfilment of covenants relating to certain of the Company's financial ratios (2015: nil).

Except for the above, the Company also regularly monitors its compliance with the covenants. As at 31 December 2016, none of the covenants relating to drawn down facilities had been breached (2015: none).

Notes to the Financial Statements
For the year ended 31 December 2016

29. DEFERRED TAX

Details of the deferred tax liabilities and assets recognised and movements during the current and prior years:

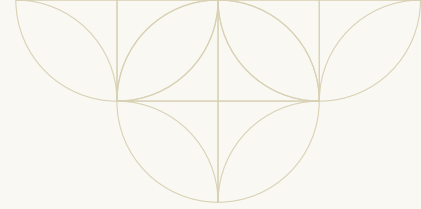
Deferred tax assets

	Impairment loss and discounting on trade and other receivables RMB'000
At 1 January 2015	40,433
Charged to profit or loss	(13,406)
At 31 December 2015 and 1 January 2016	27,027
Credited to profit or loss	5,971
At 31 December 2016	32,998

Deferred tax liabilities

	Fair value surplus in respect of business combination RMB'000	Capitalisation of borrowing costs RMB'000	Total RMB'000
At 1 January 2015	33,755	302	34,057
Charged to profit or loss	–	325	325
At 31 December 2015 and 1 January 2016	33,755	627	34,382
Charged to profit or loss	–	194	194
Additions through business combination (note 34)	57,526	–	57,526
At 31 December 2016	91,281	821	92,102

No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. The tax losses of RMB5,921,000 (2015: RMB18,846,000) arising in Hong Kong can be carried forward indefinitely.



Notes to the Financial Statements

For the year ended 31 December 2016

29. DEFERRED TAX *(continued)*

Pursuant to the new PRC Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors.

As at 31 December 2016 and 2015, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings of the Group's subsidiaries established in the PRC. It is because in the opinion of the Directors, it is not probable that these subsidiaries will distribute their earnings accrued from 1 January 2008 to 31 December 2016 to the Group's intermediate holding companies incorporated outside the PRC in the foreseeable future. Accordingly no deferred tax liabilities have been recognised as at 31 December 2016 and 2015.

For the purpose of presentation in consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2016 RMB'000	2015 RMB'000
Deferred tax assets	11,502	24,076
Deferred tax liabilities	(70,606)	(31,431)
	(59,104)	(7,355)

30. SHARE CAPITAL

(a) Authorised and issued share capital

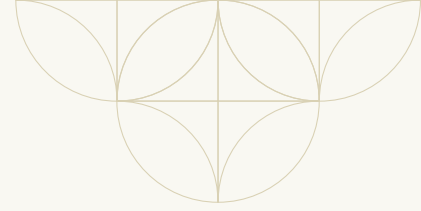
	Number of shares	Amount RMB'000
Ordinary shares of RMB0.1 each		
Authorised, issued and fully paid:		
At 1 January 2015	1,404,285,000	140,429
Rights issue <i>(note i)</i>	631,928,250	63,192
Bonus issue <i>(note ii)</i>	1,018,106,625	101,811
At 31 December 2015 and 1 January 2016	3,054,319,875	305,432
Placing and subscription of shares <i>(note iii)</i>	2,034,400,000	203,440
Bonus issue <i>(note iv)</i>	2,544,359,938	254,436
At 31 December 2016	7,633,079,813	763,308

30. SHARE CAPITAL (continued)

(a) Authorised and issued share capital (continued)

Notes:

- (i) On 17 February 2015, the Company proposed to raise fund by way of a rights issue of 631,928,250 rights shares (comprising 307,928,250 H rights shares and 324,000,000 domestic rights shares) on the basis of 4.5 rights shares for every 10 existing shares held by the qualifying shareholders at the subscription price of HK\$0.78 per H rights share and RMB0.62 per domestic rights share payable in full on acceptance. The rights issue was completed on 30 March 2015. As a result, approximately RMB390,720,000, net of expenses, was raised.
- (ii) Pursuant to the special resolution passed at the annual general meeting and respective class meetings of the Company on 23 June 2015, it was approved to issue bonus shares to all the shareholders of the Company on the basis of five new bonus shares for every ten existing shares of the Company held by the members on the register of members of the Company on 9 July 2015. A total of 1,018,106,625 bonus shares which comprised 496,106,625 bonus H shares and 522,000,000 bonus domestic shares were issued on 27 July 2015.
- (iii) On 29 July 2015, the Company and Shenzhen Dasheng Agricultural Group Co., Ltd. ("Shenzhen Dasheng"), which holds approximately 29.86% equity interests of the Company as at 31 December 2015, entered into a share subscription agreement pursuant to which the Company has conditionally agreed to allot and issue and Shenzhen Dasheng has conditionally agreed to subscribe for 1,500,000,000 H shares at a price of not less than HK\$0.8 per share. On the same day, the Company entered into a placing agreement with a placing agent, pursuant to which the Company has conditionally agreed to place through the placing agent, on a best efforts basis, of 1,500,000,000 H shares at a price of not less than HK\$0.8 per share. The new shares proposed to be subscribed or placed will rank pari passu in all respects with the existing H shares in issue. The aggregated gross proceeds from the subscription and the placing shall be no less than HK\$2.4 billion. The proceeds shall be mainly used for developing and exploring new business of providing financial services in agricultural sector. For details, please refer to the announcement issued by the Company on 5 August 2015 and circular of the Company dated 30 September 2015. The subscription as well as the placing were completed on 26 February 2016 and 7 March 2016, respectively.
- (iv) Pursuant to the special resolution passed at the annual general meeting and respective class meetings of the Company on 23 August 2016, it was approved to issue bonus shares to all the shareholders of the Company on the basis of five new bonus shares for every ten existing shares of the Company held by the members on the register of members of the Company on 4 September 2016. On 19 September 2016, a total of 2,544,359,938 bonus shares which comprised 1,761,359,937 bonus H shares and 783,000,000 bonus domestic shares were issued.



Notes to the Financial Statements
For the year ended 31 December 2016

30. SHARE CAPITAL (continued)

(b) Capital management policy

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts.

The Group monitors capital on the basis of the debt-to-equity ratio. This ratio is calculated as total borrowings as described in note 28 divided by total capital. The Group regards its equity attributable to the Company's owners as its capital.

	2016 RMB'000	2015 RMB'000
Total borrowings	1,707,746	1,052,867
Equity attributable to the Company's owners	3,071,861	1,479,713
Debt-to-equity ratio	55.6%	71.2%

The Group is also subject to externally imposed requirements in relation to certain bank covenants. Please refer to note 28 for details.

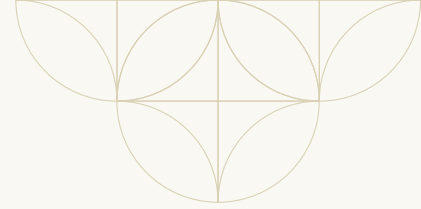
Notes to the Financial Statements
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31. RESERVES

Company	Capital reserve (note (a)) RMB'000	Statutory reserve fund (note (b)) RMB'000	Retained earnings (note (e)) RMB'000	Total RMB'000
At 1 January 2015	174,956	63,849	258,110	496,915
Profit for the year	–	–	126,144	126,144
Rights issue (note 30(a)(i))	327,528	–	–	327,528
Bonus issue (note 30(a)(ii))	(101,811)	–	–	(101,811)
Transfer to statutory reserve fund	–	12,614	(12,614)	–
2014 final dividends paid	–	–	(50,905)	(50,905)
At 31 December 2015 and 1 January 2016	400,673	76,463	320,735	797,871
Profit for the year	–	–	30,408	30,408
Placing of shares (note 30(a)(iii))	1,148,142	–	–	1,148,142
Bonus issue (note 30(a)(iv))	(254,436)	–	–	(254,436)
Transfer to statutory reserve fund	–	3,041	(3,041)	–
2015 final dividends paid (note 14)	–	–	(76,331)	(76,331)
At 31 December 2016	1,294,379	79,504	271,771	1,645,654

Notes:

- (a) The amount represents share capital in excess of nominal value. On 13 November 2007, the Company issued 250,190,000 shares to the subscribers and the H share shareholders, at an issue price of HK\$1.10 per share. On 29 October 2014, 27 July 2015 and 23 August 2016, 468,095,000 bonus shares, 1,018,106,625 bonus shares and 2,544,359,938 bonus shares were issued respectively, the amount of RMB46,810,000, RMB101,811,000 and RMB254,436,000 were transferred from capital reserve to share capital. On 30 March 2015, 631,928,250 rights shares were issued with proceeds of approximately RMB390,720,000. Accordingly, the Company's issued share capital was increased by RMB63,192,000 and the balance of the proceeds RMB327,528,000 was credit to the capital reserve account. On 26 February 2016 and 7 March 2016, the Company issued 1,500,000,000 and 534,400,000 shares to the subscribers at issue prices of HK\$0.8 per share.
- (b) Pursuant to the relevant PRC regulations and the Articles of Association of the PRC companies within the Group, each of the PRC companies within the Group is required to transfer 10% of its net profit, as determined under the PRC accounting regulations, to a statutory reserve fund until the fund aggregates to 50% of its registered capital. The transfer to this reserve shall be made before distribution of dividends to shareholders.
- The statutory reserve fund shall only be used to make good previous years' losses, to expand its production operations, or to increase its capital. Upon approval by a resolution of the shareholders' general meeting, each of the PRC companies within the Group may convert its statutory reserve fund into share capital and issue bonus shares to existing shareholders in proportion to their original shareholdings, or to increase the nominal value of each share currently held by the shareholders, provided that the balance of the statutory reserve fund after such issue is not less than 25% of the registered capital.
- (c) The Group's other reserve represents its share of revaluation surplus recognised as a result of fair value change in identifiable asset and liabilities when the Group acquired additional equity interests of certain subsidiaries in 2008.
- (d) The Group's currency translation reserve represents gain or loss arising on retranslating the net assets of foreign operations into RMB, the presentation currency of the financial statements.
- (e) The amount represents cumulative net gains and losses recognised in profit or loss.
- (f) The amount represents gain/(loss) arising on recognising financial assets classified as available for sale at fair value.



Notes to the Financial Statements
For the year ended 31 December 2016

32. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

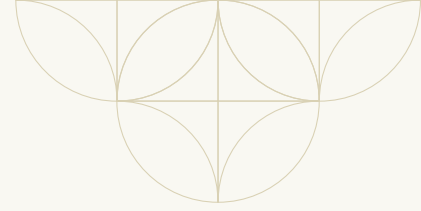
Notes	2016 RMB'000	2015 RMB'000
Assets		
Non-current assets		
Property, plant and equipment	6,796	7,942
Investment property	9,510	10,418
Investment in subsidiaries	2,618,309	758,269
Investment in associates	24,677	27,313
Available-for-sale financial assets	800	800
Deferred tax assets	77	–
Total non-current assets	2,660,169	804,742
Current assets		
Inventories	2	2
Trade and other receivables	1,824,322	2,057,162
Restricted bank deposits	49,284	40,000
Cash and cash equivalents	473,577	6,166
Total current assets	2,347,185	2,103,330
Total assets	5,007,354	2,908,072
Liabilities		
Current liabilities		
Trade and other payables	2,005,336	1,519,541
Borrowings	588,000	280,000
Current tax liabilities	5,056	5,228
Total current liabilities	2,598,392	1,804,769
Net current assets	(251,207)	298,561
NET ASSETS	2,408,962	1,103,303
Capital and reserves		
Share capital	30 763,308	305,432
Reserves	31 1,645,654	797,871
TOTAL EQUITY	2,408,962	1,103,303

Notes to the Financial Statements
For the year ended 31 December 2016

33. PARTICULARS OF SUBSIDIARIES

The following are the details of the Group's principal subsidiaries at 31 December 2016:

Name	Place of incorporation and type of legal entity	Principal activities and place of operation	Issued share capital/ registered capital	Effective Equity interests held	
				Directly	Indirectly
南通路橋工程有限公司 Nantong Road and Bridge Engineering Co., Ltd. ("Nantong Road and Bridge")	PRC, limited liability company	Construction of roads and bridges in the PRC	RMB600,080,000	91.31%	–
江蘇九州市政工程有限公司 Jiangsu Jiuzhou Municipal Engineering Co., Ltd.	PRC, limited liability company	Construction of roads and bridges in the PRC	RMB50,000,000	–	91.31%
香港大生農業控股有限公司 Hong Kong Dasheng Agriculture Holding Company Limited	Hong Kong, limited liability company	Investment holding in Hong Kong	HK\$250,000,000 of 250,000,000 ordinary shares	100%	–
武漢華隆公路物資有限公司 Wuhan Hualong Highway Resources Company Limited	PRC, limited liability company	Petrochemical trading in the PRC	RMB30,000,000	100%	–
上海大生農化有限公司 Shanghai Dasheng Agro-chemical Co., Ltd.	PRC, limited liability company	Petrochemical trading in the PRC	RMB200,000,000	100%	–
上海泰華石油化工有限公司 Shanghai Taihua Petrochemical Co., Ltd.	PRC, limited liability company	Petrochemical trading in the PRC	RMB210,000,000	100%	–



Notes to the Financial Statements
For the year ended 31 December 2016

33. PARTICULARS OF SUBSIDIARIES (continued)

Name	Place of incorporation and type of legal entity	Principal activities and place of operation	Issued share capital/ registered capital	Effective Equity interests held	
				Directly	Indirectly
上海大生農產品有限公司 Shanghai Dasheng Agriculture Products Co., Ltd.	PRC, limited liability company	Agricultural product trading in the PRC	RMB350,000,000	100%	–
香港大生實業發展有限公司 Hong Kong Dasheng Industrial Development Co., Ltd.	Hong Kong, limited liability company	Petrochemical trading in Hong Kong	HK\$100,000 of 100,000 ordinary shares	–	100%
深圳市大生金融控股有限公司 Shenzhen Dasheng Financial Holding Company Limited	PRC, limited liability company	Finance lease business in the PRC	RMB1,000,000,000	100%	–
瑞盈信融(深圳)融資租賃有限公司 Ever Fortune Financial Leasing Co., Ltd. (“Ever Fortune”)	PRC, limited liability company	Finance lease business in the PRC	RMB500,000,000	–	73%
瑞盈信融(深圳)商業保理有限公司 Ever Fortune Commercial Factoring Co., Ltd. (“Ever Fortune Commercial Factoring”)	PRC, limited liability company	Commercial factoring business in the PRC	RMB500,000,000	–	73%
瑞盈信融(廈門)融資租賃有限公司 Ever Fortune (Xiamen) Financial Leasing Co., Ltd.	PRC, limited liability company	Finance lease business in the PRC	RMB500,000,000	–	79.75%
福建瑞盈信融融資租賃有限公司 Fujian Ruiying Financial Leasing Company Limited	PRC, limited liability company	Finance lease business in the PRC	RMB200,000,000	–	79.75%

Notes to the Financial Statements
For the year ended 31 December 2016

33. PARTICULARS OF SUBSIDIARIES (continued)

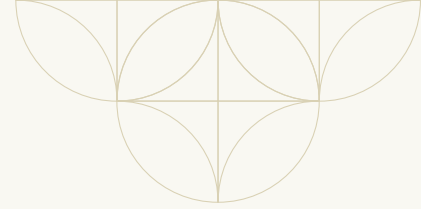
Name	Place of incorporation and type of legal entity	Principal activities and place of operation	Issued share capital/ registered capital	Effective Equity interests held	
				Directly	Indirectly
上海譜易企業管理諮詢有限公司 Shanghai Kaiyi Corporate Management Consultancy Co., Ltd. ("Kaiyi")	PRC, limited liability company	Investment holding and agricultural big-data services in the PRC	RMB20,000,000	100%	–
上海潤通實業投資有限公司 Shanghai Runtong Industrial and Investment Co., Limited ("Shanghai Runtong")	PRC, limited liability company	Agricultural big-data service in the PRC	RMB100,000,000	–	80%

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of the other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Note:

- (a) For the Company's subsidiaries established in the PRC, the English translation of the company names is for reference only.
- (b) During the year ended 31 December 2015, the Group acquired 53% equity interests of Ever Fortune. See note 35 for details. The Group subscribed further 20% of equity interest of Ever Fortune during the year ended 31 December 2016. The Group also subscribed further 16.44% of equity interest of Nantong Road and Bridge and had 91.31% equity interests during the year ended 31 December 2016.

In July 2016, the Group completed the acquisition of the 100% equity interest of Kaiyi. Following the completion, Shanghai Runtong has become an indirectly non-wholly owned subsidiary of the Company.



Notes to the Financial Statements
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33. PARTICULARS OF SUBSIDIARIES (continued)

Nantong Road and Bridge, a 91.31% (2015: 74.87%) owned subsidiary of the Company, has material non-controlling interests ("NCI"). Summarised financial information in relation to the NCI of Nantong Road and Bridge, before intra-group eliminations, is presented below:

	2016 RMB'000	2015 RMB'000
<i>For the year ended 31 December</i>		
Revenue	1,240,554	1,263,654
Profit	121,859	143,445
Total comprehensive income	121,859	143,445
Profit allocated to NCI	26,703	36,052
Dividends paid to NCI	7,541	7,541
<i>For the year ended 31 December</i>		
Cash flows (used in)/from operating activities	(38,084)	321,707
Cash flows from investing activities	134,076	7,884
Cash flows used in financing activities	(138,008)	(79,008)
Net cash (outflow)/inflow	(42,016)	250,583
<i>As at 31 December</i>		
Current assets	1,714,635	1,531,671
Non-current assets	1,049,188	890,896
Current liabilities	(1,706,834)	(1,755,440)
Non-current liabilities	(13,080)	(15,070)
Net assets	1,043,909	652,057
Accumulated non-controlling interests	90,716	163,445

On 26 August 2016 and 14 October 2016, the Group acquired additional 7.54% and 8.9% equity interests in Nantong Road and Bridge from its NCI respectively. Following the acquisition, the Group had 91.31% equity interests. The transaction has been accounted for as an equity transaction with the NCI as follows:

	RMB'000
Cash consideration paid for 16.44% equity interests	88,953
Net assets attributable to 16.44% equity interests	91,890
Increase in equity attributable to owners of the Company (included in retained earnings)	(2,937)

Notes to the Financial Statements
For the year ended 31 December 2016

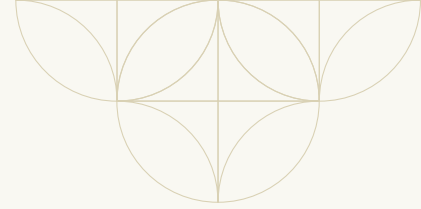
33. PARTICULARS OF SUBSIDIARIES (continued)

Ever Fortune, a 73% (2015: 53%) owned subsidiary of the Company, has material NCI. Summarised financial information in relation to the NCI of Ever Fortune, before intra-group eliminations, is presented below:

	2016 RMB'000	2015 RMB'000
<i>For the year ended 31 December</i>		
Revenue	76,536	3,418
Profit	28,268	1,448
Total comprehensive income	28,268	1,448
Profit allocated to NCI	14	683
Dividends paid to NCI	–	–
<i>For the year ended 31 December</i>		
Cash flows used in operating activities	(917,049)	(119,973)
Cash flows (used in)/generated from investing activities	(20,932)	13
Cash flows generated from financing activities	930,878	121,833
Net cash (outflow)/inflow	(7,103)	1,873
<i>As at 31 December</i>		
Current assets	2,330,483	264,002
Non-current assets	77,282	37,803
Current liabilities	(1,870,402)	(58,792)
Non-current liabilities	–	(31,667)
Net assets	537,363	211,346
Accumulated non-controlling interests	143,356	104,102

On 8 January 2016, the Group acquired additional 20% equity interests in Ever Fortune from its NCI. Following the acquisition, the Group had 73% equity interests. The transaction has been accounted for as an equity transaction with the NCI as follows:

	RMB'000
Consideration payable paid for 20% equity interests	25,000
Net assets attributable to 20% equity interests	27,307
Increase in equity attributable to owners of the Company (included in retained earnings)	(2,307)



Notes to the Financial Statements
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33. PARTICULARS OF SUBSIDIARIES (continued)

Shanghai Runtong, a 80% owned subsidiary of the Company, has material NCI. Summarised financial information in relation to the NCI of Shanghai Runtong, before intra-group eliminations, is presented below:

	2016 RMB'000
<i>For the year ended 31 December</i>	
Revenue	24,449
Profit	15,427
Total comprehensive income	15,427
Profit allocated to NCI	3,085
Dividends paid to NCI	–
<i>For the year ended 31 December</i>	
Cash flows generated from operating activities	89,677
Cash flows used in investing activities	(106,974)
Cash flows generated from financing activities	24,000
Net cash inflow	6,703
<i>As at 31 December</i>	
Current assets	336,444
Non-current assets	299,585
Current liabilities	(297,629)
Non-current liabilities	(56,453)
Net assets	281,947
Accumulated non-controlling interests	56,389

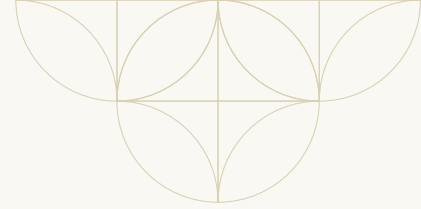
Notes to the Financial Statements
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34. BUSINESS ACQUISITION DURING THE YEAR

On 27 July 2016, the Group acquired 100% of the equity interests of Shanghai Kaiyi Corporate Management Consultancy Co., Ltd. and its subsidiary (the "Kaiyi Group"), whose principal activity is the provision of payment platform services. The acquisition was made with the aims to enrich the Group's portfolio in the area of data services business.

The fair values of identifiable assets and liabilities of the acquiree as at the date of acquisition were:

	RMB'000
Property, plant and equipment (<i>note 16</i>)	13,760
Intangible assets (<i>note 19</i>)	226,733
Inventory	524
Trade and other receivables	72,281
Restricted bank deposits	242,920
Cash and cash equivalents	4,738
Trade and other payables	(257,983)
Deferred tax liabilities	(57,526)
NCI	(48,504)
	196,943
Satisfied by:	
Cash consideration paid in 2015 as deposit	30,000
Cash payments during the year	36,175
Cash consideration payable	201,825
	268,000
Goodwill (<i>note 19</i>)	71,057
Cash flow:	
Cash payments during the year	36,175
Cash and cash equivalents acquired	(4,738)
Net cash outflow arising from acquisition	31,437



Notes to the Financial Statements
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34. BUSINESS ACQUISITION DURING THE YEAR *(continued)*

Since the acquisition date, Kaiyi Group has contributed RMB25,277,000 and RMB24,161,000 to Group's revenue and profit before income tax expense. If the acquisition had occurred on 1 January 2016, Group's revenue and profit before income tax expense would have been RMB29,649,000 and RMB16,209,000 respectively. This pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2016, nor is it intended to be a projection of future performance.

The acquisition-related costs were not material, and have been expensed and are included in administrative expenses.

35. BUSINESS ACQUISITION IN PRIOR YEAR

On 28 October 2015, the Group acquired 53% of the equity interests of Ever Fortune, a company whose principal activity is financial leasing. The acquisition was made with the aims to enrich the Group's portfolio in the area of financial business.

The fair values of identifiable assets and liabilities of the acquiree as at the date of acquisition were:

	RMB'000
Property, plant and equipment <i>(note 16)</i>	567
Intangible assets <i>(note 19)</i>	4
Trade and other receivables	187,883
Restricted bank deposits	3,800
Cash and cash equivalents	12,409
Trade and other payables	(58,734)
Borrowings	(45,033)
NCI	(47,421)
	53,475
Satisfied by:	
Cash consideration paid	53,000
Excess of the Group's share of fair value of interests acquired over the cost of acquisition <i>(note)</i>	475
	475
Cash flow:	
Cash payment	53,000
Cash and cash equivalents acquired	(12,409)
	(40,591)
Net cash outflow arising from acquisition	40,591

Note: The bargain purchase of RMB475,000 is recognised in the other income and gains (note 7) of the consolidated statement of comprehensive income. The Group agreed a favourable price with the seller as the seller is intended to realise its equity interests of Ever Fortune in a short time.

35. BUSINESS ACQUISITION IN PRIOR YEAR *(continued)*

The Group has elected to measure the NCI in Ever Fortune at the NCI's proportionate share of Ever Fortune's identifiable net assets.

The fair value of trade and other receivables amounted to approximately RMB187,883,000. In the opinion of the Directors, no receivable is expected to be uncollectible.

Since the acquisition date, Ever Fortune and its subsidiaries have contributed RMB3,418,000 and RMB1,901,000 to Group's revenue and profit before income tax expense. If the acquisition had occurred on 1 January 2015, Group's revenue and profit before income tax expense would have been RMB8,226,472,000 and RMB383,537,000 respectively. This pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2015, nor is it intended to be a projection of future performance.

The acquisition-related costs were not material, and have been expensed and are included in administrative expenses.

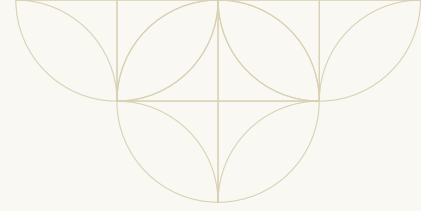
36. OPERATING LEASE COMMITMENTS

Operating leases – lessee

At the reporting date, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of transportation facilities, machineries, office premises and warehouse facilities as follows:

	2016 RMB'000	2015 RMB'000
Not later than one year	6,473	2,213
Later than one year and not later than five years	2,261	432
	8,734	2,645

The leases typically run for an initial period of 1 to 5 years without extension option. None of these leases includes contingent rentals.



Notes to the Financial Statements
For the year ended 31 December 2016

36. OPERATING LEASE COMMITMENTS *(continued)*

Operating leases – lessor

At the reporting date, the Group had future aggregate minimum lease receivable under non-cancellable operating leases in respect of the investment properties as follows:

	2016 RMB'000	2015 RMB'000
Not later than one year	2,665	2,043
Later than one year and not later than five years	7,378	555
Later than five years	7,978	–
	18,021	2,598

The Group's investment properties are leased to a tenant, with a lease term of two years, and there is no contingent rental.

37. CONTINGENT LIABILITIES

	2016 RMB'000	2015 RMB'000
Guarantees in respect of performance bonds and advance payment bonds issued by banks	212,734	286,601

The guarantees in respect of performance bonds and advance payment bonds issued by banks, which are fully secured by restricted bank deposits, are related to the construction projects of the Group's non-wholly owned subsidiary, Nantong Road and Bridge.

38. RELATED PARTY TRANSACTIONS

- (a) During the year, apart from the related party transactions disclosed in notes 23(a) and 28(b), the Group entered into the following material transactions with related parties:

Software related services provided to

	2016 RMB'000	2015 RMB'000
Zhenjiang Agricultural, an associate	4,491	–
Meishan Dasheng, an associate	4,151	–
Huzhou Dasheng, an associate	9,245	–
Nanjing Dasheng Modern Agriculture Holdings Co., Ltd. a related company (note)	8,376	–

Finance lease services to

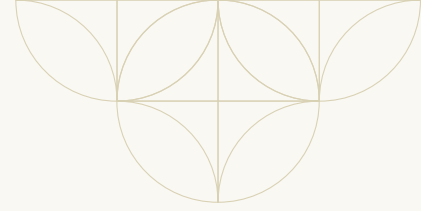
	2016 RMB'000	2015 RMB'000
Nanjing Dasheng Modern Agriculture Holdings Co., Ltd., a related company (note)	1,104	–
Nanjing Dasheng Vegetable Production Co., Ltd., a related company (note)	1,233	–

Note: The amounts represent service fee income and finance lease interest income receivable from two related companies, the beneficial owners of which are Mr. Lan Huasheng, who is the director of the Company, and Mr. Lu Tingfu, who is the supervisor of the Company.

- (b) Key management compensation

	2016 RMB'000	2015 RMB'000
Directors' fees, basic salaries and allowances	4,425	3,931
Discretionary bonus	1,486	240
Retirement scheme contributions	357	218
	6,268	4,389

Remuneration for key management personnel of the Group includes amounts paid to the directors, supervisors and two (2015: two) senior management personnel of the Company. The remuneration of the directors, supervisors and two senior management personnel are disclosed in note 11.



Notes to the Financial Statements
For the year ended 31 December 2016

39. FINANCIAL INSTRUMENTS – RISK MANAGEMENT AND FAIR VALUE

The Group's activities expose itself to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

Risk management

(a) Foreign currency risk

The Group operates mainly in the PRC, and most of the Group's commercial transactions, recognised assets and liabilities are denominated in RMB. In the opinion of the directors, the Group's exposure to the foreign currency risk is minimal.

(b) Interest rate risk

The Group's exposure to changes in interest rates is mainly attributable to finance lease and commercial factoring loan receivables, bank deposits and its borrowings. Borrowings issued at variable rates expose the Group to cash flow interest-rate risk. Borrowings issued at fixed rates expose the Group to fair value interest-rate risk. The Group has not entered into any financial derivative instruments to hedge its exposure to interest rate risk.

The following tables detail the interest rate profile of the Group at the end of reporting period:

	2016		2015	
	Effective interest rate Per annum	RMB'000	Effective interest rate Per annum	RMB'000
Fixed-rate finance lease and commercial factoring loan receivables	10.5%	2,343,521	8.4%	258,013
Fixed-rate bank deposits	2.1%	419,855	2.1%	251,375
Floating-rate bank deposits	0.4%	1,225,688	0.4%	362,257
Held-to-maturity financial assets	5.81%	61,000	–	–
		4,050,064		871,645
Fixed-rate borrowings	6.7%	1,677,746	6.7%	470,000
Floating-rate borrowings	5.8%	30,000	5.9%	582,867
		1,707,746		1,052,867

At the respective end of reporting period, if interest rates had been increased/decreased by 100 basis points and all other variables were held constant, the Group's profit after income tax expense would decrease/increase by approximately RMB17,580,000 (2015: RMB1,384,000) for the year ended 31 December 2016.

39. FINANCIAL INSTRUMENTS – RISK MANAGEMENT AND FAIR VALUE *(continued)*

Risk management *(continued)*

(c) Credit risk

The credit risk of the Group mainly arises from cash and cash equivalents, restricted bank deposits, trade and other receivables.

While the Group's trade receivables relate to a number of customers, there is concentration of credit risk. The trade receivables from the five largest debtors at 31 December 2016 represented 32% (2015: 25%) of total trade receivables, while 9% (2015: 7%) of the total receivables were due from the largest debtor. Credit risk with respect to trade receivables are limited because the Group regularly reviews the credit standing, credit terms and credit limits granted to individual customers. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. The Group does not require collateral in respect of financial assets except for those mentioned in note 23(b)(iii). The Group issues financial guarantee contracts in favour of only those counterparties that are financially strong and with good credit history.

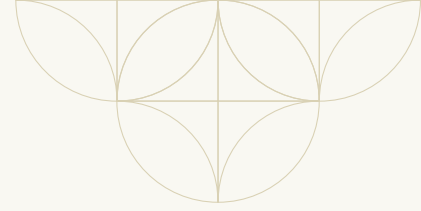
The credit risk on the bank deposits are limited because the counterparties are financial institutions with high credit ratings assigned by international credit rating agencies or state-owned banks in the PRC.

(d) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions.

Management of the Group aims to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed credit facilities to meet its operation needs and business commitments.

The Group also has policy to regularly monitor its liquidity requirements and its compliance with lending covenants, so as to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from financial institutions to meet its liquidity requirements in the short and long terms.



Notes to the Financial Statements
For the year ended 31 December 2016

39. FINANCIAL INSTRUMENTS – RISK MANAGEMENT AND FAIR VALUE (continued)

Risk management (continued)

(d) Liquidity risk (continued)

The table below analyses the Group's financial liabilities that will be settled on a net basis into relevant maturity groupings based on the remaining period at the end of reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Total RMB'000
Group				
At 31 December 2016				
Borrowings	1,766,674	–	–	1,766,674
Trade and other payables	4,162,742	–	–	4,162,742
At 31 December 2015				
Borrowings	1,047,166	35,189	–	1,082,355
Trade and other payables	3,347,999	–	–	3,347,999

Fair value estimation

The fair values of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and trading on active liquid markets are determined with reference to quoted market prices; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

The directors considered that the carrying amounts of the financial assets and liabilities approximate their fair value, except for the available-for-sale financial asset which is measured at cost less impairment. The directors of the Company are of the opinion that the fair value cannot be measured reliably.

39. FINANCIAL INSTRUMENTS – RISK MANAGEMENT AND FAIR VALUE *(continued)*

Fair value estimation *(continued)*

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

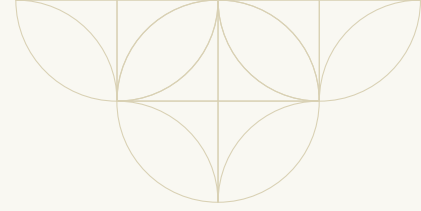
	2016				2015			
	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Available-for-sale listed equity securities	8,250	-	-	8,250	-	-	-	-

There were no transfers between levels during the period.

40. FINANCIAL INSTRUMENTS BY CATEGORY AND TRANSFERRED OF FINANCIAL ASSETS

The carrying amounts of each of the financial instruments as at the end of each reporting period are categorised as follows:

	2016 RMB'000	2015 RMB'000
Financial assets		
Loans and receivables	8,175,218	5,674,170
Available-for-sale financial assets	14,050	5,800
	8,189,268	5,679,970
Financial liabilities		
Financial liabilities measured at amortised cost	5,607,897	4,276,768



Notes to the Financial Statements

For the year ended 31 December 2016

40. FINANCIAL INSTRUMENTS BY CATEGORY AND TRANSFERRED OF FINANCIAL ASSETS

(continued)

The Group transferred certain bills receivables accepted by banks in the PRC (the “Derecognised Bills”) to banks or suppliers with a carrying amount of RMB750,000 (2015: RMB14,000,000) as at 31 December 2016. The Derecognised Bills generally has maturity dates of less than six months at the end of 31 December 2016 and 2015. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Bills have a right of recourse against the Group if the PRC bank default (the “Continuing Involvement”). In the opinion of the Directors, the Group has transferred substantial all risks and rewards relating to the Derecognised Bills and has discharged its obligations under the relevant PRC practice, rule and regulations, the Group has limited exposure in respect of the settlement obligation of the Derecognised Bills under the relevant PRC rules and regulations should the issuing banks fail to settle the bills on maturity date. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills. The Group considered the Derecognised Bills are of good credit quality and the non-settlement of the Derecognised Bills by the issuing banks on maturity is remote. The maximum exposure to loss from the Group’s Continuing Involvement in the Derecognised Bills is equal to their carrying amounts. In the opinion of the Directors, the fair values of the Group’s Continuing Involvement in the Derecognised Bills are not significant.

