

* for identification purpose only
僅供識別

Haier 海尔

Haier Electronics Group Co., Ltd.

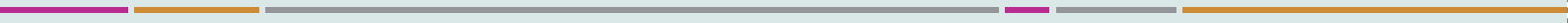
海爾電器集團有限公司*

Stock Code 股份代號: 01169



2009 ANNUAL REPORT 年報

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Cooperation – Competition brings along Win-Win 競合相贏



Corporate Profile

Haier Electronics Group Co., Ltd. (Stock code: 01169) (the “Company”), a subsidiary of Haier Group, is listed on the Main Board of The Stock Exchange of Hong Kong Limited. The Company and its subsidiaries (the “Group”) are principally engaged in the research, development, production and sale of washing machines and water heaters under the brand name of “Haier”.

Founded in 1984, Haier Group is headquartered in Qingdao, Shandong Province, the PRC and is today one of the world’s leading white goods home appliance manufacturers. The products of Haier Group are now sold in over 100 countries. In October 2009, Fortune Magazine published 2009 “China’s Most Admired Companies”, Haier ranks the first.

Recent Development

The Group will continue to leverage on the favourable national policies of “Rural Area Subsidized Electrical Appliances Purchase Policy” and “Home Appliances Replacement Policy” to explore the inherent potential of 3rd and 4th tier markets, expand the networks of marketing, logistics and service, and further strengthen the penetration to these markets by expanding into counties, towns, villages. In addition, amidst the highly competitive business environment, the Group will consistently make improvement and continue to create immense value for customers by providing quality, cost-efficient and thoughtful products with its innovative research and development, tailored designs and effective operational strategies.

企業簡介

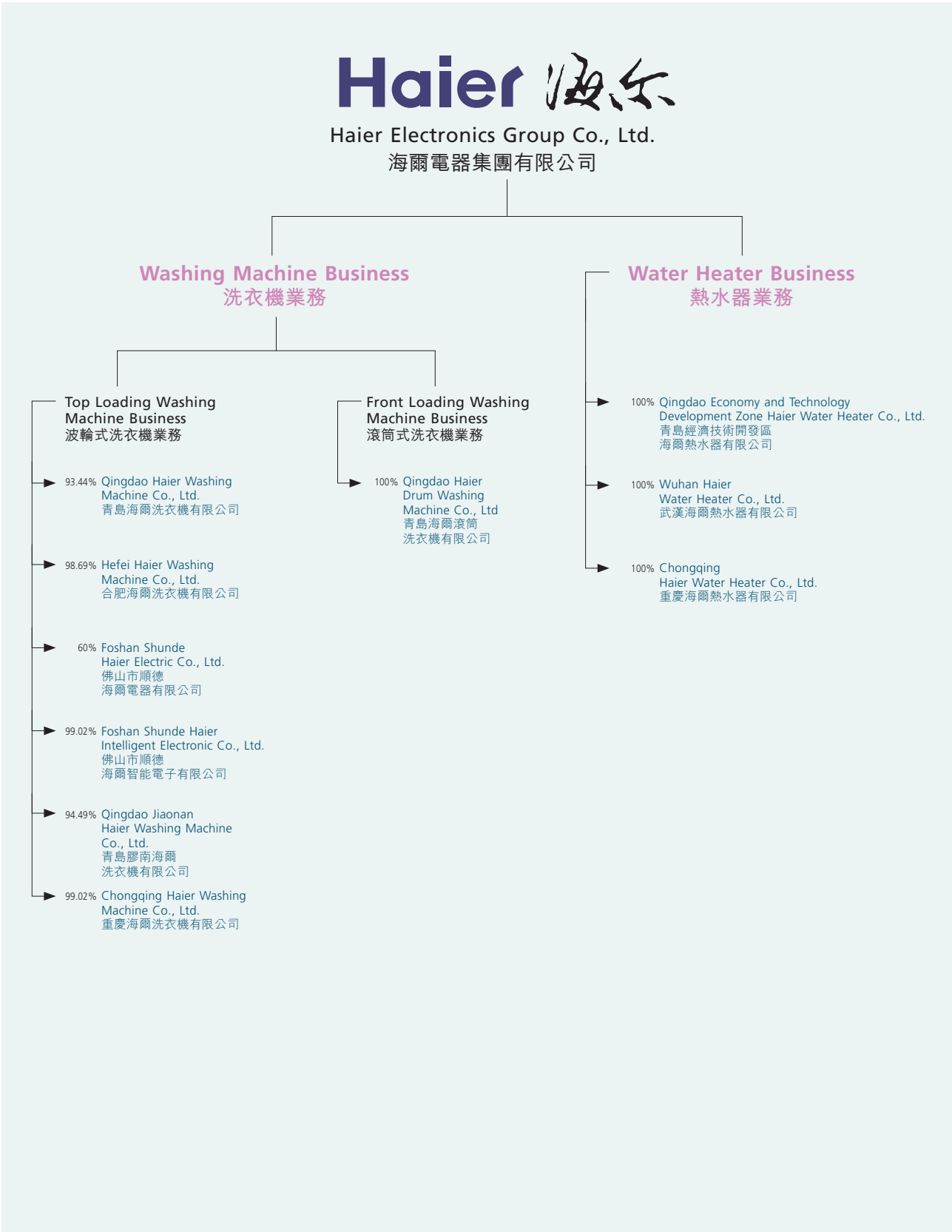
海爾電器集團有限公司(股份代號：01169) (「本公司」)為海爾集團旗下一家在香港聯合交易所有限公司主板上市之附屬公司。目前本公司及其附屬公司(「本集團」)之主要業務為研究、開發、生產及銷售以「海爾」為品牌名稱之洗衣機及熱水器。

海爾集團於一九八四年創辦，其總部位於中國山東省青島市，現時為全球白色家電製造商的龍頭之一。海爾集團旗下產品目前銷往全球逾100個國家。於二零零九年十月，《財富》雜誌發佈二零零九年度「中國最受尊敬企業」，海爾位居榜首。

近期發展

本集團將繼續利用國家「家電下鄉」及「家電以舊換新」的優惠政策，大力拓展三、四級市場的內在潛力，不斷深化營銷網、物流網及服務網，實現各網絡達到「進縣」、「進鎮」、「進村」的滲透度以進一步加強該等市場的覆蓋率。此外，在現時仍充滿挑戰性的營商環境下，本集團仍會不斷革新，繼續以其創新的研發能力、貼心的產品設計、高效之營運策略推出高質素、高成本效益的貼心產品為客戶創造無限價值。

Simplified Corporate Structure 企業架構簡圖



Board of Directors

Executive Directors

Ms. YANG Mian Mian (*Chairman*)
Mr. ZHOU Yun Jie
Mr. LI Hua Gang
Mr. SUN Jing Yan

Non-executive Directors

Mr. WU Ke Song (*Deputy Chairman*)
Mr. LIANG Hai Shan

Independent Non-executive Directors

Mr. WU Yinong
Mr. YU Hon To, David
Dr. LIU Xiao Feng

Principal Board Committees

Audit Committee

Mr. YU Hon To, David (*Committee Chairman*)
Mr. WU Yinong
Dr. LIU Xiao Feng

Remuneration Committee

Mr. WU Yinong (*Committee Chairman*)
Dr. LIU Xiao Feng
Mr. YU Hon To, David
Mr. WU Ke Song
Mr. ZHOU Yun Jie

Nomination Committee

Mr. YU Hon To, David (*Committee Chairman*)
Mr. WU Yinong
Dr. LIU Xiao Feng
Mr. ZHOU Yun Jie

Company Secretary

Mr. NG Chi Yin

Legal Advisors

As to Hong Kong Law

DLA Piper Hong Kong

As to Bermuda Law

Conyers Dill & Pearman

Principal Banker in Hong Kong

Industrial and Commercial Bank of China (Asia) Limited

Principal Banker in the PRC

China Construction Bank Corporation

Auditors

Ernst & Young

董事會

執行董事

楊綿綿女士(*主席*)
周雲杰先生
李華剛先生
孫京岩先生

非執行董事

武克松先生(*副主席*)
梁海山先生

獨立非執行董事

吳亦農先生
俞漢度先生
劉曉峰博士

主要董事委員會

審核委員會

俞漢度先生(*委員會主席*)
吳亦農先生
劉曉峰博士

薪酬委員會

吳亦農先生(*委員會主席*)
劉曉峰博士
俞漢度先生
武克松先生
周雲杰先生

提名委員會

俞漢度先生(*委員會主席*)
吳亦農先生
劉曉峰博士
周雲杰先生

公司秘書

伍志賢先生

法律顧問

香港法律

歐華律師事務所

百慕達法律

康德明律師事務所

香港主要往來銀行

中國工商銀行(亞洲)有限公司

中國主要往來銀行

中國建設銀行股份有限公司

核數師

安永會計師事務所

CORPORATE INFORMATION 公司資料

Financial Calendar

Six-month interim period end : 30 June
Financial year end : 31 December

Registered Office

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Principal Share Registrar and Transfer Office

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財務日誌

六個月中期終結 : 六月三十日
財政年度年結 : 十二月三十一日

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海爾工業園

主要股份過戶登記處

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Clarendon House
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Bermuda

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01169

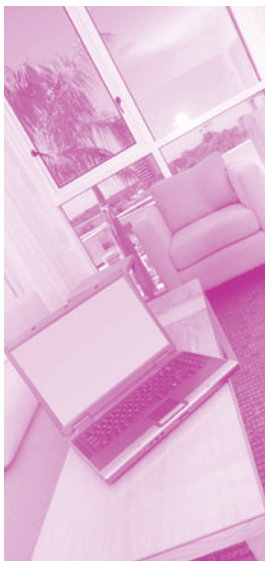
網站

www.haier-elec.com.hk

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*Taking a
brand name higher*
品牌是帆 提升品牌價值





Overview

The financial crisis was severely raging throughout the world exactly at this point of time last year. A year later, after the Chinese economy underwent the most difficult times, it realised a GDP growth of 8.7% in 2009. Through implementing strategies including product innovation, expansion into the 3rd and 4th tier markets as well as continuous optimization of cash flows, the Group achieved a revenue growth of 13.3% and a growth of the profit attributable to the owners of the Company of 172.1% in 2009. According to the data sources published by Euromonitor in December 2009, Haier washing machines brand shares ranked as world No. 1 in terms of retail volume globally.