During the years ended 31 December 2016 and 2015, the Group has not recognised any gain or loss on the transfer of the Derecognised Bills. No gain or loss were recognised from the Continuing Involvement. The discounting of bills receivables have been made evenly throughout the years ended 31 December 2016 and 2015.

41. EVENTS AFTER THE REPORTING PERIOD

- (a) On 5 January 2017, the Group entered into the sale and purchase agreement with a vendor, pursuant to which the Group has conditionally agreed to acquire 35% equity interests of Nanjing Baoze Equity Investment Fund Co., Limited at a cash consideration of approximately RMB194,982,000. Nanjing Baoze Equity Investment Fund Co., Limited owns approximately 99.9975% equity interest of Qing jiang Cold Chain. Completion of the acquisition is conditional upon the fulfillment (or waiver, as the case may be) of the conditions set out in the sale and purchase agreement. Details please refer to the Group’s announcement date 5 January 2017. At the date of this report, the acquisition has been completed.
- (b) On 8 January 2017, the Group entered into the cooperation agreement with three independent third parties, namely Sinoagri Holding Company Limited (“Sinoagri”), Creditease Weijia Technology Development (Beijing) Co., Limited (“Creditease Weijia”) and Beijing Huntor Cloud Technology Co., Limited (“Beijing Huntor”) to form a joint venture, namely Zhongnong Puhui Financial Service Technology Co., Limited (“Zhongnong Puhui”), in the PRC. The Group would subscribe 30% of the registered capital of the Zhongnong Puhui is at RMB80 million and its principal business are, among other things, technology development, provision of financial business process and financial knowledge to financial institutions and sale of fertilizer. Details please refer to the announcement dated 8 January 2017.

41. EVENTS AFTER THE REPORTING PERIOD *(continued)*

- (c) On 20 February 2017, the Group entered into the capital increase agreement with Shenzhen Yong Hui Ju Investment Consultation Co., Limited (“SZ Yonghuiju”) and Crown Castle Limited (“Crown Castle”), pursuant to which, the Group agreed to inject a total of RMB500 million in cash for the additional capital in Ever Fortune, a sino-foreign equity joint venture established in the PRC while SZ Yonghuiju and Crown Castle would not inject additional capital to Ever Fortune. Pursuant to the capital increase agreement, the registered capital of Ever Fortune will be increased from RMB500 million to RMB1,000 million and the respective equity interest in Ever Fortune held by the Group, SZ Yonghuiju and Crown Castle will be 86.5%, 11% and 2.5%. Details please refer to the announcement dated 22 February 2017.

- (d) On 27 February 2017, the board of the Company announced that all conditions to the Subscription Agreement dated 27 October 2016 have been fulfilled and completion of the Subscription took place. Pursuant to the Subscription Agreement, 1,000,000,000 new Domestic Shares have been duly allotted and issued as fully paid to Subscribers. Accordingly, immediately after completion of the Subscription, the registered capital of the Company became approximately RMB863,308,000 which was divided into 3,349,000,000 Domestic Shares and 5,284,079,812 H Shares, each Share having a par value of RMB0.10. Details please refer to the announcement dated 27 October 2016, 11 November 2016, 20 January 2017 and 27 February 2017 and the circular of the Company dated 5 December 2016.

42. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 13 March 2017.



農業大數據
服務業務



農業產業鏈
金融服務業務



路橋建設
業務



農產品及石化產品
供應鏈服務業務



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- 3 公司資料
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財務資料概要

業績

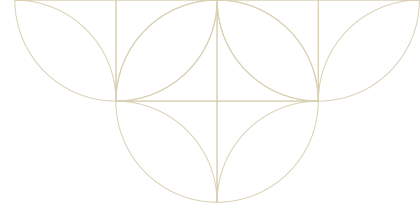
	截至十二月三十一日止年度				
	二零一六年 人民幣千元	二零一五年 人民幣千元	二零一四年 人民幣千元	二零一三年 人民幣千元	二零一二年 人民幣千元
營業額	14,364,866	8,223,074	5,292,504	5,885,633	4,422,014
除所得稅費用前利潤	449,673	382,487	264,929	232,181	161,287
年度利潤	344,609	284,182	202,523	174,113	130,594
本公司持有人應佔利潤	307,082	247,449	168,083	138,959	101,278
每股盈利(人民幣元)(基本及攤薄)*	0.043	0.057	0.046	0.038	0.028

附註：

* 截至二零一五年、二零一四年、二零一三年及二零一二年十二月三十一日止年度之每股基本及攤薄盈利已因二零一六年發行紅股之影響而獲重列。

資產與負債

	於十二月三十一日				
	二零一六年 人民幣千元	二零一五年 人民幣千元	二零一四年 人民幣千元	二零一三年 人民幣千元	二零一二年 人民幣千元
非流動資產	1,633,242	1,094,135	978,702	834,583	739,733
流動資產	7,791,319	5,228,491	2,962,655	2,619,620	2,225,504
非流動負債	(70,606)	(63,098)	(81,196)	(14,280)	(11,311)
流動負債	(5,991,633)	(4,512,268)	(2,832,631)	(2,533,633)	(2,151,974)
非控股權益	(290,461)	(267,547)	(134,934)	(141,073)	(117,646)
本公司持有人應佔股本及儲備	3,071,861	1,479,713	892,596	765,217	684,306



公司資料

董事會

執行董事

蘭華升(董事長)
莫羅江(行政總裁)
王立國(副總裁)

非執行董事

朱天相

獨立非執行董事

鍾卓明
楊高宇
周建浩

監事

盧挺富(主席)
陳媛玲
蔣峰
葉明珠
趙莉萍

審計師

香港立信德豪會計師事務所有限公司，執業會計師

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監察主任

莫羅江

公司秘書

盧雪芬

授權代表

莫羅江
盧雪芬

審計委員會成員

鍾卓明(主席)
朱天相
楊高宇
周建浩

薪酬和考核委員會成員

周建浩(主席)
鍾卓明
楊高宇

提名委員會成員

莫羅江(主席)
鍾卓明
楊高宇
周建浩

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17 樓
1712-1716 號舖

主要往來銀行

交通銀行
上海銀行
上海浦發銀行

股份代號

1103

發掘新機遇







主席報告書

二零一六年是中國「十三五」規劃的第一年，中國經濟堅持穩中求進的總基調，以推動供給側結構性改革為主線，適度擴大總需求，國民經濟運行緩中趨穩，穩中向好。在新常態下，基本實現經濟保持有質量的增長，根據中國國家統計局發布之數據，二零一六年中國國內生產總值達到人民幣**744,127**億元，比上年增長**6.7%**，增速雖比上年回落**0.2**個百分點，但國民總收入增長**6.9%**，加快**0.6**個百分點，收入仍然保持適當增速。

二零一六年亦是本公司轉型發展具有重要里程碑意義的一年，我們經歷了中國宏觀經濟的深刻調整和傳統產業的轉型變革。在宏觀政策層面，中國政府積極推進農業改革，持續頒佈涉農利好政策，為整個農業領域帶來嶄新的市場機遇。二零一六年一月，中共中央、國務院頒佈《關於落實發展新理念加快農業現代化全面實現小康目標的若干意見》，明確推進農業現代化，加快轉變農業發展方式，確保糧食等重要農產品有效供給，著重強調了「三農」於國家的重要性。二零一六年八月二十九日，農業部印發《「十三五」全國農業農村信息化發展規劃》指出「十三五」期間，圍繞推進農業供給側結構性改革，構建現代農業產業鏈價值體系，突出強調了農業現代化的信息化和金融化。



在機遇與挑戰並存的市場環境下，集團積極緊隨國家重農戰略，深掘市場機遇，適時調整企業發展策略，在穩固現有業務的同時努力探索、構建符合市場發展和公司戰略的業務架構，構建以農批市場為核心，集建設、市場、技術、金融、貿易於一體的綜合業務體系，實現集團涉農領域內各業務版塊的協同效應，有鑑於此，在通過對市場深入的分析及評估，集團將原有「農業互聯網金融板塊」調整為「農業大數據服務業務」板塊和「農業產業鏈金融服務業務」板塊兩個板塊來披露。

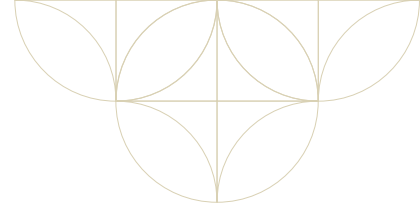
得益於公司清晰的市場戰略和結構調整，2016年度公司持有人應佔利潤增長人民幣59,633,000元至人民幣307,082,000元，同比上升24.1%，本公司資產大幅增加人民幣3,101,935,000元，同比上升49.1%，為感謝股東的大力支持，董事會建議就截至二零一六年十二月三十一日止年度派發末期股息每股人民幣0.01元，總計約人民幣86,331,000元（以於釐定末期股息之董事會會議日期，本公司之已發行股份數目計算）。本集團將繼續建立、鞏固和優化我們的企業價值和投資價值，我們有理由相信，我們的公司戰略正朝正確方向推進。

業務概況及影響盈利之主要因素

農業大數據服務業務方面，本集團積極與多家農批市場深度合作構建「大生農批模式」，建設智慧農批雲平台，以「大生農批模式」為核心載體，佈局線下電子化、智能化交易平台，有效推動農批市場建立新型智能農產品流通交易中心、形成農產品流通大數據，以及優化農產品資源分配、降低了市場金融投資風險，並建立起農產品追溯體系。截至二零一六年十二月三十一日止年度，本集團農業大數據服務業務營業額約為人民幣**25,277,000**元，佔本集團總營業額約**0.2%**，毛利約為人民幣**24,797,000**元，毛利率約為**98.1%**。

農業產業鏈金融服務業務方面，集團利用自身的市場技術，整合金融資源，充當技術金融服務商的角色，為合作的農批市場經營方提供融資租賃和商業保理服務業務。此外，集團依據農批市場電子化結算形成的大數據資源，幫助農批商戶建立內部信用體系，從而汲取潛在市場金融需求，有效提供相應的農業產業鏈金融服務。這些農批市場緊密聯繫的合作方式為本集團帶來強勢的盈利收入。截至二零一六年十二月三十一日止年度，本集團農業產業鏈金融服務業務營業額人民幣**76,536,000**元(二零一五年十二月三十一日：約為人民幣**3,418,000**元)，佔本集團總營業額約**0.5%**，毛利約為人民幣**64,005,000**元(二零一五年十二月三十一日：約為人民幣**3,418,000**元)，同比急劇上升約**1,772.6%**，這些指標的大幅飆升，也歸功於集團通過合理的業務佈局以及策略性地發展規劃度過了農業產業鏈金融服務業務最初的磨合期，使得業務呈爆發式增長。

農產品及石化產品供應鏈服務業務方面，集團在世界石油市場動盪壓力下，積極進行產業結構升級，豐富農業產品種類以推動產品結構優化與多元化。同時，利用自身的專業經驗和渠道優勢，通過與國內外的知名企業和大型供貨商建立戰略合作夥伴關係，展開農資、農產品的全球採購業務，為集團擴大了業務渠道和業務規模。截至二零一六年十二月三十一日止年度，本集團農產品及石化產品供應鏈服務業務營業額約為人民幣**13,022,499,000**元(二零一五年十二月三十一日：約為人民幣**6,956,002,000**元)，佔本集團總營業額約**90.7%**。毛利約為人民幣**277,998,000**元(二零一五年十二月三十一日：約為人民幣**292,741,000**元)，同比下降約**5.0%**，毛利率水平由去年約**4.2%**下降至本報告期內約**2.1%**。營業額的大幅上漲而毛利和毛利率的下降主要都是由於集團在年內對產品結構進行調整和加快資金周轉率所致。



主席報告書

路橋建設業務方面，在穩健發展的基礎上，集團緊抓「新型城鎮化」和「一帶一路」戰略，發揚集團的技術優勢和人才優勢，對極有市場價值的優質工程項目進行資金資源雙投入，使得路橋建設業務板塊在為集團帶來穩定收入的同時亦成為未來業績持續增長的亮點之一。截至二零一六年十二月三十一日止年度，本集團路橋建設業務營業額約為人民幣**1,240,554,000**元（二零一五年十二月三十一日：約為人民幣**1,263,654,000**元），佔本集團總營業額約**8.6%**。毛利約為人民幣**232,738,000**元（二零一五年十二月三十一日：約為人民幣**205,891,000**元），同比上升約**13.0%**，毛利率水平亦由去年約**16.3%**上升至本報告期內約**18.8%**。毛利及毛利率的上漲主要得益於集團在本報告期內開工的多為建設週期較長的項目所致。

展望

二零一七年二月中國政府頒佈了《中共中央、國務院關於深入推進農業供給側結構性改革加快培育農業農村發展新動能的若干意見》（以下簡稱「二零一七年一號文件」），此國策系統地闡述了農業供給側結構性改革仍將是二零一七年重點推進的任務之一。「推行綠色生產方式」、「壯大涉農新產業」、「拓展農業產業價值鏈」和「強化農業發展和金融發展」成為推進「農業產業全鏈條升級」的基石所在，本集團將審時度勢並積極把握瞬息萬變的市場中不可多得的新機遇，佈局集團多元化發展戰略，緊跟國策導向，在堅持做好原有業務的基礎上，不斷探索和創新以尋求新的業務增長點。

具體業務方面，本集團將主要由以下幾方面調整以實現良好的發展前景：

「農業大數據服務業務」

從規模和深度兩個方面拓展大生智慧農批雲平台的效用，規模主要體現在進一步擴大綜合數據庫，二零一七年集團計劃接入**25**家農批市場並積極投資冷鏈市場，納入統一運營管理。深度體現在利用大量實時數據提供相關農業金融的增值服務，進一步將推進進銷庫存系統、電子商務平台、冷庫管理系統和安全追溯平台四套系統的開發並整合進現有市場的體系中，對每套系統開發獨立的**API**接口，以實現自由組合，以適應市場的實際需求，重點推廣「智能卡農批卡」，以大生智慧農批雲平台的大數據為核心，為市場中的交易商提供優質財務方案，亦為集團其他涉農業務的發展製造強大的協同效應。「科技創新」、「農業」、「品牌」將成為集團農業大數據服務的一張名片，三者的耦合與碰撞，將催生大生農業金融發展的新樣態，樹立集團專業的品牌形象。

「農業產業鏈金融服務業務」

二零一六年國務院相繼發佈了《關於加快融資租賃業發展的指導意見》和《關於促進金融租賃行業健康發展的指導意見》，對於融資租賃公司設立子公司，不再設最低註冊資本限制，並允許融資租賃公司兼營與主營業務有關的商業保理業務。這一系列政策利好首次將支持租賃業務和商業保理業務的發展上升至國家層面。

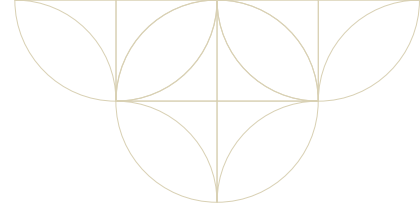
集團將緊抓政策利好，積極擴大傳統業務，把甄別客戶、防控風險，列為農業產業鏈金融服務管理的重中之重，充分利用控股股東深圳市大生農業集團有限公司在相關領域良好的聲譽和擁有眾多優質客戶夥伴的優勢，重點發展國有企業及優質的私有企業為客戶，同時，集團將圍繞相關農批市場建設提供衍生農業產業鏈金融服務，基於農產品經銷大數據、結算和物流環境的風險控制體系，持續推進融資租賃、商業保理業務並積極開拓發展小額貸款等農業產業鏈綜合服務，提升農業金融覆蓋率，為市場提供資金保障、降低融資成本，實現產業協同效應。

「農產品及石化產品供應鏈服務業務」

本集團積極推進業務轉型，在穩固現有石化產品業務，嚴控風險的同時，持續加大涉農大宗農資、農產品及積極開展凍品的貿易，積極佈局參於傳統農批市場的改造和冷鏈交易市場投資運營，發展全球優質農產品供應商，獲取全球優質農產品資源和權益，為潛在客戶提供從全球大宗農產品採購、冷鏈倉儲、農批銷售到運輸配送的一站式服務。以集團電子商務供應鏈技術為依託，實現供應鏈服務業務的升級，完善板塊的協同效應以實現未來更好的經營業績。

「路橋建設業務」

二零一七年三月五日，第十二屆全國人民代表大會第五次會議在北京召開，國務院總理李克強在政府工作報告中明確指出，二零一七年將引導資金更多投向「補短板」、「調結構」、「促創新」、「惠民生」的領域，今年要完成鐵路建設投資8,000億元、公路水運投資1.8萬億元，再開工15項重大水利工程，繼續加強軌道交通、民用航空、電信基礎設施等重大項目建設。由此可見，在宏觀經濟面持續經歷調整的大環境下，加大固定資產投資無疑再次成為中國經濟穩增長的重要推動力。「新型城鎮化」及「一帶一路」兩大戰略成為國家區域經濟發展新常態下的重點推動戰略，兩者產生的戰略耦合作用亦將進一步加快內地城市化進程，並聚焦、輻射至「一帶一路」的相關國家與地區，高質量路橋基建工程的新建和維修在可預見的未來將保持顯著增長。



主席報告書

集團緊抓政策機遇，先發佈局市場，目前已取得令人鼓舞的進展。今年一月，南通路橋已獲得獨立第三方就淮安市快速路一期建設工程施工項目發出的中標通知書，中標金額約人民幣**9.7**億元，該工程為本集團歷史以來最大單一項目，單一中標金額已相等於本集團二零一五年路橋建設業務營業額約**76.9%**。今年截至目前，南通路橋累計中標金額已達到為人民幣**14**億元左右。

今年南通路橋將積極借助本集團和控股股東深圳大生市場資源上的優勢和集團產業鏈的協作效力，協同重要夥伴合作發力PPP等新型發展模式，整合內地市場，通過市場策略、業務重心的調整達到穩固經營，嚴控風險，力求集中優勢資源投放有盈利前景的項目，保證路橋建設為集團未來經營帶來穩定的資金。

銘謝

最後，本人謹此感謝董事會各成員，本集團之管理層及僱員在過去一年不辭辛苦的工作和無私奉獻，以及公司股東、各供應商、公司客戶對本集團工作的大力支持。

蘭華升

主席

二零一七年三月十三日

穩固向好態勢







管理層討論及分析

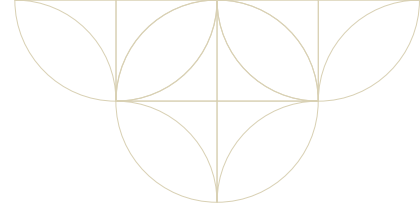
財務及業務回顧

二零一六年無疑是一個挑戰之年，全球經濟增長形勢仍趨疲緩，中國經濟加快深化結構改革的步伐，「促調整、穩升級」已經成為經濟新常態，由此帶給市場的探索與調整、挑戰與機遇貫穿二零一六年全年。二零一六年一月，中共中央、國務院頒佈《關於落實發展新理念加快農業現代化全面實現小康目標的若干意見》（以下簡稱「二零一六年一號文件」），明確指出「持續夯實現代農業基礎」、「加快構建農業產業鏈金融服務體系」、「推進農業綠色發展」和「持續推進農業產業鏈科技化、現代化」，首次明確提供推動「國家農業供給側結構性改革」，再次清晰彰顯了國家層面對於「重農固源」的重視和由此帶來的重要機遇。

本集團欣然宣佈，於截至二零一六年十二月三十一日之年度業績取得喜人之增長，這主要受益於集團對國家戰略的精確把握、對市場的準確洞悉以及管理層積極響應國家政策調整，在穩固已有業務的同時先行佈局、構建契合持續發展戰略的業務架構，並對相關板塊、產業結構及資金分配進行合理的調整、優化和細分。

有鑑於此，出於更精確、契合的向投資者詮釋本集團的業務板塊和未來戰略發展的規劃。在本財務報告的架構上，現將「農業互聯網金融服務」業務板塊調整為「農業大數據服務」業務板塊和「農業產業鏈金融服務」業務板塊進行相應的披露。

於回顧期內，集團營業額錄得約人民幣**14,364,866,000**元，較去年大幅上升約**74.7%**。回顧期內，集團毛利潤錄得約人民幣**599,538,000**，較去年上升約**19.4%**，概因本報告期內本集團的農業產業鏈金融服務業務毛利大幅提升以及新收購之農業大數據服務板塊產生的盈利所致。期內農產品及石化產品供應鏈服務業務營業額約為人民幣**13,022,499,000**元，較去年同期大幅上升約**87.2%**，毛利約為人民幣**277,998,000**元，較去年同期小幅下降約**5.0%**。道路橋樑建設業務營業額約為人民幣**1,240,554,000**元，與去年基本持平，毛利約為人民幣**232,738,000**元，同比上升約**13.0%**。農業產業鏈金融服務業務營業額約為人民幣**76,536,000**元，毛利約為人民幣**64,005,000**元，分別較去年急劇上升約**2,139.2%**和**1,772.6%**。而於下半年剛剛收購完成的農業大數據服務業務帶來的營業額約為人民幣**25,277,000**元，毛利約為人民幣**24,797,000**元。



管理層討論及分析

業務運營

本集團現有主營業務包括「農業大數據服務」、「農業產業鏈金融服務」、「農產品及石化產品供應鏈服務」和「路橋建設服務」。二零一六年集團通過與農批市場合作為核心，運用先進營運管理理念、現代計算機軟件應用及技術手段和各類消費金融工具，打造集智能化和金融化於一體的新型智慧大數據農批雲平台(以下簡稱「智慧農批雲平台」)。「農業大數據服務」充分利用相關資源，在建立智慧農批雲平台的過程中，為每一個合作市場建立個性化的電子化結算和大數據整合服務，並提供相關軟件的定制與安裝、系統維護與升級等配套系列服務。在「農業產業鏈金融服務」方面，本集團通過瑞盈信融(深圳)融資租賃有限公司(「瑞盈信融」)及其全資子公司瑞盈信融(深圳)商業保理有限公司(「瑞盈信融商業保理」)展開融資租賃和商業保理服務業務。在開展業務的同時，更是充分利用智慧農批雲平台，側重開拓基於農批市場的涉農業產業鏈金融服務，圍繞金融大數據衍生的價值鏈提供一系列金融增值服務。「農產品及石化產品供應鏈服務」方面，集團繼續推進農產品及石化產品供應鏈服務的發展升級，在穩固現有業務，完善風險控制的前題下，積極與國內外知名企業和大型供應商結成穩固的戰略合作夥伴，展開農資、農產品的全球採購業務，在佔優勢的渠道規模上打造新型商務模式。此外，本集團「路橋建設服務」繼續保持良好、穩健的發展，於回顧期內，集團通過增加註冊資本和收購股權持續增資南通路橋工程有限公司(「南通路橋」)，不斷提升南通路橋的資金實力，為其參與重大工程的招標和建設奠定了良好的基礎，並相應提高了其在高門檻項目投標的中標率，同時通過優化南通路橋的管理機制、完善風險控制，使得路橋業務板塊在為集團帶來穩定收入的同時亦成為未來業績持續增長的亮點之一。

農業大數據服務業務

集團致力於發展成「市場+物流+金融+科技」的綜合農批市場服務供應商，創新研發並於合作市場內推廣運用智慧農批雲平台，於線下對農批交易進行了電子化的改造，以數據化、智能化的交易平台革新傳統的現金化、粗放式農業產業交易方式，於線上在智慧農批雲平台上建立農批市場大數據庫，線上線下共同設立農批市場的「大生農批模式」。截至目前，本集團已與國內多家知名農批市場開展深度合作，推廣該大生農批模式，現有六個農批市場完成電子結算系統和農批智慧運營系統的上線運營，分別位於江蘇省南京市和鎮江市、山東省荷澤市、浙江省湖州市及四川省眉山市。集團為每個市場提供相應系統軟件的安裝、維護服務，以實行無幣化交易，將其建成集標準化、系統化、信息化、智能化和金融化為一體的新型智能農產品流通交易中心；並以此為基礎，將市場數據彙集成農產品流通大數據，指導農產品交易和資源調配、指導金融資源投放以降低金融風險並建立農產品追溯體系。

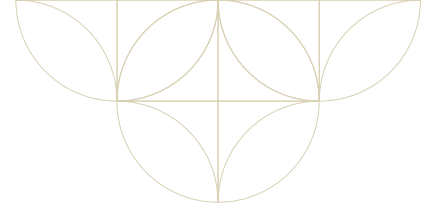
截至二零一六年十二月三十一日止年度，本集團之農業領域的大數據服務業務營業額約為人民幣 25,277,000 元，佔本集團總營業額約 0.2%，毛利約為人民幣 24,797,000 元，毛利率約為 98.1%。



農業產業鏈金融服務業務

在二零一六年三月通過增資進一步收購瑞盈信融 12.5% 股權後，於二零一六年十二月三十一日，本集團持有瑞盈信融合計 73% 的股權，此舉彰顯了公司股東對於農業產業鏈金融服務業務前景的信心。集團同時有計劃的向國有企業、資質良好的私營企業提供一般性商業農業產業鏈金融服務，在正常開展常規融資租賃和商業保理的同時，充分利用大生智慧農批雲平台的信息優勢，整合農業數據資源，與合作中的農批市場開展協同的供應鏈金融業務，目前已經開展且盈利的合作方式如下：

- 為合作的農批市場經營方提供融資租賃和商業保理服務，做農批市場的技術和金融服務商。
- 在改造農批市場提供大數據服務的過程中，形成內部信用體系，為農批商戶的潛在金融需求提供相應農業產業鏈金融服務並獲取收益



管理層討論及分析

截至二零一六年十二月三十一日止年度，本集團農業產業鏈金融服務業務營業額人民幣**76,536,000**元(二零一五年十二月三十一日：約為人民幣**3,418,000**元)，佔本集團總營業額約**0.5%**，毛利約為人民幣**64,005,000**元(二零一五年十二月三十一日：約為人民幣**3,418,000**元)，同比急劇上升約**1,772.6%**，而本集團農業產業鏈金融服務業務的生息資產餘額由二零一五年十二月三十一日的約人民幣**258,013,000**元大幅上升至二零一六年十二月三十一日的約人民幣**2,343,521,000**元，增幅約為**808.3%**。這些指標的大幅飆升，主要是由於農業產業鏈金融服務業務在度過了最初的磨合期後，業務呈爆發式增長所致。

農產品及石化產品供應鏈服務業務

二零一六年由於國際原油價格波動起伏石油化工產品的價格深受市場影響大幅度下降。面對世界石油市場動盪，集團積極升級產業結構，穩固經營，採取重大風險防控策略，開發更多化肥等與農業緊密相關的產品。同時集團依靠專業經驗和佔優勢的渠道規模，積極推進產品結構多元化和結構優化，與國內外知名企業和大型供應商產開合作，擴充大宗農產品貿易，形成具有一定競爭優勢的貿易品種和業務規模。





管理層討論及分析

截至二零一六年十二月三十一日止年度，本集團農產品及石化產品供應鏈服務業務營業額約為人民幣**13,022,499,000**元(二零一五年十二月三十一日：約為人民幣**6,956,002,000**元)，佔本集團總營業額約**90.7%**。毛利約為人民幣**277,998,000**元(二零一五年十二月三十一日：約為人民幣**292,741,000**元)，同比下降約**5.0%**，毛利率水平由去年約**4.2%**下降至本報告期內約**2.1%**。營業額的大幅上漲而毛利和毛利率的下降主要都是由於集團在期內對產品結構進行調整和加快資金周轉率所致。

路橋建設業務

二零一六年國內的工業化進程不斷加強，集團緊抓「新型城鎮化」和「一帶一路」戰略，利用先進的工程技術和優秀的人才資源儲備，在路橋建設上保持了穩健的發展趨勢。集團二零一六年四季度分別完成了對南通路橋工程的注資和收購少數股東的股權，目前本公司擁有南通路橋**91.3%**的股權，這在提高南通路橋資金量，強化南通路橋競爭優勢的同時，彰顯了本公司股東對於未來相關路橋業務的信心。

截至二零一六年十二月三十一日止年度，本集團路橋建設業務營業額約為人民幣**1,240,554,000**元(二零一五年十二月三十一日：約為人民幣**1,263,654,000**元)，佔本集團總營業額約**8.6%**。毛利約為人民幣**232,738,000**元(二零一五年十二月三十一日：約為人民幣**205,891,000**元)，同比上升約**13.0%**，毛利率水準亦由去年約**16.3%**上升至本報告期內約**18.8%**。毛利及毛利率的上漲主要得益於集團在本報告期內開工的多為建設週期較長的項目所致。

其他收入及收益

截至二零一六年十二月三十一日止年度的其他收入收益約為人民幣**27,135,000**元(二零一五年十二月三十一日止年度：約人民幣**70,356,000**元)，減幅約**61.4%**，原因是於二零一五年確認減值虧損撥回人民幣**48,665,000**元。

分銷成本

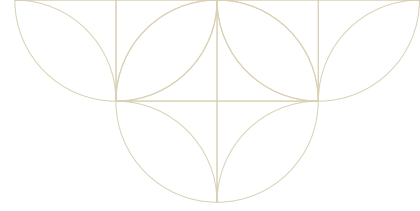
本集團於截至二零一六年十二月三十一日止年度的分銷成本約為人民幣**10,651,000**元(二零一五年十二月三十一日止年度：約人民幣**11,722,000**元)。

行政費用

本集團於截至二零一六年十二月三十一日止年度的行政費用約為人民幣**122,500,000**元(二零一五年十二月三十一日年度止：約人民幣**120,481,000**元)，與去年基本持平。

融資成本

本集團於截至二零一六年十二月三十一日止年度的融資成本約為人民幣**46,015,000**元(二零一五年十二月三十一日止年度：約人民幣**60,396,000**元)，比去年同期下降**23.8%**，及主要由於平均借貸結餘較去年大幅減少所致。



管理層討論及分析

本公司持有人應佔利潤

截至二零一六年十二月三十一日止年度，本集團錄得年度本公司持有人應佔盈利約人民幣**307,082,000**元(截至二零一五年十二月三十一日止年度：約人民幣元**247,449,000**)，較去年同期上升約**24.1%**。而期內本公司持有人應佔每股基本及攤薄盈利約為人民幣**0.043**元(截至二零一五年十二月三十一日止年度：約人民幣**0.057**元經重置)，較去年同期下降約**24.6%**。

資本架構、流動資金及財務資源

資本架構

截至二零一六年十二月三十一日，本集團之總資產減流動負債約人民幣**3,432,928,000**(二零一五年十二月三十一日：約人民幣**1,810,358,000**元)。當中包括非流動資產約人民幣**1,633,242,000**(二零一五年十二月三十一日：約人民幣**1,094,135,000**元)、流動資產淨值約人民幣**1,799,686,000**(二零一五年十二月三十一日：約人民幣**716,223,000**元)

截至二零一六年十二月三十一日，本集團之本公司持有人應佔權益約為人民幣**3,071,861,000**，較二零一五年之人民幣**1,479,713,000**元大幅上升約**107.6%**，這主要是因為本公司成功於本報告期內完成配售及認購事項所致。

流動資產及財務資源

於二零一六年十二月三十一日，本集團限制銀行存款及現金等價物合共約人民幣**1,645,739,000**元(二零一五年：約人民幣**613,952,000**元)。現金及現金等價物的大幅上升，主要是因為於本報告期內本公司成功完成了認購及配售事項所致。

於二零一六年十二月三十一日及二零一五年十二月三十一日本集團之短期借貸分別為人民幣**1,707,746,000**元和人民幣**1,021,200,000**元，而於二零一六年十二月三十一日並無長期借貸(二零一五年：人民幣**31,667,000**元)。

於二零一六年十二月三十一日及二零一五年十二月三十一日，資產負債率分別為約**64.3%**及**72.4%**。資產負債比率乃以負債總額除以資產總值並以百分比列示。

外匯風險

本集團之貿易應收款以人民幣計值，國內外購置則以人民幣或美元計值。因此，本集團暫時並無重大外幣匯兌風險。本集團管理層認為現時並無實施對沖或其他相關策略的需要。但會密切留意有關外幣相對人民幣的匯率波動。



管理層討論及分析

資產抵押

於二零一六年十二月三十一日，本集團之根據營運租賃持作自用租賃土地之款項之賬面淨值約為人民幣**8,042,000**元(二零一五年十二月三十一日：人民幣**8,220,000**元)，已抵押作為本集團銀行借款之擔保。於二零一六年十二月三十一日，物業、廠房及設備之賬面淨值約為人民幣**57,977,000**元(二零一五年：無)，已抵押作為本集團借款之擔保。於二零一六年十二月三十一日，本集團之有限制銀行存款約人民幣**146,904,000**元(二零一五年十二月三十一日：人民幣**251,375,000**元)作為銀行借貸向客戶發出商業票據，履約保證及投標保證的抵押。

僱員資料

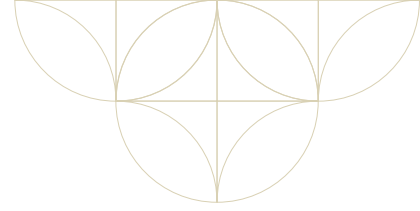
於二零一六年十二月三十一日，本集團僱員人數為**489**。於回顧期間，僱員薪酬(包括董事薪酬)合共約為人民幣**70,654,000**元(截至二零一五年十二月三十一日止年度：人民幣**57,872,000**元)。僱員薪酬乃參考行業慣例及個別僱員之表現，資歷及工作經驗釐定。薪酬組合包括基本薪金、酌情花紅、為中國僱員而設之國家管理退休福利計劃及為香港僱員而設之強制性公積金計劃。

重大投資、重大收購及出售附屬公司、聯營公司及合營企業

於二零一五年八月十八日，本公司(作為買方)與江西樟樹市智贏投資管理中心(作為賣方)以及吳紅斌及嚴謝芳(共同作為擔保人)就按總代價人民幣**268,000,000**元收購上海諧易企業管理諮詢有限公司(「上海諧易」)之全部股權訂立買賣協議。上海諧易及其附屬公司上海潤通實業投資有限公司主要從事並已獲中國人民銀行授出《支付業務許可證》進行預付卡發行與結算業務。收購事項其後於二零一六年七月二十七日完成。該收購事項之詳情於本公司日期為二零一五年八月十八日、二零一五年十二月二十四日、二零一六年四月二十八日及二零一六年七月二十七日之公告內載列。

於二零一六年一月八日，本集團(作為買方)與尊正有限公司(作為賣方)訂立買賣協議，內容有關按人民幣**25,000,000**元之代價收購瑞盈信融(本公司當時擁有**53%**權益之附屬公司)之額外**12.5%**股權。同日，本集團與賣方及瑞盈信融的另一名股東訂立合營協議，同意向瑞盈信融注資。根據合營協議，本集團同意向瑞盈信融注資現金人民幣**234,000,000**元。由於其中一名股東將不會注入任何資金，故此於收購**12.5%**股權及注資後，本集團對瑞盈信融的持股量將增至**73%**。收購事項及注資其後已於二零一六年三月完成。有關詳情於本公司日期為二零一六年一月八日及二零一六年三月十五日之公告內載列。

於二零一六年六月六日，本集團完成成立兩間合營公司(福建瑞盈信融融資租賃有限公司(「福建合營公司」)及瑞盈信融(廈門)融資租賃有限公司(「廈門合營公司」)，註冊資本分別為人民幣**200,000,000**元及人民幣**500,000,000**元。本公司間接擁有福建合營公司及廈門合營公司各自之**79.75%**股權。有關詳情於本公司日期為二零一六年四月十九日及二零一六年六月六日之公告內載列。



管理層討論及分析

於二零一六年八月二十六日，本公司與南通路橋及南通路橋之其他股東（不包括本公司）訂立注資協議，內容有關向南通路橋注資人民幣300,000,000元，其中人民幣128,605,700元為註冊資本的增幅及人民幣171,394,300元為對南通路橋注資的溢價。注資後，南通路橋將由本公司擁有約82.41%之權益。注資其後已於二零一六年九月完成。有關詳情於本公司日期為二零一六年八月二十六日之公告內載列。

於二零一六年十月十四日，本公司（作為買方）與南通路橋之六名個別股東（各為賣方）分別訂立買賣協議，內容有關收購當時於南通路橋約8.9%之股權，總代價為人民幣88,950,602元。於收購完成後，本公司將持有南通路橋之合共約91.3%股權。有關詳情於本公司日期為二零一六年八月二十六日及二零一六年十月十四日之公告內載列。

除上文所披露者及本年報其他部分所述之交易外，本集團於年內並無其他重大投資、重大收購或出售。

H股配售及認購事項之所得款項用途

年內，經扣減發行股份開支後，本公司H股認購事項及配售之所得款項淨額約為1,615,000,000港元。截至二零一六年十二月三十一日，所得款項淨額各自之用途如下：

	認購事項及配售 之所得款項淨額		
	可動用 千港元	已動用 千港元	未動用 千港元
農產品貿易之資金及金融服務之本金	673,000	673,000	—
於中國融資服務公司之潛在收購	116,000	—	116,000
發展智慧批發市場軟件應用程式、 數據庫及電子結算系統、推廣贏點 生活卡以及招聘員工	100,000	40,000	60,000
償還本集團債務	600,000	600,000	—
一般營運資金	126,000	126,000	—
總計	1,615,000	1,439,000	176,000

其餘所得款項淨額存放於銀行存款賬戶內。本集團將按本公司日期為二零一六年三月九日、二零一六年四月一日及二零一六年五月十六日有關更改認購事項及配售所得款項用途之公告所載之方式應用餘下的所得款項淨額。

董事、監事及高級管理人員簡歷

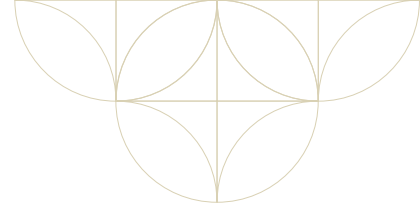
董事會

執行董事

蘭華升先生，45歲，自二零一四年六月起擔任本公司董事會主席兼執行董事。彼為中國高級會計師。彼亦為本集團若干附屬公司之董事。蘭先生於金融及會計方面擁有豐富經驗。彼於一九九五年七月至二零零六年六月期間曾任多間公司之財務經理及財務總監。彼自二零零六年六月至二零一四年五月擔任福建大生控股有限公司總經理，以及於二零一零年四月至二零一四年四月擔任大生(福建)農業有限公司(「大生(福建)」)之董事長兼總經理。蘭先生現為大生控股有限公司(「大生控股」)、深圳前海大生股權投資基金有限公司(「前海大生」)及深圳市大生農業集團有限公司(「深圳大生」)之董事長。大生控股和前海大生分別擁有深圳大生 30% 及 70% 股權，而深圳大生則擁有大生(福建) 100% 股權。蘭先生於 2009 年 5 月獲頒「第六屆福建青年五四獎項」，於 2009 年 10 月被評為「福建優秀青年企業家」，於 2016 年被評為「2015 年度廣東省優秀企業家」及「第九屆深圳市深商風雲人物」。蘭先生於 2002 年 7 月畢業於中國江西財經大學，主修金融學。

莫羅江先生，37歲，分別自二零一三年五月及二零一三年六月起擔任本公司行政總裁及執行董事。彼亦為本公司提名委員會之主席及本集團若干附屬公司之董事。莫先生於二零零三年七月加盟本公司，先後負責籌備本公司在香港上市及業務運營的事宜。莫先生於二零零三年七月至二零零六年七月及二零一二年四月至二零一三年五月擔任董事會秘書，以及於二零零六年五月至二零一三年六月擔任本公司副總經理。彼於二零零七年三月至二零一零年十二月擔任本公司執行副總經理。莫先生於二零零七年五月至二零一二年六月(本公司在聯交所創業板上市期間)擔任本公司執行董事。彼於二零零三年七月自上海財經大學取得主修會計之管理學士學位。莫先生於二零零八年獲選為「世界傑出青年華商」。

王立國先生，54歲，自二零一四年六月起分別擔任本公司執行董事及副總裁。彼為中國高級工程師。彼亦為本集團若干附屬公司之董事。王先生擁有近三十年的中國石油石化行業工作經驗。於一九八三年至二零一一年，王先生曾分別任職於中國石油化工集團有限公司(「中國石化」)旗下多間分子公司。於一九八三年八月至二零零零年五月，王先生於中國石化安慶分公司先後分別擔任高級工程師、系統分析員及原油部副部長等多個職位。彼於二零零零年五月至二零零七年十一月於中國石化廣東石油分公司深圳分支人力資源處任職，先後擔任副處長及處長職務，以及於二零零七年十月至二零一一年十月擔任中國石化國際事業(香港)有限公司副總經理。於二零一一年十一月至二零一三年十二月，彼擔任香港華信石油有限公司總經理。王先生現時擔任鎮江潤得股權投資基金有限公司董事及總經理。王先生於一九八三年七月於中國合肥工業大學取得金屬材料及熱處理學士學位，並於一九九七年六月於中國浙江大學取得工商管理碩士學位。



董事、監事及高級管理人員簡歷

非執行董事

朱天相先生，44歲，自二零一五年六月起擔任本公司非執行董事。彼亦為本公司審計委員會成員及本公司之全資附屬公司深圳市大生金融控股有限公司之總經理兼董事。彼於財務管理方面擁有豐富經驗。彼於一九九四年八月至二零零二年七月期間曾任多間公司之財務部門經理、副總經理及總經理。二零零二年八月至二零零四年十一月，彼於方正證券有限責任公司任部門總經理一職，負責稽核監管和合規監管等工作。彼亦於二零零四年十二月至二零零八年六月先後擔任方正證券有限責任公司之高管及總裁辦公會成員、職務合規總監兼副總裁等職務。彼於二零零八年七月至二零零八年十月間作為中方代表參與瑞信方正證券有限責任公司籌備工作，並於二零零八年十一月至二零一五年四月先後擔任瑞信方正證券有限責任公司高管及總經理辦公會成員、財務總監兼董事會秘書等職位。彼為深圳大生(本公司之主要股東，於本報告日期持有本公司已發行股份總數約**47.12%**)之集團總經理。朱先生於一九九四年六月於江西財經學院取得國際會計及證券投資專業學士學位。

獨立非執行董事

鍾卓明先生，54歲，自二零一二年六月起擔任本公司獨立非執行董事。彼為本公司審計委員會之主席、本公司薪酬和考核委員會及提名委員會之成員。鍾先生為香港執業會計師。彼分別為香港會計師公會(「香港會計師公會」)及香港華人會計師公會會員以及香港銀行學會會士。鍾先生自二零零六年八月起一直為鍾卓明會計師事務所(執業會計師)之負責人。鍾先生目前為一名由法院委任的破產受託人。彼曾於胡明偉會計師事務所任職逾三年及於二零零六年六月辭職。鍾先生於一九八六年十一月畢業自香港大學，取得文學學士學位。彼亦於一九九八年十一月取得香港城市大學資訊系統深造文憑、於二零零三年十一月取得香港理工大學電子商務理學碩士學位及於二零零六年十一月取得香港浸會大學公司管治及董事學理學碩士學位。此外，鍾先生於二零零四年六月取得香港會計師公會破產管理文憑。

周建浩先生，55歲，自二零一二年十二月起擔任本公司獨立非執行董事及為本公司薪酬和考核委員會之主席、本公司審計委員會及提名委員會之成員。周先生現為上海坤浦電子科技有限公司總經理以及上海派鋒實業有限公司總經理。周先生於二零零二年六月畢業於中國南京政治學院，主修經濟管理，並於二零零一年十二月於中國上海社會科學院完成在職工商管理研究生課程。

楊高宇先生，49歲，自二零一六年八月起擔任本公司獨立非執行董事及為本公司審計委員會、薪酬和考核委員會及提名委員會之成員。楊先生為中國註冊會計師協會會員、中國註冊稅務師、中國企業法律顧問及中國司法會計鑒定人。楊先生自二零一二年十月至今為北京中證天通會計師事務所(深圳分所)(特殊普通合伙)之負責人。彼亦為三間位於中國之公眾公司(深圳市長盈精密技術股份有限公司(深圳證券交易所：**300115**)、深圳市今天國際物流技術股份有限公司(深圳證券交易所：**300532**)及深圳市萬泉河科技股份有限公司(新三板：**430434**))之獨立董事。楊先生於二零一零年自紐約理工學院取得工商管理碩士學位。



董事、監事及高級管理人員簡歷

監事

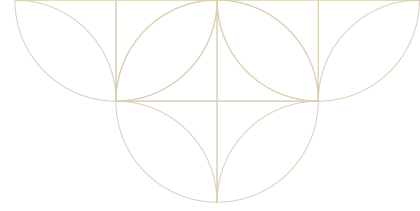
盧挺富先生，46歲，自二零一四年六月起擔任代表本公司股東之監事。彼為中國中級會計師。盧先生於金融、會計及核數方面擁有逾二十年經驗。彼現時為深圳大生之董事、香港大生投資控股有限公司（「香港大生投資」）之唯一董事及前海大生之總經理。深圳大生分別由前海大生及大生控股擁有70%及30%權益，而前海大生及大生控股各自則由盧先生擁有30%權益。香港大生投資為深圳大生之全資附屬公司。盧先生曾於福建紡織化纖集團有限公司工作近二十年，曾擔任副經理、財務部經理及核數師等多項職務。彼於一九九三年六月畢業於中國華南熱帶作物學院（現稱海南大學）經濟及管理學系，主修財務及會計專業。

葉明珠女士，71歲，自二零一五年七月起調任本公司之獨立監事。彼為中國註冊會計師。彼現為信永中和會計師事務所經理及福建實達集團股份有限公司獨立董事。彼自二零一二年十二月至二零一五年七月曾任本公司股東之監事，並自二零零五年六月至二零一二年十二月曾任本公司之獨立非執行董事。葉女士自二零零二年三月至二零零六年十月曾出任上海瑞東醫院常務副院長及財務總監及自一九九四年一月至一九九八年十二月任職於上海新申會計師事務所。

陳媛玲女士，45歲，自二零一五年六月起擔任本公司之獨立監事。陳女士於金融及審計方面擁有豐富經驗。彼於一九九八年八月至二零零一年九月任職於深圳中華會計事務所，先後參與多家上市公司年度報表審計和IPO發行審計工作。於二零零一年九月至二零零四年一月任職於淳大集團審計部，負責對集團對外投資項目的審計工作並提供管理建議。二零零六年九月至二零一四年八月，陳女士先後擔任上海淳大酒店投資管理有限公司財務總監、上海淳大源地實業有限公司財務總監、總經理及太倉淳大景林置業有限公司總經理等多個職位。陳女士自二零一四年九月起任上海景林投資發展有限公司副總經理。陳女士於一九九四年於江西財經大學取得國際會計學士學位，再於二零零四年於上海財經大學取得工商管理碩士學位。

趙莉萍女士，41歲，自二零一四年十一月起擔任代表本公司職工之監事。彼為中國中級會計師。彼現為本公司金融部經理。趙女士在財務、會計和審計領域擁有超過二十年的經驗。彼曾於二零零零年九月至二零一四年八月在本集團中任多個職位，包括上海大生農化有限公司（前稱上海棟華瀝青有限公司）財務部經理、香港大生農業控股有限公司（前稱棟華（香港）有限公司）財務部經理和上海棟華貿易有限公司（本公司前身）財務部會計。在加盟本公司之前，趙女士曾任職於上海市建築材料集團建築材料供應總公司。趙女士於二零零二年七月畢業於上海理工大學會計學專業。

蔣峰先生，35歲，自二零一五年六月起擔任代表本公司職工之監事。彼於二零一三年五月加入董事會秘書辦事處。彼自二零一四年十月起獲委任為本公司之證券事務代表。蔣先生於二零一零年一月自愛爾蘭都柏林格里菲斯大學（Griffith College Dublin）取得會計及金融學士學位。



董事、監事及高級管理人員簡歷

高級管理層

錢迪先生，35歲，分別自二零一四年八月及二零一六年八月起擔任本集團財務總監及本公司副總裁。彼亦為本集團若干附屬公司之董事。錢先生為中國註冊會計師協會之會員並通過香港會計師公會專業資格課程。錢先生在會計及審計方面擁有逾十年經驗。在加盟本公司之前，錢先生自二零零六年八月至二零一四年八月曾任職於畢馬威華振會計師事務所(特殊普通合伙)上海分所，辭職時擔任審計經理。錢先生於二零零四年七月取得中國復旦大學管理學學位，主修財務管理。

盧雪芬女士，51歲，自二零一三年五月起擔任本公司公司秘書及授權代表。盧女士於二零一三年四月加盟本公司，於財務、會計及公司秘書領域具有豐富經驗。盧女士為香港會計師公會會員及英國特許公認會計師公會資深會員。彼於二零一二年七月取得香港大學專業進修學院之財務及法律深造文憑。



企業管治報告

上海大生農業金融科技股份有限公司(「本公司」)董事會(「董事會」)一直致力於維持高水準的企業管治及商業道德，理由是董事會深信穩健而有效的企業管治常規是維持及提升投資者信心以及為股東帶來最高回報的根本。董事會不時檢討其企業管治常規，以滿足股東不斷提高的期望，遵守日益嚴格的監管要求，以及履行其對卓越企業管治的承諾。

本公司已採納香港聯合交易所有限公司證券上市規則(「上市規則」)附錄 14 所載企業管治守則(「企業管治守則」)所載的守則條文，作為其自身企業管治守則。於截至二零一六年十二月三十一日止整個年度內，本公司已遵守企業管治守則的守則條文。

於截至二零一六年十二月三十一日止年度應用及實施企業管治守則的守則條文的方式於本企業管治報告內闡述。

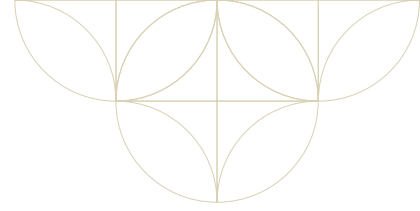
證券交易的標準守則

本公司已採納上市規則附錄 10 所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為其有關董事的證券交易的自身行為守則。經具體查詢後，本公司全體董事及監事確認彼等於截至二零一六年十二月三十一日止年度均遵守標準守則。

董事會

董事會現由 7 名董事組成，負責公司策略、年度及中期業績、繼任規劃、風險管理、主要收購、出售及資本交易以及其他重大營運及財務事宜。董事會指派管理層負責的主要公司事宜包括編製年度及中期賬目以供董事會於向公眾公佈前審批、實行業務策略及董事會採納的措施、推行充分的內部監控制度及風險管理程序以及遵守相關法定要求、規則及規例。

董事的簡歷載於本年報第 22 頁至第 23 頁的「董事、監事及高級管理人員簡歷」一節內。全體董事已就本集團事務付出充足時間及心力。每名執行董事均具有其職位所需的足夠經驗，以有效執行彼等的職務。



企業管治報告

除卸執行董事，本公司亦委任三名擁有豐富相關經驗及資格的獨立非執行董事，彼等的職責為保障股東權益。此外，本公司已委任一名非執行董事，使董事會的履歷更為豐富。

截至二零一六年十二月三十一日止年度及直至本報告日期之董事會成員如下：

執行董事：

蘭華升先生(董事長)
莫羅江先生(行政總裁)
王立國先生(副總裁)

非執行董事：

朱天相先生

獨立非執行董事：

鍾卓明先生
潘敏女士(於二零一六年八月二十三日辭任)
楊高宇先生(於二零一六年八月二十三日獲委任)
周建浩先生

本公司已接獲各獨立非執行董事根據上市規則第3.13條所載獨立性指引有關其獨立性的年度確認書。就上述指引而言，本公司認為全體獨立非執行董事均為獨立人士。

就董事所深知，董事會並不知悉董事會成員之間有任何財務、業務、親屬或其他重大／相關關係。

於截至二零一六年十二月三十一日止年度期間，董事會按本公司營運及業務發展需要合共召開二十次董事會會議。

已出席／舉行的會議

截至二零一六年十二月三十一日止年度期間董事會個別成員於董事會、董事會委員會及股東大會的考勤紀錄如下：

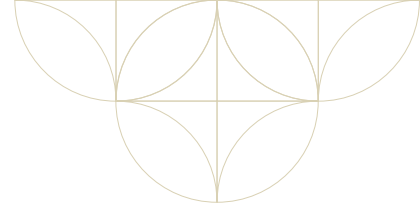
董事	考勤紀錄／會議次數				股東大會及類別 股東大會*
	董事會	薪酬和 考核委員會	提名委員會	審計委員會	
執行董事：					
蘭華升先生(董事長)	20/20				3/3
莫羅江先生(行政總裁)	20/20		2/2		3/3
王立國先生(副總裁)	20/20				3/3
非執行董事：					
朱天相先生	20/20				
獨立非執行董事：					
鍾卓明先生	20/20	2/2	2/2	7/7	3/3
潘敏女士(於二零一六年六月二十三日辭任)	15/20	2/2	2/2	6/7	3/3
楊高宇先生(於二零一六年六月二十三日獲委任)	5/20	0/0	0/0	1/7	0/0
周建浩先生	20/20	2/2	2/2	7/7	3/3

* 於二零一六年，本公司召開了一次股東週年大會、一次內資股持有人類別大會及一次H股持有人類別大會。

主席及行政總裁

根據守則條文A.2.1條，主席與行政總裁(「行政總裁」)之角色應有所區分，且不應由同一人兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

於二零一六年內，主席及行政總裁之角色分別由蘭華升先生及莫羅江先生擔任。基本上，主席帶頭監察董事會之職能，並確保所有重要事項均適時討論，而行政總裁則在其管理團隊之支援下執行本公司之主要策略及政策，並負責管理本公司之日常業務。



企業管治報告

非執行董事

企業管治守則守則條文 **A.4.1** 條規定，非執行董事之委任應有指定任期，並須重選連任。所有董事（包括非執行董事和獨立非執行董事）均按三年之特定任期委任或獲委任直至本屆董事會任期屆滿為止，並須受本公司章程細則內有關重選連任之條文所規限。按照本公司之章程細則，所有董事都必須在股東大會上由股東選舉和罷免。企業管治守則守則條文 **A.6.7** 條規定，非執行董事（包括獨立非執行董事）須出席本公司股東大會。於本公司各股東大會上，所有執行董事、非執行董事及獨立非執行董事已出席，使董事會能對本公司股東之意見有均衡之了解。

持續專業發展

各新委任的董事將獲提供所需的就職培訓及資料，以確保彼等對本集團業務及作為上市公司董事的法定監管責任有適當的理解。本公司將向董事提供有關本集團業務及上市規則和其他適用監管規定之最新發展概況。年內，本公司已為全體董事及高級管理人員安排有關遵守香港上市公司法規的內部培訓。此外，本公司亦鼓勵全體董事參與持續專業發展，以發展及更新彼等的知識和技能。

董事確認彼等均遵守企業管治守則 **A.6.5** 條有關董事持續專業發展之守則條文。年內，董事各自參與之持續專業發展如下：

姓名	接受之培訓 (附註)
執行董事	
蘭華升	A、B
莫羅江	A、B
王立國	A、B
非執行董事	
朱天相	A、B
獨立非執行董事	
鍾卓明	A、B
楊高宇	A、B
周建浩	A、B

附註：

A： 與本公司業務或董事職務及責任有關之閱讀材料

B： 出席研討會／工作坊／網上研討會或培訓課程



企業管治報告

董事會委員會

薪酬和考核委員會

薪酬和考核委員會(原為薪酬委員會，於二零一二年更名為薪酬和考核委員會)成立於二零零五年，其職權範圍與企業管治守則一致。全部委員均為獨立非執行董事，委員會主席為周建浩先生，其他委員包括鍾卓明先生、潘敏女士(於二零一六年八月二十三日辭任)及楊高宇先生(於二零一六年八月二十三日獲委任)。

薪酬和考核委員會的職務包括釐定全體執行董事的特定薪酬組合，包括實物利益、退休福利及補償金(包括任何應付的離職或入職補償)，以及就非執行董事的薪酬向董事會提供建議。

本公司的薪酬和考核委員會已於截至二零一六年十二月三十一日止年度舉行兩次會議，並已考慮和檢討新任獨立非執行董事的服務合約條款，以及參考企業目標就個別董事及高級管理人員的薪酬組合向董事會提供建議。

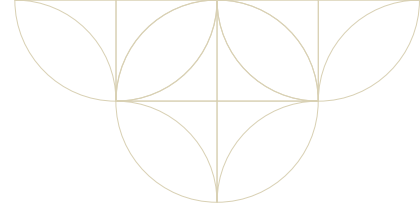
提名委員會

本公司於二零一二年二月十六日成立了提名委員會(「提名委員會」)，提名委員會之職權範圍書與企業管治守則相符。大部分委員為獨立非執行董事，委員會主席為莫羅江先生，其他委員包括鍾卓明先生、潘敏女士(於二零一六年八月二十三日辭任)、楊高宇先生(於二零一六年八月二十三日獲委任)及周建浩先生。

提名委員會的主要職務是定期檢討董事會架構、規模及組成，就任何為配合本公司的企業策略而擬對董事會作出的任何變動提出建議，並評估獨立非執行董事之獨立性。此外，委員會將就董事委任或重新委任以及董事繼任計劃向董事會提出建議，並最終由股東大會批准。

於評估董事會組成時，董事會已採納董事會成員多元化政策(「該政策」)，當中載列董事會為達致其成員多元化而採取之方針。所有董事會成員之委任均以用人唯才為原則，並在考慮人選時以客觀條件(包括但不限於性別、年齡、文化及教育背景、專業經驗及技能等)顧及董事會成員多元化的益處。最終決定將取決於經甄選人選之優點及其可為董事會帶來之貢獻。

提名委員會將從多元化角度監督該政策的實施及檢討董事會的組成，確保董事會有平衡的技能、經驗和多元化角度，並且適合本公司業務需要。於本年報日期，董事會由七名董事組成。三名為獨立非執行董事，因而有助於嚴格檢討及監控管理程序。



企業管治報告

年內，提名委員會舉行了兩次會議，以審閱董事會的架構、規模、成員多元化及組成，考慮並建議董事會通過輪值退任的董事於二零一六年八月二十三日舉行的股東週年大會上膺選連任，審閱董事職位人選並向董事會作出推薦意見，以及審閱董事會建議委任的高級管理人員。

審計委員會

本公司的審計委員會（「審計委員會」）於二零零五年成立，審計委員會之職權範圍書與企業管治守則相符。審計委員會的主要職責為審查及監察本集團的財務申報程序及內部監控制度以及監督與本公司外聘核數師的關係。審計委員會由三名獨立非執行董事（即鍾卓明先生、潘敏女士（於二零一六年八月二十三日辭任）、楊高宇先生（於二零一六年八月二十三日獲委任）及周建浩先生）及一名非執行董事（即朱天相先生）組成，審計委員會主席是鍾卓明先生。

年內，審計委員會已與管理層及／或外聘核數師的代表舉行七次會議，以於提呈董事會供其考慮及批准前審閱本集團的未經審核中期業績及經審核全年業績、審閱年度審計計劃及外聘核數師的工作範圍、討論內部監控、風險管理及財務申報等審計事宜所引致的問題以及批准核數費用。本集團於截至二零一六年六月三十日止六個月的未經審核中期業績以及截至二零一六年十二月三十一日止年度的經審核全年業績已由審計委員會審閱。審計委員會認為，該等業績乃按照適用會計準則及規定編製，並已作出充分披露。

核數師酬金

審計委員會負責考慮外聘核數師的委任及審查外聘核數師進行的任何非核數工作，包括有關非核數工作會否對本公司構成任何潛在重大不利影響。於截至二零一六年十二月三十一日止年度期間，就法定核數服務及非核數服務已付／應付本公司外聘核數師之酬金分別為人民幣2,350,000元及人民幣50,000元。非核數服務主要包括有關持續關連交易之工作。

董事及核數師有關綜合財務報表的責任

董事確認彼等於編製本公司綜合財務報表的責任。董事會負責在本集團財務總監及財務部的協助下編製本公司及本集團的財務報表。於編製財務報表過程中，董事會已採納香港財務報告準則並貫徹遵守適當會計政策及法律規定。董事會旨在於年度及中期報告中向股東呈列對本集團業績的清晰及平衡評估，並及時作出適當披露及公佈。

董事對綜合財務報表的責任及外聘核數師對股東的責任載於本報告第54頁至55頁。



企業管治報告

公司秘書

盧雪芬女士(「盧女士」)自二零一三年五月十五日起獲委任為本公司之公司秘書。彼對董事會負責，就有關企業管治之事宜向董事會提出建議。盧女士於截至二零一六年十二月三十一日止年度已遵守上市規則第3.29條之規定接受不少於十五小時的相關專業培訓。

企業管治職能

董事會負責執行企業管治守則所載之企業管治職能，其中包括制定及檢討本公司之企業管治政策及常規；檢討及監察董事及高級管理人員之培訓及持續專業發展；及檢討本公司遵守企業管治守則之情況及於本企業管治報告中之披露資料。

管理職能

董事會負責制訂整體企業策略、監察及控制本集團的表現，而日常管理集團業務營運則是管理層的责任。

當董事會將其管理及行政職能方面的權力轉授予管理層時，已同時就管理層的權力給予清晰的指引，特別是管理層在代表本公司作出任何決定或訂立任何承諾前應取得董事會批准等事宜方面。

本公司已訂立一份保留予董事會決定和轉授予管理層的職能事項表。董事會會定期檢討該等安排。

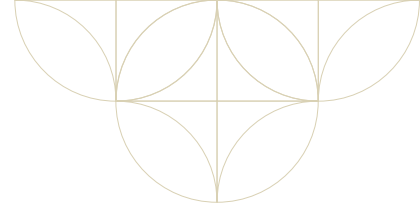
投資者關係及與股東的溝通

本公司認為，與股東之有效溝通對加強投資者關係及投資者對本集團業務表現及策略之理解非常重要。本公司亦確認透明度及適時披露公司資料之重要性，其使股東及投資者可作出最佳投資決定。

為促進有效溝通，本公司之網站為 www.dsgd-sh.co，可於網站取得本公司業務經營及發展、財務資料、企業管治常規及其他之最新資料。本集團定期舉行投資者及分析員簡報會、新聞發佈會及媒體訪問，以讓股東及潛在投資者了解本公司之最新發展。

本公司努力維持與其股東的持續交流，特別是透過股東週年大會(「股東週年大會」)或其他股東會議與股東進行溝通並鼓勵其參加。董事會主席、審計委員會主席、提名委員會主席及薪酬和考核委員會主席將出席股東週年大會與股東會面。

本公司即將於二零一七年六月二十三日召開應屆股東週年大會。股東週年大會通告將於股東週年大會前45天寄發予股東。



企業管治報告

本公司將繼續維持開放、有效的投資者溝通政策，並及時向投資者提供有關本集團業務的最新資料，惟須遵守相關監管規定。

股東權利

董事會歡迎股東表達彼等的意見，並歡迎股東於任何時間提出對本集團的問題及疑慮。股東可透過股東電郵 (investor@dsgd.co) 將查詢提呈董事會。股東亦可透過致函本公司辦事處的董事會秘書辦事處向董事會作出查詢，地址為中國上海市徐匯區天鑰橋路 327 號嘉匯國際廣場 G 座 10-11 樓 (郵編：200030) 或香港灣仔港灣道 1 號會展廣場辦公大樓 17 樓 1705-06 室。

股東週年大會於每年召開一次，於上個財政年度完結後六個月內舉行。倘於股東大會上合計共同持有本公司已發行附有表決權的股份 10% 或以上的兩名或以上股東以書面形式要求召開股東特別大會並列明會議目的時，董事會應在兩個月內召開股東特別大會。倘董事會未能於接獲書面要求後 30 天內發出會議通告，要求召開會議的股東可於董事會接獲上述要求後四個月內自行召開會議，召開會議的程序應當盡可能與董事會召開股東大會的程序相同。

如為召開股東週年大會，合計持有本公司附有表決權的股份 5% 或以上的股東，有權以書面形式向本公司提出新方案，本公司應將有關方案中屬於股東大會權限的事項，列入上述股東週年大會的議程。

為保障股東的利益及權利，本公司會於股東大會上就每項獨立事項，包括選舉個別董事，提出獨立決議案。

於股東大會上提呈之所有決議案將根據上市規則按股數投票表決，投票結果將於每個股東大會結束後於本公司及聯交所網頁刊登。

章程細則的修訂

本公司章程細則已按於二零一六年八月二十三日舉行的股東週年大會上獲通過之特別決議案進行修訂。本公司章程細則的修訂包括 (其中包括) 反映 (i) 本公司註冊資本因發行紅股、認購股份及配售股份而出現的變動；(ii) 本公司的名稱變動；及 (iii) 本公司業務範圍擴闊。本公司章程細則的最新綜合版本已於本公司及聯交所網頁刊登。

風險管理及內部控制

董事會確認其監督本集團風險管理及內部控制系統的責任，並透過審計委員會至少每年檢討其成效。



企業管治報告

本公司已成立風險管理部門以確保本集團有效的內部控制系統。本集團的內部控制系統亦包括界定管理架構，設有授權限制、關鍵流程的正式政策及程序，以致可監控本集團各項職能及部門的控制。該等系統旨在協助本集團達致其業務目標、保管資產以防未經授權之使用或處理、確保適當之會計紀錄得以保存並可提供可靠之財務資料供內部使用或對外發放，並確保符合相關法例與法規。該等系統旨在提供合理（而非絕對）保證不會出現嚴重誤報或損失的情況，並管理（而非消除）本集團經營系統失誤及未能達到本集團業務目標的風險。

董事會全面負責評估及釐定在實現本集團策略目標時願意承擔的風險的性質及程度，並建立及維持適當及有效的風險管理及內部控制系統。

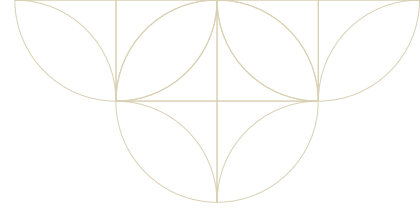
審計委員會協助董事會監督本集團的風險管理及內部控制系統，考慮內部控制事項的主要發現，並向董事會提出建議。

本公司管理層設計、實施及監控風險管理及內部控制的評估，並已就截至二零一六年十二月三十一日止年度風險管理及內部控制系統的效能向董事會及審計委員會報告及確認。

內部審計職能根據內部審計計劃及董事會、審計委員會及／或高級管理層的特別要求，對本集團風險管理及內部控制系統的效能進行檢討。根據本集團各項業務及經營風險的評估制定年度內部審計計劃。

為檢討內部監控制度的執行效果，本公司在審計委員會項下專門於二零零七年十二月設立了內審組。本公司於二零一四年六月成立風險控制中心，以進一步加強本公司的內部監控及風險管理職能。內審組由4名成員組成，分別富有財務、合同管理、工程管理及法律方面的工作經驗。內審組的職責主要包括：

- 監察營運程序及業務風險；
- 監察合同的簽約及執行情況；
- 監察管理計劃及內部監控制度的執行情況，其中包括財務、授權及採購；
- 監察本集團環保及生產安全的工作；及
- 與管理層舉行會議以討論審核結果及作出推薦建議。



企業管治報告

董事會及審計委員會已審閱內部審核報告及評估本集團於截至二零一六年十二月三十一日止年度內部控制及風險管理系統之效能。該系統涵蓋所有重大控制，包括財務、營運及合規控制以及風險管理職能。目前並無發現重大事項，惟需要改進之若干地方已予以確認並已考慮作出適當行動。董事會認為內部控制及風險管理系統的重要方面整體而言屬有效及充分，包括資源、員工資格及經驗、培訓計劃及會計預算、內部審計及財務報告職能的充分性。

本集團訂有處理及發佈內幕消息之政策。本集團已採取不同程序及措施，包括提高本集團內幕信息的保密意識、定期向有關董事、監事及僱員發送禁售期及證券交易限制的通知、在需要知情的基礎上向指定人員傳播信息以及嚴格遵守證券及期貨事務監察委員會於二零一二年六月頒佈的「內幕消息披露指引」。



監事會報告

各位股東：

上海大生農業金融科技股份有限公司(「本公司」)監事會(「本監事會」)於截至二零一六年十二月三十一日止年度內，遵照《中華人民共和國公司法》、香港有關法律、法規及本公司章程細則(「章程」)的規定，本著對全體股東負責的精神，認真履行職責，維護股東權益，維護本公司利益，遵守誠信原則，忠實履行監督之職責和義務，勤勉主動地開展工作。