Review of Operating Results

The Group's revenue for 2009 amounted to RMB11,531 million, representing an increase of 13.3% from RMB10,180 million in 2008. Thanks to the consistent global brand strategy, innovation of differentiated products, competitive incentive mechanism on "Alignment between market Order and Personnel", and strong marketing network expansion under the favourable governmental "Rural Area Subsidized Electrical Appliances Purchase Policy" and "Home Appliances Replacement Policy", the Group generated record revenue from principal businesses in 2009.

In the Chairman's letter last year, I proposed an aggressive expansion of the 3rd and 4th tier markets, and expected that the "Rural Area Subsidized Electrical Appliances Purchase Policy" would drive the Group's sales growth. Facts have proved that the marketing strategy for treating the domestic market as our top priority and for treating the 3rd and 4th tier markets in the local market as key segments has already made satisfactory progress. In 2009, revenue from overseas markets declined

概覽

去年的今天，正是金融危機最肆虐的時候。一年後，中國經濟度過了最艱難的時刻，二零零九年實現了GDP8.7%的增長。本集團於二零零九年通過產品創新、拓展三四級市場及持續優化現金流等策略，實現收入增長13.3%，本公司股東應佔溢利增長172.1%，根據歐洲透視(Euromonitor)二零零九年十二月公布的數據顯示，海爾洗衣機的單品牌份額已經榮膺全球第一。

業績回顧

二零零九年本集團的收入達人民幣11,531,000,000元，較二零零八年之人民幣10,180,000,000元增長了13.3%。受惠於持續的全球化品牌戰略、差異化的產品創新、富競爭力的人單合一商業模式機制、強大的營銷網絡拓展以及抓住國家「家電下鄉」及「家電以舊換新」的政策機遇，本集團二零零九年主營業務收入再度攀升。

去年主席函件中我們提出大力開拓三四級市場，並展望「家電下鄉」政策將成為本集團銷售增長驅動因素。事實證明，我們把本土市場作為工作重點、在本土市場內又把三四級市場列為重點市場的營銷策略已經取得了明顯效果。二零零九年海外市場收入下降7.6%，主要的出口地歐洲、東盟和中非市場還未從經濟危機中完全復蘇，從而拖累了海外市場



by 7.6%. Europe, ASEAN and the Central African market which are the major places of export have not fully recovered from the economic downturn, thus dragging down the performance of overseas markets. In 2009, our sales growth in the domestic market reached 15.4%, which effectively offset the adverse effects due to the tepid demand from overseas markets.

Profit attributable to the owners of the Company for 2009 increased by 172.1% to RMB370 million (equivalent to HK\$420 million) as compared to RMB136 million (equivalent to HK\$152 million) for 2008. The increase in net profit is primarily attributable to a 1.1% growth in gross profit margin and a 1.8% decrease of management expenses to revenue ratio from 2008, benefiting from decrease in raw material prices as well as the Group's effort to optimise product mix, strengthen cost control and improve profitability. Besides, the effective control over the administrative expenses of the Group also contributed to the increased net profit this year. The Group's ERP information system is now functioning at relatively mature stage and the related system and software costs were lowered in 2009. The administrative expenses decreased substantially as compared with last year due to the higher operating efficiency after its business process reengineering.

Outlook

Looking forward to 2010, we are still in the aftermath of the financial crisis; oil and steel prices have already risen; the Chinese economy structure is evolving, complicated by the various possibilities over the implementation of macroeconomic policies; the emergence of the Internet has impacted the conventional marketing model of home appliances. I think if we fail to continue to manage innovation with an open mind, we can hardly cope with the increasingly intense competitive environment and the trends of change.

表現。而二零零九年我們在本地市場銷售增長達到15.4%，有效彌補了海外市場需求不振帶來的不利影響。

二零零九年本公司股東應佔溢利為人民幣370,000,000元(折合港幣420,000,000元)，較二零零八年之人民幣136,000,000元(折合港幣152,000,000元)增加了172.1%。淨利潤上升主要得益於總體毛利率增長了1.1%以及管理費用佔收入比率較二零零八年下降1.8%，毛利率上升主要受惠於本期的原材料價格下降及本集團優化產品結構，加強成本控制和提升盈利水平。此外，去年集團的行政費用控制卓有成效，對增加本年的淨利潤也有一定的貢獻。ERP信息化系統進入成熟運作期後，二零零九年信息化系統之投入及軟件費用亦有下降；集團流程再造提高了組織運營效率，因此行政費用率較去年下降明顯。

展望

展望二零一零年，金融危機影響尚未消除，油價和大宗原材料價格已然上漲，中國經濟結構轉型正在進行而宏觀政策實施又面臨多種可能性，互聯網的出現衝擊傳統的家電銷售模式，我想如果我們不能以開放心態實現持續的管理創新，我們就很難應對日益激烈的競爭環境和變革趨勢。

Outlook (Cont'd)

The competition in the white goods industry is fierce and many competitors have well-known brands and a strong commitment to the Chinese market. In the washing machines and water heaters sectors, the level of profit rate is still considerable and it is not so difficult to expand capacity. If a competitor launches a price war, an impact on our revenue and profitability is inevitable. We have established the position as a market leader in the 3rd and 4th tier markets at this stage but our market position will inevitably be challenged as more and more market players join the competition.

We believe our focus on the following three areas will help us meet the challenges and continue to grow:

1. Step up the development and sales of high-end products and promote product innovation relentlessly.

We will continue to step up the development of high-end products like washing machines and water heaters to enhance the proportion of the sales of high-end products. As the growing middle classes in China and around the world are demanding home appliance products with superior designs and well-known brands, we have introduced Casarte, positioned as a premium brand, introduced into the Group, which will be able to adapt to the needs of these customers. As there is still substantial room for the growth of China's market for high-end products (especially along with China's economic growth), we will strengthen the image of Haier washing machines and water heaters as an industry leader to capture a larger market share of the high-end products sector and increase the overall gross profit margins of our products.

2. Meet the energy-saving trend by the aggressive development of environmentally friendly products.

Energy conservation and emissions reduction have become a trend in the purchase of home appliances. More consumers prioritized energy-saving products rather than cheap products with high energy consumption. The Group will develop the frequency convertible washing machines and solar energy water heaters in order to fully capitalize on the market opportunities arising from environmental protection and low carbon lifestyles. In the whole process of the design, manufacturing, sale and recycling of products, the Group has applied the "Green Strategy" and incorporated the philosophy of environmental protection into it. I believe the Group will introduce more environmental elements into its own brands, which is especially important for Haier's corporate social responsibility.

展望(續)

白色家電市場已經是個完全競爭的市場，不少競爭對手都擁有知名品牌，且對中國市場有持續加大投入承諾。洗衣機行業和熱水器行業行業利潤率水平可觀且產能擴充不難，如競爭對手發動價格戰，則不可避免地會對我們的收入和盈利帶來衝擊。在三四級市場我們在初期取得領先市場份額，但隨著越來越多市場參與者加入競爭，我們的市場地位將不可避免受到挑戰。

我們相信對以下三個目標的關注將有助於我們應對挑戰以及繼續實現增長：

1. 強化高端產品開發銷售，不斷促進產品創新。

我們將繼續強化對洗衣機和熱水器高端產品的開發，提升高端產品的銷售比重。中國以及全球不斷增長的中產階級會越來越偏好具有出眾設計和高品牌知名度的家電產品，我們引入的高端定位子品牌卡薩帝將可以適合這部分客戶的需求。中國高端產品的市場還有很大增長空間(特別是伴隨中國經濟成長同時)，我們將提升海爾洗衣機和海爾熱水器的行業領先者形象，在高端產品領域獲取更多市場份額，並提升我們產品的整體毛利率。

2. 適應節能趨勢，大力開發環保產品。

節能減排已經成為家電消費趨勢，越來越多的消費者偏好消費節能產品而非廉價的高耗能產品，本集團將加大變頻洗衣機、太陽能熱水器的開發推廣，以充分抓住環保低碳帶來的市場機會。本集團在產品設計、製造、銷售、回收的每個過程，均已經推行了綠色戰略，融入了環保理念。我相信本集團將讓自己的品牌融入越來越多的環保元素，這也是企業社會責任感的體現。

Outlook (Cont'd)

3. Continue to take advantage of the opportunities arising from the growth in China's 3rd and 4th tier markets and further establish the distribution network throughout these markets.