一、重選監事

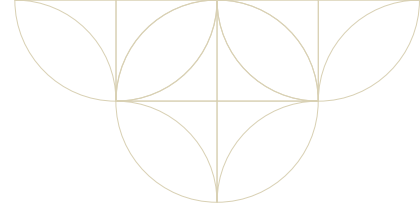
經本公司股東於二零一六年八月二十三日舉行之股東周年大會上批准，並於相關工商行政機構完成有關登記備案手續，第四屆監事會之股東代表監事及獨立監事，即盧挺富先生、陳媛玲女士及葉明珠女士獲重選為第五屆監事會監事。

本公司於二零一六年八月二十三日舉行職工代表大會，經職工代表大會民主選舉，並於相關工商行政機構完成有關登記備案手續，於本公司代表大會上，蔣峰先生和趙莉萍女士獲重選為第五屆監事會之雇員代表監事。

二、監事會主要工作及獨立意見

在本年度內監事會主要工作包括：列席董事會會議；認真核對董事會提交給應屆股東周年大會批准的董事會報告及利潤分配方案建議；對本公司管理層作出之政策及決策是否符合國家法律法規以及本公司章程細則，是否維護股東利益等，進行了嚴格有效的監督；並通過各種方式，瞭解董事、總經理及高級管理人員在本公司日常事務中的表現；認真審查本公司的財務狀況和關連交易情況。經審查，本監事會認為：

1. 董事會提交給應屆股東周年大會批准的董事會報告及利潤分配方案建議，符合有關法律法規和本公司章程細則的規定；
2. 本公司董事、總經理及其他高級管理人員，嚴格遵守誠信原則，工作克勤盡職、真誠地以本公司最大利益為出發點行使職權。本監事會未發現董事、總經理及其他高級管理人員濫用職權，損害本公司利益及侵犯本公司股東和本公司員工權益之行為，亦未違反法律法規或本公司的章程細則；



監事會報告

3. 截至二零一六年十二月三十一日止年度內，本集團收購、出售資產交易價格公允合理，未發現有內幕交易或損害股東權益的行為；
4. 經香港立信德豪會計師事務所有限公司審核的截至二零一六年十二月三十一日止年度的本公司財務報表，真實和公允地反映了本集團本年度的經營業績和資產情況。與關連方的交易符合香港聯交所上市規則的有關條例，公平合理，未發現有損害本公司利益和股東利益的行為。

在過去的一年中，本監事會的工作得到了本公司各位股東、董事及全體員工的大力支持，謹此表示衷心的感謝！在新的一年中，本監事會將繼續認真履行監督檢查職責，在努力提升本公司整體競爭力和持續盈利能力的同時，維護好股東和本公司的利益。

承監事會命

盧挺富

監事會主席

中國上海，二零一七年三月十三日



董事會報告

上海大生農業金融科技股份有限公司(「本公司」)董事會(「董事會」)謹此提呈彼等之報告連同本公司及其附屬公司(以下統稱「本集團」)截至二零一六年十二月三十一日止年度之經審核財務報表。

主要業務及按地理之業務分析

本公司之主要業務為買賣石油化工產品。本集團之主要業務為路橋建設業務、農產品及石化產品供應鏈服務業務、農業產業鏈金融服務業務及農業大數據服務業務，而其附屬公司之業務載於財務報表附註 33。

分類資料

分類資料詳情載於財務報表附註 6。

業績及股息

本集團截至二零一六年十二月三十一日止年度之業績載於第 56 頁之綜合全面收益表內。

本集團及本公司於二零一六年十二月三十一日之財務狀況分別載於第 57 頁至 58 頁及第 117 頁之綜合及公司財務狀況表。

概無宣派截至二零一六年六月三十日止六個月之中期股息(截至二零一五年六月三十日止六個月：無)。

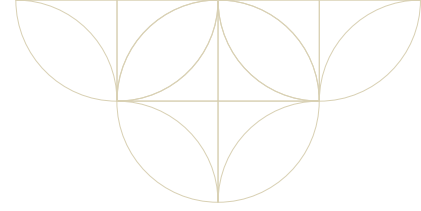
於二零一七年三月十三日，董事會建議就截至二零一六年十二月三十一日止年度派付末期股息每股人民幣 0.01 元(二零一五年：每股人民幣 0.015 元)，合共約為人民幣 86,331,000 元(二零一五年：約人民幣 76,331,000 元)。建議末期股息乃根據於釐定末期股息之董事會會議日期(即二零一七年三月十三日)，本公司之已發行股份數目(即 8,633,079,812 股)計算。

根據本公司於日期為二零一六年十二月五日之通函披露之配售協議所載之條款及條件(「配售」)及基於配售股份獲悉數配售，本公司將於配售完成後合共發行最多 1,500,000,000 股新 H 股。本公司之已發行股份數目將增加至 10,133,079,812 股。倘配售於釐定收取上述末期股息之資格之記錄日期前進行及完成，配售股份之持有人將有權收取末期股息，而本公司之末期股息將為每股人民幣 0.01 元，按照本公司配售完成後之已發行股份數目(即 10,133,079,812 股股份，假設配售股份獲悉數配售)，合共約為人民幣 101,331,000 元。

二零一六年擬派末期股息須待股東於應屆股東週年大會上批准後方可作實。

固定資產

本公司及本集團之物業、廠房及設備、在建工程及投資物業變動詳情分別載於財務報表附註 16、17 及 18。



董事會報告

股本

本公司之股本變動詳情載於財務報表附註30。

儲備

本集團及本公司於年內之儲備變動分別載於綜合權益變動表及財務報表附註31。

可供分派儲備

本公司於二零一六年十二月三十一日之可供分派儲備根據中華人民共和國(「中國」)(即本公司成立所在之司法權區)之公司法條文計算，為人民幣271,771,000元(二零一五年：人民幣320,735,000元)。

優先購買權

本公司之章程細則或中國法律並無有關優先購買權之規定，本公司沒有須按比例向現有股東提呈發售新股份的情況。

財務資料概要

本集團於過去五個財政年度之業績以及資產和負債概要載於第2頁。

購股權

於本報告日期，本公司概無授出或同意授出購股權予其任何董事、監事或僱員。

董事

年內及截至本報告日期止出任董事之人士如下：

執行董事

蘭華升先生
莫羅江先生
王立國先生

非執行董事

朱天相先生



董事會報告

獨立非執行董事

鍾卓明先生

楊高宇先生(於二零一六年八月二十三日獲委任)

周建浩先生

潘敏女士(於二零一六年八月二十三日退任)

本公司已接獲各獨立非執行董事根據香港聯合交易所有限公司上市規則(「上市規則」)第3.13條就其獨立性發出的年度確認，並認為所有獨立非執行董事均具獨立性。

根據本公司章程細則第94條，全體董事須於股東大會上獲得委任，為期三年。倘董事於任期屆滿後獲得重選，其將可連任董事。第五屆董事會於二零一六年八月二十三日本公司舉行之股東週年大會上當選。第五屆董事會的所有成員任期均為三年，自二零一六年八月二十三日開始。

董事、監事及高級管理層之簡歷

董事、監事及高級管理層之簡歷載於第22頁至第25頁。

董事及監事服務合約

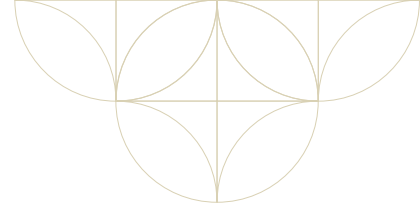
各董事及監事均與本公司訂立服務合約，由其獲委任為董事或監事當日起計為期三年(或至本屆董事會或監事會年期屆滿日)，其中一方可於其後向另一方發出一個月至三個月書面通知以終止合約。

董事於合約之權益

除本年報所披露者外，於年度終結時或年內任何時間本公司董事概無於與本集團所訂立並與本集團業務有關之重大合約中直接或間接擁有重大權益。

董事、主要行政人員及監事於股份及相關股份之權益及淡倉

於二零一六年十二月三十一日，本公司董事、主要行政人員及監事(「監事」)於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中持有(a)須記入根據證券及期貨條例第352條存置之登記冊內之權益或淡倉；或(b)根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)須通知本公司及聯交所之權益或淡倉列載如下：



董事會報告

於本公司股份及相關股份之好倉：

董事／監事名稱	股份類別	身份	股份及相關股份總數	於本公司該類 別股份所佔持 股量之概約 百分比	於本公司已發行 股本所佔持股量 之概約百分比
1. 蘭華升先生(執行董事)	內資股	所控制公司權益	1,818,013,540 (L) (附註 1 及 3)	77.40%	23.82%
	H 股	所控制公司權益	2,250,000,000 (L) (附註 1 及 3)	42.58%	29.48%
2. 盧挺富先生(監事)	內資股	所控制公司權益	1,818,013,540 (L) (附註 1 及 3)	77.40%	23.82%
	H 股	所控制公司權益	2,250,000,000 (L) (附註 1 及 3)	42.58%	29.48%
3. 王立國先生(執行董事)	內資股	所控制公司權益	1,530,986,460 (L) (附註 2 及 3)	65.18%	20.05%

L = 好倉

附註：

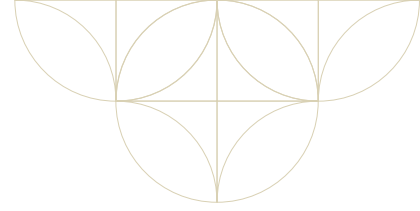
- (1) 深圳市大生農業集團有限公司(「深圳大生」)及香港大生投資控股有限公司(「香港大生投資」)分別持有本公司 1,368,013,540 股內資股及 2,250,000,000 股 H 股。由於香港大生投資由深圳大生全資擁有，而深圳大生分別由深圳前海大生股權投資基金有限公司(「前海大生」)及大生控股有限公司(「大生控股」)擁有 70% 及 30% 權益，而前海大生及大生控股各自則分別由蘭華升先生及盧挺富先生擁有 70% 及 30% 權益。根據證券及期貨條例，蘭華升先生及盧挺富先生被視作於深圳大生及香港大生投資分別持有之 1,368,013,540 股本公司內資股及 2,250,000,000 股本公司 H 股中擁有權益。該等 1,368,013,540 股內資股由深圳大生以一名第三方為受益人質押，以作為一項貸款之抵押品，而貸款金額則由深圳大生自用。
- (2) 鎮江潤得股權投資基金有限公司(「鎮江潤得」)由王立國先生全資擁有。根據證券及期貨條例，王立國先生被視作於鎮江潤得持有之 980,986,460 股本公司內資股中擁有權益。該等 980,986,460 股內資股由鎮江潤得以一名第三方為受益人質押，以作為一項貸款之抵押品，而貸款金額則由鎮江潤得自用。
- (3) 於二零一六年十月二十七日，本公司、深圳大生及鎮江潤得訂立一份股份認購協議，據此，本公司已有條件同意配發及發行，而深圳大生及鎮江潤得已有條件同意分別認購本公司 450,000,000 股及 550,000,000 股內資股。認購事項於二零一七年二月二十七日完成。

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一六年十二月三十一日，於本公司之股份或相關股份中擁有記入根據證券及期貨條例第336條須置存之登記冊內之權益或淡倉，或被視作於附有權利可於任何情況下在本公司股東大會投票之任何類別股本之面值中直接及／或間接擁有5%或以上之權益之人士（並非本公司董事、監事或主要行政人員）或公司列載如下：

董事／監事名稱	股份類別	身份	股份及相關股份總數	於本公司該類別股份所佔持 股量之概約 百分比	於本公司已發行 股本所佔持股 量之概約百分比
1. 前海大生	內資股	所控制公司權益	1,818,013,540 (L) (附註1及3)	77.40%	23.82%
	H股	所控制公司權益	2,250,000,000 (L) (附註1及3)	42.58%	29.48%
2. 大生控股	內資股	所控制公司權益	1,818,013,540 (L) (附註1及3)	77.40%	23.82%
	H股	所控制公司權益	2,250,000,000 (L) (附註1及3)	42.58%	29.48%
3. 深圳大生	內資股	實益擁有人	1,818,013,540 (L) (附註1及3)	77.40%	23.82%
	H股	所控制公司權益	2,250,000,000 (L) (附註1及3)	42.58%	29.48%
4. 香港大生投資	H股	實益擁有人	2,250,000,000 (L)	42.58%	29.48%
5. 鎮江潤得	內資股	實益擁有人	1,530,986,460 (L) (附註2及3)	65.18%	20.05%
6. 北京信宸股權 投資基金 (有限合夥)	H股	實益擁有人	444,000,000 (L)	8.4%	5.81%

L = 好倉



董事會報告

附註：

- (1) 香港大生投資由深圳大生全資擁有，而深圳大生由前海大生及大生控股擁有**70%**及**30%**權益，而前海大生及大生控股各自則分別由蘭華升先生及盧挺富先生擁有**70%**及**30%**權益。根據證券及期貨條例，前海大生及大生控股被視作於深圳大生及香港大生投資分別持有之**1,368,013,540**股本公司內資股及**2,250,000,000**股本公司H股中擁有權益，而深圳大生被視作於香港大生投資持有之**2,250,000,000**股H股中擁有權益。

該等深圳大生持有之**1,368,013,540**股內資股由深圳大生以一名第三方為受益人質押，以作為一項貸款之抵押品，而貸款金額則由深圳大生自用。

- (2) 該等**980,986,460**股內資股由鎮江潤得以一名第三方為受益人質押，以作為一項貸款之抵押品，而貸款金額則由鎮江潤得自用。

- (3) 於二零一六年十月二十七日，本公司、深圳大生及鎮江潤得訂立一份股份認購協議，據此，本公司已有條件同意配發及發行，而深圳大生及鎮江潤得已有條件同意分別認購本公司**450,000,000**股及**550,000,000**股內資股。認購事項於二零一七年二月二十七日完成。

與控股股東之重大合約

除本報告「關連交易及持續關連交易」一節所披露者外，於截至二零一六年十二月三十一日止年度，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立重大合約。

主要客戶及供應商

年內來自本集團主要客戶及供應商之銷售額及採購額百分比如下：

銷售額

– 最大客戶	9.59%
– 五大客戶合計	34.99%

採購額

– 最大供應商	9.98%
– 五大供應商合計	38.42%

董事、其聯繫人士或任何股東（據董事所知擁有本公司已發行股本超過**5%**者）概無於本集團五大客戶或供應商中擁有任何權益。

董事及監事收購股份或債券之權利

於截至二零一六年十二月三十一日止年度，概無董事及監事或彼等各自之聯繫人士獲本公司或其附屬公司授予任何權利或行使該等權利以收購本公司或任何其他法人團體之股份或債券。

購買、銷售或贖回上市證券

截至二零一六年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

關連交易及持續關連交易

年內，本集團曾進行以下關連交易及持續關連交易。

關連交易

認購股份

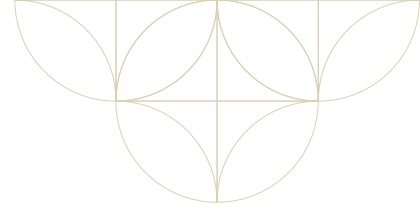
於二零一五年七月二十九日，本公司與深圳大生訂立股份認購協議，據此，本公司已有條件同意配發及發行，而深圳大生已有條件同意認購 **1,500,000,000** 股 H 股，價格為不少於每股 **0.8** 港元。由於深圳大生為本公司之主要股東，並因此為本公司之關連人士，認購事項根據上市規則第 **14A** 章構成本公司之關連交易。認購事項已於二零一五年十一月十六日在股東特別大會上獲批准，並於二零一六年二月完成。

於二零一六年十月二十七日及二零一六年十一月十一日，本公司、深圳大生及鎮江潤得股權投資基金有限公司（「鎮江潤得」）分別訂立認購協議及補充認購協議。根據該等協議，本公司已有條件同意配發及發行，而深圳大生及鎮江潤得有條件同意認購本公司合共 **1,000,000,000** 股內資股，認購價為不少於每股人民幣 **0.5708** 元。由於深圳大生及鎮江潤得均為本公司之主要股東，並因此為本公司之關連人士，認購事項根據上市規則第 **14A** 章構成本公司之關連交易。認購事項已於二零一七年一月二十日在股東特別大會上獲批准，並於二零一七年二月完成。

收購瑞盈信融股權及增加對瑞盈信融之注資

於二零一六年一月八日，本集團（作為買方）與尊正有限公司（作為賣方）訂立買賣協議，內容有關按人民幣 **25,000,000** 元之代價收購瑞盈信融（深圳）融資租賃有限公司（「瑞盈信融」，本公司當時擁有 **53%** 權益之附屬公司）之額外 **12.5%** 股權。同日，本集團與深圳市永匯聚投資諮詢有限公司（「深圳永匯聚」）及賣方訂立合營協議，同意向瑞盈信融注資。根據合營協議，本集團同意向瑞盈信融注資現金人民幣 **234,000,000** 元。由於賣方將不會注入任何資金，故此於收購 **12.5%** 股權及注資後，本集團對瑞盈信融的持股量將增至 **73%**。

深圳永匯聚及賣方均為瑞盈信融之主要股東，而瑞盈信融則為本公司之間接非全資附屬公司。因此，深圳永匯聚及賣方均為本公司於附屬公司層面之關連人士。根據上市規則，買賣協議及合營協議項下之交易構成本公司於附屬公司層面之關連交易。收購事項及注資其後已於二零一六年三月完成。有關詳情於本公司日期為二零一六年一月八日及二零一六年三月十五日之公告內載列。



董事會報告

持續關連交易

融資租賃協議

於二零一五年十二月三十日，本公司間接非全資附屬公司瑞盈信融與深圳大生之間接非全資附屬公司南京大生蔬菜產業有限公司（「南京大生蔬菜」）訂立融資租賃協議，據此，瑞盈信融已有條件同意按代價人民幣 **18,000,000** 元向南京大生蔬菜購買並租回該等資產，而南京大生蔬菜已有條件同意向瑞盈信融出售並租賃該等資產，為期三年。由於南京大生蔬菜為深圳大生之間接非全資附屬公司，而深圳大生（本公司之主要股東）分別由蘭華升先生（董事長兼執行董事）及盧挺富先生（本公司監事）間接擁有 **70%** 及 **30%** 權益，故南京大生蔬菜為深圳大生、蘭華升先生及盧挺富先生之聯繫人士。故此南京大生蔬菜為本公司之關連人士。因此，融資租賃協議構成本公司之持續關連交易。相關詳情於本公司日期為二零一五年十二月三十日之公告內載列。

於二零一六年一月二十六日，瑞盈信融與深圳大生之間接非全資附屬公司南京大生現代農業控股有限公司（「南京大生」）訂立融資租賃協議，據此，瑞盈信融已有條件同意按代價人民幣 **25,000,000** 元向南京大生購買並租回該等資產，而南京大生已有條件同意向瑞盈信融出售並租賃該等資產，為期一年。由於南京大生為深圳大生之間接非全資附屬公司，故南京大生為深圳大生、蘭華升先生及盧挺富先生之聯繫人士。故此南京大生為本公司之關連人士。因此，融資租賃協議構成本公司之持續關連交易。相關詳情於本公司日期為二零一六年一月二十六日之公告內載列。

於二零一六年十二月二十六日，上海潤通實業投資有限公司（「上海潤通」）及瑞盈信融（廈門）融資租賃有限公司（「瑞盈（廈門）」）（均為本公司之間接非全資附屬公司）與南京大生訂立融資租賃協議，據此，瑞盈（廈門）已有條件同意向上海潤通購買該資產及將該資產租賃予南京大生，代價為人民幣 **9,800,000** 元，而南京大生已有條件同意向瑞盈（廈門）租賃及購買該資產，為期三年。由於南京大生為深圳大生之非全資附屬公司，故南京大生為深圳大生、蘭華升先生及盧挺富先生之聯繫人士。故此南京大生為本公司之關連人士，而融資租賃協議構成本公司之持續關連交易。相關詳情於本公司日期為二零一六年十二月二十六日之公告內載列。



董事會報告

建築合約

於二零一六年十二月二十九日，本公司之非全資附屬公司南通路橋工程有限公司（「南通路橋」）就南通路橋向南京大生提供建設服務與南京大生訂立建築合約，費用為人民幣**83,600,000**元。建設服務將於**120**天內完成。由於南京大生為深圳大生之非全資附屬公司，故南京大生為深圳大生、蘭華升先生及盧挺富先生之聯繫人士。故此南京大生為本公司之關連人士，而建築合約構成本公司之持續關連交易。相關詳情於本公司日期為二零一六年十二月二十九日之公告內載列。

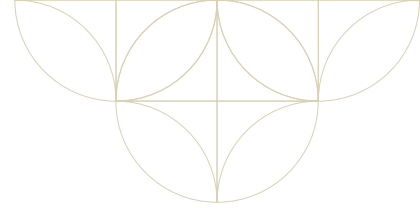
確認持續關連交易

獨立非執行董事已按照上市規則第**14A.55**條審閱上文所載之持續關連交易，並已確認持續關連交易均已**(i)**在本公司之日常及一般業務過程中訂立；**(ii)**按一般商業條款或對本集團而言按不遜於提供予獨立第三方之條款訂立；及**(iii)**根據規管該等交易之相關協議，按公平合理並符合本公司及股東整體利益之條款訂立。

本公司之外聘核數師香港立信德豪會計師事務所有限公司已獲聘根據香港會計師公會頒佈之香港核證委聘準則第**3000**號（經修訂）「審核或審閱歷史財務資料以外之核證委聘」及參照實務說明第**740**號「關於香港上市規則所述持續關連交易之核數師函件」就本集團之持續關連交易作出報告。香港立信德豪會計師事務所有限公司已根據上市規則第**14A.56**條就上文披露之持續關連交易發出載有其發現及結論之無保留意見報告。核數師函件確認並無發現任何事項致使彼等相信上述持續關連交易**(i)**並未獲得本公司董事會批准；**(ii)**在各重大方面並無根據本集團之定價政策訂立；**(iii)**在各重大方面並無根據規管交易之相關協議訂立；及**(iv)**金額超出本公司有關公告所載之年度上限。

關聯方交易

本集團截至二零一六年十二月三十一日止年度訂立的關聯方交易概要於財務報表附註**38**披露。除上文「關連交易及持續關連交易」一節所披露之交易外，該等關聯方交易概無構成上市規則第**14A**章項下之須予披露關連交易。



董事會報告

僱員及薪酬政策

本集團僱員以職務劃分之分析如下：

	員工人數	
	二零一六年	二零一五年
職能：		
管理	82	77
銷售及市場推廣	65	28
會計及財務	48	42
行政及人力資源	39	32
法律	8	2
資訊系統	1	4
技術及質素監控	22	89
船務及運輸	無	3
儲存中心	11	13
專業工程師	161	39
施工工人	52	86
總計	489	415

於二零一六年十二月三十一日，本集團有**489**名僱員（二零一五年：**415**名僱員）。僱員薪酬乃經參考行業慣例及個別僱員之表現、資歷及工作經驗後釐定。薪酬組合包括基本薪金、酌情花紅、為中國僱員而設之國家管理退休福利計劃及為香港僱員而設之強制性公積金計劃。本年度員工成本（包括董事）約為人民幣**70,654,000**元（二零一五年：人民幣**57,872,000**元）。

本集團概無發生任何重大勞資糾紛或罷工，導致其日常業務運作受干擾的情況。董事認為，本集團與其僱員之關係良好。

環保政策

本集團致力打造著重保護天然資源之環保企業。

本公司將自本年報刊發日期起三個月內於聯交所網站另行刊發聯交所上市規則要求之「環境、社會及管治報告」，該報告載列年內本集團於環境及社會方面的表現。

主要風險及不確定因素

本集團之財務狀況、經營業績及業務前景可能受與本集團業務有關的一系列風險及不確定因素之直接或間接影響。以下為本集團所識別之主要風險及不確定因素。

宏觀調控風險

公司主要營業收入來自於銷售燃料油、化肥農產品等貿易業務。這些產品都具有週期性的特點，對宏觀經濟環境、地區及全球經濟的週期性變化、生產能力及產量變化、消費需求、原料的價格及供應情況、替代產品的價格及供應情況敏感度較強，會對公司經營產生影響。經濟波動也直接影響對燃料油等能源產品的需求，尤其在經濟景氣下行的情況下，公司的經營業績將可能受到影響。

市場競爭風險

在石油化工品貿易方面，公司經營規模的不斷擴大。但是，與國內幾大勘探、生產、銷售一體經營的石油石化類公司相比，公司無論在經營規模、盈利能力、資源儲備、銷售終端、原油進出口權和產業鏈延伸方面都有較大的差距。2006年12月，國家頒佈了《原油市場管理辦法》和《成品油市場管理辦法》，隨著國內石油石化市場的逐步開放，公司在多個業務領域面臨著來自國內外石油化工企業強有力的競爭。

價格波動風險

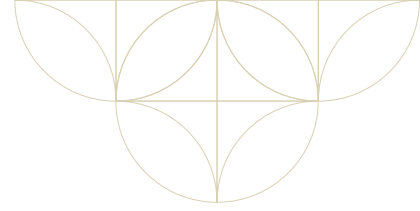
公司主要業務為燃料油、化肥及農產品等的大宗商品貿易。近年來受多種因素影響，國際原油價格波動性較大，而根據2009年5月7日實施的《石油價格管理辦法(試行)》，雖然國內成品油價格形成機制進一步趨於市場化，但仍由政府進行適當的管理。因此，國際原油價格的波動以及國內市場的油價波動可能會影響公司的經營狀況，並對經營業績產生一定的影響。

行業擴張風險

本公司持續將業務拓展至農業業務領域內的金融服務，並將較多採用收購或合營的方式以加快拓展業務的步伐。而上述方式對於本公司所掌握的資源以及集團公司管理能力將是一個重大的挑戰。若本公司不能有效的面對擴張活動所帶來的不確定性，可能對本公司的業務盈利水平造成不利影響。

財務風險

主要財務風險載於綜合財務報表附註39「金融工具 – 風險管理及公平值」。



董事會報告

競爭權益

董事或任何彼等各自之聯繫人士概無從事與本集團業務競爭或可能有競爭之任何業務，亦無與本集團有任何其他利益衝突。

獲准許之彌償條文

本公司已就本集團之董事及高級人員面對因企業活動而產生之法律行動，為董事及高級人員之責任作出適當之投保安排。根據《公司條例》(香港法例第 622 章)條文之規定，獲准許之彌償條文乃基於董事利益而生效。

遵守法律法規

本公司為於中國成立之公司及其 H 股於聯交所上市。本集團之業務主要由本公司之附屬公司於中國及香港進行。因此，本集團須遵守中國及香港的多項適用法律法規。截至二零一六年十二月三十一日止年度，據本公司所知，本集團並無重大違反或未遵守對其業務及經營有重大影響之有關法律法規。

公眾持股量充足性

根據本公司現有的公開資料及就董事所知，本公司於本報告日期一直維持上市規則所規定的充足公眾持股量。

報告期後事項

於二零一六年十二月三十一日後及直至本報告日期所發生之重大事件之詳情載於財務報表附註 41。

本公司之核數師

截至二零一六年十二月三十一日止年度之財務報表已經由香港立信德豪會計師事務所有限公司審核，香港立信德豪會計師事務所有限公司任滿告退並合資格，且表示願意於本公司應屆股東週年大會上應聘連任。重新委任香港立信德豪會計師事務所有限公司及授權董事釐定其酬金之決議案將於本公司應屆股東週年大會上提呈。

代表董事會

蘭華升
董事長

中國上海，二零一七年三月十三日

獨立核數師報告



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致上海大生農業金融科技股份有限公司股東
(於中華人民共和國註冊成立的有限公司)

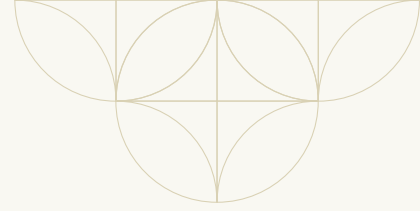
意見

本核數師(以下簡稱「我們」)已審核列載於第 56 頁至 134 頁上海大生農業金融科技股份有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，其包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實而公平地反映 貴集團於二零一六年十二月三十一日的綜合財務狀況，及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

意見基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。我們就該等準則承擔的責任在本報告的「核數師就審核綜合財務報表承擔之責任」一節中進一步闡述。根據香港會計師公會的「職業會計師道德守則」(「守則」)，我們獨立於 貴集團，並已履行守則中的其他道德責任。我們相信，我們所獲得的審核憑證能充足和適當地為我們的意見提供基礎。



獨立核數師報告

關鍵審核事項

關鍵審核事項是根據我們的職業判斷，對本期間綜合財務報表的審核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

收益確認

關鍵審核事項

釐定 貴集團是否作為銷售石化產品及農產品之委託人或代理時，董事需作出判斷及考慮所有相關之事實及情況。僅當 貴集團面臨與銷售貨品有關之重大風險並享有相關回報，則 貴集團為委託人。董事透過審閱所有相關合約及各銷售交易之實質內容評估 貴集團為委託人或代理。

於截至二零一六年十二月三十一日止年度， 貴集團確認按淨額基準呈列之代理服務收入人民幣 13,598,000 元及按總額基準呈列之交易收入人民幣 13,008,901,000 元。

請參閱第 79 頁及第 87 頁至 89 頁之綜合財務報表附註 4(p) 及 6。

我們的回應：

我們有關董事評估 貴集團於買賣石化產品及農產品時為委託人或代理之審核程序包括：

- 向董事問詢買賣石化產品及農產品之業務模式及該等銷售交易之實質內容；
- 審閱相關文件(包括買賣合約)之主要條款，基於實例，釐定 貴集團是否面臨與銷售石化產品及農產品有關之重大風險並享有相關回報；及
- 會見主要客戶及供應商，透過問詢董事該等銷售交易之業務模式及實質內容確認我們對有關情況的了解。



獨立核數師報告

關鍵審核事項 (續)

商譽及工程許可證減值評估

關鍵審核事項

於二零一六年十二月三十一日，貴集團商譽及工程許可證無形資產總額分別達人民幣 **16,930,000** 元及人民幣 **131,266,000** 元，已分配至路橋建設分部之一個現金產生單位。該等資產每年進行減值測試。

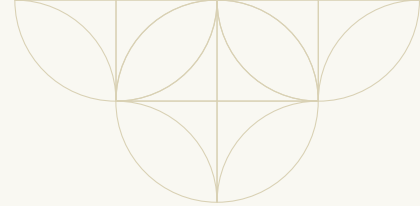
董事得出結論，商譽及工程許可證概無存在任何減值。本結論乃基於現金產生單位之可收回金額得出。現金產生單位之可收回金額按使用價值計算釐定，涉及與稅前貼現率及相關現金流量（尤其是未來收益增長）有關之重大判斷及假設。

請參閱第 69 頁及第 100 頁至 101 頁之綜合財務報表附註 4(d) 及 19。

我們的回應：

我們有關董事減值評估之審核程序包括：

- 評估釐定可收回金額所應用之貼現率及增長率之合理性；
- 基於我們對業務及行業的了解，質疑其他主要假設之合理性；及
- 核准輸入數據（如已批准預算）以支持論證，及考量該等預算之合理性。



獨立核數師報告

關鍵審核事項 (續)

釐定在業務合併中收購之無形資產之收購日期之公平值

關鍵審核事項

於二零一六年七月，貴集團完成收購上海諧易企業管理諮詢有限公司(「諧易」)。由貴集團收購諧易之主要可識別資產指與支付業務許可證有關之無形資產。有關無形資產具有無限可使用年期，於貴公司於二零一六年十二月三十一日之綜合財務狀況表中確認，並按其於收購日期之公平值約人民幣225,786,000元計量。釐定無形資產之收購日期之公平值須就貼現率及相關現金流量作出重大管理判斷及假設。

請參閱綜合財務報表附註34。

我們的回應：

我們有關釐定無形資產之收購日期之公平值之審核程序包括：

- 評估所使用估值方法及釐定公平值所應用之貼現率之合理性；
- 基於我們對業務及行業的了解，評估主要假設之合理性；及
- 核准輸入數據(如現金流量預測)以支持論證，及考量該等預測之合理性。

年報內之其他資料

董事須對其他資料負責。其他資料包括貴公司年報所載之資料，惟不包括綜合財務報表及我們就此發出之核數師報告。

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

就我們審核綜合財務報表而言，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況有重大不一致，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。



獨立核數師報告

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製及真實而公平地列報該等綜合財務報表，以及維持董事認為必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

董事亦負責監督 貴集團財務報告程序。就此而言，審核委員會協助董事履行責任。

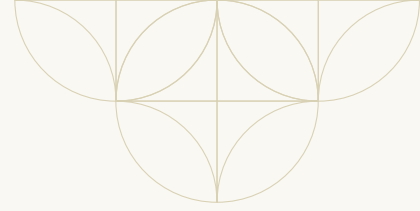
核數師就審核綜合財務報表承擔之責任

我們的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見之核數師報告。本報告按照我們的聘用條款，僅向整體股東報告，除此之外本報告別無目的。我們不會就本報告的內容對任何其他人士負上或承擔任何責任。

合理保證是高水平之保證，但不能保證按香港審計準則進行之審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期彼等個別或滙總起來可能影響使用者依據該等綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及取得充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險比較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審核相關的內部控制，以設計適當的審核程序，但並非旨在對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露資料的合理性。



獨立核數師報告

核數師就審核綜合財務報表承擔之責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對 貴集團持續經營的能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露資料進行關注。假若有關披露資料不足，則修訂我們的意見。我們的結論是基於截至我們的核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致 貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映相關交易和事項。
- 就 貴集團中實體或業務活動的財務資料獲取充分、適當的審核證據，以對綜合財務報表發表意見。我們負責指導、監督和執行集團審核。我們僅對我們的審核意見承擔責任。

我們就(其中包括)既定審核範圍、時間安排、重大審核結果等事項，包括我們在審核期間識別出內部控制的任何重大缺陷與審核委員會進行了溝通。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關職業道德要求，並與他們溝通所有合理地被認為會影響我們獨立性的關係和其他事項，以及在適用的情況下，相關的防範措施。

從與董事溝通的事項中，我們決定哪些事項對本期間綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

香港立信德豪會計師事務所有限公司

執業會計師

李家樑

執業證書號碼：P01220

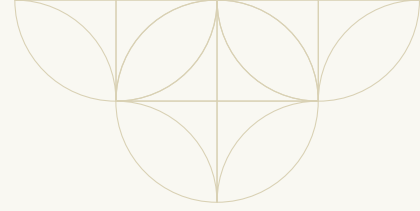
香港，二零一七年三月十三日

綜合全面收益表

截至二零一六年十二月三十一日止年度

	附註	二零一六年 人民幣千元	二零一五年 人民幣千元
營業額	6	14,364,866	8,223,074
銷售成本		(13,765,328)	(7,721,024)
毛利		599,538	502,050
其他收入及收益	7	27,135	70,356
分銷成本		(10,651)	(11,722)
行政費用		(122,500)	(120,481)
應佔聯營公司利潤	20	2,166	2,680
融資成本	8	(46,015)	(60,396)
除所得稅費用前利潤	9	449,673	382,487
所得稅費用	12	(105,064)	(98,305)
年度利潤		344,609	284,182
其他全面收益			
可重新分類至損益之項目：			
換算外國業務之匯兌差額		(58)	(147)
可供出售投資公平值變動		6,750	-
年度總全面收益		351,301	284,035
應佔年度利潤：			
- 本公司持有人		307,082	247,449
- 非控股權益		37,527	36,733
		344,609	284,182
應佔年度總全面收益：			
- 本公司持有人		311,952	247,302
- 非控股權益		39,349	36,733
		351,301	284,035
每股盈利(以人民幣每股計)(附註)			(經重列)
- 基本	13	0.043	0.057
- 攤薄	13	0.043	0.057

附註：截至二零一五年十二月三十一日止年度之每股基本及攤薄盈利已因本公司於二零一六年九月十九日發行紅股之影響而獲重列。



綜合財務狀況表

於二零一六年十二月三十一日

	附註	二零一六年 人民幣千元	二零一五年 人民幣千元
資產			
非流動資產			
根據營運租賃持作自用租賃土地之款項	15	8,926	9,123
物業、廠房及設備	16	112,178	99,641
在建工程	17	-	1,874
投資物業	18	21,317	17,045
無形資產	19	446,462	148,284
於聯營公司權益	20	93,389	65,260
可供出售金融資產	21	14,050	5,800
貿易及其他應收款	23	925,418	723,032
遞延稅項資產	29	11,502	24,076
總非流動資產		1,633,242	1,094,135
流動資產			
存貨	22	49,541	33,028
貿易及其他應收款	23	6,067,854	4,548,858
應收客戶合約工程款項	24	28,185	24,826
限制銀行存款	25	419,855	251,375
現金及現金等價物		1,225,884	362,577
分類為持作出售之資產	26	-	7,827
總流動資產		7,791,319	5,220,664
總資產		9,424,561	6,322,626
負債			
流動負債			
貿易及其他應付款	27	4,162,742	3,347,999
應付客戶合約工程款項	24	35,202	69,516
借款	28	1,707,746	1,021,200
本期稅項負債		85,943	73,553
總流動負債		5,991,633	4,512,268
流動資產淨值		1,799,686	716,223
總資產減流動負債		3,432,928	1,810,358

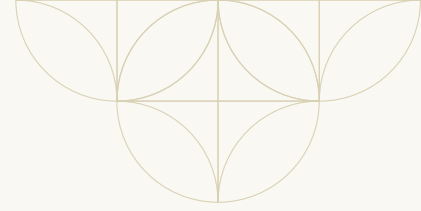
綜合財務狀況表
於二零一六年十二月三十一日

	附註	二零一六年 人民幣千元	二零一五年 人民幣千元
非流動負債			
借款	28	-	31,667
遞延稅項負債	29	70,606	31,431
總非流動負債		70,606	63,098
總負債		6,062,239	4,575,366
資產淨值		3,362,322	1,747,260
本公司持有人應佔股本及儲備			
股本	30	763,308	305,432
儲備		2,308,553	1,174,281
本公司持有人應佔權益		3,071,861	1,479,713
非控股權益	33	290,461	267,547
總權益		3,362,322	1,747,260

代表董事會

蘭華升
董事

莫羅江
董事



綜合權益變動表

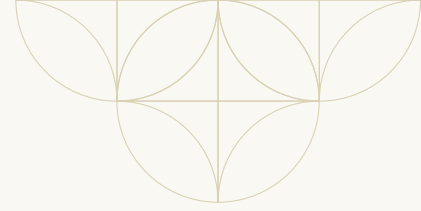
截至二零一六年十二月三十一日止年度

	股本 人民幣千元	資本儲備 (附註31(a)) 人民幣千元	法定公積金 (附註31(b)) 人民幣千元	其他儲備 (附註31(c)) 人民幣千元	貨幣換算 儲備 (附註31(d)) 人民幣千元	可供出售 投資儲備 (附註31(f)) 人民幣千元	保留盈利 (附註31(e)) 人民幣千元	本公司 持有人 應佔權益 人民幣千元	非控股權益 (附註33) 人民幣千元	總計 人民幣千元
於二零一五年一月一日結餘	140,429	174,956	112,404	17,912	(7,663)	-	454,558	892,596	134,934	1,027,530
年度利潤	-	-	-	-	-	-	247,449	247,449	36,733	284,182
換算外國業務之匯兌差額	-	-	-	-	(147)	-	-	(147)	-	(147)
年度總全面收益	-	-	-	-	(147)	-	247,449	247,302	36,733	284,035
已付二零一四年末期股息(附註14)	-	-	-	-	-	-	(50,905)	(50,905)	-	(50,905)
供股(附註30(a)(i))	63,192	327,528	-	-	-	-	-	390,720	-	390,720
紅股發行(附註30(a)(ii))	101,811	(101,811)	-	-	-	-	-	-	-	-
收購附屬公司(附註35)	-	-	-	-	-	-	-	-	47,421	47,421
來自非控股權益之注資	-	-	-	-	-	-	-	-	56,000	56,000
轉撥至法定公積金	-	-	21,103	-	-	-	(21,103)	-	-	-
支付予非控股權益之股息	-	-	-	-	-	-	-	-	(7,541)	(7,541)
於二零一五年十二月三十一日 及二零一六年一月一日結餘	305,432	400,673	133,507	17,912	(7,810)	-	629,999	1,479,713	267,547	1,747,260
年度利潤	-	-	-	-	-	-	307,082	307,082	37,527	344,609
換算外國業務之匯兌差額	-	-	-	-	(58)	-	-	(58)	-	(58)
其他全面收入	-	-	-	-	-	4,928	-	4,928	1,822	6,750
年度總全面收益	-	-	-	-	(58)	4,928	307,082	311,952	39,349	351,301
已付二零一五年末期股息(附註14)	-	-	-	-	-	-	(76,630)	(76,630)	-	(76,630)
配售股份(附註30(a)(iii))	203,440	1,148,142	-	-	-	-	-	1,351,582	-	1,351,582
紅股發行(附註30(a)(iv))	254,436	(254,436)	-	-	-	-	-	-	-	-
收購附屬公司(附註34)	-	-	-	-	-	-	-	-	48,504	48,504
來自非控股權益之注資	-	-	-	-	-	-	-	-	70,800	70,800
終止確認有關應當出售 一家非全資附屬公司之非控股權益	-	-	-	-	-	-	-	-	(9,002)	(9,002)
收購附屬公司額外股本權益 (附註33)	-	-	-	-	-	-	5,244	5,244	(119,197)	(113,953)
轉撥至法定公積金	-	-	18,531	-	-	-	(18,531)	-	-	-
支付予非控股權益之股息	-	-	-	-	-	-	-	-	(7,540)	(7,540)
於二零一六年十二月三十一日結餘	763,308	1,294,379	152,038	17,912	(7,868)	4,928	847,164	3,071,861	290,461	3,362,322

綜合現金流量表

截至二零一六年十二月三十一日止年度

附註	二零一六年 人民幣千元	二零一五年 人民幣千元
營運活動所得的現金流量		
除所得稅費用前利潤	449,673	382,487
已就下列項目作調整：		
股息收入	(1,000)	(1,500)
利息收入	(8,411)	(10,111)
融資成本	46,015	60,396
議價收購之收益	35	(475)
無形資產攤銷	43	29
根據營運租賃持作自用租賃土地之款項攤銷	197	209
物業、廠房及設備之折舊	10,387	10,063
出售物業、廠房及設備之虧損／(收益)，淨額	84	(1,800)
重新計量不再分類為持作出售之資產之虧損	2,417	-
投資物業之折舊	1,144	910
應佔聯營公司利潤	(2,166)	(2,680)
貿易及其他應收款撥回減值虧損，淨額	30,460	(48,665)
營運資金變動前經營利潤	528,843	388,863
存貨(增加)／減少	(15,989)	161,312
貿易及其他應收款增加	(1,637,245)	(1,872,833)
貿易及其他應付款增加	345,258	1,392,865
應收／(應付)客戶合約工程款項(增加)／減少	(27,609)	25,469
營運(所用)／所得的現金	(806,742)	95,676
已付利息	(56,079)	(68,012)
已付所得稅	(98,451)	(82,745)
營運活動所用的現金淨額	(961,272)	(55,081)
投資活動所得的現金流量		
購買無形資產	(431)	-
購買持有至到期金融資產	(61,000)	-
購買物業、廠房及設備及在建工程	(7,482)	(30,670)
出售物業、廠房及設備之所得款項	102	2,784
限制銀行存款減少	74,440	41,667
已收利息	8,411	10,111
收購附屬公司，扣除所購入之現金	34, 35	(40,591)
收購一家聯營公司	(26,600)	(30,000)
購買可供出售投資	(1,500)	(5,000)
已收可供出售金融資產股息	1,000	1,500
應當出售一家非全資附屬公司	(10,004)	-
向一名獨立第三方提供之貸款	-	(92,976)
收購附屬公司之按金	-	(30,000)
投資活動所用的現金淨額	(54,501)	(173,175)



綜合現金流量表

截至二零一六年十二月三十一日止年度

	附註	二零一六年 人民幣千元	二零一五年 人民幣千元
融資活動所得的現金流量			
來自非控股權益之注資		70,800	31,000
新增借款		1,945,388	1,166,700
償還借款		(1,290,509)	(1,050,866)
來自獨立第三方之墊款		-	1,148
配售及認購股份之所得款項		1,351,582	-
供股之所得款項		-	390,720
收購非控股權益		(113,953)	-
已付本公司持有人股息		(76,630)	(50,905)
已付非控股權益股息		(7,540)	(7,541)
融資活動所得的現金淨額		1,879,138	480,256
現金及現金等價物增加淨額		863,365	252,000
年初現金及現金等價物		362,577	110,724
現金及現金等價物匯率變動之影響		(58)	(147)
年終現金及現金等價物		1,225,884	362,577

財務報表附註

截至二零一六年十二月三十一日止年度

1. 一般資料

上海大生農業金融科技股份有限公司(「本公司」)及其附屬公司(合稱「本集團」)主要在中華人民共和國(「中國」)從事路橋建設、石化產品及農產品貿易及金融服務。其母公司為深圳市大生農業集團有限公司及其最終母公司為深圳前海大生股權投資基金有限公司(均為於中國註冊成立之公司)。其最終控股方為本集團之執行董事蘭華升先生。路橋建設業務方面,本集團持有工程施工總承包一級資格及市政公用工程總承包一級資格。本集團亦為客戶提供石化產品及農產品的採購、儲存及付運「一站式」解決方案。本集團的石化產品及農產品供應鏈服務地域覆蓋長江下游一帶及一些內陸省份。本集團所提供之金融服務包括融資租賃和商業保理。本集團提供軟件相關服務,包括支付平台系統的安裝及技術支持。

本公司為於中國註冊成立之股份有限公司。本公司註冊辦事處之地址為中國上海浦東新區浦東大道2056號仁和大廈706室。本公司之主要營業地址為中國上海徐匯區天鑰橋路327號嘉匯國際廣場G座10-11樓。

於二零一六年一月四日,本公司之名稱已由上海棟華石油化工股份有限公司改為上海大生農業金融科技股份有限公司。

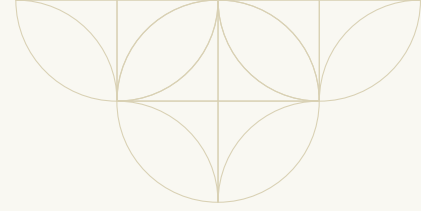
2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂/經修訂香港財務報告準則 — 於二零一六年一月一日生效

於本年度,本集團已首次應用下列由香港會計師公會(「香港會計師公會」)頒佈之新修訂,該等修訂與本集團於二零一六年一月一日開始之年度期間之財務報表相關並於該期間生效。

香港財務報告準則(修訂本)	二零一二年至二零一四年週期之年度改進
香港會計準則第1號之修訂	披露措施
香港會計準則第16號及	釐清折舊及攤銷之可接納方法
香港會計準則第38號之修訂	
香港會計準則第16號及	農業:生產性植物
香港會計準則第41號之修訂	
香港會計準則第27號之修訂	獨立財務報表之權益法
香港財務報告準則第10號、	投資實體:應用綜合入賬之例外情況
香港財務報告準則第12號及	
香港會計準則第28號之修訂	
香港財務報告準則第11號之修訂	收購合營業務權益之會計處理方法
香港財務報告準則第14號	監管遞延賬目

採納香港會計師公會(「香港會計師公會」)頒佈之新訂/經修訂香港財務報告準則對本集團之財務報表並無任何重大影響。



財務報表附註

截至二零一六年十二月三十一日止年度

2. 採納香港財務報告準則（「香港財務報告準則」）^(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

本集團並無提前採納下列已頒佈但尚未生效且與本集團之財務報表潛在相關之新訂／經修訂香港財務報告準則。本集團目前有意在該等準則生效之日應用相關變動。

香港會計準則第 7 號之修訂	披露措施 ¹
香港會計準則第 12 號之修訂	就未變現虧損確認遞延稅項資產 ¹
香港財務報告準則第 9 號	金融工具 ²
香港財務報告準則第 15 號	來自客戶合約之收入 ²
香港財務報告準則第 15 號之修訂	來自客戶合約之收入（香港財務報告準則第 15 號之澄清） ²
香港財務報告準則第 16 號	租賃 ³
香港財務報告準則第 10 號及 香港會計準則第 28 號之修訂	投資者與其聯營公司或合營公司之間的資產出售或注資 ⁴

¹ 於二零一七年一月一日或之後開始之年度期間生效

² 於二零一八年一月一日或之後開始之年度期間生效

³ 於二零一九年一月一日或之後開始之年度期間生效

⁴ 該等修訂原定於二零一六年一月一日或之後開始期間生效。生效日期現已被遞延／移除。提早應用該等修訂仍獲准許

香港會計準則第 7 號之修訂 — 披露措施

該等修訂引入一項額外披露，將使財務報表使用者能夠評估融資活動產生之負債變動。

香港會計準則第 12 號之修訂 — 就未變現虧損確認遞延稅項資產

該等修訂與遞延稅項資產之確認有關，並澄清若干必要考量，包括就與按公平值計量之債務工具有關之遞延稅項資產之會計處理方法。

2. 採納香港財務報告準則（「香港財務報告準則」）*（續）*

（b）已頒佈但尚未生效之新訂／經修訂香港財務報告準則 *（續）*

香港財務報告準則第9號 – 金融工具

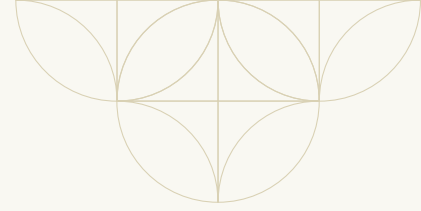
香港財務報告準則第9號引進有關金融資產分類及計量之新規定。按業務模式持有且持有資產之目的為收取合約現金流量之債務工具（業務模式測試）以及具產生現金流量之合約條款且僅為支付本金及未償還本金利息之債務工具（合約現金流量特徵測試），一般均按攤銷成本計量。倘該實體業務模式之目的為持有及收取合約現金流量並出售金融資產，則符合合約現金流量特徵測試之債務工具按公平值計入其他全面收益（「按公平值計入其他全面收益」）計量。實體可於初步確認時作出不可撤銷之選擇，以按公平值計入其他全面收益計量並非持作買賣之股本工具。所有其他債務及股本工具按公平值計入損益（「按公平值計入損益」）計量。

香港財務報告準則第9號就並非按公平值計入損益計量之所有金融資產納入新的預期虧損減值模式（取代香港會計準則第39號之已產生虧損模式）以及新的一般對沖會計規定，以讓實體於財務報表內更好地反映其風險管理活動。

香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債確認、分類及計量規定，惟指定為按公平值計入損益之金融負債除外，該負債之信貸風險變動應佔之公平值變動金額於其他全面收益確認，除非此舉會導致或擴大會計錯配，則另當別論。此外，香港財務報告準則第9號保留香港會計準則第39號之規定，以終止確認金融資產及金融負債。

香港財務報告準則第15號 – 來自客戶合約之收入

新訂準則設立單一收益確認框架。框架之主要原則為實體應確認收益，以說明實體按反映交換商品及服務預期所得代價之金額向客戶轉讓所承諾商品或服務。香港財務報告準則第15號取代現有收益確認指引，包括香港會計準則第18號「收益」、香港會計準則第11號「建築合約及相關詮釋」。



財務報表附註

截至二零一六年十二月三十一日止年度

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第 15 號 – 來自客戶合約之收入(續)

香港財務報告準則第 15 號規定確認收益所應用之五個步驟：

- 第一步： 識別與客戶所訂立之合約
- 第二步： 識別合約之履約責任
- 第三步： 釐定交易價格
- 第四步： 分配交易價格至各履約責任
- 第五步： 於履行各履約責任後確認收益

香港財務報告準則第 15 號包括對可能改變目前根據香港財務報告準則之做法之特定收益相關事宜之特定指引。有關準則亦顯著加強有關收益之定性及定量披露。

香港財務報告準則第 15 號之修訂 – 來自客戶合約之收入

香港財務報告準則第 15 號之修訂包括對識別履約責任作出澄清；應用委託人相對於代理之概念；知識產權許可；及過渡需要。

香港財務報告準則第 16 號 – 租賃

香港財務報告準則第 16 號於生效日期將取代香港會計準則第 17 號「租賃」及相關詮釋，引入單一承租人會計處理模式並規定承租人就為期超過 12 個月之所有租賃確認資產及負債，除非相關資產為低價值資產。具體而言，根據香港財務報告準則第 16 號，承租人須確認使用權資產(表示其有權使用相關租賃資產)及租賃負債(表示其有責任支付租賃款項)。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，在現金流量表中呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可註銷租賃付款，亦包括承租人合理肯定會行使選擇權延續租賃或行使中止租賃選擇權之情況下，將於選擇權期間內作出之付款。就根據前訂準則香港會計準則第 17 號分類為經營租賃之租賃而言，此會計處理方法與承租人會計法顯著不同。

就出租人會計法而言，香港財務報告準則第 16 號大致沿用香港會計準則第 17 號之出租人會計法規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且對兩類租賃進行不同會計處理。



財務報表附註

截至二零一六年十二月三十一日止年度

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號之修訂—投資者與其聯營公司或合營公司之間的資產出售或注資

該等修訂釐清實體向其聯營公司或合營公司出售或注入資產時予以確認盈虧之範圍。倘交易涉及業務，將全數確認盈虧，反過來說，倘交易涉及並不構成業務之資產，則僅就於合營公司或聯營公司之無關連投資者權益確認盈虧。

本集團已開始評估採納上述新訂／經修訂準則及修訂對本集團構成之影響，惟尚未能說明該等新宣告是否將對本集團之會計政策及財務報表造成重大變動。

3. 編製基準

(a) 遵例聲明

綜合財務報表已根據香港會計師公會頒佈之所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(以下統稱「香港財務報告準則」)及香港《公司條例》之披露規定編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則規定之適用披露。

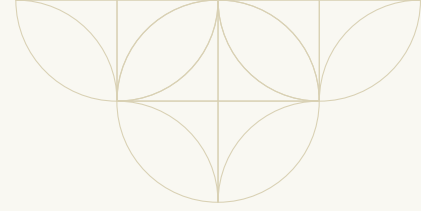
本集團亦根據中華人民共和國公認會計原則(「中國公認會計原則」)編製綜合財務報表，以按法定要求存檔。由於香港財務報告準則與中國公認會計原則存在差異，故根據香港財務報告準則編製之綜合財務報表與根據中國公認會計原則編製者所呈列之本集團財務狀況及業績可能有所不同。

(b) 計量基準

綜合財務報表已按歷史成本基準編製，惟若干按公平值計量之可供出售投資除外(如下文附註4所載會計政策所闡釋)，而分類為持作出售之非流動資產乃按其緊接根據本集團之會計政策分類為持作出售前之賬面值與公平值減銷售成本之間的較低者計量。

(c) 功能及呈列貨幣

財務報表以人民幣(「人民幣」)呈列，即與本公司之功能貨幣相同。



財務報表附註

截至二零一六年十二月三十一日止年度

4. 主要會計政策

(a) 業務合併及綜合賬目基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團內公司間交易及結餘連同未變現利潤於編製綜合財務報表時全數沖銷。未變現虧損亦予以沖銷，除非相關交易出現證據顯示轉讓資產減值，在此情況下，虧損則在損益中確認。

年內已收購或出售之附屬公司業績，由收購日期起或直至出售日期(如適合)納入綜合全面收益表內。本集團於需要時會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所用者相符。

收購附屬公司或業務採用收購法入賬。收購成本按本集團(作為收購方)所轉讓資產、所產生負債以及所發行股本權益於收購日期之公平值總額計算。所收購之可識別資產及所承擔之負債主要按於收購日期之公平值計算。本集團以往持有被收購方之股本權益按收購日期之公平值重新計算，並將因此而產生之盈虧於損益內確認。本集團可按每宗交易選擇按公平值或按所佔被收購方可識別資產淨值之比例計算反映現時於附屬公司之擁有權權益之非控股權益。除非香港財務報告準則規定須採用另一項計量基準，否則所有其他非控股權益均按公平值計量。所產生之收購相關成本列作開支，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃從權益中扣除。

由收購方將予轉讓之任何或然代價按收購日期之公平值確認。其後對代價之調整僅於調整源自於計量期(最長為收購日期起12個月)內所取得有關於收購日期之公平值之新資料時方與商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益確認。

收購日期為二零一零年一月一日(即本集團首次應用香港財務報告準則第3號(二零零八年)之日)前之業務合併所產生之或然代價結餘已根據該準則之過渡規定入賬。有關結餘於首次應用該準則時並未作調整。其後對有關代價估計之修訂作為對該等業務合併成本之調整處理，並被確認為商譽之一部分。

4. 主要會計政策 (續)

(a) 業務合併及綜合賬目基準 (續)

本集團於附屬公司權益之變動如並無導致喪失控制權，入賬列為權益交易。本集團權益及非控股權益之賬面值予以調整，以反映各自於附屬公司之權益變動。經調整後非控股權益金額與所付或所收代價公平值之任何差額，直接於權益確認，並撥歸本公司持有人所有。

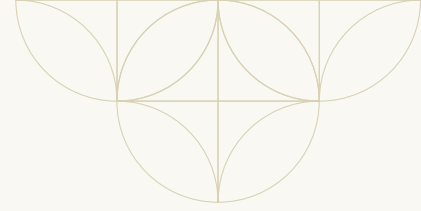
當本集團喪失附屬公司控制權，出售盈虧為按以下兩者之差額計算：(i) 已收代價公平值與任何保留權益公平值之總額及(ii) 附屬公司資產(包括商譽)及負債與任何非控股權益之過往賬面值。以往於其他全面收益確認與附屬公司有關之金額，按倘若相關資產或負債被出售時可能規定之相同方式入賬。

收購後，反映現時於附屬公司擁有權益之非控股權益之賬面值為該等權益於初步確認時之金額，另加有關非控股權益其後所佔之權益變動。即使全面收入總額計入有關非控股權益造成負結餘，仍如此入賬。

(b) 附屬公司

附屬公司乃指本公司可行使控制權之被投資公司。倘出現全部以下三項要素，則可視為本公司對被投資公司行使控制權：(1) 對被投資公司可行使權力、(2) 承擔風險或享有權力以從被投資公司取得可變回報，且(3) 有能力藉對被投資公司行使其權力而影響該等可變回報。當出現該等證明任何控制權要素出現變動之事實及情況，控制權將會獲重新評估。

於本公司之財務狀況表內，於附屬公司之投資乃以成本扣除減值虧損(如有)列賬。附屬公司之業績由本公司按已收及應收股息入賬。



財務報表附註

截至二零一六年十二月三十一日止年度

4. 主要會計政策 (續)

(c) 聯營公司

聯營公司指本集團可對其有重大影響力之實體(並非附屬公司或合營安排)。重大影響力指有權參與被投資者之財務及營運政策決定，而不是控制或共同控制該等政策。

聯營公司採用權益法入賬，據此聯營公司初步按成本予以確認，其賬面值其後因應本集團所佔收購後聯營公司淨資產之改變予以調整，惟本集團於聯營公司之權益與虧損差額未予以確認除外，除非有責任填補有關虧損則作別論。

本集團與其聯營公司之間交易產生之盈虧，只就於聯營公司之無關連投資者權益予以確認。該等交易產生之投資者所佔聯營公司之盈虧，與聯營公司之賬面值對銷。倘未實現虧損出現證據顯示已轉讓資產減值，未實現虧損即時在損益中確認。

就聯營公司支付之款項高於本集團所佔已收購可識別資產、負債及或然負債之公平值之任何溢價，將撥充資本，並計入聯營公司之賬面值。倘有客觀證據顯示於一家聯營公司之投資出現減值，則投資之賬面值將以與其他非金融資產一致之方式進行減值測試。

在本公司之財務狀況表內，於聯營公司之投資按成本減減值虧損(如有)列賬。聯營公司之業績由本公司根據年內已收及應收股息入賬。本集團聯營公司之財務報表採用與本集團一致之會計政策編製。

(d) 商譽

商譽初步以成本確認，即轉讓之代價及就非控股權益確認之金額之總和超過所購入可識別資產、負債及或然負債之公平值之部分。

凡可識別資產與負債之公平值超過所付代價之公平值、被收購方任何非控股權益之金額及收購方以往持有被收購方之股本權益於收購日期之公平值的總額，超出之數額於重新評估後於收購日期在損益中確認。

商譽乃按成本減減值虧損計量。就減值測試而言，收購所產生之商譽乃被分配到預期可從收購所產生協同效益獲益之各個有關現金產生單位。現金產生單位為可識別之最小資產組別，其產生之現金流入大致上獨立於其他資產或資產組別之現金流入。透過比較其賬面值及其可收回金額(見附註4(s))，獲分配商譽之現金產生單位每年進行減值測試，及於有跡象顯示該單位可能出現減值時進行減值測試。

4. 主要會計政策 (續)

(d) 商譽 (續)

就於任何財政年度因收購所產生之商譽而言，獲分配商譽之現金產生單位須於該財政年度完結前進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值，則減值虧損先削減分配到該單位之任何商譽賬面值，其後以該單位各資產之賬面值為基準按比例分配到該單位之其他資產。然而，分配予各項資產之虧損將不會把個別資產之賬面值減至低於其公平值減出售成本（倘可計量）或其使用價值（「使用價值」）（倘可釐定）之間的較高者。商譽之任何減值虧損在損益中確認，而不會於其後期間撥回。

(e) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損列賬。

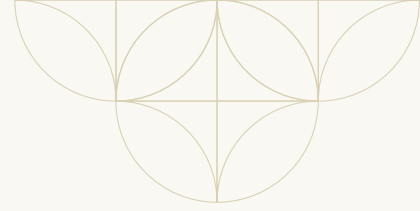
物業、廠房及設備之成本包括其購買價以及購買有關項目直接應佔之成本。

其後成本只有在與該項目有關之未來經濟利益有可能流入本集團，而該項目之成本能可靠計量時，才計入資產的賬面值或確認為獨立資產（如適用）。替代部分之賬面值終止確認。所有其他維修及保養在產生之財務期間於損益確認為開支。

物業、廠房及設備於其估計可使用年期使用直線法折舊，以撇銷其成本（扣減估計剩餘價值）。於各報告期末時，可使用年期、剩餘價值及折舊法會予以審閱及調整（如適合）。可使用年期列示如下：

樓宇	20至42年
租賃裝修	按租賃期
機器	5至10年
儲存設施	12至20年
傢俱、裝置及測試設備	5至10年
運輸設備	2至20年

在建工程按成本減減值虧損入賬。成本包括建築之直接成本及於建築及安裝期內撥充資本之借貸成本。當為準備資產以供作擬定用途所需之絕大部分活動完成時，該等成本停止撥充資本，而在建工程則轉撥至物業、廠房及設備之適當類別。在建工程無需作折舊撥備，直至其完成及準備作其擬定用途為止。



財務報表附註

截至二零一六年十二月三十一日止年度

4. 主要會計政策 (續)

(e) 物業、廠房及設備 (續)

倘資產之賬面值高於其估計可收回金額，即時調減至其可收回金額。

出售物業、廠房及設備項目之收益或虧損，指銷售所得款項淨額與其賬面值兩者之差額，於出售時在損益中予以確認。

(f) 根據營運租賃持作自用租賃土地之款項

根據營運租賃持作自用租賃土地之款項，指收購承租人佔用物業長期利益之預付款項。該等款項按成本減任何減值虧損入賬，並以直線法按租賃年期攤銷入賬列為開支。

(g) 投資物業

投資物業為持作賺取租金或資本升值或兩者兼有，惟並非於日常業務過程中持作出售、用於生產或提供貨品或服務，或作行政用途的物業。投資物業按成本減其後累計折舊及其後累計減值虧損(如有)列賬。折舊乃以直線法按估計可使用年期扣除，以撇銷投資物業之成本(扣除預期剩餘價值)。可使用年期、剩餘價值及折舊方法於各報告期末檢討並於適當情況下作出調整。

(h) 無形資產(商譽除外)

(i) 已購無形資產

分開購入之無形資產初步按成本予以確認。於業務合併購入之無形資產之成本為收購日期之公平值。隨後，具有有限使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。攤銷費用於損益確認並計入行政開支，並按其如下可使用年期以直線法攤銷：

工程許可證	無限
支付業務許可證	無限
電腦軟件	5年

具無限可使用年期之無形資產按成本減任何累計減值虧損入賬。

4. 主要會計政策 (續)

(h) 無形資產 (商譽除外) (續)

(ii) 減值

當有跡象顯示資產可能減值，具有有限使用年期之無形資產將作減值測試。具無限可使用年期之無形資產及尚未可供使用之無形資產，每年會進行減值測試，不論是否有任何跡象顯示該等無形資產可能減值。無形資產透過將賬面值與其可收回金額比較以作減值測試 (見附註 4(s))。

倘資產之可收回金額估計少於其賬面值，則該資產之賬面值會減至其可收回金額。減值虧損即時確認為開支。當減值虧損隨後撥回，資產之賬面值增加至其經修訂估計可收回金額；然而，賬面值不應增加至高於其往年資產若無確認減值虧損將可產生之可收回金額及賬面值之較低者。所有撥回即時於收益表中確認。

(i) 租賃

當租賃條款將所有權之絕大部分風險及回報轉移至承租人時，則租賃分類為融資租賃。所有其他租賃分類為營運租賃。

本集團作為出租人

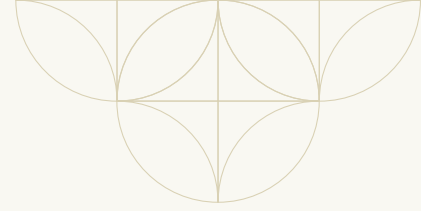
根據融資租賃應收承租人之款項按本集團之租賃投資淨額入賬列作應收款。融資租賃收入分攤至會計期間，以反映本集團有關租賃淨投資餘額之固定定期回報率。

營運租賃之租金收入按有關租賃年期以直線法於損益中確認。磋商及安排營運租賃產生之初步直接成本，加入已租出資產之賬面值，並按租賃期以直線法確認為開支。

本集團作為承租人

根據營運租賃應付之總租金，按租賃期以直線法於損益中確認。已收租賃回報按租賃期確認為總租金開支之一部分。

就租賃分類而言，物業租賃之土地及樓宇成分視為獨立分開。



財務報表附註

截至二零一六年十二月三十一日止年度

4. 主要會計政策 (續)

(j) 金融工具

(i) 金融資產

本集團視乎收購資產之目的，於最初確認時將其金融資產進行分類。按公平值透過損益入賬之金融資產最初按公平值計量，而所有其他金融資產則最初按公平值加上收購金融資產直接應佔之交易成本計量。按常規購買或出售之金融資產乃按交易日基準確認及剔除確認。所謂按常規購買或出售，指根據合約購買或銷售金融資產，而該合約條款規定須按有關市場之規則或慣例一般設定之時限內交付資產。

貸款及應收款項

該等資產為並非在活躍市場報價且具有固定或可予釐定付款額之非衍生金融資產。該等資產主要透過向客戶提供貨品及服務而產生(貿易應收賬)，亦包括其他種類之合約貨幣資產。於最初確認後，該等資產使用實際利率法按攤銷成本減任何可識別減值虧損列賬。

持有至到期投資

該等資產為固定或可確定支付金額及有固定到期日之非衍生金融資產，本集團管理層有明確意圖且有能力持有該等資產至到期。於初步確認後，持有至到期投資採用實際利率法按攤銷成本減去任何可識別減值虧損計量。

可供出售金融資產

該等資產為指定屬可供出售或並無包括在其他金融資產類別內之非衍生金融資產。於最初確認後，該等資產按公平值列賬，而公平值變動則於其他全面收益確認，惟貨幣工具之減值虧損及匯兌盈虧於損益確認。

就並無在活躍市場報價而其公平值不能可靠計量之可供出售股本投資，以及與該等無報價股本工具掛鈎並必須以交付該等股本工具結算之衍生工具而言，其乃按成本減任何已識別減值虧損計量。

4. 主要會計政策 (續)

(j) 金融工具 (續)

(ii) 金融資產減值虧損

本集團於每個報告期末時評估是否有任何客觀證據顯示金融資產出現減值。倘由於該資產最初確認後發生之一項或以上事件而導致出現客觀減值證據，且該事件影響到該金融資產能可靠估計的估計未來現金流量，則該金融資產已減值。減值之證據可包括：