We will make aggressive efforts to develop the personalized products targeted at the rural market at large in the 3rd and 4th tier markets to better fulfill customers' needs, since the market potential of white goods products in the 3rd and 4th tier markets is still great. By drawing support from some favourable national policies like the "Rural Area Subsidized Electrical Appliances Purchase Policy" and "Home Appliances Replacement Policy", the Group will increase investment based on the existing distribution network to further extend network coverage and penetrate into the 3rd and 4th tier markets for providing efficient distribution and support services to a wide range of Haier's franchised stores and retail dealers, and then delivering competitive white goods products to end-users through retail partners.

Given China's 3rd and 4th tier markets are widely, geographically distributed with differentiated regional features, the Group will expand the marketing network deep into rural villages by innovative means such as the establishment of two outlets in one town and the establishment of village-level agent service stations to meet the needs of end customers swiftly and improve response speed. If the Group is able to establish such a service network further into counties, towns, villages based on existing 3rd and 4th tier market network, the Group will leverage on its economies of scale to introduce more and more producers to this network and further provide logistics and distribution services to producers of other brands of home appliances and consumer electronics. The distribution network business of the 3rd and 4th tier markets has to be set up by integrating internal and external resources with a cooperation-competition mindset and focusing on the creation of customers' long term loyalty and the customer value through service innovation. Although it is a huge challenge, it is a new source of business growth for the Group, and it deserves our investment given the huge potential.

展望(續)

3. 繼續把握中國三四級市場的增長機會，深化建設三四級市場的分銷網絡。

在三四級市場，我們將大力開發針對廣大農村市場的個性化產品以更好滿足客戶需求。白色家電產品在中國三四級市場，仍具相當成長空間。借助「家電下鄉」、「以舊換新」等有利國家政策，本集團將在現有分銷網絡基礎上增加投資，進一步提高三四級市場網絡覆蓋率和滲透程度，為廣泛的海爾專賣店和零售經銷商提供高效的配送和配套服務，最終透過零售合作夥伴向最終用戶交付有競爭力的白電產品。

中國三四級市場地理分布廣袤，區域特性差異化，本集團將通過建立「一鎮兩網點」、設立村級代理服務站等創新方式將營銷網絡深入到廣大農村，以更迅速的把握終端客戶需求和提高反應能力。如能在本集團現有的三四級市場網絡布局的基礎上進一步建成這樣一個縱深到縣、鎮、村的服務網絡，本集團將發揮其規模經濟性，吸引更為廣泛的供應商和產品資源，努力為其他品牌家電廠商及消費電子廠商提供物流和配送服務。三四級市場的分銷網絡業務需要以更加開放、競合的心態，關注客戶長期黏度以服務創新來創造客戶價值，整合內部外部資源加以建設，可謂重大挑戰，但對本集團而言是一個新的業務增長來源，潛力巨大值得一試。



Outlook (Cont'd)

With respect to organizational structure, we will explore and build a customer-centered autonomous units system. The so-called autonomous unit refers to the line managers and staff members making decision from the intrinsic driving force to create value for customers rather than receiving instructions from their superiors. Thus, most front-line staff who have the most information can quickly respond to customers' demand and drive the organization to operate effectively to respond to our customers' demands and create customer's value. Our target is that all staff members become their CEOs, who possess their own market, meet clients directly and make autonomous decisions to realise their individual values, as to cultivate the Group's corporate culture of win-win relationship between the enterprise, the client and the staff members. Of course, we still have much work to do to really build such an ideal organizational system.

With respect to financial management, we will consistently focus on cash flow generation and working capital management. Meanwhile, the Group will continue to implement a series of reform measures, such as production and procurement according to market orders, accurate market order forecasting and modular production, to continuously improve cash flows. A strong cash flow status not only helps the Group expand its existing business successfully in a volatile business environment, and also allows the Group to have the flexibility to invest in the business inorganically.

展望(續)

在組織結構上，我們將探索、創新以客戶為中心的自運轉組織體系。所謂自運轉，就是指員工或一線經理行為的驅動力不是來自於上級指令，而是來自於為客戶創造價值的內在驅動力。擁有最多最一線信息的員工，可以更快地響應客戶需求，並帶動組織有效運轉以回饋客戶需求、創造客戶價值。我們的目標是讓每個員工成為自己的CEO，有自己的市場，可以直面客戶自主作出決策，實現自身價值，進而有助於本集團形成企業、客戶、員工多贏的文化。當然，真正建成這樣的組織體系，我們還有許多工作要做。

在財務管理上，我們將堅持維持強勁現金流的一貫政策，強化應收賬款和營運資本管理。同時，本集團將繼續貫徹按單生產、按單採購、精準預測、模塊化生產等一系列改革措施，保持現金流持續改善。良好的現金流狀況不僅有助於本集團在波動的營商環境下順利拓展現有業務，也使得本集團能夠及時把握外部的投資機會。

Outlook (Cont'd)

With respect to team building, the Company recruited Mr. Zhou Yun Jie as a new general manager from Haier Group this year. Mr. Zhou has over 20 years of experience in Haier Group's manufacturing, sales, international and domestic markets and corporate management and is mainly responsible for global market expansion for Haier Group and the establishment of marketing network for the PRC market. I believe the arrival of Mr. Zhou and other management team members can consolidate our management team and strengthen the capability to implement strategies, which will facilitate the development of the new distribution business by the Group, successfully bringing the Group into a new level.

As at the date of the annual report, Qingdao Haier Co., Ltd., a company listed on the Shanghai Stock Exchange (600690.SH), had completed the equity transfer in respect of equities of the Company held by Haier Group, and become the controlling shareholder of the Company. It is expected that the Company will obtain solid support from the controlling shareholder for future expansion of its distribution network.

Appreciation

I hereby would like to express my thanks to all directors and staff for their dedicated commitment, as well as to all suppliers, clients and shareholders for their kind support. I hope you will continue to monitor our progress. We will demonstrate that Haier Electronics remains a company you can count to improve customer's lives and to create long-term shareholder value.

By Order of the Board of
Haier Electronics Group Co., Ltd.
Yang Mian Mian
Chairman

Hong Kong, 19 April 2010

展望(續)

在團隊建設上，本公司今年從海爾集團新招聘了總經理周雲杰先生。周先生在海爾集團的生產製造、銷售、國際國內市場領域及企業管理方面擁有逾20年的經驗，主責海爾集團的全球市場拓展及親力開發中國市場營銷網絡，我相信周先生以及其他管理團隊的加入能夠充實我們的管理隊伍，強化戰略執行能力，有助於本集團發展新分銷業務，順利邁上新的台階。

截至年報發布日，於上海證券交易所上市的青島海爾股份有限公司(600690.SH)已完成海爾集團公司持有本公司的股權受讓，從而成為本公司的控股股東。預期本公司日後拓展分銷網絡將得到控股股東的有力支持。

致謝

在此，本人謹對全體董事及員工之竭誠奉獻，對廣大供應商、客戶及全體股東之鼎力支持表示感謝。我希望大家繼續關注我們的發展，我們將證明海爾電器是一家不斷提升客戶生活品質和為股東創造長期價值的上市公司。

承董事會命
海爾電器集團有限公司
主席
楊綿綿

香港，二零一零年四月十九日

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

The directors and senior management of the Group as at the date of this report are as follows:

Executive Directors

Ms. YANG Mian Mian, aged 68, has served as the Chairman and an Executive Director of the Company since January 2005. Ms. Yang is responsible for determining corporate strategies and overall management of the Group. She graduated from Shandong Industrial Institute, which is now known as Shandong University, the People's Republic of China (the "PRC") in 1963. As one of the founders of the Haier Group, she has been in charge of the overall management of the white goods business since 1984. She is currently the president of Haier Group Corporation ("Haier Corp") and the chairman of Qingdao Haier Co., Ltd. (a company listed on the Shanghai Stock Exchange (the "A-Share Company")). Ms. Yang is also a director of certain subsidiaries of the Group. During the year, Fortune Magazine, USA published the world's 50 female entrepreneurs chart (50 female entrepreneurs outside USA) for 2009 of which Ms. Yang ranked the seventeenth, being the highest ranking among the Chinese women. Ms. Yang has been the third time being elected onto this chart of Fortune Magazine, USA.

Mr. ZHOU Yun Jie, aged 43, has served as an Executive Director of the Company since 12 November 2009. He is also a member of the remuneration committee and nomination committee of the Company since 19 April 2010. Mr. Zhou graduated from the Huazhong University of Science and Technology, the PRC with a Bachelor's degree in Engineering in 1988. He has a Master's degree in corporate management from the Ocean University of China, the PRC and has completed his Doctoral courses with a diploma in Management from the Xian Jiaotong University, the PRC. He joined the Haier Group in 1988 and has over 20 years of experience in the sales management and enterprise management. Currently, he is the General Manager of the Company. He is also a Senior Vice President and the Chief Marketing Officer of Haier Group and the director of Fisher & Paykel Appliances Holdings Limited (a company listed in Australian Securities Exchange and New Zealand Exchange), an associated company of Haier Group.

於本報告日期，本集團之董事及高級管理層如下：

執行董事

楊綿綿女士，68歲，自二零零五年一月起出任本公司主席兼執行董事。楊女士負責制定本集團的企業策略及整體管理。彼於一九六三年畢業於中華人民共和國（「中國」）山東工業學院（現稱為山東大學）。楊女士為海爾集團創辦人之一，自一九八四年起負責白色家電業務的整體管理。彼現時為海爾集團公司（「海爾集團公司」）總裁，以及於上海證券交易所上市之青島海爾股份有限公司（「A股公司」）之主席。楊女士亦為本集團若干附屬公司之董事。二零零九年，美國《財富》雜誌發布了二零零九年度全球50大商界女強人排行榜（「美國以外世界50位商界女強人」），楊女士位居第17位，居華人女企業家首位，是楊女士第三次榮選美國《財富》雜誌該榜單。

周雲杰先生，43歲，自二零零九年十一月十二日起出任本公司執行董事。彼自二零一零年四月十九日起亦為本公司薪酬委員會及提名委員會成員。周先生一九八八年畢業於中國華中理工大學工學學士畢業，並獲中國海洋大學企業管理專業管理學碩士學位及中國西安交通大學管理學博士畢業。周先生於一九八八年加入海爾集團，在行銷管理領域及管理企業方面擁有逾20年經驗。周先生現任本公司總經理。彼亦為海爾集團之高級副總裁及首席市場官，並擔任海爾集團一間聯營公司Fisher & Paykel Appliances Holdings Limited（澳洲證券交易所及新西蘭證券交易所上市公司）之董事。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Executive Directors (Cont'd)

Mr. CAO Chun Hua, aged 41, has served as an Executive Director of the Company since January 2005. Mr. Cao graduated from Hangzhou Electronic Industry College, the PRC with a Bachelor's degree in 1991. He joined the Haier Group in 1995 and has since held a number of senior positions in the washing machine business. He had been the General Manager of the Group's washing machine business till July 2009. He is also a Vice President of Haier Corp and a director of certain subsidiaries of the Group. Mr. Cao has resigned as an Executive Director with effect from 12 November 2009 due to reallocation of appointments within the Haier Group and since then he has retained as a senior consultant to the Company.

Mr. CUI Shao Hua, aged 52, has served as an Executive Director of the Company since November 2002 and is a member of the remuneration committee and nomination committee of the Company. Mr. Cui is responsible for the Group's corporate finance function. Mr. Cui graduated from Jilin Institute of Finance and Commerce, the PRC in 1982. He joined the Haier Group in 1993 and has over 22 years of experience in financial management and listed companies' operations. He is also the Deputy Managing Director of the A-Share Company, a vice president of Haier Corp and a director of certain subsidiaries of the Group. He is currently also a director of Changjiang Securities Company Limited (a company listed on the Shenzhen Stock Exchange). Mr. Cui has resigned as an Executive Director and members of the above committees with effect from 19 April 2010 for health reason.

Mr. LI Hua Gang, aged 40, has been appointed as a Chief Operation Officer of the Company with effect from 12 November 2009. Mr. Li, graduated from the Huazhong University of Science and Technology, the PRC in 1991 with a Bachelor's degree in Economics. He joined the Haier Group in 1991 and has since held a number of senior positions in the sales and marketing functions with his expertise in the sales management in the 3rd tier and 4th tier markets of the PRC. Subsequent to year end date, Mr. Li has been appointed as an Executive Director with effect from 19 April 2010.

執行董事(續)

曹春華先生，41歲，自二零零五年一月起出任本公司執行董事。曹先生於一九九一年畢業於中國杭州電子工業學院，獲頒學士學位。彼於一九九五年加入海爾集團，並自此出任洗衣機業務的多項要職。彼曾任職本集團洗衣機業務總經理直至二零零九年七月。彼亦為海爾集團公司的副總裁及本集團若干附屬公司之董事。曹先生因海爾集團內部之工作變動已辭任執行董事，由二零零九年十一月十二日起生效。其後，曹先生將留任本公司之高級顧問。

崔少華先生，52歲，自二零零二年十一月起出任本公司執行董事，並為本公司薪酬委員會及提名委員會成員。崔先生負責本集團的企業融資職能。崔先生於一九八二年畢業於中國吉林財貿學院。彼於一九九三年加入海爾集團，累積逾二十二年財務管理及上市公司營運經驗。彼亦為A股公司之副董事長、海爾集團公司之副總裁及本集團若干附屬公司之董事。彼現時亦為長江證券股份有限公司(一間於深圳證券交易所上市之公司)之董事。崔先生因個人健康理由，已辭任執行董事及上述委員會成員，由二零一零年四月十九日起生效。

李華剛先生，40歲，自二零零九年十一月十二日起出任為本公司之首席營運官。李先生於一九九一年畢業於中國華中理工大學，並獲經濟學學士學位，彼於同年加入海爾集團，並憑藉彼於營銷管理中國三、四級市場方面之專業知識擔任海爾集團市場營銷的多項要職。於年結後，李先生獲委任為執行董事，由二零一零年四月十九日生效。

Executive Directors (Cont'd)

Mr. SUN Jing Yan, aged 39, has served as an Executive Director of the Company since March 2007. Mr. Sun has been the General Manager of the Haier Group's Electrothermal Product Division since 2005 and is mainly responsible for the operation of the Group's water heater business. Mr. Sun graduated from Shangdong Institute of Light Industry, the PRC in 1993 with a Bachelor in Engineering in Machine Design and Manufacture. He joined the Haier Group in 1993 and has since held a number of senior positions in the Electrothermal Appliance Department of the Haier Group. Mr. Sun is also a director of certain subsidiaries of the Group. He has over 16 years of extensive experience in water heater business.

Non-executive Directors

Mr. WU Ke Song, aged 59, has served as an Executive Director of the Company since December 2001 and has been re-designated as Non-executive Director with effect from 12 November 2009. Mr. Wu is also the Deputy Chairman and a member of the remuneration committee of the Company. Mr. Wu is responsible for worldwide business development of the Group and liaison with relevant government officials. He graduated from Shandong Industrial Institute, the PRC which is now known as Shandong University, the PRC in 1974 and joined the Haier Group in 1984. He is also a vice chairman of Haier Corp and a director of a subsidiary of the Group.

Mr. LIANG Hai Shan, aged 43, has served as an Executive Director of the Company since December 2001 and has been re-designated as Non-executive Director with effect from 12 November 2009. Mr. Liang was previously mainly responsible for strategic procurement and overall quality control of products of the Group. He is currently responsible for identifying market opportunities and white goods business strategies formulation of the Company. He received a Bachelor's degree of Industry from the Xian Jiaotong University, the PRC and has 21 years of experience in the manufacture of household electrical appliances, in particular in raw material procurement function and white goods business. He is also a Senior Vice President of Haier Corp, the Vice Chairman of A-Share Company and a director of certain subsidiaries of the Group.

執行董事(續)

孫京岩先生，39歲，自二零零七年三月起出任本公司執行董事。孫先生自二零零五年起出任海爾集團電熱產品本部之總經理，主要負責本集團之熱水器業務營運。孫先生於一九九三年畢業於中國山東輕工業學院，獲頒機械設計與製造工學學士學位。彼於一九九三年加入海爾集團，並自此出任海爾集團電熱器具部的多項要職。孫先生亦為本集團若干附屬公司之董事。彼在熱水器業務方面累積逾十六年之豐富經驗。

非執行董事

武克松先生，59歲，自二零零一年十二月起出任本公司執行董事，並於二零零九年十一月十二日起轉任為本公司非執行董事。武先生亦為本公司副主席兼薪酬委員會成員。武先生負責本集團的全球業務發展，並與有關政府官員聯繫。武先生於一九七四年畢業於中國山東工業學院(現稱為山東大學)，於一九八四年加入海爾集團。彼亦為海爾集團公司的副主席及本集團一間附屬公司之董事。

梁海山先生，43歲，自二零零一年十二月起出任本公司執行董事，並於二零零九年十一月十二日起轉任為本公司非執行董事。梁先生過往主要負責本集團的策略採購及產品的整體品質監控。彼現時主要負責為本公司物色市場商機及制定白色家電業務策略。彼持有中國西安交通大學工業學士學位，累積二十一年製造家電經驗，更深具原料採購及白色家電業務經驗。彼亦為海爾集團公司之高級副總裁、A股公司之副主席及本集團若干附屬公司董事。

Independent Non-executive Directors

Mr. WU Yinong, aged 47, has served as an Independent Non-executive Director of the Company since January 2005. Mr. Wu graduated from Portland State University in the United States of America with a Master's degree in Business Administration in 1994. He is currently the Deputy General Manager of China Merchants Securities (Hong Kong) Co., Limited and the Head of Investment Banking Department. He has been in the investment banking industry for more than 10 years.

Mr. YU Hon To, David, aged 62, was appointed as an Independent Non-executive Director of the Company on 21 June 2007. Mr. Yu is a fellow of the Institute of Chartered Accountants in England and Wales and an associate of the Hong Kong Institute of Certified Public Accountants. He was formerly a partner of an international accounting firm with extensive experience in corporate finance. Mr. Yu is a founder and a director of MCL Capital Limited (previously known as Management Capital Limited), which specialises in direct investment and financial advisory activities, and also sits on the boards of several listed companies in Hong Kong.