- 債務人出現重大財務困難；
- 違反合約，如拖欠或欠付利息或本金付款；
- 因債務人出現財政困難而向債務人授出特別許可；或
- 債務人很可能破產或進行其他財務重組。

就貸款及應收款項或持有至到期投資而言

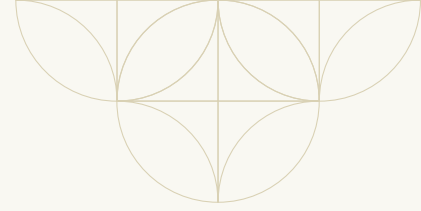
減值虧損於有客觀證據顯示資產減值時在損益中確認，並按資產賬面值與以原實際利率貼現之估計未來現金流量現值之差額計量。金融資產之賬面值透過使用撥備賬減少。倘金融資產之任何部分被釐定為無法收回，則與相關金融資產之撥備賬撤銷。

倘資產可收回金額之增加可客觀地與確認減值後發生之事件相關連，則減值虧損於隨後期間撥回，惟該資產於撥回減值當日之賬面值不得超出倘並無確認減值原應有之攤銷成本。

就可供出售金融資產而言

倘若公平值下跌形成減值之客觀證據，則虧損金額會從權益中轉出，並在損益中確認。

就以成本列賬之可供出售股本投資而言，減值虧損金額以資產之賬面值與以類似金融資產當前之市場回報率貼現之估計未來現金流量現值兩者之間的差額計量。有關減值虧損不會撥回。



財務報表附註

截至二零一六年十二月三十一日止年度

4. 主要會計政策 (續)

(j) 金融工具 (續)

(iii) 金融負債

本集團視乎產生負債之目的將其金融負債進行分類。

本集團按攤銷成本計量之金融負債(包括貿易及其他應付款項、借款及其他貨幣負債)最初按公平值扣除已產生之直接應佔交易成本後確認，而隨後則使用實際利率法按攤銷成本計量。相關利息開支在損益中確認。

當負債終止確認時，以及在攤銷過程中，收益或虧損在損益中確認。

(iv) 實際利率法

實際利率法是一種計算金融資產或金融負債之攤銷成本以及將利息收入或利息開支於有關期間內作分配之方法。實際利率是將估計未來現金收入於金融資產或負債的預期年期或(倘適用)更短期間準確折現之利率。

(v) 股本工具

本公司發行之股本工具按已收取之款項扣除直接發行成本後入賬。

(vi) 財務擔保合約

財務擔保合約指因指定債務人未能根據債務工具之原有或經修改條款於到期日支付款項時，發行人需支付指定金額給持有人以補償其所遭損失之合約。由本集團簽發且並無指定為按公平值透過損益列賬之財務擔保合約，最初會以其公平值減簽發財務擔保合約直接應佔之交易成本確認。於最初確認後，本集團之財務擔保合約以下列之較高者計算：(i) 根據香港會計準則第 37 號「撥備、或然負債及或然資產」釐定之金額；及(ii) 最初確認之金額減(如適用)根據香港會計準則第 18 號「收益」確認之累計攤銷。

(vii) 終止確認

凡與金融資產有關之未來現金流量之合約權利屆滿，或金融資產經已轉讓，而有關轉讓符合香港會計準則第 39 號規定之終止確認準則，則本集團終止確認該金融資產。

金融負債於有關合約指定之責任獲解除、註銷或屆滿時終止確認。

4. 主要會計政策 (續)

(k) 借貸成本資本化

收購、建築或生產合資格資產(須耗用較長時間方可用作擬定用途或出售)直接應佔之借貸成本，會資本化作為該等資產合約成本之一部分。將有待用於該等資產之特定借貸作臨時投資所賺取之收入，從已撥充資本之借貸成本中扣除。所有其他借貸成本於產生期間在損益中確認。

(l) 存貨

本集團之存貨指供轉售之石化產品及農產品、建築瀝青及其他建築材料。該等存貨初步按成本確認，隨後按成本與可變現淨值兩者較低者入賬。成本包括所有購買成本、轉換成本及將存貨轉為現時地點及狀況產生之其他成本。供轉售之石化產品及農產品之成本以先進先出方法計算，而建築瀝青及其他建築材料之成本則使用加權平均法計算。可變現淨值指在日常業務過程中之估計售價減需要出售之估計成本。

(m) 建築合約

合約收益包括就不同之訂單、索償及獎勵款項之議定合約款項及合適款項。合約成本包括直接物料、外判、直接勞工及可變及固定建築經費適當部分之成本。

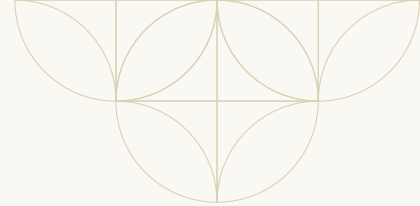
當建築合約之結果能可靠地予以估計，與建築合約有關之收益及合約成本則參考報告期末合約完成階段分別確認為收益及開支。

當建築合約之結果無法可靠地予以估計，收益只可在已產生之合約成本將有可能收回之情況下予以確認，而合約成本於產生期間確認為開支。

當總合約成本有可能超過總合約收益時，預期虧損將即時確認為開支。

倘進度結算款項超過該日產生之合約成本加已確認利潤減已確認虧損，有關盈餘視為「應付客戶合約工程款項」。

倘於該日產生之合約成本加已確認利潤減已確認虧損超過進度結算款項，有關盈餘視為「應收客戶合約工程款項」。



財務報表附註

截至二零一六年十二月三十一日止年度

4. 主要會計政策 (續)

(n) 持作出售之非流動資產

非流動資產及出售組別在下列情況下分類為持作出售：

- 該等資產可供即時出售；
- 管理層承諾按計劃出售；
- 將不大可能對該計劃作出重大變動或將不大可能撤回該計劃；
- 已開始積極進行計劃以物色買家；
- 資產或出售組別正在以與其公平值相比屬合理之價格進行營銷；及
- 出售預期自分類日期起計 12 個月內完成。

分類為持作出售之非流動資產及出售組別按下列兩者中之較低者計量：

- 根據本集團之會計政策在緊接分類為持作出售前之賬面值；及
- 公平值減出售成本。

非流動資產(包括出售組別中的資產)在分類為持作出售後不予折舊。

年內出售之業務之業績計入截至出售日期止之損益。

倘實體終止將資產(或出售組別)分類為持作出售，於計量終止分類為持作出售(或終止計入分類為持作出售之出售組別)之非流動資產時，該實體須按下列兩者中之較低者計量：

- 該資產(或出售組別)分類為持作出售前並在該資產(或出售組別)被確認未分類為持作出售的情況下就任何折舊、攤銷或重估而作出調整之賬面值，及
- 其後決定不予以出售日期之可收回金額。

4. 主要會計政策 (續)

(n) 持作出售之非流動資產 (續)

該實體須於不再滿足條件之期間，計入需要於持續經營業務損益內就終止分類為持作出售之非流動資產賬面值作出之任何調整。倘終止分類為持作出售之出售組別或非流動資產為一間附屬公司、共同營運公司、合營公司、聯營公司或於一間合營公司或一間聯營公司之部分權益，則分類為持作出售期間之財務報表須作相應修訂。該實體應於曾用作呈列損益之全面收益表之相同條目呈列調整(如有)。

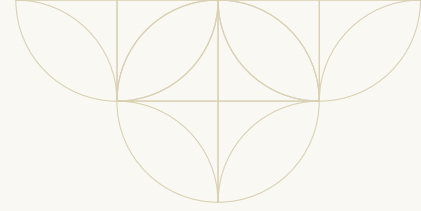
倘實體自分類為持作出售之出售組別移除單項資產或負債，出售組別待出售之餘下資產或負債應繼續按一個組別計量(僅於該組別符合標準時)。否則，該組別餘下非流動資產中符合分類為持作出售標準之單項資產應按於該日期之賬面值及公平值減出售成本兩者中之較低者單獨計量。任何不符合標準之非流動資產應終止分類為持作出售。

(o) 政府撥款

政府撥款於合理保證將可收取及本集團將遵照所附有關條件時予以確認。就所產生之開支向本集團賠償之撥款，於開支產生之相同期間有系統地於損益中確認為收益。就資產成本向本集團作出賠償之撥款，乃從資產之賬面值中扣除，因透過已減少折舊開支按資產之可使用年期實際於損益中確認。

(p) 收益確認

來自個別建築合約之收益按完工百分比法予以確認，而合約已發展至完成階段，並且可靠地釐定合約之預期利潤，及主要參照(a)地盤工程師證明之工程款項；或(b)合約工程之實質完成比例計量，惟要視合約之性質而定。合約工程之可變因素、索償及獎勵款項計入客戶同意及可予以可靠地釐定之合約收益。預期虧損於識別時按合約全數撥備。



財務報表附註

截至二零一六年十二月三十一日止年度

4. 主要會計政策 (續)

(p) 收益確認 (續)

來自建築諮詢服務收入之收益於提供服務時，以及有可能與交易有關之經濟利益流向實體時予以確認。

來自銷售貨品之收益於擁有權之風險及回報轉移時予以確認，通常與貨品交付予客戶及所有權已移交時一致。

提供石化產品運輸服務產生之收益於服務完成時予以確認，通常與收貨人妥善收到貨品之日期一致。

產生利息之融資租賃服務及商業保理服務之利息收入乃參照未償還本金及以適用實際利率（即於初步確認時將金融資產之估計未來現金收入在預計年內準確貼現至該資產賬面淨值之利率）按時間基準累計。

提供石化產品倉儲服務產生之收益於提供服務期間內確認。

提供石化產品及農產品代理服務及提供軟件相關服務產生之收益於提供服務時予以確認。

根據投資物業、運輸及倉儲設施營運租賃之租金收入按租賃期以直線法予以確認。

利息收入以實際利率法按時間比例予以確認。

股息收入於股東有權收取款項時予以確認。

(q) 所得稅

年度之所得稅包括即期稅項及遞延稅項。

即期稅項乃根據已就所得稅而言毋須課稅或不可扣稅之項目作出調整之日常業務損益，採用於報告期末已制定或大致制定之稅率計算。

遞延稅項乃就用作財務報告之資產與負債賬面值與用作計算稅項之相應金額之暫時差額確認，惟對於不影響會計或應課稅溢利之商譽及已確認資產與負債，則就所有暫時差額確認遞延稅項負債。遞延稅項資產於可能有應課稅溢利使用可扣稅暫時差額時方會確認。遞延稅項按於報告期末已制定或大致制定之稅率，以預期適用於負債清償或資產變現期間之稅率計量。

4. 主要會計政策 (續)

(q) 所得稅 (續)

遞延稅項負債乃就於附屬公司及聯營公司之投資所產生之應課稅暫時差額確認，倘本集團能控制暫時差額撥回及暫時差額不大可能於可見將來撥回則除外。

所得稅於損益中確認，惟倘與於其他全面收益中確認之項目有關，則在該情況下，稅項亦於其他全面收益中確認。

(r) 外幣

集團實體以主要經濟環境經營的貨幣(「功能貨幣」)以外的貨幣訂立的交易，在交易產生時按當時匯率予以列賬。外幣貨幣資產及負債於報告期末按當時匯率換算。按公平值以外幣計值之非貨幣項目則按釐定公平值當日之匯率重新換算。按歷史成本以外幣計量之非貨幣項目不作重新換算。

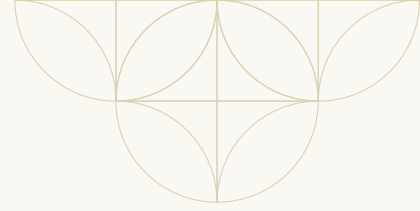
結算及換算貨幣項目所產生之匯兌差額於產生期間的損益確認。重新換算按公平值入賬之非貨幣項目所產生之匯兌差額計入有關期間之損益，惟重新換算有關盈虧在其他全面收益之非貨幣項目所產生之差額除外，在該情況下，有關匯兌差額在其他全面收益確認。

綜合賬目時，海外業務之業績以年內平均匯率換算為本集團之呈報貨幣(即人民幣)，除非期內匯率大幅波動，則按進行該等交易時之相若匯率換算。所有海外業務之資產及負債均以報告期末之匯率換算。所產生之匯兌差額(如有)，於其他全面收益確認，並累計至權益並入賬為匯兌儲備。於換算構成本集團於所涉海外業務之部分投資淨額之長期貨幣項目時，在集團實體獨立財務報表中損益內確認之匯兌差額則重新分類至其他全面收益，並累計至權益並入賬為匯兌儲備。

出售海外業務(即涉及失去對附屬公司之控制權之出售)時，匯兌儲備內確認該業務截至出售日期止之累計匯兌差額將重新分類至損益，作為出售溢利或虧損之一部分。

此外，對於部分出售一家附屬公司(即並無導致本集團失去對附屬公司控制權)，則按比例分佔之累計匯兌差額會重新歸屬於非控股權益，且不會於損益確認。

於二零零五年一月一日或之後，於收購海外業務時產生之有關所收購可識別資產之商譽及公平值調整乃作為該海外業務之資產及負債處理，並按報告期末之適用匯率進行換算。產生之匯兌差額乃於匯兌儲備內確認。



財務報表附註

截至二零一六年十二月三十一日止年度

4. 主要會計政策 (續)

(s) 資產的減值 (金融資產除外)

於各報告期末，本集團審閱下列資產的賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損，或過去確認的減值虧損已不存在或可能已有所減少：

- 於營運租賃項下持作自用之租賃土地之付款；
- 物業、廠房及設備 (分類為持作出售者除外，見附註 4(n))；
- 在建工程；
- 投資物業；
- 具有限使用年期之無形資產；及
- 附屬公司及聯營公司投資。

倘資產之估計可收回金額 (即公平值減銷售成本與使用價值兩者中之較高者) 低於其賬面值，則資產之賬面值將減至其可收回金額。減值虧損即時確認為開支。

於其後撥回減值虧損時，資產的賬面值調高至經修訂的估計可收回金額，惟所調高的賬面值不得超過有關資產在過往年度倘並無確認減值虧損將可能釐定的賬面值。撥回的減值虧損即時確認為收入。

使用價值乃按照預期將來自資產或現金產生單位之估計未來現金流量計算 (見附註 4(d))，而估計未來現金流量按反映當前市場對貨幣時間價值之評估以及資產或現金產生單位之特定風險之稅前貼現率貼現至其現值。

(t) 僱員福利

(i) 短期僱員福利

短期僱員福利是指預計在僱員提供了相關服務的年度呈報期末後 12 個月以前將全數結付的僱員福利 (離職福利除外)。短期僱員福利於僱員提供相關服務年度內確認。

(ii) 定額供款退休計劃

定額供款退休計劃的供款在僱員提供服務後於損益中確認為開支。

4. 主要會計政策 (續)

(t) 僱員福利 (續)

(iii) 終止福利

終止福利於本集團無法撤回該等福利之邀約或於本集團確認涉及支付終止福利之重組成本(以較早者為準)時確認。

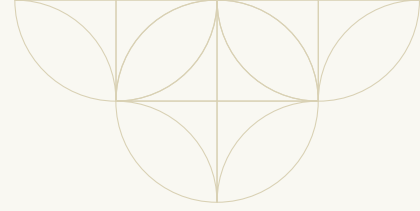
(u) 關聯方

(a) 倘適用下列情況，該名人士或該名人士之近親家屬成員便被視為與本集團有關聯：

- (i) 對本集團有控制權或共同控制權；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本公司母公司主要管理成員之人員。

(b) 倘適用下列情況，該實體便被視為與本集團有關聯：

- (i) 該實體及本集團屬同一集團成員(即各母公司、附屬公司及同系附屬公司互相關聯)。
- (ii) 一個實體為另一實體之聯營公司或合營公司(或為某一集團成員之聯營公司或合營公司，而該另一實體為此集團之成員)。
- (iii) 兩個實體皆為相同第三方之合營公司。
- (iv) 一個實體為第三實體之合營公司及另一實體為第三實體之聯營公司。
- (v) 該實體乃為本集團或與本集團有關聯之實體之僱員福利而設之離職後福利計劃。
- (vi) 該實體受(a)項所指人士控制或共同控制。
- (vii) (a)(i)項所指人士對該實體有重大影響或屬該實體(或該實體之母公司)主要管理人員之成員。
- (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供主要管理人員服務。



財務報表附註

截至二零一六年十二月三十一日止年度

4. 主要會計政策 (續)

(u) 關聯方 (續)

某人士之近親家屬成員指預期可影響該名人士與實體所進行之買賣或於買賣時受該名人士影響之有關家屬成員，包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 該名人士或該名人士之配偶或家庭夥伴之受養人。

(v) 撥備及或然負債

如本集團因過往事件產生法律或推定責任，且出現時間或金額未確定之負債，並可合理估計將可能導致付出之經濟利益時，即會確認撥備。

如未必需要付出經濟利益，或未能可靠估計有關金額，則有關債務會披露為或然負債，除非付出經濟利益之可能性很低。視乎日後是否出現一次或多次事件而可能產生之責任，亦披露為或然負債，除非付出經濟利益之可能性很低。

5. 重要會計判斷及估計不明朗因素的主要來源

在應用本集團會計政策的過程中，董事須就未能從其他來源輕易獲得的資產及負債賬面值作出判斷、估計和假設。估計和相關之假設是基於過往經驗和其他被視為有關之因素。實際結果可能與該等估計有所不同。

估計及相關假設會持續予以審閱。倘會計估計之修訂僅對修訂期間產生影響，則有關修訂只會在修訂估計當期確認；如會計估計之修訂對現時及未來期間均產生影響，則有關修訂同時在修訂當期和未來期間確認。

5. 重要會計判斷及估計不明朗因素的主要來源(續)

(a) 收益確認

倘本集團面臨與銷售貨品或提供服務有關之重大風險並享有相關回報，則本集團為委託人。顯示本集團為委託人之特點包括：

- (i) 本集團之主要責任為向客戶提供貨品或服務或履行訂單，例如負責接納客戶所訂購或購買之產品或服務；
- (ii) 本集團於客戶下達訂單前後、貨運或退貨期間具有存貨風險；
- (iii) 本集團享有設定價格的自由度(不論直接或間接)，例如透過提供額外貨品或服務；及
- (iv) 本集團就應收客戶之款項承擔客戶信貸風險。

倘本集團並無面臨與銷售貨品或提供服務有關之重大風險亦無享有相關回報，則本集團為代理。顯示本集團為代理之一個特點為實體所賺取之金額已預先釐定，即每宗交易之固定費用或向客戶收取之金額之指定百分比。

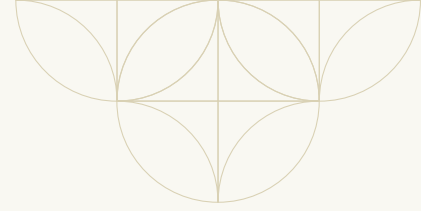
(b) 商譽、工程許可證及支付業務許可證減值

本集團每年會根據本集團之會計政策測試商譽、具無限可使用年期之工程許可證及支付業務許可證有否出現任何減值。現金產生單位之可收回金額已按使用價值計算而釐定。該等計算須使用估計(見附註19)。

(c) 貿易及其他應收款減值

管理層於各報告期末審閱本集團之貿易及其他應收款，以釐定是否有客觀證據顯示本集團將不能根據應收款之原有條款收回全部應收金額。減值金額為資產賬面值與估計未來現金流量現值(按原有實際利率貼現)兩者之差額。

倘該等應收款減值之任何假設有所變動，減值金額亦隨之變動。



財務報表附註

截至二零一六年十二月三十一日止年度

5. 重要會計判斷及估計不明朗因素的主要來源(續)

(d) 建造合約

來自個別合約的收益乃按管理層估計的完工百分比確認。合約的預計虧損於識別時全數撥備。本集團管理層根據為訂立建造合約而作出的估計，對建造工程的可預見虧損金額作出評估。基於建造業務所涉活動的性質，合約活動訂立日期與活動完成日期一般屬於不同會計期間。

合約進行期間，本集團審閱及修訂為訂立各合約而作出的合約收入及合約成本預算的估計。管理層定期審閱合約進度及合約收入的相應成本。如有可能導致原先估計的收入、成本或完工進度發生改變的情況出現，則會對估計作出修訂。該等修訂可能會導致估計的收益或成本上升或下降，並會反映在管理層得悉導致修訂的情況當期的損益之中。

(e) 持有至到期金融資產

當本集團有明確意圖且有能力持有投資至到期，則會將金融資產分類為持有至到期投資。董事根據本集團財政目的及財務風險管理政策作出判斷，確定是否將金融資產分類為持有至到期。

(f) 支付業務許可證

透過業務合併收購之支付業務許可證於綜合財務狀況表內資本化。支付業務許可證於收購時使用折現現金流量法進行估值及本公司董事就於彼等估值之日後收益增長、價格、市場推廣成本及經濟因素作出假設及估計。該等假設反映董事之最佳估計，但該等估計涉及內在不确定因素，而該等因素可能不受董事所控制。

於收購時，董事對支付業務許可證之經濟可使用年期進行評估。於達致支付業務許可證具有無限可使用年期之結論時，董事認為本集團預期於不確定期間透過於農業大數據服務業務及營銷支持支出(其於達致時自收益中扣除)持有及支持該等支付業務許可證之情況。支付業務許可證乃經過多年後方才享有聲譽及繼續提供可觀之經濟利益。董事亦考慮到，本集團擁有繼續無限期保護該等支付業務許可證產生之合法權利的能力或並無任何可以縮短支付業務許可證年期之監管、經濟或競爭因素。

5. 重要會計判斷及估計不明朗因素的主要來源(續)

(f) 支付業務許可證(續)

策略性決定撤銷對支付業務許可證之市場推廣支持或透過改變消費者偏好而削弱支付業務許可證之吸引力，可能導致董事得出支付業務許可證年期變為確定之結論。倘無形資產被制定確定年期，則錄得之支出將減低所錄得經營活動之溢利並減低於綜合財務狀況表內錄得資產之價值。

(g) 公平值計量

計入本集團財務報表之多項資產及負債須按公平值計量，及／或作出公平值披露。

本集團金融及非金融資產及負債之公平值計量盡可能使用市場可觀察輸入數據及數值。釐定公平值計量所使用之輸入數據乃基於於估值方法中所使用輸入數據的可觀察程度分為不同的等級(「公平值等級」)：

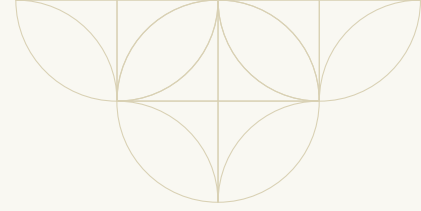
- 第一級：相同項目於活躍市場所報價格(未經調整)；
- 第二級：第一級輸入數據以外直接或間接可觀察輸入數據；
- 第三級：不可觀察輸入數據(即無法自市場數據衍生)。

分類為上述等級的項目乃基於所使用對該項目公平值計量產生重大影響之最低等級輸入數據確定。等級之間項目轉撥於其產生期間確認。

本集團按公平值計量 / 披露以下項目：

- 投資物業(附註18)；及
- 可供出售上市股本證券(附註21)。

有關上述項目之公平值計量之更多詳細資料，請參閱適用附註。



財務報表附註

截至二零一六年十二月三十一日止年度

6. 分部資料

本集團根據負責作出策略決定之主要營運決策者所審閱之報告釐定其經營分部。

於截至二零一六年十二月三十一日止年度，本集團之主要營運決策者認為農業大數據服務業務之未來發展及前景樂觀，並已於年內收購新相關業務(附註34)，且認為有關業務將能夠豐富本集團於數據服務業務領域之組合。

本集團現時擁有四個呈報分部。由於各業務提供不同產品及服務，並須採取不同業務策略，故須獨立管理該等分部。本集團各呈報分部之業務概述如下：

- 路橋建設
- 石化產品及農產品銷售(包括燃料油、瀝青、化肥、白砂糖、棕櫚油及高粱)
- 融資租賃和商業保理
- 農業大數據服務 — 提供軟件相關服務，包括支付平台系統的安裝及技術支持

(a) 經營分部

截至二零一六年十二月三十一日止年度之經營分部如下：

	路橋建設 人民幣千元	銷售石化產品 及農產品 人民幣千元	融資租賃及 商業保理 人民幣千元	農業大數據 服務 人民幣千元	本集團 人民幣千元
來自外來客戶呈報分部收益(附註(i))	1,240,554	13,022,499	76,536	25,277	14,364,866
呈報分部利潤	121,859	161,060	45,647	16,043	344,609
利息收入	3,124	2,856	971	1,460	8,411
融資成本	17,961	27,984	70	-	46,015
資本開支(附註(ii))	353	7,095	88	377	7,913
無形資產攤銷	31	-	1	11	43
根據營運租賃持作自用租賃 土地之款項攤銷	197	-	-	-	197
物業、廠房及設備之折舊	6,585	3,150	480	172	10,387
投資物業之折舊	236	908	-	-	1,144
出售物業、廠房及設備之虧損	84	-	-	-	84
重新計量不再分類為持作出售 之資產之虧損	-	2,418	-	-	2,418
應佔聯營公司利潤	-	1,791	375	-	2,166
貿易及其他應收款之 減值虧損，淨額	-	30,460	-	-	30,460
所得稅費用	47,578	39,923	9,444	8,119	105,064
於聯營公司權益	-	64,083	18,375	10,931	93,389
呈報分部資產	2,763,822	3,572,530	2,384,374	703,835	9,424,561
呈報分部負債	1,719,913	3,416,160	570,877	355,289	6,062,239

財務報表附註

截至二零一六年十二月三十一日止年度

6. 分部資料 (續)

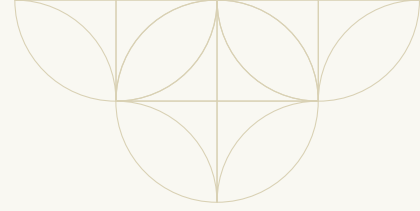
(a) 經營分部 (續)

截至二零一五年十二月三十一日止年度之經營分部如下：

	路橋建設 人民幣千元	銷售石化產品 及農產品 人民幣千元	融資租賃及 商業保理 人民幣千元	本集團 人民幣千元
來自外來客戶呈報分部收益 (附註(i))	1,263,654	6,956,002	3,418	8,223,074
呈報分部利潤	143,445	138,894	1,843	284,182
利息收入	8,679	1,415	17	10,111
融資成本	39,244	20,957	195	60,396
資本開支 (附註(ii))	26,423	2,991	1,256	30,670
無形資產攤銷	29	-	-	29
根據營運租賃持作自用租賃土地之款項攤銷	209	-	-	209
物業、廠房及設備之折舊	4,553	5,480	30	10,063
投資物業之折舊	-	910	-	910
出售物業、廠房及設備之(收益)/虧損	(1,844)	44	-	(1,800)
議價收購之收益	-	475	-	475
應佔聯營公司利潤	-	2,680	-	2,680
貿易及其他應收款之減值虧損撥回，淨額	30,474	18,191	-	48,665
所得稅費用	44,006	53,848	451	98,305
於聯營公司權益	-	35,260	30,000	65,260
呈報分部資產	2,422,567	3,566,942	333,117	6,322,626
呈報分部負債	1,770,510	2,710,004	94,852	4,575,366

附註：

- (i) 截至二零一六年十二月三十一日止年度，來自銷售石化產品及農產品之收益包括代理服務收入人民幣 13,598,000 元 (二零一五年：人民幣 143,462,000 元)。
- (ii) 該等款項指根據營運租賃持作自用租賃土地之款項、物業、廠房及設備、在建工程、投資物業及無形資產之資本開支。



財務報表附註

截至二零一六年十二月三十一日止年度

6. 分部資料 (續)

(b) 有關主要客戶之資料

於截至二零一六年十二月三十一日止年度，概無(二零一五年：一名)客戶向本集團貢獻10%或以上之收益。

	截至二零一六年 十二月三十一日 止年度 銷售石化產品 及農產品 人民幣千元	截至二零一五年 十二月三十一日 止年度 銷售石化產品 及農產品 人民幣千元
客戶甲	-	1,208,878

(c) 地區資料

本公司於中國註冊。

本集團來自外來客戶之收益主要來自位於中國之客戶。

本集團之所有非流動資產均位於中國。

7. 其他收入及收益

	二零一六年 人民幣千元	二零一五年 人民幣千元
貿易及其他應收款之減值虧損撥回，淨額(附註23(f))	-	48,665
議價收購之收益(附註35)	-	475
可供出售金融資產之股息收入	1,000	1,500
投資物業之租金收入總額	4,855	1,140
機器之租金收入	2,822	2,508
利息收入	8,411	10,111
政府撥款	7,220	3,043
出售物業、廠房及設備之收益	-	1,800
其他	2,827	1,114
	27,135	70,356

財務報表附註

截至二零一六年十二月三十一日止年度

8. 融資成本

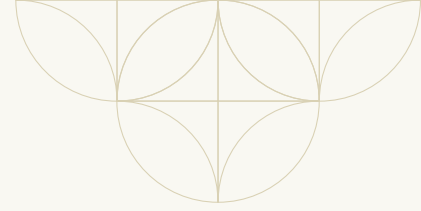
	二零一六年 人民幣千元	二零一五年 人民幣千元
借貸利息開支	45,389	61,595
商業票據貼現利息開支	1,404	1,984
其他	9,286	4,433
總融資成本	56,079	68,012
減：已撥充資本之款項(附註)	(10,064)	(7,616)
	46,015	60,396

附註：年內在一般借貸中產生已撥充資本之借貸成本，按適用於合資格資產開支之年資本化比率約4.35%（二零一五年：每年6.1%）計算。

9. 除所得稅費用前利潤

除所得稅費用前利潤已扣除／（計入）下列各項：

	二零一六年 人民幣千元	二零一五年 人民幣千元
無形資產攤銷	43	29
根據營運租賃持作自用租賃土地之款項攤銷	197	209
核數師酬金	2,400	6,587
確認為開支之存貨成本	13,060,436	6,984,665
物業、廠房及設備之折舊	10,387	10,063
投資物業之折舊	1,144	910
出售物業、廠房及設備之虧損／（收益），淨額	84	(1,800)
就將資產從持作出售轉移至物業、廠房及設備確認的虧損	2,418	-
議價收購之收益(附註35)	-	(475)
就下列各項之營運租賃租金開支：		
- 土地及樓宇	8,360	6,642
- 機器及其他	7,184	12,525
年內來自產生租金收入之投資物業之直接營運開支	78	57
貿易及其他應收款之減值虧損／（撥回減值虧損），淨額	30,460	(48,665)



財務報表附註

截至二零一六年十二月三十一日止年度

10. 僱員成本

	二零一六年 人民幣千元	二零一五年 人民幣千元
僱員成本(包括董事)包括：		
工資及薪金	61,242	50,928
社會保障成本	4,396	3,282
界定退休計劃供款	5,016	3,662
	70,654	57,872

11. 董事及監事之酬金及五位最高薪人士

根據香港《公司條例》(第622章)第383條(「該條例」)及公司(披露董事利益資料)規例(第622G章)(「該規例」)披露之董事及監事酬金如下：

截至二零一六年十二月三十一日止年度

姓名	袍金 人民幣千元	基本薪金 及津貼 人民幣千元	酌情花紅 人民幣千元	退休計劃 供款 人民幣千元	總計 人民幣千元
執行董事					
蘭華升先生	-	1,040	400	47	1,487
王立國先生	-	783	301	56	1,140
莫羅江先生	-	910	350	84	1,344
非執行董事					
朱天相先生(附註(a))	-	-	-	-	-
鍾卓明先生	81	-	-	-	81
潘敏女士(附註(b))	43	-	-	-	43
周建浩先生	67	-	-	-	67
楊高宇先生(附註(c))	24	-	-	-	24
監事					
葉明珠女士	50	-	-	-	50
陳媛玲女士(附註(d))	50	-	-	-	50
蔣峰先生(附註(d))	36	108	58	56	258
盧挺富先生	-	-	-	-	-
趙莉萍女士	36	78	39	57	210
	387	2,919	1,148	300	4,754

財務報表附註

截至二零一六年十二月三十一日止年度

11. 董事及監事之酬金及五位最高薪人士 (續)

截至二零一五年十二月三十一日止年度

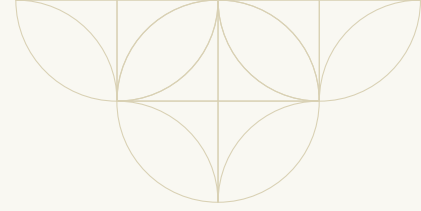
姓名	袍金 人民幣千元	基本薪金 及津貼 人民幣千元	酌情花紅 人民幣千元	退休計劃 供款 人民幣千元	總計 人民幣千元
執行董事					
蘭華升先生	-	970	81	23	1,074
王立國先生	-	732	-	41	773
莫羅江先生	-	840	70	48	958
非執行董事					
陳焯榮先生 (附註 (e))	60	-	10	-	70
朱天相先生 (附註 (a))	-	-	-	-	-
鍾卓明先生	67	-	6	-	73
潘敏女士	58	-	6	-	64
周建浩先生	58	-	6	-	64
監事					
葉明珠女士	56	-	6	-	62
陳媛玲女士 (附註 (d))	25	-	-	-	25
蔣峰先生 (附註 (d))	-	55	11	13	79
盧挺富先生	-	-	-	-	-
趙莉萍女士	-	108	9	38	155
	324	2,705	205	163	3,397

附註：

- (a) 於二零一五年六月獲委任
- (b) 於二零一六年八月辭任
- (c) 於二零一六年八月獲委任
- (d) 於二零一五年七月獲委任
- (e) 於二零一五年六月辭任

兩個年度之酌情花紅乃參照企業目標之表現、本集團之利潤及達致個人表現目標釐定。

截至二零一六年及二零一五年十二月三十一日止年度概無董事或監事放棄酬金。



財務報表附註

截至二零一六年十二月三十一日止年度

11. 董事及監事之酬金及五位最高薪人士 (續)

五位最高薪人士

本集團五位最高薪人士當中，三名(二零一五年：三名)為本公司董事，彼等之酬金已於上文披露。於二零一六年其餘兩名(二零一五年：兩名)人士之酬金如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
基本薪金及津貼	1,119	902
酌情花紅	337	35
退休計劃供款	58	55
	1,514	992