Dr. LIU Xiao Feng, aged 47, was appointed as an Independent Non-executive Director of the Company on 21 June 2007. He is currently Managing Director of China Resources Capital Holdings Co., Ltd. He has worked in various international financial institutions since 1993, including N. M. Rothschild & Sons, JP Morgan and DBS. He has many years of experience in corporate finance. Dr. Liu has a Ph.D and Master degrees from the Faculty of Economics, University of Cambridge and a Bachelor's degree in Economics from Sichuan Institute of Finance and Economics, China. Dr. Liu is currently also an independent non-executive director of Kunlun Energy Company Limited (formerly known as CNPC (Hong Kong) Limited) and Honghua Group Limited, both of which are publicly listed companies on the Stock Exchange.

獨立非執行董事

吳亦農先生，47歲，自二零零五年一月起出任本公司獨立非執行董事。吳先生於一九九四年畢業於美國波特蘭州立大學，持有工商管理碩士學位。彼現職招商證券(香港)有限公司之副總經理及投資銀行部主管。彼具有十多年投資銀行業經驗。

俞漢度先生，62歲，於二零零七年六月二十一日獲委任為本公司獨立非執行董事。俞先生為英格蘭及威爾斯特許會計師公會之資深會員及香港會計師公會之會員。俞先生曾擔任一間國際會計師事務所之合夥人，並於企業融資方面擁有豐富經驗。俞先生為偉業融資有限公司之創辦人及董事，該公司專門從事直接投資及財務顧問之業務。俞先生亦為香港若干上市公司之董事會成員。

劉曉峰博士，47歲，於二零零七年六月二十一日獲委任為本公司獨立非執行董事。彼現任華潤金融控股有限公司之董事總經理。彼自一九九三年起曾任職於多間國際金融機構，包括洛希爾父子、摩根大通及星展，並擁有多年企業融資經驗。劉博士持有劍橋大學經濟系博士及碩士學位及中國四川財經學院經濟學士學位。劉博士現時亦出任於聯交所上市公司昆侖能源有限公司(前身為中國(香港)石油有限公司)及宏華集團有限公司之獨立非執行董事。

Senior Management

Mr. PENG Jia Jun, aged 32, was appointed as Chief Financial Officer of the Company on 10 February 2009. Mr. Peng has a Master's degree in Business Administration from the University of International Business and Economics and a Bachelor's degree in Business Administration from Northeastern University, China. He is currently a Doctoral Candidate in accounting of Ocean University of China. He joined the Haier Group in 2000 and has since held a number of senior financial positions in Haier Group finance department, Haier Australia trading company and washing machine business of the Group.

Mr. SHU Hai, aged 43, has served as the General Manager of washing machine product division of the Company since June 2009. Mr. Shu has a Master's degree in International Trade from Ocean University of China, the PRC. He joined the Haier Group in 1995 and has since held a number of senior positions in the washing machine business. He is currently responsible for the sales, research and development and production management of the washing machine business of the Group.

Mr. HUANG Xiao Wu, aged 32, was appointed as Deputy General Manager of the Company in November 2009. Mr. Huang holds a Master's degree in Business Administration from the University of Hong Kong and a Bachelor's degree in Engineering from the University of Chong Qing. Mr. Huang is responsible for assisting the General Manager in implementing the Group's corporate development strategy. Mr. Huang has 12 years of extensive experience in banking, investment and corporate finance. Prior to joining the Group, He had worked with a commercial bank and several investment banking firms.

Mr. LU Pei Shi, aged 46, graduated from Shandong Agricultural and Mechanical College, the PRC with a Bachelor's degree in 1987. He joined the Haier Group in 1995 and has since held a number of senior positions in the washing machine business of the Haier Group. He is currently responsible for the research and development function of the washing machine business of the Group. He is a member of the Washing Machine Sub-committee of the International Electrotechnical Commission.

高級管理層

彭家鈞先生，32歲，於二零零九年二月十日獲委任為本公司財務總監。彭先生持有中國對外經濟貿易大學管理學碩士學位和中國東北大學管理學學士學位。彼現為中國海洋大學會計學博士生。彼於二零零零年加入海爾集團，並自此在海爾集團財務部、海爾澳大利亞貿易公司及本集團洗衣機業務出任多項財務高級職務。

舒海先生，43歲，自二零零九年六月出任為本公司洗衣機產品部總經理。彼獲中國海洋大學國際貿易專業碩士學位。彼於一九九五年加入海爾集團，並自此出任洗衣機業務部的多項要職，現負責本集團洗衣機業務營銷、研發及生產等管理工作。

黃曉武先生，32歲，於二零零九年十一月獲委任為本公司副總經理。黃先生持有香港大學工商管理學碩士學位和重慶大學工學學士學位，負責協助總經理執行本集團企業發展策略。黃先生在商業銀行、投資和公司財務領域擁有12年廣泛工作經驗。加入本集團前，彼曾在一家商業銀行和數家投資銀行工作。

呂佩師先生，46歲，於一九八七年畢業於中國山東農業機械化學院，獲頒學士學位。彼於一九九五年加入海爾集團，並自此出任海爾集團洗衣機業務的多項要職。彼現負責本集團洗衣機業務之研究及開發工作。彼現為國際電工委員會洗衣機分技術委員會工作組專家。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Senior Management (Cont'd)

Mr. DING Lai Guo, aged 35, has served as the director of the domestic washing machine market of the Company since 2006. Mr. Ding graduated from Lanzhou University of Technology with a Bachelor's degree in Mechanical Engineering. He joined the Haier Group in 1998 and has since held a number of senior positions in washing machine division. He is currently responsible for the marketing of washing machines in PRC market of the Group.

Company Secretary

Mr. NG Chi Yin, aged 44, joined the Company on 18 March 2009 as Company Secretary. Mr. Ng graduated from the Faculty of Business Administration of the Chinese University of Hong Kong with a Bachelor's degree in business administration. He is also a fellow member of the Association of Chartered Certified Accountants, and a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. He has over 21 years of experience in auditing, finance and company secretarial matters.

高級管理層(續)

丁來國先生，35歲，自二零零六年出任為本公司洗衣機產品國內市場總監。彼畢業於蘭州理工大學，獲機械工程學士學位。彼於一九九八年加入海爾集團，並自此出任洗衣機部門的多項要職，現負責本集團洗衣機中國市場業務。

公司秘書

伍志賢先生，44歲，於二零零九年三月十八日加入本公司出任公司秘書。伍先生持有香港中文大學工商管理學院工商管理學士學位，亦為英國特許公認會計師公會資深會員、香港會計師公會會員及英格蘭及威爾斯特許會計師公會會員。彼於審計、財務及公司秘書方面擁有逾二十一年之經驗。

One World One Home

一個世界一個家



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Although the impact of the global financial crisis and the world economic downturn persisted in 2009, the Group managed to leverage on some of the State's favourable policies such as the "Rural Area Subsidized Electrical Appliances Purchase Policy" and "Home Appliances Replacement Policy" through product innovation and expansion of the 3rd and 4th tier markets, and to take advantage of the favourable opportunities arising from the Chinese economic recovery to further improve its competitiveness so that it delivered satisfactory business performance. The Group recorded a revenue of RMB11,531 million for 2009, representing an increase of 13.3% as compared to RMB10,180 million for 2008. Revenue from the domestic market increased by 15.4%, while revenue from the overseas markets declined by 7.6% in 2009. Europe, ASEAN and the Central African market which were the major places of export of overseas markets have not fully recovered from the economic crisis, thus dragging down the performance of overseas markets. Our revenue growth in the domestic market had effectively offset the adverse effects due to the tepid demand from overseas markets. The Group continued to maintain a leading position in the washing machine and water heater sectors, with the washing machine business performing particularly good.

Profit attributable to owners of the Company for 2009 increased by 172.1% to RMB370 million (equivalent to HK\$420 million) as compared to RMB136 million (equivalent to HK\$152 million) for 2008. The increase in profit is primarily attributable to the growth in the gross profit margin of the Group's products and optimization of cost efficiency. Gross profit margin of the Group increased by 1.1% in 2009 as compared to 2008, benefiting from reduced raw material prices as well as the Group's effort to optimize product mix, strengthen cost control and boost profitability of single models.

二零零九年國際金融危機影響尚未消除，全球經濟仍然低迷，但本集團通過產品創新和三四線市場開拓，抓住國家「家電下鄉」、「家電以舊換新」等政策機遇，利用中國經濟復蘇的有利時機，進一步提升了公司之競爭力，本集團業績亦取得了理想表現，二零零九年本集團的收入達人民幣11,531,000,000元，較二零零八年之人民幣10,180,000,000元上漲了13.3%。其中，二零零九年國內市場銷售收入增長15.4%，海外市場收入下降7.6%。海外市場主要的出口地歐洲、東盟和中非市場還未從經濟危機中完全復蘇，從而拖累了海外市場表現，而國內市場收入的增長有效彌補了海外市場需求不振帶來的不利影響。本集團在洗衣機和熱水器之行業繼續維持領先地位。

二零零九年本公司股東應佔溢利為人民幣370,000,000元(折合港幣420,000,000元)，較二零零八年之人民幣136,000,000元(折合港幣152,000,000元)增加了172.1%。淨利潤上升主要得益於本集團產品毛利率的提升以及成本費用效率的優化。二零零九年集團毛利率比二零零八年上升1.1%，這受惠於本期原材料價格下降及集團優化產品結構，加強成本控制和提升單型號盈利水平。



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During the year, the Group also implemented various measures including the continuous application of the make-to-order policy to maintain healthy cash flow, and made aggressive efforts to promote cash billing in the 3rd and 4th tier markets, increased the frequency of customers' billing to raise the percentage of cash billing by customers, improved the efficiency of order payments and facilitated the integration between logistics and product departments to enhance distribution efficiency. The Group's cash and cash equivalents increased from RMB613 million in 2008 to RMB1,295 million in 2009 representing an increase of 111.3%.

Washing Machine Business

The Group's washing machine business comprises the manufacture and sale of top loading and front loading washing machines, which in aggregate accounted for approximately 80% of the Group's total revenue for 2009 (2008: 80%). Revenue from washing machine business increased by 13.1% from RMB8,121 million in 2008 to RMB9,185 million in 2009.

According to the data of Euromonitor, the sales volume of washing machines totaled 99.77 million worldwide in 2009, representing a decrease of 2.97% from 102.82 million in 2008, while the sales of the Group's washing machines increased significantly in 2009. The Group's washing machine business accounted for 8.4% of the market share of the sales of worldwide washing machine brands in 2009, ranking first in the world, mainly attributable to the decline in sales in the global washing machine market, the ongoing growth in China's washing machine market, and the Group's largest share in the Chinese washing machine market.

年內，本集團亦採取了多項措施，以維持穩健之現金流，包括堅持實行訂單即需即供政策，在三四級市場大力推行現款結算方式，增加客戶的結算頻次以促進客戶的現款結算比例，提高客戶的訂單處理和結算效率，強化物流和產品部門的協同以提高配送效率，集團現金及現金等值項目由二零零八年之人民幣613,000,000元上升至二零零九年之人民幣1,295,000,000元，增加111.3%。

洗衣機業務

本集團之洗衣機業務包括製造及銷售波輪式及滾筒式洗衣機，合共佔集團二零零九年總收入約80%（二零零八年：80%）。洗衣機業務之收入由二零零八年之人民幣8,121,000,000元，增加13.1%至二零零九年之人民幣9,185,000,000元。

根據歐洲透視(Euromonitor)數據顯示，二零零九年全球洗衣機銷售總量為9,977萬台，較二零零八年之10,282萬台下降2.97%。而二零零九年本集團洗衣機銷量有顯著上升，二零零九年本集團之洗衣機業務在全球市場洗衣機品牌的銷量市場佔有率為8.4%，單品份額居全球第一。主要是因為相比全球洗衣機市場的銷量下滑，中國洗衣機市場繼續維持增長，而本集團又在中國洗衣機市場維持強大市場份額所致。



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According to the market research reports of China Market Monitor (one of the China-based market research companies) in 2009, in terms of sales volume, the Group's washing machines had a market share of 31.5%, continuing to rank No. 1 in the market. Growth in the revenue from the local market was largely attributable to deep penetration in the 3rd and 4th tier markets with improving sale, logistics and service networks as the Group leveraged the favourable governmental "Rural Area Subsidized Electrical Appliances Purchase Policy" and "Home Appliances Replacement Policy".

By optimizing product mix, developing premium and high value-added products, strengthening cost control and maintaining low inventory level so as to benefit from the decrease of raw materials prices in the market, the gross profit margin of the washing machine business increased from 25.8% in 2008 to 27.1% in 2009. Operating profit from the washing machine business increased by 164.9% from RMB148 million in 2008 to RMB392 million in 2009, while the operating margin increased from 1.8% in 2008 to 4.3% in 2009.

In 2009, the Group aggressively implemented the modular lean manufacture of washing machines by stringently standardizing and modulating each process of planning, development, procurement and manufacture such that procurement costs were reduced and assembly efficiency was enhanced.

In light of its user-oriented service philosophy, the Group kept tapping on new demands to inspire its product innovation and continuously create new markets. In response to the complaints of users about washing machine noises and vibrations, Haier launched in 2009 the Casarte duplex large-cylinder front loading washing machines with a "S-e double-balanced ring", breaking the balance technology bottleneck in the washing machine industry that persisted over long time. These washing machines were selected by more than ten property companies in China like Wanda and Greentown as the first choice of premier ancillary home appliances for high-grade residential property projects. The "S-e double-balanced ring" technology has successfully obtained 15 important patents, of which three are international patent for invention kept by China Science and Technology Museum.

根據中怡康時代市場研究報告(一間以中國為基地之市場調查公司)，於二零零九年本集團之洗衣機按量而計市場佔有率為31.5%，繼續維持市場第一。本土市場的收入增長主要由於本集團抓緊國家「家電下鄉」及「家電以舊換新」的政策機遇，持續深化三、四級市場的銷售、物流及服務網絡，進一步加強三、四級市場的覆蓋率。

通過優化產品組合與結構、開發高端及高附加值產品、加強成本控制、保持低庫存以享受市場原材料降價的好處，洗衣機業務之毛利率由二零零八年之25.8%上升為二零零九年之27.1%。洗衣機業務之經營溢利由二零零八年之人民幣148,000,000元，上升164.9%至二零零九年之人民幣392,000,000元，而經營溢利率則由二零零八年之1.8%上升至二零零九年之4.3%。

二零零九年本集團大力推進洗衣機產品的模塊化精益製造，從企劃、開發、採購、製造各環節嚴格推進標準化與模塊化，有效降低了採購成本，提高了產品組裝效率。

此外，本集團一直以「用戶為本」作為服務宗旨，產品創新靈感全由用戶之需求開始，不斷創造新需求，創造新市場。二零零九年海爾針對用戶對洗衣機噪音、振動的抱怨，推出具有「S-e複式平衡環」的卡薩帝複式大滾筒洗衣機，打破了洗衣機行業近百年以來在平衡技術方面的瓶頸，被萬達、綠城等國內十餘家知名地產公司列為高檔樓盤精裝配套的首選家電。S-e複式平衡環技術成功申報15項重大專利，其中三項國際發明專利，被中國科技館收藏。

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Water Heater Business

The water heater business accounted for approximately 20% of the Group's revenue in 2009 (2008: 20%). Revenue grew by approximately 13.9%, reaching RMB2,345 million in 2009.

According to the market research findings of China Market Monitor, in 2009 the Group still assumes the first position in market share in terms of the volume of the water heater business which took up 20.3% in the Chinese market. The Group established an efficient and diversified distribution network by gaining an access to building materials supermarket, cooperating with decoration companies and gaining an access to large shopping malls in the 1st and 2nd tier markets; by means of Haier franchised stores, Goodaymart franchised stores and water heater franchised stores in the 3rd tier markets; and by means of franchised stores in towns and villages and home appliance stores also selling kitchen cabinets and sanitary products in the 4th tier market.

During the year, the Group successfully maintained effective cost control and low inventory level to benefit from the fluctuations in raw materials prices, as well as increased the proportion of high value-added products. As a result, the gross profit margin of the water heater business increased from 40.8% in 2008 to 40.9% in 2009. The operating profit of the water heater business increased by 216.4% from RMB55 million in 2008 to RMB174 million in 2009, while the operating margin increased from 2.7% in 2008 to 7.4% in 2009.

The Group continued to develop high-end differentiated products to cater for the needs from different consumers, as evidenced by Haier's Changxiang series of water heaters newly developed last year, which won IFA Industrial Design Award 2009 for home appliances at IFA trade fair in Germany. The Group's leading technologies and ongoing advances in research and development capability are expected to introduce new drivers for its future product sales. In 2009, the Group launched 90 types of new products into the water heater market, which represented 68% of its sales revenue.

熱水器業務

二零零九年，本集團之熱水器業務佔集團收入約20%（二零零八年：20%）。二零零九年之收入增長約13.9%，達人民幣2,345,000,000元。

根據中怡康時代市場研究結果，在中國市場內，本集團熱水器業務市場佔有率按量而計達20.3%保持了市場第一的地位。二零零九年本集團在一二級市場通過進入建材超市、和裝修公司合作、進入大商場等方式，在三級市場通過海爾專賣店、日日順專賣店和熱水器專賣店三類渠道，在四級市場則通過鄉鎮專賣店和櫥櫃衛浴店渠道，建立了高效和相對完整的配送網路。

年內，通過良好的成本控制、保持低庫存以享受市場原材料波動的好處，提升高附加值產品比重，熱水器業務之毛利率由二零零八年之40.8%上升為二零零九年之40.9%。熱水器業務之經營溢利由二零零八年之人民幣55,000,000元，增加216.4%至二零零九年之人民幣174,000,000元，而經營溢利率則由二零零八年之2.7%上升至二零零九年之7.4%。

本集團憑借不斷研發高端差異化產品以滿足不同消費者的需求，去年新研發的海爾暢想系列熱水器在德國舉行的IFA展會上更獲得了二零零九年度家用電器最佳產品創新獎，相信本集團的領先科技和不斷創新之研發能力將成為未來產品銷售提升之新動力。二零零九年本集團共投放90款新品於熱水器市場，已實現銷售收入佔比達68%。

Sales and Distribution Costs, Administrative Expenses and Other Expenses

During the year, the percentage of total costs to revenue ratio declined as compared to 2008 after the Group had taken various measures such as optimization of business process, improvement of organizational efficiency and cost control. Among these costs, the sales and distribution cost to revenue ratio during the year was the same as 2008, while the administrative expenses to revenue ratio decreased by 1.8% as compared to 2008. The sales and distribution cost to revenue ratio approximately the same as compared to 2008 mainly due to the ongoing efforts to strengthen brand marketing commitment in overseas markets, the expansion of the establishment of the network in the domestic 3rd and 4th tier markets and the marketing commitment so as to enhance the brand and market competitiveness. Meanwhile, the percentage of transportation costs to revenue ratio declined over 2008 as a result of the optimization of the supply chain. The percentage of administrative expenses in revenue declined over 2008 due to the maturing of the Group's ERP information system setup so that financial commitment to the system declined substantially during the year as compared to 2008; office expenses, rental expenses and related administrative expenses dropped as well due to the higher operating efficiency based on its process reengineering.