於二零一六年兩名(二零一五年：兩名)並非為董事之人士之最高酬金介乎以下範圍：

	二零一六年 人數	二零一五年 人數
零港元至 1,000,000 港元	2	2

截至二零一六年及二零一五年十二月三十一日止年度，本集團並無向董事、監事或五位最高薪人士任何一位支付酬金，作為加盟本集團之獎金或作為離職補償。

財務報表附註

截至二零一六年十二月三十一日止年度

12. 所得稅費用

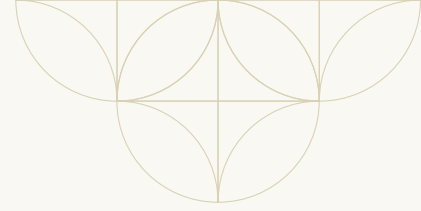
綜合全面收益表內之所得稅費用金額指：

	二零一六年 人民幣千元	二零一五年 人民幣千元
即期所得稅		
中國企業所得稅(「企業所得稅」)		
– 年度稅項	119,257	80,521
– 過往年度(超額撥備)/撥備不足, 淨額	(8,416)	4,053
遞延稅項(附註29)	(5,777)	13,731
	105,064	98,305

於中國成立之附屬公司之利潤須按稅率 25% (二零一五年：25%) 繳納企業所得稅。於香港成立之附屬公司之利潤須按稅率 16.5% (二零一五年：16.5%) 繳納香港利得稅。

年度所得稅費用與根據綜合全面收益表之利潤對賬如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
除所得稅費用前利潤	449,673	382,487
按 25% 稅率計算(二零一五年：25%) 之稅項	112,418	95,622
若干附屬公司不同稅率之影響	(1,239)	593
毋須課稅收入和不可抵扣之費用, 淨額	4,432	(3,086)
未確認稅務虧損之稅務影響	114	1,123
使用先前未確認之稅務虧損	(2,245)	–
過往年度(超額撥備)/撥備不足, 淨額	(8,416)	4,053
所得稅費用	105,064	98,305



財務報表附註

截至二零一六年十二月三十一日止年度

13. 每股盈利

每股基本盈利乃按年內本公司持有人應佔利潤除以已發行普通股之加權平均數計算。

	二零一六年	二零一五年 (經重列)
本公司持有人應佔利潤(人民幣千元)	307,082	247,449
於一月一日已發行普通股	3,054,319,875	1,404,285,000
配售及認購股份	2,034,400,000	–
供股股份	–	631,928,250
於二零一五年六月二十三日完成之發行紅股之影響	–	865,751,321
於二零一六年九月十九日完成之發行紅股之影響	2,055,546,823	1,450,982,285
於十二月三十一日普通股之加權平均數	7,144,266,698	4,352,946,856

由於截至二零一六年及二零一五年十二月三十一日止年度並無具潛在攤薄影響之已發行普通股，故每股攤薄盈利與每股基本盈利相等。每股基本及攤薄盈利所使用之分母與上文詳述之分母相同。

14. 股息

	二零一六年 人民幣千元	二零一五年 人民幣千元
擬派末期股息 – 每股人民幣0.01元(二零一五年：人民幣0.015元)	86,331	76,331

於二零一七年三月十三日，董事會建議就截至二零一六年十二月三十一日止年度派付末期股息每股人民幣0.01元(二零一五年：每股人民幣0.015元)，合共約為人民幣86,331,000元(二零一五年：約人民幣76,331,000元)。建議末期股息乃根據釐定末期股息之董事會會議日期(即二零一七年三月十三日)，本公司之已發行股份數目(即8,633,079,812股)計算。

根據本公司於日期為二零一六年十二月五日之通函披露之配售協議所載之條款及條件(「配售」)及基於配售股份獲悉數配售，本公司將於配售完成後合共發行最多1,500,000,000股新H股。本公司之已發行股份數目將增加至10,133,079,812股。倘配售於釐定收取上述末期股息之資格之記錄日期前進行及完成，配售股份之持有人將有權收取末期股息，而本公司之末期股息將為每股人民幣0.01元，按照本公司配售完成後之已發行股份數目(即10,133,079,812股股份，假設配售股份獲悉數配售)，合共約為人民幣101,331,000元。

財務報表附註

截至二零一六年十二月三十一日止年度

14. 股息 (續)

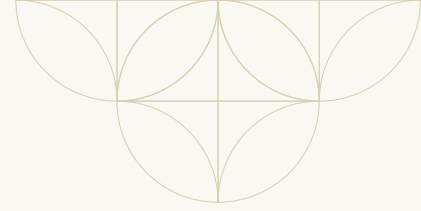
於報告期末後擬派之二零一六年末期股息，須待股東於應屆股東週年大會上批准後方可作實。擬派股息不作為應付股息於截至二零一六年十二月三十一日止年度之財務報表中反映。

概無與本公司向其股東派付股息有關的所得稅後果。

15. 根據營運租賃持作自用租賃土地之款項

	人民幣千元
二零一六年	
成本	
於二零一六年一月一日及 二零一六年十二月三十一日	9,957
累計攤銷	
於二零一六年一月一日	834
年度撥備	197
於二零一六年十二月三十一日	1,031
二零一五年	
成本	
於二零一五年一月一日	10,542
轉移至投資物業 (附註 18)	(585)
於二零一五年十二月三十一日	9,957
累計攤銷	
於二零一五年一月一日	711
年度撥備	209
轉移至投資物業 (附註 18)	(86)
於二零一五年十二月三十一日	834
賬面淨值	
於二零一六年十二月三十一日	8,926
於二零一五年十二月三十一日	9,123

於二零一六年十二月三十一日，賬面淨值約人民幣 8,042,000 元 (二零一五年：人民幣 8,220,000 元) 之根據營運租賃持作自用租賃土地之款項已抵押作本集團獲取若干借款之擔保 (附註 28(a))。



財務報表附註

截至二零一六年十二月三十一日止年度

16. 物業、廠房及設備

	樓宇 人民幣千元	租賃裝修 人民幣千元	機器 人民幣千元	儲存設施 人民幣千元	傢俱、裝置 及測試設備 人民幣千元	運輸設施 人民幣千元	總計 人民幣千元
二零一六年							
成本							
於二零一六年一月一日	61,924	315	19,356	9,154	25,089	11,273	127,111
透過業務合併添置(附註34)	8,840	-	501	-	100	-	9,441
添置	738	109	2,428	-	2,301	158	5,734
出售	-	-	(710)	-	(705)	-	(1,415)
重估	4,290	-	-	-	29	-	4,319
轉移自在建工程(附註17)	1,605	-	-	-	2,017	-	3,622
轉移至投資物業(附註18)	(5,603)	-	-	-	-	-	(5,603)
轉移自分類為持作出售之 資產(附註26)	-	-	54	5,356	-	-	5,410
於二零一六年十二月三十一日	71,794	424	21,629	14,510	28,831	11,431	148,619
累計折舊及減值虧損							
於二零一六年一月一日	85	227	5,163	4,914	14,562	2,519	27,470
年度撥備	2,258	116	2,622	338	2,817	2,236	10,387
出售時撇銷	-	-	(688)	-	(541)	-	(1,229)
轉移至投資物業(附註18)	(187)	-	-	-	-	-	(187)
於二零一六年十二月三十一日	2,156	343	7,097	5,252	16,838	4,755	36,441
二零一五年							
成本							
於二零一五年一月一日	8,555	315	33,961	33,217	23,830	8,117	107,995
透過業務合併添置(附註35)	-	-	-	-	66	501	567
添置	-	-	941	-	2,168	3,385	6,494
出售	(102)	-	(15,413)	-	(1,245)	(730)	(17,490)
轉移自在建工程(附註17)	60,188	-	-	-	270	-	60,458
轉移至投資物業(附註18)	(6,717)	-	-	-	-	-	(6,717)
轉移至分類為持作出售之資產 (附註26)	-	-	(133)	(24,063)	-	-	(24,196)
於二零一五年十二月三十一日	61,924	315	19,356	9,154	25,089	11,273	127,111
累計折舊及減值虧損							
於二零一五年一月一日	311	66	17,563	18,475	13,041	1,415	50,871
年度撥備	460	161	2,498	2,742	2,600	1,602	10,063
出售時撇銷	(97)	-	(14,832)	-	(1,079)	(498)	(16,506)
轉移至投資物業(附註18)	(589)	-	-	-	-	-	(589)
轉移至分類為持作出售之資產 (附註26)	-	-	(66)	(16,303)	-	-	(16,369)
於二零一五年十二月三十一日	85	227	5,163	4,914	14,562	2,519	27,470
賬面淨值							
於二零一六年十二月三十一日	69,638	81	14,532	9,258	11,993	6,676	112,178
於二零一五年十二月三十一日	61,839	88	14,193	4,240	10,527	8,754	99,641

財務報表附註

截至二零一六年十二月三十一日止年度

16. 物業、廠房及設備(續)

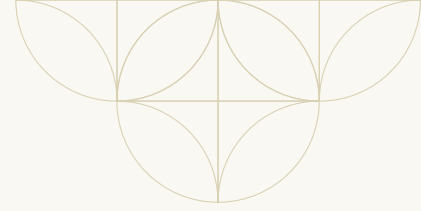
於二零一六年及二零一五年十二月三十一日，以下本集團之物業、廠房及設備已抵押作本集團獲取借款之擔保(附註28(a))：

	二零一六年 人民幣千元	二零一五年 人民幣千元
樓宇	57,977	-

17. 在建工程

	人民幣千元
於二零一五年一月一日	38,156
添置	24,176
轉移至物業、廠房及設備(附註16)	(60,458)
於二零一五年十二月三十一日及二零一六年一月一日	1,874
添置	1,748
轉移至物業、廠房及設備(附註16)	(3,622)
於二零一六年十二月三十一日	-

主要有關本集團於南通市新辦公室之在建工程已於年內竣工。



財務報表附註

截至二零一六年十二月三十一日止年度

18. 投資物業

人民幣千元

二零一五年	
成本	
於二零一五年一月一日	11,403
轉移自根據營運租賃持作自用租賃土地之款項(附註 15)	585
轉移自物業、廠房及設備(附註 16)	6,717
於二零一五年十二月三十一日	18,705
及二零一六年一月一日	5,603
轉移自物業、廠房及設備(附註 16)	5,603
於二零一六年十二月三十一日	24,308
累計折舊	
於二零一五年一月一日	75
年度撥備	910
轉移自根據營運租賃持作自用租賃土地之款項(附註 15)	86
轉移自物業、廠房及設備(附註 16)	589
於二零一五年十二月三十一日	1,660
年度撥備	1,144
轉移自物業、廠房及設備(附註 16)	187
於二零一六年十二月三十一日	2,991
賬面淨值	
於二零一六年十二月三十一日	21,317
於二零一五年十二月三十一日	17,045
公平值	
於二零一六年十二月三十一日	40,961
於二零一五年十二月三十一日	30,943

於截至二零一六年十二月三十一日止年度，本集團將其其中一棟辦公室樓宇之用途從自用轉變為賺取租金收入。因此，該辦公室樓宇之賬面值自物業、廠房及設備轉移至投資物業。

投資物業之估計可使用年期為20至30年，其中一項於二零一五年十二月三十一日賬面值為人民幣6,631,000元之投資物業已抵押予銀行作本集團獲取借款之擔保(附註28(a))。

公平值乃採用收入法釐定，即透過計及有關物業來自現有租戶的租金收入淨額及就有關租戶的潛在復歸收入計提撥備，其後按合適的資本化率資本化為價值。

投資物業之公平值估值由獨立估值師計算，有關獨立估值師持有認可及相關專業資格，並對被估值的投資物業所在地點及所屬類別有近期經驗。

本集團之投資物業按成本計量。所披露之公平值分類為第三級估值(公平值計量水平之詳情，請參閱附註5(g))。

本集團之投資物業之最高及最佳用途與其目前用途相同。

財務報表附註

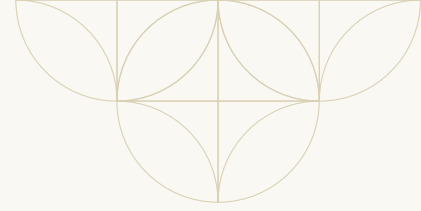
截至二零一六年十二月三十一日止年度

19. 無形資產

本集團	商譽 人民幣千元	工程許可證 (附註(a)) 人民幣千元	支付業務 許可證 (附註(b)) 人民幣千元	電腦軟件 人民幣千元	總計 人民幣千元
二零一六年					
成本					
於二零一六年一月一日	16,930	131,266	–	823	149,019
透過業務合併添置(附註34)	71,057	–	225,786	947	297,790
添置	–	–	–	431	431
於二零一六年十二月三十一日	87,987	131,266	225,786	2,201	447,240
累計攤銷					
於二零一六年一月一日	–	–	–	735	735
年度撥備	–	–	–	43	43
於二零一六年十二月三十一日	–	–	–	778	778
二零一五年					
成本					
於二零一五年一月一日	16,930	131,266	–	819	149,015
透過業務合併添置(附註35)	–	–	–	4	4
於二零一五年十二月三十一日	16,930	131,266	–	823	149,019
累計攤銷					
於二零一五年一月一日	–	–	–	706	706
年度撥備	–	–	–	29	29
於二零一五年十二月三十一日	–	–	–	735	735
賬面淨值					
於二零一六年十二月三十一日	87,987	131,266	225,786	1,423	446,462
於二零一五年十二月三十一日	16,930	131,266	–	88	148,284

附註：

- (a) 工程許可證指道路及天橋工程之一級建築合約及一級市政公用合約。
- (b) 支付業務許可證指非銀行金融機構提供第三方支付服務之資質證明。



財務報表附註

截至二零一六年十二月三十一日止年度

19. 無形資產 (續)

商譽及工程許可證之減值測試

約人民幣**16,930,000**元之商譽及工程許可證分配予本集團其中一個現金產生單位(「現金產生單位」)，即路橋建設分部。

現金產生單位之可收回金額乃按照使用價值計算釐定。本集團根據管理層所批核之五年財務預算，按稅前現金流量預測作出計算。五年期以上之現金流量採用**2%**(二零一五年：**3%**)估計加權平均年度增長率推算。

使用價值計算所用之主要假設如下：

	二零一六年	二零一五年
加權平均毛利率	9.7%-13.8%	11.8%-13.8%
增長率	8%	5.0%-8.0%
營運資金佔收益百分比	41.2%-45.2%	42.1%-45.5%
稅前貼現率	20.6%	12.5%

管理層按過往表現及市場發展之預測釐定加權平均毛利率、加權平均增長率及營運資金佔收益百分比。所用之貼現率為稅前並反映與路橋建設分部有關之具體風險。

商譽及支付業務許可證之減值測試

截至二零一六年十二月三十一日止年度，約人民幣**71,057,000**元之商譽乃透過業務合併收購(附註**34**)，而第三方支付許可證則分配予本集團其中一個現金產生單位，即農業大數據服務分部。

現金產生單位之可收回金額乃按照使用價值計算釐定。本集團根據管理層所批核之五年財務預算，按稅前現金流量預測作出計算。五年期以上之現金流量採用零年度增長率推算。

使用價值計算所用之主要假設如下：

	二零一六年
加權平均毛利率	94.5%-94.6%
增長率	5%-14.8%
營運資金佔收益百分比	22%-23%
稅前貼現率	28.7%

管理層按過往表現及市場發展之預測釐定加權平均毛利率、加權平均增長率及營運資金佔收益百分比。所用之貼現率為稅前並反映與農業大數據服務分部有關之具體風險。

財務報表附註

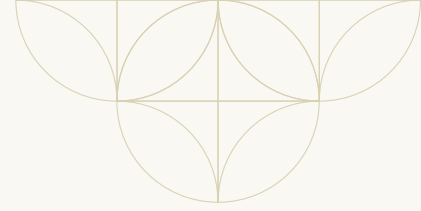
截至二零一六年十二月三十一日止年度

20. 於聯營公司權益

	二零一六年 人民幣千元	二零一五年 人民幣千元
應佔資產淨值	93,389	65,260

本集團聯營公司於二零一六年十二月三十一日之詳情如下：

名稱	註冊成立地點及 法律實體種類	主要業務及 經營地點	註冊資本	持有股權	
				直接	間接
上海浦東路橋瀝青材料 有限公司(「浦東路橋」)	中國，有限責任公司	於中國買賣瀝青	人民幣 30,000,000 元	49%	-
武漢大通華利船務有限公司 (「武漢大通」)	中國，有限責任公司	於中國提供船運服務	人民幣 50,000,000 元	-	30%
上海伊和旭生融資租賃有限公司	中國，有限責任公司	於中國從事融資租賃業務	人民幣 100,000,000 元	-	30%
瑞盈茂碩融資租賃(深圳) 有限公司	中國，有限責任公司	於中國從事融資租賃業務	人民幣 200,000,000 元	-	30%
眉山大生聖豐科技有限公司 (「眉山大生」)	中國，有限責任公司	於中國提供農業大 數據服務	人民幣 10,000,000 元	-	49%
鎮江農批數據服務有限公司 (「鎮江農批」)	中國，有限責任公司	於中國提供農業大 數據服務	人民幣 10,000,000 元	-	49%
湖洲大生鮮綠多 大數據科技有限公司 (「湖洲大生」)	中國，有限責任公司	於中國提供農業大 數據服務	人民幣 20,000,000 元	-	49%



財務報表附註

截至二零一六年十二月三十一日止年度

20. 於聯營公司權益 (續)

董事認為上述聯營公司對本集團而言並不重大，而有關本集團應佔該等聯營公司之財務資料概要如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
持續經營業務利潤	2,166	2,680
其他全面收益	-	-
總全面收益	2,166	2,680

21. 可供出售金融資產

	二零一六年 人民幣千元	二零一五年 人民幣千元
上市股本證券，按公平值	8,250	-
非上市股本證券，按成本	5,800	5,800
	14,050	5,800

上市股本證券指一家中國上市公司之投資，按根據其於呈報日期在活躍市場之報價釐定之公平值計量。非上市股本證券指對兩家中國非上市公司(二零一五年：兩家)之投資。由於本公司董事認為，公平值不可作可靠計量，因此於各報告期末時，該等公司以成本扣除減值(如有)計量。

於報告期末，本公司董事並無意出售可供出售金融資產。

22. 存貨

	二零一六年 人民幣千元	二零一五年 人民幣千元
轉售石化產品及農產品	28,306	2,960
建築工程用瀝青	3,907	7,036
其他建築物料	16,851	23,032
第三方支付服務設備	477	-
	49,541	33,028

財務報表附註

截至二零一六年十二月三十一日止年度

23. 貿易及其他應收款

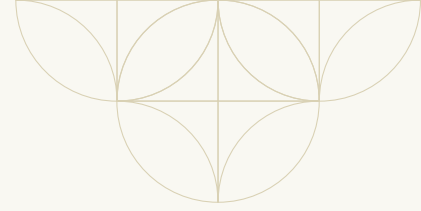
	二零一六年 人民幣千元	二零一五年 人民幣千元
貿易應收款	3,319,113	4,005,834
應收商業票據	1,370	23,216
工程合約預留款項	558,639	573,149
融資租賃應收款(附註(a))	121,696	81,646
保理貸款應收款	2,221,825	176,367
貿易應收款與應收票據總額(附註(b))	6,222,643	4,860,212
預付款及按金	755,508	312,102
其他應收款(附註(c))	49,793	167,327
應收聯營公司款項(附註(d))	250	395
持有至到期金融資產(附註(e))	61,000	-
	7,089,194	5,340,036
減：減值虧損(附註(f))	(95,922)	(68,146)
	6,993,272	5,271,890
分類為：		
非流動資產	925,418	723,032
流動資產	6,067,854	4,548,858
	6,993,272	5,271,890

(a) 融資租賃應收款

於二零一六年及二零一五年十二月三十一日之融資租賃應收款如下：

	二零一六年			二零一五年		
	最低租金 付款 人民幣千元	未實現融資 租賃收入 人民幣千元	現值 人民幣千元	最低租金 付款 人民幣千元	未實現融資 租賃收入 人民幣千元	現值 人民幣千元
一年內(附註(i))	79,017	(7,532)	71,485	48,553	(4,165)	44,388
一年後但五年內	54,012	(3,801)	50,211	39,798	(2,540)	37,258
	133,029	(11,333)	121,696	88,351	(6,705)	81,646

附註(i)：計入融資租賃應收款之款項人民幣28,784,000元(二零一五年：人民幣15,300,000元)為向關連公司提供之貸款，該關連公司之實益擁有人為蘭華升先生(本公司之董事)及盧挺富先生(本公司之監事)。



財務報表附註

截至二零一六年十二月三十一日止年度

23. 貿易及其他應收款 (續)

(b) 貿易應收款與應收票據

路橋建設及銷售石化產品及農產品之貿易應收款與應收票據乃按照發票日進行賬齡分析。融資租賃及商業保理業務則按照相關合約載列之租賃及貸款開始日期進行賬齡分析。減值虧損前之賬齡分析詳情如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
路橋建設 (附註 (i)) :		
少於六個月	663,618	1,420,149
六個月至少於一年	465,200	20,207
一年至少於兩年	623,609	74,515
兩年至少於三年	220,129	28,875
三年及以上	3,382	17,419
	1,975,938	1,561,165
銷售石化產品及農產品 (附註 (ii)) :		
少於 31 日	1,470,597	2,112,061
31 至 60 日	300,840	307,869
61 至 90 日	1,000	146,224
91 日至少於一年	65,294	168,523
一年至少於兩年	2,792	287,824
兩年至少於三年	39,657	12,659
三年及以上	12,168	5,874
	1,892,348	3,041,034
融資租賃及商業保理業務 (附註 (iii)) :		
少於六個月	2,143,815	249,763
六個月至少於一年	138,266	8,250
一年以上	61,440	–
	2,343,521	258,013
農業大數據服務 (附註 (iv)) :		
少於六個月	10,658	–
六個月至少於一年	178	–
	10,836	–
	6,222,643	4,860,212

財務報表附註

截至二零一六年十二月三十一日止年度

23. 貿易及其他應收款 (續)

(b) 貿易應收款與應收票據 (續)

附註 (i) :

就路橋建設而言，信貸期乃個別釐定，介乎零日至三年不等。

有關路橋建設之已到期但無減值之貿易應收款之賬齡分析如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
逾期少於六個月	404,897	86,223
逾期六個月至少於一年	47,072	16,770
逾期一年至少於兩年	148,516	176,223
逾期兩年至少於三年	30,568	73,663
逾期三年及以上	10,457	2,457
	641,510	355,336

絕大部分路橋建設之客戶均為中國政府相關企業，最近並無拖欠還款記錄。貿易應收款之信貸評級乃參考有關對手方拖欠比率之過往資料進行評估。若干工程合約之條款訂明，客戶可於合約完成後指定期間內（一般為兩年）預留總合約金額之一部分（通常為5%）。

附註 (ii) :

銷售石化產品及農產品方面，給予個別客戶之信貸期按個別客戶而定，乃由管理層參考相關客戶之信譽釐定。信貸期通常介乎30至180日之間。

有關銷售石化產品及農產品之已到期但無減值之貿易應收款之賬齡分析如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
逾期少於91日	316,939	147,766
逾期91日至一年	21	20,756
逾期一年以上	19,830	221,389
	336,790	389,911

該等未到期亦未減值款項與最近並無拖欠還款記錄之多個獨立客戶有關。貿易應收款之信貸評級乃參考有關對手方拖欠比率之過往資料進行評估。



財務報表附註

截至二零一六年十二月三十一日止年度

23. 貿易及其他應收款 (續)

(b) 貿易應收款與應收票據 (續)

附註 (iii) :

就融資租賃應收款而言，客戶須根據相關合約載列之條款支付有關款項，並須在租賃期結束時收購租賃資產。各租賃合約之到期日介乎一至三年。

就保理貸款應收款而言，客戶須根據相關合約載列之條款支付有關款項。各貸款合約之到期日一般不多於一年。

於二零一六年十二月三十一日，所有融資租賃應收款及商業保理貸款應收款並無逾期或減值。並無逾期或減值之金額與最近並無拖欠還款記錄之多個獨立客戶相關。貿易應收款之信貸評級乃參考有關對手方拖欠比率之過往資料進行評估。

向客戶提供之融資租賃應收款及商業保理貸款應收款之利率乃在評估多個因素（包括借款人之信用及還款能力、抵押品以及整體經濟趨勢）後釐定。本集團收取之實際年利率為**4.26%**至**13.5%**。

於二零一六年十二月三十一日，由於機器擁有權將於拖欠付款時轉移至本集團，故若干機器之融資租賃應收款實際上以相關資產作抵押。有關抵押品之公平值約為人民幣**223,277,000**元（二零一五年：人民幣**112,830,000**元）。已自融資租賃客戶收取之按金約為人民幣**7,388,000**元（二零一五年：人民幣**5,431,000**元）。

附註 (iv) :

就農業大數據服務而言，信貸期乃個別釐定，介乎零日至一年不等。

(c) 其他應收款

附註 (i) :

於二零一五年十二月三十一日，計入其他應收款之約人民幣**92,976,000**元之款項為向一名獨立第三方提供之貸款，該結餘乃無抵押、免息及須於要求時償還。該款項其後於二零一六年二月結清。

附註 (ii) :

於二零一五年十二月三十一日，人民幣**30,000,000**元之按金為收購一家間接非全資附屬公司之投資按金。收購已於二零一六年七月完成（附註**34**）。

(d) 應收聯營公司及一家關連公司款項

該等金額乃免息、無抵押及須於要求時償還。

財務報表附註

截至二零一六年十二月三十一日止年度

23. 貿易及其他應收款 (續)

(e) 持有至到期金融資產

該金額指固定年利率為 5.81%，並於二零一九年十二月七日期到之金融資產。

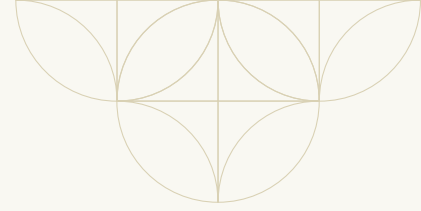
(f) 減值虧損

下表為年內貿易及其他應收款之減值虧損對賬：

	二零一六年 人民幣千元	二零一五年 人民幣千元
於一月一日	68,146	123,073
已確認減值虧損	30,460	50,493
撥回先前已確認減值虧損	-	(99,158)
撇銷	(2,684)	(6,262)
於十二月三十一日	95,922	68,146

24. 應收／(應付)客戶合約工程款項

	二零一六年 人民幣千元	二零一五年 人民幣千元
報告期末之進行中合約：		
已產生合約成本加已確認利潤減去已確認虧損及可預見虧損	6,551,874	5,559,248
減：進度款項	(6,558,891)	(5,603,938)
報告期末之在建工程	(7,017)	(44,690)
呈列為：		
計入流動資產之應收客戶合約工程款項	28,185	24,826
計入流動負債之應付客戶合約工程款項	(35,202)	(69,516)
	(7,017)	(44,690)



財務報表附註

截至二零一六年十二月三十一日止年度

25. 限制銀行存款

本集團之限制銀行存款以人民幣、美元及港元計值，並已作為所發出履約保證、投標保證、銀行借款及與支付卡業務有關之預收客戶款項之抵押。於二零一六年十二月三十一日，限制銀行存款之實際年利率介乎 1.4% 至 2.8% (二零一五年：每年 1.3% 至 2.8%)。

26. 分類為持作出售之資產

分類為持作出售之資產與本集團其中一個位於中國高光之儲存設施有關。於二零一六年十二月三十一日，董事認為出售交易不大可能再發生，並認為在於二零一六年十二月三十一日之綜合財務狀況表中將該等資產自持作出售之資產重新分類至物業、廠房及設備屬恰當。

於二零一六年十二月三十一日，上述重新分類至物業、廠房及設備之資產之賬面值人民幣 5,410,000 元為分類為持作出售前之金額，已就倘資產未分類為持作出售而可能確認之任何折舊作出調整。於其後決定不再出售之日期，董事認為賬面值低於其可收回金額。

27. 貿易及其他應付款

	二零一六年 人民幣千元	二零一五年 人民幣千元
貿易應付款	1,859,358	2,369,497
應付票據	1,274,126	552,139
	3,133,484	2,921,636
應付一家聯營公司款項(附註(i))	466	650
應付一家關連公司款項(附註(i))	–	10,796
已收按金	262,591	124,099
其他應付款(附註(ii))	765,545	280,568
應計費用	656	10,250
	4,162,742	3,347,999

附註：(i) 該款項乃免息、無抵押及須於要求時償還。

(ii) 該款項包括來自獨立第三方之墊款人民幣 2,526,000 元(二零一五年：人民幣 8,878,000 元)，乃免息、無抵押及須於要求時償還。

財務報表附註

截至二零一六年十二月三十一日止年度

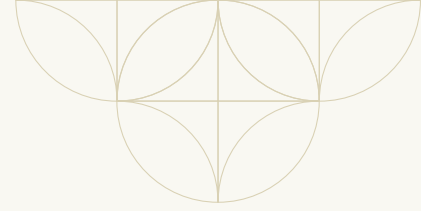
27. 貿易及其他應付款 (續)

按報告期末時按發票日計入貿易及其他應付款之貿易應付賬款之賬齡分析如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
路橋建設：		
少於六個月	702,423	828,356
六個月至少於一年	272	91,939
一年至少於兩年	156,863	26,503
兩年至少於三年	16,470	23,612
三年及以上	23,457	18,336
	899,485	988,746
銷售石化產品及農產品：		
少於31日	622,469	1,703,214
31至60日	527,863	50,010
61至90日	194,640	50
91日至少於一年	884,295	179,140
一年至少於兩年	10	28
兩年至少於三年	189	–
三年及以上	282	448
	2,229,748	1,932,890
農業大數據服務撥備：		
少於31日	4,251	–
	3,133,484	2,921,636

28. 借款

	二零一六年 人民幣千元	二零一五年 人民幣千元
銀行借款		
有抵押 – 計息貸款(附註(a)及(b))	510,258	31,667
無抵押 – 計息貸款(附註(b))	898,400	1,021,200
	1,408,658	1,052,867
其他借貸		
無抵押 – 計息貸款	299,088	–
	1,707,746	1,052,867



財務報表附註

截至二零一六年十二月三十一日止年度

28. 借款(續)

於報告期末，本集團之總借款須於如下年期償還：

	二零一六年 人民幣千元	二零一五年 人民幣千元
於要求時或一年內	1,707,746	1,021,200
於第二年	–	31,667
	1,707,746	1,052,867

附註：

於報告期末，已抵押資產及保證借款之概要如下：

(a) 借款獲以下各項擔保：

	二零一六年 人民幣千元	二零一五年 人民幣千元
根據營運租賃持作自用租賃土地之款項(附註 15)	8,042	8,220
物業、廠房及設備(附註 16)	57,997	–
投資物業(附註 18)	–	6,631
貿易應收款	200,000	–

(b) 本集團之有抵押及無抵押借款達人民幣 280,000,000 元(二零一五年：人民幣 280,000,000 元)由本公司及其附屬公司之若干董事擔保。

於二零一六年十二月三十一日，本集團並無銀行額度須於達成有關本公司若干財務比率之契諾後方可作實(二零一五年：無)。

除上文所述者外，本公司亦定期監控其遵守契諾之情況。於二零一六年十二月三十一日，概無違反任何有關獲發放貸款之契諾(二零一五年：無)。

財務報表附註

截至二零一六年十二月三十一日止年度

29. 遞延稅項

本年及過往年度已確認遞延稅項負債及資產之詳情及變動如下：

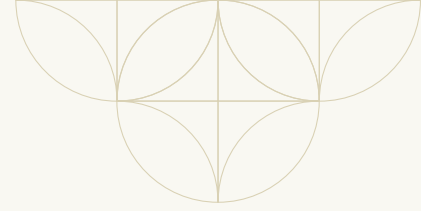
遞延稅項資產

	貿易及其他 應收款減值虧損 及貼現 人民幣千元
於二零一五年一月一日	40,433
於損益表中扣除	(13,406)
於二零一五年十二月三十一日及二零一六年一月一日	27,027
於損益表中計入	5,971
於二零一六年十二月三十一日	32,998

遞延稅項負債

	就企業合併 之公平值盈餘 人民幣千元	借貸成本資本化 人民幣千元	總計 人民幣千元
於二零一五年一月一日	33,755	302	34,057
於損益表中扣除	-	325	325
於二零一五年十二月三十一日及二零一六年一月一日	33,755	627	34,382
於損益表中扣除	-	194	194
透過業務合併添置(附註34)	57,526	-	57,526
於二零一六年十二月三十一日	91,281	821	92,102

由於無法預測未來溢利流，故並無就未使用稅務虧損確認遞延稅項資產。於香港產生的稅務虧損人民幣5,921,000元（二零一五年：人民幣18,846,000元）可無限期結轉。



財務報表附註

截至二零一六年十二月三十一日止年度

29. 遞延稅項 (續)

根據新中國稅法，政府將就向在中國成立之外商投資企業之境外投資宣派之股息徵收10%之預扣稅。該規定自二零零八年一月一日起實施，對二零零七年十二月三十一日後賺取之盈利適用。倘中國與境外投資者所屬司法權區訂有稅務協定，則可能採用較低之預扣稅稅率。

於二零一六年及二零一五年十二月三十一日，就本集團於中國成立之附屬公司之未匯出盈利應付之預扣稅並未確認任何遞延稅項。此乃由於，董事認為該等附屬公司並不可能於可見將來將二零零八年一月一日至二零一六年十二月三十一日應計之盈利分派給本集團於中國境外註冊成立之中介控股公司。因此，於二零一六年及二零一五年十二月三十一日並無確認任何遞延稅項負債。

為呈列綜合財務狀況表，若干遞延稅項資產及負債已抵銷。以下為就財務報告目的而對遞延稅項結餘作出的分析：

	二零一六年 人民幣千元	二零一五年 人民幣千元
遞延稅項資產	11,502	24,076
遞延稅項負債	(70,606)	(31,431)
	(59,104)	(7,355)

30. 股本

(a) 法定及已發行股本

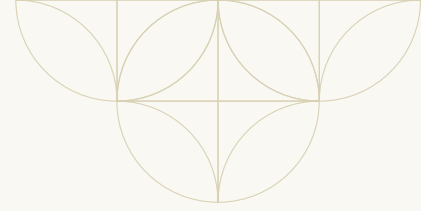
	股份數目	金額 人民幣千元
每股人民幣0.1元之普通股		
法定、已發行及繳足：		
於二零一五年一月一日	1,404,285,000	140,429
供股(附註i)	631,928,250	63,192
紅股發行(附註ii)	1,018,106,625	101,811
於二零一五年十二月三十一日及二零一六年一月一日	3,054,319,875	305,432
配售及認購股分(附註iii)	2,034,400,000	203,440
紅股發行(附註iv)	2,544,359,938	254,436
於二零一六年十二月三十一日	7,633,079,813	763,308