Liquidity And Financial Resources

The Group has been presenting the consolidated financial statements in Hong Kong dollar. Since most of the revenue and operation of the Group is derived from Mainland China, coupled by the increasing variations in the exchange rates of Hong Kong dollar and Renminbi, it is more meaningful to reflect the Company's real operating status by presenting the financial statements in Renminbi than in Hong Kong dollar. As a result, the exchange fluctuation reserve has been restated from HK\$189 million to RMB12 million as at 31 December 2008. Accordingly, all directors have unanimously approved that the consolidated financial statements will be presented in Renminbi from 19 August 2009.

銷售及分銷成本、行政費用及其他費用

年內集團通過推進業務流程優化、組織效率提升、費用控制等措施，使得總體費用佔收入比率較二零零八年有所下降。其中，年內銷售費用佔收入比率與二零零八年持平，管理費用佔收入比率較二零零八年下降1.8%。銷售費用佔收入比率與二零零八年近乎持平主要是繼續加強海外市場品牌營銷投入、擴大國內三四級市場網絡建設與營銷投入，以提升品牌和市場競爭力。同時，通過供應鏈的優化，運輸費用佔收入比率較二零零八年有所下降。管理費用佔收入比率較二零零八年下降主要得益於集團的ERP信息化系統建設已漸趨成熟，故年內信息化系統之投入較二零零八年明顯下降，同時，集團流程再造提高了組織運營效率，辦公費、租賃費及相關管理費用亦有下降。

流動資金及財務資源

過去，本集團一直以港幣作為綜合財務報表的呈報貨幣，由於本集團的大部份收入與經營均來自中國內地，加上港幣與人民幣匯率之變動日益深化，故在提呈財務報表上以人民幣作為呈報貨幣較港幣更能反映公司真實的經營狀況。因此，於二零零八年十二月三十一日的外匯波動儲備由港幣189,000,000元重列為人民幣12,000,000元。因此，自二零零九年八月十九日起，全體董事一致通過以人民幣作為日後綜合財務報表的呈報貨幣。

Liquidity And Financial Resources (Cont'd)

The Group has maintained a healthy financial and liquidity position with a current ratio of 130% as at 31 December 2009 (2008: 123%). As at 31 December 2009, the Group had a cash and cash equivalents balance of RMB1,295 million (2008: RMB613 million); bank and other borrowings amounted to approximately RMB74 million (2008: RMB143 million) of which none (2008: RMB25 million) was due within one year and approximately RMB74 million (2008: RMB118 million) was due over one year.

Due to our focus on cashflow management, the Group has been able to maintain a very strong cash position with a net cash balance (cash balance less borrowings) of RMB1,221 million as at 31 December 2009. Our sufficient balance of liquidity ensures that we will have a financial flexibility when the market recovers and investment opportunities arise.

The Group's borrowing requirements are not subject to any material seasonal effect.

The Group had capital commitments amounting to RMB21 million as at 31 December 2009 (2008: RMB30 million), all being contracted capital commitments, which were mainly related to the purchase of fixed assets for the expansion in production capacity of the Group's businesses.

Capital Structure and Gearing Ratio

Gearing Ratio

As at 31 December 2009, the Group's gearing ratio (defined as total borrowings over net assets) was 5% representing a decrease of 8% as compared to 2008 (13%).

流動資金及財務資源(續)

本集團之財政及流動資金狀況穩健，於二零零九年十二月三十一日之流動比率為130%（二零零八年：123%）。於二零零九年十二月三十一日，本集團之現金及現金等值項目結餘為人民幣1,295,000,000元（二零零八年：人民幣613,000,000元），銀行及其他借貸約人民幣74,000,000元（二零零八年：人民幣143,000,000元），其中並無（二零零八年：人民幣25,000,000元）於一年內到期，而約人民幣74,000,000元（二零零八年：人民幣118,000,000元）於超過一年後到期。

由於本集團著重現金流量管理，故此本集團得以維持十分穩健之現金狀況，於二零零九年十二月三十一日之現金結餘淨額（現金結餘減借貸）為人民幣1,221,000,000元。本集團充足之流動資金結餘，確保其於市場復蘇及投資機遇出現時，在財務上具備靈活性。

本集團之借貸需要並無重大季節性影響。

於二零零九年十二月三十一日，本集團之資本承擔為人民幣21,000,000元（二零零八年：人民幣30,000,000元），均為已訂約資本承擔，主要由於為提高本集團業務產能而購買固定資產所致。

資本架構及負債資本比率

負債資本比率

於二零零九年十二月三十一日，本集團之負債資本比率（定義為按借貸總額除以淨資產計算）為5%，比二零零八年（13%）下降8%。

Treasury Policies

The Group employs a prudent approach to cash management and risk controls. Most of the Group's receipts and payments are denominated in Renminbi and Hong Kong dollars. Cash is generally placed in short term deposits denominated either in Renminbi or Hong Kong dollars. As at 31 December 2009, most of the Group's borrowings were denominated in Renminbi and largely carried interests at floating rates. Foreign currency risk is largely, though not fully, mitigated as liabilities in Renminbi will be substantially offset by the Group's earnings, most of which are derived from domestic sales in the PRC and are denominated in Renminbi, and only approximately 8% of the Group's revenue are derived from export sales and are denominated in other currencies. The Group does not have any significant interest rate risk, as the Group has an overall net cash balance. The Group does not have any financial instruments for hedging purposes.

Employees and Remuneration Policy

The total number of employees of the Group as at 31 December 2009 was approximately 15,200, representing a decrease of approximately 8.1% as compared to 31 December 2008, and total staff costs for the year amounted to approximately RMB797 million, representing an increase of approximately 6.1% as compared to 2008, which is primarily due to the increasing pay reflecting the staff's contributions to the Group.

庫務政策

本集團採取審慎現金管理及風險監控。本集團大部分收支以人民幣及港元結算。現金一般存作人民幣或港元短期存款。於二零零九年十二月三十一日，本集團大部分借貸以人民幣計值，並主要按浮動利率計息。由於人民幣負債將與本集團收入(大部分來自於中國之國內銷售、以人民幣計值，且本集團僅約8%之收入乃來自出口銷售及以其他貨幣計值)大幅對銷，因此外匯風險雖未全面緩和，但已大為降低。由於本集團擁有整體現金結餘淨額，故此本集團並無任何重大利率風險。本集團並無運用任何金融工具進行對沖。

僱員及薪酬政策

本集團於二零零九年十二月三十一日之僱員總數約15,200人，較二零零八年十二月三十一日減少約8.1%，而年內之總員工成本約為人民幣797,000,000元，較二零零八年增加約6.1%，增加乃主要由於體現員工對集團所貢獻價值的回報。

The board (the “Board”) of directors (the “Directors”) and the management (the “Management”) of Haier Electronics Group Co., Ltd. (the “Company”) recognise that sound corporate practices are crucial to the efficient operation of the Company and its subsidiaries (collectively the “Group”) and the safeguarding of our shareholders’ interests. In this regard, the Board attaches great priority to reinforce the Company’s corporate governance standards with emphasis on transparency, accountability and independence in order to enhance our long-term shareholders’ value.

The Company has, throughout the year ended 31 December 2009, complied with most of the applicable code provisions (the “Code Provision(s)”) and principles under the Code on Corporate Governance Practices (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) except for certain deviations as described below. This report describes the Company’s corporate governance practices, explains its applications of and deviations from the CG Code, together with considered reasons for such deviations.

Board of Directors

Composition

The Board currently comprises four Executive Directors, two Non-executive Directors (re-designated from Executive Directors from 12 November 2009) and three Independent Non-executive Directors (the “INED(s)”). The Directors are well-versed in respective areas such as legal, accounting and finance, business management and industry knowledge and the Board as a whole has achieved an appropriate balance of skills and experience. The Directors’ biographical details are set out on pages 14 to 17 of this annual report.

To the best of the Company’s knowledge, there is no financial or family relationship among the Board members. All of them are free to exercise their independent judgment on all matters concerning the Company.

Delegation by the Board

The Directors are collectively responsible for setting the Group’s strategies, providing leadership and guidance to put them into effect, reviewing and monitoring the performance of the Group and are accountable to the Company’s shareholders. To maximise the effectiveness of the Group’s operations, the Board has delegated management and administration of the Group’s daily operations to the executive Directors and the Management while reserving several important matters for its approval. To this end, the Board has adopted written guidelines (the “Guidelines”) laying down the division of functions between the Board and the Management (including the executive Directors for the purpose of the Guidelines).