30. 股本 (續)

(a) 法定及已發行股本 (續)

附註：

- (i) 於二零一五年二月十七日，本公司建議透過供股方式發行**631,928,250**股供股股份(包括**307,928,250**股H股供股股份及**324,000,000**股內資股供股股份)以籌措資金，有關供股按合資格股東每持有**10**股現有股份獲發**4.5**股供股股份之基準以每股H股供股股份**0.78**港元及每股內資股供股股份人民幣**0.62**元之認購價進行，並於接納時悉數繳足股款。供股已於二零一五年三月三十日完成。因此，已籌措約人民幣**390,720,000**元(扣除開支)。
- (ii) 根據本公司於二零一五年六月二十三日舉行之股東週年大會及各類別大會上通過之特別決議案，本公司獲批准向本公司全體股東發行紅股，基準為按於二零一五年七月九日名列本公司股東名冊之股東每持有十股現有股份獲發五股新紅股。合共**1,018,106,625**股紅股(包括**496,106,625**股紅利H股及**522,000,000**股紅利內資股)已於二零一五年七月二十七日發行。
- (iii) 於二零一五年七月二十九日，本公司與深圳市大生農業集團有限公司(「深圳大生」，其於二零一五年十二月三十一日持有本公司約**29.86%**之股權)訂立股份認購協議，據此，本公司已有條件同意配發及發行，而深圳大生已有條件同意認購**1,500,000,000**股H股，價格為不少於每股**0.8**港元。同日，本公司與一名配售代理訂立配售協議，據此，本公司已有條件同意透過配售代理以盡全力基準配售**1,500,000,000**股H股，價格為不少於每股**0.8**港元。建議將予認購或配售之新股份將在各方面與現有已發行之H股享有同等權益。認購事項及配售之所得款項總額合共將不少於**2,400,000,000**港元。所得款項將主要用於開發及擴展新業務(即提供農業領域內之金融服務)。有關詳情請參閱本公司於二零一五年八月五日刊發之公告及本公司日期為二零一五年九月三十日之通函。認購事項及配售已分別於二零一六年二月二十六日及二零一六年三月七日完成。
- (iv) 根據本公司於二零一六年八月二十三日舉行之股東週年大會及各類別大會上通過之特別決議案，本公司獲批准向本公司全體股東發行紅股，基準為於二零一六年九月四日名列本公司股東名冊之股東每持有本公司十股現有股份獲發五股新紅股。合共**2,544,359,938**股紅股已於二零一六年九月十九日發行，當中包括**1,761,359,937**股紅利H股及**783,000,000**股紅利內資股。



財務報表附註

截至二零一六年十二月三十一日止年度

30. 股本 (續)

(b) 資本管理政策

本集團管理資本之目的，在於保障本集團能夠繼續持續經營，從而為股東提供回報及為其他利益相關人提供福利，並維持最佳之資本結構以減低資本成本。

為維持或調整資本結構，本集團可調整支付予股東之股息金額、付予股東之回報資本、發行新股或出售資產以減少債務。

本集團按債權比率監控資本。該比率乃按總借款(誠如附註28所述)除以總資本計算。本集團將本公司持有人應佔權益視為其資本。

	二零一六年 人民幣千元	二零一五年 人民幣千元
總借款	1,707,746	1,052,867
本公司持有人應佔權益	3,071,861	1,479,713
債權比率	55.6%	71.2%

本集團亦須遵守有關若干銀行契諾的外部規定。詳情請參閱附註28。

財務報表附註

截至二零一六年十二月三十一日止年度

31. 儲備

本公司	資本儲備 (附註(a)) 人民幣千元	法定 公積金 (附註(b)) 人民幣千元	保留盈利 (附註(e)) 人民幣千元	總計 人民幣千元
於二零一五年一月一日	174,956	63,849	258,110	496,915
年度利潤	-	-	126,144	126,144
供股(附註30(a)(i))	327,528	-	-	327,528
紅股發行(附註30(a)(ii))	(101,811)	-	-	(101,811)
轉撥至法定公積金	-	12,614	(12,614)	-
已付二零一四年末期股息	-	-	(50,905)	(50,905)
於二零一五年十二月三十一日 及二零一六年一月一日	400,673	76,463	320,735	797,871
年度利潤	-	-	30,408	30,408
配售股份(附註30(a)(iii))	1,148,142	-	-	1,148,142
紅股發行(附註30(a)(iv))	(254,436)	-	-	(254,436)
轉撥至法定公積金	-	3,041	(3,041)	-
已付二零一五年末期股息(附註14)	-	-	(76,331)	(76,331)
於二零一六年十二月三十一日	1,294,379	79,504	271,771	1,645,654

附註：

(a) 該金額指股本超逾面值。於二零零七年十一月十三日，本公司按每股1.10港元之發行價，向認購人及H股股東發行250,190,000股股份。於二零一四年十月二十九日、二零一五年七月二十七日及二零一六年八月二十三日，468,095,000股紅股、1,018,106,625股紅股及2,544,359,938股紅股已分別獲發行，人民幣46,810,000元、人民幣101,811,000元及人民幣254,436,000元已自資本儲備轉移至股本。於二零一五年三月三十日，631,928,250股供股股份已獲發行，所得款項約為人民幣390,720,000元。因此，本公司之已發行股本已增加人民幣63,192,000元，而所得款項之結餘人民幣327,528,000元已計入資本儲備賬。於二零一六年二月二十六日及二零一六年三月七日，本公司按每股0.8港元之發行價，向認購人發行1,500,000,000及534,400,000股股份。

(b) 根據中國有關規例及本集團屬下中國公司之章程細則，本集團屬下各中國公司須將其利潤淨額(根據中國會計規例釐定)之10%轉撥至法定公積金，直至法定公積金總額達其註冊資本50%為止。該法定公積金的轉撥須優先於向股東分派股息。

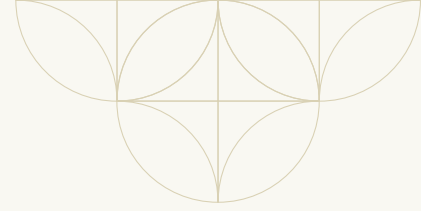
法定公積金僅可用作彌補過往年度虧損、擴大生產業務或增加股本。經股東大會決議案批准後，本集團屬下各中國公司可將其法定公積金轉為股本並按股東原有持股量比例發行紅股予現有股東或提高股東現持各股份之面值，惟有關發行後該法定公積金之結餘不得少於註冊資本之25%。

(c) 本集團之其他儲備指其於二零零八年收購若干附屬公司之額外股權時，可識別資產及負債之公平值出現變動，因而確認其所佔之重估盈餘。

(d) 本集團之貨幣換算儲備指將外國業務之資產淨值重新換算至財務報表呈列貨幣人民幣而產生之收益或虧損。

(e) 該金額指於損益中確認之累計收益及虧損淨額。

(f) 該金額指按公平值確認分類為可供出售金融資產產生之收益/(虧損)。



財務報表附註

截至二零一六年十二月三十一日止年度

32. 控股公司財務狀況表

附註	二零一六年 人民幣千元	二零一五年 人民幣千元
資產		
非流動資產		
物業、廠房及設備	6,796	7,942
投資物業	9,510	10,418
附屬公司投資	2,618,309	758,269
聯營公司投資	24,677	27,313
可供出售金融資產	800	800
遞延稅項資產	77	-
總非流動資產	2,660,169	804,742
流動資產		
存貨	2	2
貿易及其他應收款	1,824,322	2,057,162
限制銀行存款	49,284	40,000
現金及現金等價物	473,577	6,166
總流動資產	2,347,185	2,103,330
總資產	5,007,354	2,908,072
負債		
流動負債		
貿易及其他應付款	2,005,336	1,519,541
借款	588,000	280,000
本期稅項負債	5,056	5,228
總流動負債	2,598,392	1,804,769
流動資產淨值	(251,207)	298,561
資產淨值	2,408,962	1,103,303
股本及儲備		
股本	30	763,308
儲備	31	1,645,654
總權益	2,408,962	1,103,303

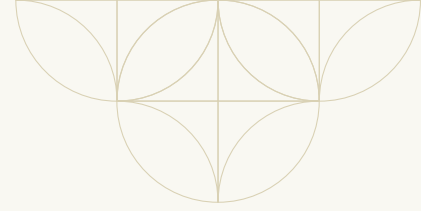
財務報表附註

截至二零一六年十二月三十一日止年度

33. 附屬公司詳情

本集團主要附屬公司於二零一六年十二月三十一日之詳情如下：

名稱	註冊成立地點及 法律實體種類	主要業務及 經營地點	已發行股本／ 註冊資本	實際持有股權	
				直接	間接
南通路橋工程有限公司 （「南通路橋」）	中國，有限責任公司	於中國建設路橋	人民幣 600,080,000 元	91.31%	-
江蘇九州市政工程有限公司	中國，有限責任公司	於中國建設路橋	人民幣 50,000,000 元	-	91.31%
香港大生農業控股有限公司	香港，有限責任公司	於香港進行投資控股	250,000,000 股普通股涉及 250,000,000 港元	100%	-
武漢華隆公路物資有限公司	中國，有限責任公司	於中國買賣石化產品	人民幣 30,000,000 元	100%	-
上海大生農化有限公司	中國，有限責任公司	於中國買賣石化產品	人民幣 200,000,000 元	100%	-
上海泰華石油化工有限公司	中國，有限責任公司	於中國買賣石化產品	人民幣 210,000,000 元	100%	-



財務報表附註

截至二零一六年十二月三十一日止年度

33. 附屬公司詳情 (續)

名稱	註冊成立地點及 法律實體種類	主要業務及 經營地點	已發行股本／ 註冊資本	實際持有股權	
				直接	間接
上海大生農產品有限公司	中國，有限責任公司	於中國買賣農產品	人民幣 350,000,000 元	100%	-
香港大生實業發展有限公司	香港，有限責任公司	於香港買賣石化產品	100,000 股普通股涉及 100,000 港元	-	100%
深圳市大生金融控股有限公司	中國，有限責任公司	於中國從事融資租賃業務	人民幣 1,000,000,000 元	100%	-
瑞盈信融(深圳)融資租賃 有限公司(「瑞盈信融」)	中國，有限責任公司	於中國從事融資租賃業務	人民幣 500,000,000 元	-	73%
瑞盈信融(深圳)商業保理 有限公司 (「瑞盈信融商業保理」)	中國，有限責任公司	於中國從事商業保理業務	人民幣 500,000,000 元	-	73%
瑞盈信融(廈門)融資租賃 有限公司	中國，有限責任公司	於中國從事融資租賃業務	人民幣 500,000,000 元	-	79.75%
福建瑞盈信融融資租賃 有限公司	中國，有限責任公司	於中國從事融資租賃業務	人民幣 200,000,000 元	-	79.75%

財務報表附註

截至二零一六年十二月三十一日止年度

33. 附屬公司詳情 (續)

名稱	註冊成立地點及 法律實體種類	主要業務及 經營地點	已發行股本/ 註冊資本	實際持有股權	
				直接	間接
上海諧易企業管理諮詢 有限公司(「諧易」)	中國，有限責任公司	於中國進行投資控股及 提供農業大數據服務	人民幣 20,000,000 元	100%	—
上海潤通實業投資有限公司 (「上海潤通」)	中國，有限責任公司	於中國提供農業大數據 服務	人民幣 100,000,000 元	—	80%

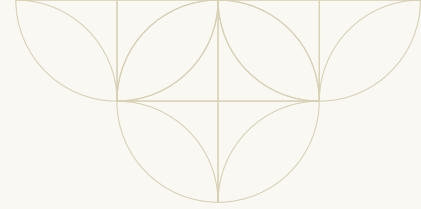
董事認為上表所列本公司之附屬公司主要影響年度業績或構成本集團資產淨值之大部分。若列出其他附屬公司之詳情，董事認為可能會導致篇幅過於冗長。

附註：

(a) 本公司之附屬公司乃於中國成立。

(b) 截至二零一五年十二月三十一日止年度，本集團收購瑞盈信融之 53% 股權。詳情請參閱附註 35。截至二零一六年十二月三十一日止年度，本集團進一步認購瑞盈信融之 20% 股權。截至二零一六年十二月三十一日止年度，本集團亦進一步認購南通路橋 16.44% 股權，從而擁有 91.31% 股權。

於二零一六年七月，本集團完成收購諧易 100% 股權。完成後，上海潤通成為本公司間接非全資附屬公司。



財務報表附註

截至二零一六年十二月三十一日止年度

33. 附屬公司詳情 (續)

南通路橋為本公司擁有 91.31% (二零一五年：74.87%) 權益之附屬公司，其擁有重大非控股權益。有關南通路橋非控股權益在集團內部對銷前之財務資料概要呈列如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
<i>截至十二月三十一日止年度</i>		
收益	1,240,554	1,263,654
利潤	121,859	143,445
總全面收益	121,859	143,445
分配予非控股權益之利潤	26,703	36,052
支付予非控股權益之股息	7,541	7,541
<i>截至十二月三十一日止年度</i>		
營運活動(所用)／所得之現金流量	(38,084)	321,707
投資活動所得之現金流量	134,076	7,884
融資活動所用之現金流量	(138,008)	(79,008)
現金(流出)／流入淨額	(42,016)	250,583
<i>於十二月三十一日</i>		
流動資產	1,714,635	1,531,671
非流動資產	1,049,188	890,896
流動負債	(1,706,834)	(1,755,440)
非流動負債	(13,080)	(15,070)
資產淨值	1,043,909	652,057
累計非控股權益	90,716	163,445

於二零一六年八月二十六日及二零一六年十月十四日，本集團分別向其非控股權益額外收購南通路橋 7.54% 及 8.9% 股權。完成收購後，本集團擁有 91.31% 股權。交易已入賬列為權益交易，涉及之非控股權益如下：

	人民幣千元
支付 16.44% 股權之現金代價	88,953
16.44% 股權應佔資產淨值	91,890
本公司持有人應佔權益增加(已計入保留盈利)	(2,937)

財務報表附註

截至二零一六年十二月三十一日止年度

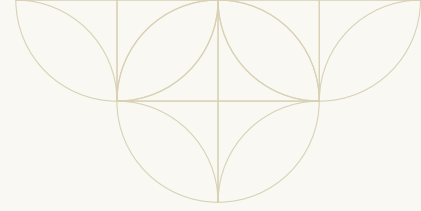
33. 附屬公司詳情 (續)

瑞盈信融為本公司擁有 73% (二零一五年：53%) 權益之附屬公司，其擁有重大非控股權益。有關瑞盈信融非控股權益在集團內部對銷前之財務資料概要呈列如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
<i>截至十二月三十一日止年度</i>		
收益	76,536	3,418
利潤	28,268	1,448
總全面收益	28,268	1,448
分配予非控股權益之利潤	14	683
支付予非控股權益之股息	-	-
<i>截至十二月三十一日止年度</i>		
營運活動所用之現金流量	(917,049)	(119,973)
投資活動(所用)/所得之現金流量	(20,932)	13
融資活動所得之現金流量	930,878	121,833
現金(流出)/流入淨額	(7,103)	1,873
<i>於十二月三十一日</i>		
流動資產	2,330,483	264,002
非流動資產	77,282	37,803
流動負債	(1,870,402)	(58,792)
非流動負債	-	(31,667)
資產淨值	537,363	211,346
累計非控股權益	143,356	104,102

於二零一六年一月八日，本集團向其非控股權益額外收購瑞盈信融 20% 股權。完成收購後，本集團擁有 73% 股權。交易已入賬列為權益交易，涉及之非控股權益如下：

	人民幣千元
支付 20% 股權之應付代價	25,000
20% 股權應佔資產淨值	27,307
本公司持有人應佔權益增加(已計入保留盈利)	(2,307)



財務報表附註

截至二零一六年十二月三十一日止年度

33. 附屬公司詳情 (續)

上海潤通為本公司擁有 80% 權益之附屬公司，其擁有重大非控股權益。有關上海潤通非控股權益在集團內部對銷前之財務資料概要呈列如下：

	二零一六年 人民幣千元
<i>截至十二月三十一日止年度</i>	
收益	24,449
利潤	15,427
總全面收益	15,427
分配予非控股權益之利潤	3,085
支付予非控股權益之股息	-
<i>截至十二月三十一日止年度</i>	
營運活動所得之現金流量	89,677
投資活動所用之現金流量	(106,974)
融資活動所得之現金流量	24,000
現金流入淨額	6,703
<i>於十二月三十一日</i>	
流動資產	336,444
非流動資產	299,585
流動負債	(297,629)
非流動負債	(56,453)
資產淨值	281,947
累計非控股權益	56,389

財務報表附註

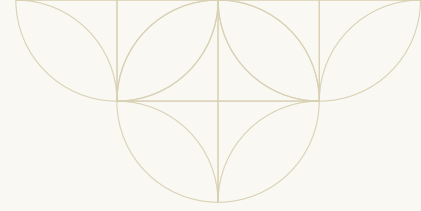
截至二零一六年十二月三十一日止年度

34. 年內之業務收購

於二零一六年七月二十七日，本集團收購上海諧易企業管理諮詢有限公司及其附屬公司（「諧易集團」，主要業務為提供支付平台服務）之 100% 股權。收購乃旨在使本集團於數據服務業務領域之組合更為豐富而作出。

被收購方於收購日期之可識別資產及負債之公平值為：

	人民幣千元
物業、廠房及設備(附註 16)	13,760
無形資產(附註 19)	226,733
存貨	524
貿易及其他應收款	72,281
限制銀行存款	242,920
現金及現金等價物	4,738
貿易及其他應付款	(257,983)
遞延稅項負債	(57,526)
非控股權益	(48,504)
	196,943
由以下支付：	
於二零一五年已付現金代價作按金	30,000
年內現金付款	36,175
應付現金代價	201,825
	268,000
商譽(附註 19)	71,057
現金流量：	
年內現金付款	36,175
所購入之現金及現金等價物	(4,738)
自收購產生之現金流出淨額	31,437



財務報表附註

截至二零一六年十二月三十一日止年度

34. 年內之業務收購 (續)

諸易集團自收購日期起已為本集團貢獻之收益及除所得稅費用前利潤分別為人民幣 25,277,000 元及人民幣 24,161,000 元。倘收購於二零一六年一月一日發生，則本集團之收益及除所得稅費用前利潤將分別為人民幣 29,649,000 元及人民幣 16,209,000 元。該備考資料僅供說明用途，未必預示收購倘於二零一六年一月一日完成，本集團實際上應已達到之收益及經營業績，亦不擬用作未來表現之預測。

與收購有關之成本並不重大，且已列作開支及計入行政費用內。

35. 於過往年度之業務收購

於二零一五年十月二十八日，本集團收購瑞盈信融（一家主要業務為融資租賃之公司）之 53% 股權。收購乃旨在使本集團於金融業務領域之組合更為豐富而作出。

被收購方於收購日期之可識別資產及負債之公平值為：

	人民幣千元
物業、廠房及設備 (附註 16)	567
無形資產 (附註 19)	4
貿易及其他應收款	187,883
限制銀行存款	3,800
現金及現金等價物	12,409
貿易及其他應付款	(58,734)
借款	(45,033)
非控股權益	(47,421)
	53,475
由以下支付：	
已付現金代價	53,000
本集團所佔已收購權益之公平值超出收購成本之部分 (附註)	475
現金流量：	
現金付款	53,000
所購入之現金及現金等價物	(12,409)
自收購產生之現金流出淨額	40,591

附註： 議價收購人民幣 475,000 元於綜合全面收益表之其他收入及收益 (附註 7) 內確認。本集團已與賣方協定一個有利價格，此乃由於賣方有意在短時間內變現其瑞盈信融股權。

財務報表附註

截至二零一六年十二月三十一日止年度

35. 於過往年度之業務收購(續)

本集團已選擇按非控股權益所佔瑞盈信融可識別資產淨值之比例計量瑞盈信融之非控股權益。

貿易及其他應收款之公平值約為人民幣**187,883,000**元。董事認為，預期並無應收款為無法收回。

瑞盈信融及其附屬公司自收購日期起已為本集團之收益及除所得稅費用前利潤貢獻人民幣**3,418,000**元及人民幣**1,901,000**元。倘收購於二零一五年一月一日發生，則本集團之收益及除所得稅費用前利潤將分別為人民幣**8,226,472,000**元及人民幣**383,537,000**元。該備考資料僅供說明用途，未必預示收購倘於二零一五年一月一日完成，本集團實際上應已達到之收益及經營業績，亦不擬用作未來表現之預測。

與收購有關之成本並不重大，且已列作開支及計入行政費用內。

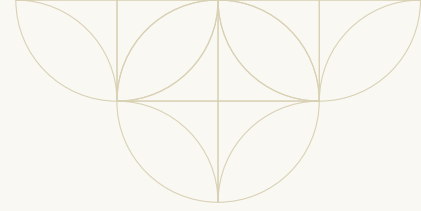
36. 營運租賃承擔

營運租賃 — 承租人

於呈報日期，本集團根據不可撤銷營運租賃就運輸設備、機器、辦公物業及倉存設施之未來最低租金付款總額如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
一年內	6,473	2,213
一年後但五年內	2,261	432
	8,734	2,645

該等租賃一般初步為期**1**年至**5**年，屆滿後不可續期。該等租賃概不包括或然租金。



財務報表附註

截至二零一六年十二月三十一日止年度

36. 營運租賃承擔 (續)

營運租賃 — 出租人

於呈報日期，本集團根據不可撤銷營運租賃就投資物業之未來最低租賃應收款總額如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
一年內	2,665	2,043
一年後但五年內	7,378	555
五年後	7,978	-
	18,021	2,598

本集團之投資物業租賃予一名租戶，租賃期為兩年，當中概無或然租金。

37. 或然負債

	二零一六年 人民幣千元	二零一五年 人民幣千元
與銀行發行之履約保證及開工預付保證 有關之擔保	212,734	286,601

與銀行發行之履約保證及開工預付保證(以限制銀行存款全數抵押)有關之擔保乃與南通路橋(本集團之非全資附屬公司)之建築項目有關。

財務報表附註

截至二零一六年十二月三十一日止年度

38. 關聯方交易

(a) 年內，除附註 23(a) 及 28(b) 所披露之關聯方交易外，本集團與關聯方訂立以下重大交易：

軟件相關服務予

	二零一六年 人民幣千元	二零一五年 人民幣千元
鎮江農批(聯營公司)	4,491	—
眉山大生(聯營公司)	4,151	—
湖洲大生(聯營公司)	9,245	—
南京大生現代農業控股有限公司(關連公司)(附註)	8,376	—

融資租賃服務予

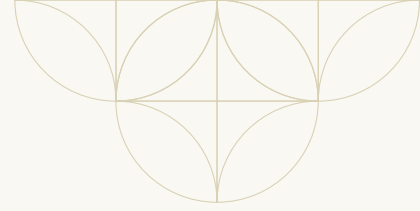
	二零一六年 人民幣千元	二零一五年 人民幣千元
南京大生現代農業控股有限公司(關連公司)(附註)	1,104	—
南京大生蔬菜產業有限公司(關連公司)(附註)	1,233	—

附註：該款項為應收兩家關連公司之服務費收入及融資租賃利息收入應收款，該關連公司之實益擁有人為蘭華升先生(本公司之董事)及盧挺富先生(本公司之監事)。

(b) 主要管理層薪酬

	二零一六年 人民幣千元	二零一五年 人民幣千元
董事袍金、基本薪金及津貼	4,425	3,931
酌情花紅	1,486	240
退休計劃供款	357	218
	6,268	4,389

本集團主要管理人員之薪酬包括向本公司董事、監事及兩名(二零一五年：兩名)高級管理人員支付之金額，而董事、監事及兩名高級管理人員之薪酬於附註 11 披露。



財務報表附註

截至二零一六年十二月三十一日止年度

39. 金融工具 — 風險管理及公平值

本集團業務承受著各種財務風險：市場風險（包括外幣風險及利率風險）、信貸風險及流動資金風險。本集團整體風險管理計劃集中於金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

風險管理

(a) 外幣風險

本集團主要在中國經營業務，且本集團大部分商業交易、已確認資產及負債乃以人民幣計值。董事認為，本集團承擔的外幣風險甚微。

(b) 利率風險

本集團之利率變動風險主要來自融資租賃及商業保理貸款應收款、銀行存款以及其借貸。本集團因按浮息發出之借貸而承受現金流利率風險。本集團因按定息發出之借貸而承受公平值利率風險。本集團並無訂立任何金融衍生工具以對沖其利率風險。

下表詳述本集團於報告期末之利率概況：

	二零一六年		二零一五年	
	實際年利率	人民幣千元	實際年利率	人民幣千元
定息融資租賃及商業保理貸款應收款	10.5%	2,343,521	8.4%	258,013
定息銀行存款	2.1%	419,855	2.1%	251,375
浮息銀行存款	0.4%	1,225,688	0.4%	362,257
持有至到期金融資產	5.81%	61,000	—	—
		4,050,064		871,645
定息借貸	6.7%	1,677,746	6.7%	470,000
浮息借貸	5.8%	30,000	5.9%	582,867
		1,707,746		1,052,867

於各報告期末，倘利率調高／調低 100 個基點，且所有其他可變因素維持不變，截至二零一六年十二月三十一日止年度本集團之除所得稅費用後利潤將減少／增加約人民幣 17,580,000 元（二零一五年：人民幣 1,384,000 元）。

39. 金融工具 — 風險管理及公平值 (續)

風險管理 (續)

(c) 信貸風險

本集團之信貸風險主要來自現金及現金等價物、限制銀行存款、貿易及其他應收款。

本集團之貿易應收款與若干客戶有關，然而信貸風險會集中。於二零一六年十二月三十一日，來自五大債務人的貿易應收款佔貿易應收款總額**32%**（二零一五年：**25%**），而來自最大債務人的應收款總額則佔**9%**（二零一五年：**7%**）。由於本集團定期審核授予個別客戶之信貸級別、信貸期及信貸額度，故貿易應收款之信貸風險有限。管理層已制訂信貸政策，並持續監察信貸風險。所有提出超過若干數額信貸要求之客戶均須接受信貸評估。除附註**23(b)(iii)**所述者外，本集團不會就金融資產收取抵押品。本集團只向該等財力雄厚且信貸記錄良好之對手方發出財務擔保合約。

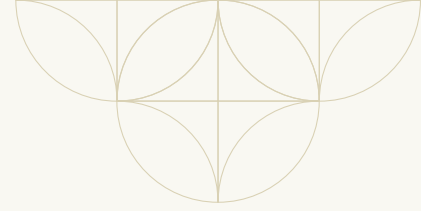
由於交易對手方為獲國際信貸評級機構給予高信貸評級的金融機構或中國國有銀行，因此銀行存款之信貸風險有限。

(d) 流動資金風險

審慎的流動資金風險管理包括維持充足的現金，可透過足夠金額之承諾信貸融資獲取可動用資金，以及能夠沽出市場持倉。

本集團管理層旨在維持足夠現金及現金等價物，或透過足夠金額之承諾信貸融資獲取可動用資金，以滿足營運需求及業務承擔。

本集團亦設有定期監控其流動資金需求及其遵守借貸契約情況之政策，確保其維持充裕現金儲備及獲金融機構提供充足承諾資金額度，以滿足其短期及長期流動資金需求。



財務報表附註

截至二零一六年十二月三十一日止年度

39. 金融工具 — 風險管理及公平值 (續)

風險管理 (續)

(d) 流動資金風險 (續)

下表按照於報告期末至合約到期日之餘下期間就有關到期組別分析本集團將以淨額基準結算之金融負債。表中所披露金額為合約未貼現現金流量。

	少於一年 人民幣千元	一年至兩年 人民幣千元	兩年至五年 人民幣千元	總計 人民幣千元
本集團				
於二零一六年十二月三十一日				
借款	1,766,674	–	–	1,766,674
貿易及其他應付款	4,162,742	–	–	4,162,742
於二零一五年十二月三十一日				
借款	1,047,166	35,189	–	1,082,355
貿易及其他應付款	3,347,999	–	–	3,347,999

公平值估計

金融資產及金融負債之公平值乃按以下方法釐定：

- 具有標準條款及條件及於活躍流動市場買賣之金融資產及金融負債之公平值，乃參考所報市場價格釐定；及
- 其他金融資產及金融負債之公平值，乃按照一般公認之定價模式，並根據採用現時觀察可得市場交易價格進行之貼現現金流量分析釐定。

董事認為，除可供出售金融資產按成本減去減值計量外，金融資產與負債之賬面值與其公平值相若。本公司董事認為公平值無法可靠計量。

財務報表附註

截至二零一六年十二月三十一日止年度

39. 金融工具 — 風險管理及公平值 (續)

風險管理 (續)

下表提供財務工具根據公平值層級按公平值列賬之分析：

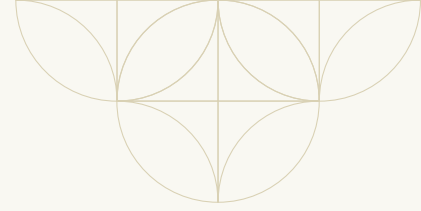
	二零一六年				二零一五年			
	第一級 人民幣千元	第二級 人民幣千元	第三級 人民幣千元	總計 人民幣千元	第一級 人民幣千元	第二級 人民幣千元	第三級 人民幣千元	總計 人民幣千元
可供出售上市股本證券	8,250	-	-	8,250	-	-	-	-

期內，各層級之間並無轉撥。

40. 按類別劃分之金融工具及轉讓金融資產

於各報告期末，各金融工具之賬面值分類如下：

	二零一六年 人民幣千元	二零一五年 人民幣千元
金融資產		
貸款及應收款	8,175,218	5,674,170
可供出售金融資產	14,050	5,800
	8,189,268	5,679,970
金融負債		
按攤銷成本計量之金融負債	5,607,897	4,276,768



財務報表附註

截至二零一六年十二月三十一日止年度

40. 按類別劃分之金融工具及轉讓金融資產 (續)

於二零一六年十二月三十一日，本集團向多家銀行或供應商轉讓若干賬面值為人民幣 750,000 元 (二零一五年：人民幣 14,000,000 元) 已獲中國之銀行承兌之應收票據 (「終止確認票據」)。終止確認票據於二零一六年及二零一五年十二月三十一日結束時之到期日一般少於六個月。根據中國票據法，倘中國之銀行違約，終止確認票據之持有人有權對本集團進行追索 (「持續參與」)。董事認為，由於本集團已轉讓與終止確認票據有關之絕大部分風險及回報以及已履行其於相關中國慣例、規則及法規項下之責任，故根據相關中國規則及法規，本集團有關終止確認票據之清償責任之風險有限 (倘發行銀行未能於到期日清償票據)。因此，其已除列終止確認票據之所有賬面值。本集團認為終止確認票據之信貸質素良好，且發行銀行於到期時不清償終止確認票據之機會甚微。自本集團持續參與終止確認票據之最高虧損風險相等於其賬面值。董事認為，本集團持續參與終止確認票據之公平值並不重大。

截至二零一六年及二零一五年十二月三十一日止年度內，本集團並無就轉讓終止確認票據確認任何盈虧。亦無從持續參與確認盈虧。應收票據已於截至二零一六年及二零一五年十二月三十一日止整個年度內平均作出貼現。

41. 報告期後事件

- (a) 於二零一七年一月五日，本集團與一名賣方訂立買賣協議，據此，本集團有條件同意收購南京寶澤股權投資基金股份有限公司之 35% 股權，現金代價約為人民幣 194,982,000 元。南京寶澤股權投資基金股份有限公司擁有清江冷鏈約 99.9975% 之股權。收購事項須待買賣協議所載之該等條件獲達成 (或獲豁免，視乎情況而定) 後方告完成。詳情請參閱本集團日期為二零一七年一月五日之公告。於本報告日期，收購事項已完成。
- (b) 於二零一七年一月八日，本集團與三名獨立第三方 (即中農集團控股股份有限公司 (「中農集團」)、宜信微佳科技發展 (北京) 有限公司 (「宜信微佳」) 及北京漢拓雲科技有限公司 (「北京漢拓」)) 訂立合作協議在中國成立一家合營公司，即中農普惠金服科技股份有限公司 (「中農普惠」)。中農普惠之註冊資本人民幣 80,000,000 元，本集團將出資 30%，而中農普惠之主要業務為 (其中包括) 技術開發、向金融機構提供金融業務流程及金融知識以及銷售化肥。詳情請參閱日期為二零一七年一月八日之公告。



財務報表附註

截至二零一六年十二月三十一日止年度

41. 報告期後事件 (續)

- (c) 於二零一七年二月二十日，本集團與深圳市永匯聚投資諮詢有限公司(「深圳永匯聚」)以及尊正有限公司(「尊正」)訂立增資協議，據此，本集團已同意就增資向瑞盈信融(一家於中國成立之中外合資企業)以現金注資合共人民幣**500,000,000**元，而深圳永匯聚及尊正將不會向瑞盈信融注入任何額外資金。根據增資協議，瑞盈信融之註冊資本將由人民幣**500,000,000**元增加至人民幣**1,000,000,000**元，而本集團、深圳永匯聚及尊正各自持有之瑞盈信融股權將分別為**86.5%**、**11%**及**2.5%**。詳情請參閱日期為二零一七年二月二十二日之公告。
- (d) 於二零一七年二月二十七日，本公司董事會宣佈日期為二零一六年十月二十七日之認購協議之所有條件已獲達成及認購事項已完成。根據認購協議，**1,000,000,000**股新內資股已列作繳足正式配發及發行予認購方。因此，緊隨認購事項完成後，本公司之註冊資本變為約人民幣**863,308,000**元，分為**3,349,000,000**股內資股及**5,284,079,812**股H股，每股面值為人民幣**0.10**元。詳情請參閱日期為二零一六年十月二十七日、二零一六年十一月十一日、二零一七年一月二十日及二零一七年二月二十七日之公告及本公司日期為二零一六年十二月五日之通函。

42. 財務報表之批准

財務報表已於二零一七年三月十三日獲董事會批准及授權刊發。

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