海爾電器集團有限公司(「本公司」)董事(「董事」)會(「董事會」)及管理層(「管理層」)深明優良之企業常規為本公司及其附屬公司(統稱「本集團」)有效經營及股東權益保障之重要關鍵。就此方面，董事會非常著重提升本公司之企業管治水平，尤其注重公司之透明度、問責性與獨立性，務求提高本公司股東之長遠價值。

截至二零零九年十二月三十一日止年度，除下列若干偏離外，本公司一直遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「企業管治守則」)之大部分適用守則條文(「守則條文」)及原則。本報告說明本公司之企業管治常規，闡釋其對企業管治守則之應用與偏離，連同有關偏離之經考慮原因。

董事會

組成

董事會現時由四名執行董事、兩名非執行董事(由二零零九年十一月十二日起由執行董事轉任)及三名獨立非執行董事(「獨立非執行董事」)組成。董事在法律、會計與財務、業務管理及行業知識等各範疇擁有深入精闢之認識，而董事會整體更具備各方面之適當技能與經驗。董事之履歷詳情載於本年報第14至第17頁內。

就本公司所深知，董事會成員之間概無財務或親屬關係。全體董事均可就本公司之一切事宜作出獨立判斷。

董事會之授權

董事須共同負責制訂本集團之策略，並為有關策略之實行提供領導與指引，亦肩負檢討及監察本集團表現之責任，同時向本公司股東負責。為提高本集團之營運效率，董事會已授權執行董事及管理層負責本集團日常營運之管理及行政工作，但若干重要事宜則須待其批准。就此而言，董事會已採納一套書面指引(「指引」)，列明董事會與管理層(就指引而言，包括執行董事)間之職能劃分。

Board of Directors (Cont'd)

Delegation by the Board (Cont'd)

Pursuant to the Guidelines, the major functions of the Board and the Management are summarized as follows:

The Board is principally responsible for:

1. determining the overall strategy;
2. reviewing all significant policies of the Group;
3. monitoring the performance of the Management to ensure that the business operations of the Group are properly planned and undertaken;
4. approving interim and annual results of the Group based on recommendations made by the audit committee of the Company;
5. approving material contracts and transactions for which the Management is required to obtain the Board's prior approval; and
6. subject to the requirements of the Listing Rules, approving transactions in which connected person(s) (as defined in the Listing Rules) of the Group is/are considered having a material conflict of interests.

The Management is principally responsible for:

1. exercising all such other powers and perform all such other acts as may be exercised and performed by the Directors, save and except for those that may specifically be reserved by the Board and/or the committees set up by the Board for decision and implementation; or those that may only be exercised by the Board pursuant to The Companies Act of Bermuda, the Bye-laws of the Company (the "Bye-laws"), the Listing Rules and/or the Hong Kong Codes on Takeovers and Mergers and Share Repurchases;
2. formulating and implementing policies for business activities, internal controls and administration of the Company;
3. planning and deciding the Company's strategies on its business activities; and

董事會(續)

董事會之授權(續)

根據指引，董事會與管理層之主要職能概述如下：

董事會主要負責：

1. 釐定本集團之整體策略；
2. 檢討本集團之所有重大政策；
3. 監察管理層之表現，確保本集團之業務營運妥善策劃及執行；
4. 根據本公司審核委員會作出之推薦建議，批准本集團之中期及年度業績；
5. 批准管理層須取得董事會事先批准之重大合約及交易；及
6. 在上市規則規定之規限下，批准本集團關連人士(定義見上市規則)被視為於其中有重大利益衝突之交易。

管理層主要負責：

1. 除董事會及／或董事會所成立委員會可能特別保留由其作決定及實行者；或根據百慕達公司法、本公司之公司細則(「公司細則」)、上市規則及／或香港公司收購、合併及股份購回守則僅可由董事會行使者外，行使及進行董事可能行使及進行之一切其他有關權力及行動；
2. 制訂及實行有關本公司業務活動、內部監控及行政之政策；
3. 策劃及決定本公司有關其業務活動之策略；及

Board of Directors (Cont'd)

Delegation by the Board (Cont'd)

4. keeping proper written records of its decisions taken which may be inspected by any members of the Board or the Board committees upon request.

The Board reviews those arrangements and the Guidelines on a periodic basis to ensure that they remain appropriate to the needs of the Group.

Chairman and Chief Executive Officer (“CEO”)

Under the Code Provision A.2.1, the roles of chairman and CEO should be separate and should not be performed by the same individual. Currently, the Company does not have any person holding the title of CEO. Ms. Yang Mian Mian is the Chairman of the Board and is also performing the functions of CEO. The Board meets regularly to consider major matters affecting the business and operations of the Group. The Company believes that the combination of the roles of chairman and CEO can promote the efficient formulation and implementation of the Company's strategies which will enable the Group to seize business opportunities efficiently and promptly. Meanwhile, the Company believes that through the supervision of the Board and its independent non-executive directors, checks and balances exist so that the interests of the shareholders are adequately and fairly represented.

Under the Code Provision E.1.2, the chairman of the board should attend the annual general meeting. The Chairman of the Board did not attend the 2009 annual general meeting of the Company as she had overseas business trip at that time.

INEDs

The INEDs have the same duties of care and skill and fiduciary duties as the executive Directors. They are expressly identified as such in all corporate communications that disclose the names of the Directors.

The INEDs are experienced professionals with expertise in areas of accounting and finance. With their professional knowledge and experience, the INEDs advise the Company on its operation and management; provide independent opinion on the Company's connected/continuing connected transactions; participate in the Company's audit committee meetings, remuneration committee meetings and nomination committee meetings. The INEDs also contribute to provide adequate checks and balance to protect the interests of the Company and the Company's shareholders as a whole, and to promote the development of the Company.

The Company has received an annual confirmation of independence from each of the INEDs pursuant to Rule 3.13 of the Listing Rules and considers that all INEDs to be independent as the date of this report.

董事會(續)

董事會之授權(續)

4. 就其決策保存妥善之書面紀錄，以應董事會或董事會委員會任何成員要求供其查閱。

董事會定期檢討上述安排及指引，以確保此等安排及指引仍然切合本集團之需要。

主席及行政總裁(「行政總裁」)

根據守則條文A.2.1，主席與行政總裁之角色應有區分，並不應由一人同時兼任。本公司現時並無任何人士擁有行政總裁之職銜。楊綿綿女士為董事會主席，同時兼顧行政總裁之職能。董事會定期舉行會議，對影響本集團業務運作之重要事宜加以考慮。本公司認為，由同一人兼任董事長及首席執行官職務可以提高本公司的企業決策及執行效率，有助於本集團更高效及時地抓住商機。本公司同時認為，在本公司董事會及獨立非執行董事的監管下，通過制衡機制，股東的利益能夠得以充分及公平的體現。

根據守則條文E.1.2，董事會主席應出席股東週年大會。由於董事會主席當時在海外公幹，故並無出席本公司二零零九年度股東週年大會。

獨立非執行董事

獨立非執行董事應具有與執行董事相同之謹慎態度及技能以及受信責任。於所有披露董事姓名之公司通訊內，均會明確識別出獨立非執行董事。

獨立非執行董事均為資深專業人士，具備會計與金融各範疇之專業知識。憑藉其專業知識及經驗，獨立非執行董事就本公司之營運及管理向本公司提供建議；就本公司之關連／持續關連交易提供獨立意見；並參與本公司之審核委員會會議、薪酬委員會會議和提名委員會會議。獨立非執行董事亦致力提供充分監管與制衡，務求保障本公司及本公司股東之整體利益，同時亦可促進本公司之發展。

於本報告日期，本公司已接獲各獨立非執行董事根據上市規則第3.13條之規定就其獨立性發出之年度確認，並認為全體獨立非執行董事均屬獨立人士。

Board of Directors (Cont'd)

INEDs (Cont'd)

Under the Code Provision A.4.1, non-executive directors should be appointed for specific terms, subject to re-election. Currently, all INEDs are not appointed for a specific term but are subject to retirement by rotation at the annual general meetings of the Company in accordance with Bye-laws. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

Supply of and access to information

Newly appointed Directors will receive induction packages containing the duties and responsibilities of directors under the Listing Rules and other applicable rules and regulations.

All the Directors are briefed and updated from time to time on the latest legislative and regulatory developments to ensure that they are fully aware of their responsibilities under the Listing Rules, applicable legal and regulatory requirements.

In order to ensure that their duties can be properly discharged, the Directors are entitled to seek advice from independent professional advisers whenever deemed necessary by them at the Company's expense.

Board Meetings

During the year ended 31 December 2009, apart from consents obtained by means of written resolutions of all the Board members, the Board had held four scheduled meetings at approximately quarterly intervals to review and approve, among other things, the 2008 annual results and 2009 interim results, discloseable and connected transactions and continuing connected transactions of the Group. The Company's board meetings (the "Board Meeting(s)") are permitted to be held by means of telephone or other means of electronic communication under the Bye-laws.

Reasonable notices are served and comprehensive information is provided to the Board members in advance of all the Board Meetings in order to enable them to make informed decisions on all matters transacted at the Board Meetings.

The proceedings of the Board Meetings are conducted by the Chairman of the Board or another executive Director who ensures that sufficient time is allowed for discussion among the Directors and equal opportunities are being given to the Directors to express their views and share their concerns.

董事會(續)

獨立非執行董事(續)

根據守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重新選舉。現時，全體獨立非執行董事之委任均無指定任期，惟彼等須根據公司細則於本公司股東週年大會上輪流退任。因此，董事會認為，本公司已採取足夠措施確保本公司之企業管治常規與企業管治守則所載者同樣嚴謹。

資料之提供與取閱

新委任之董事將接獲一套就任須知，當中包括董事根據上市規則以及其他適用規則及法規之職責與責任。

全體董事均會不時獲介紹及更新法例及法規之最新發展，以確保彼等全面瞭解其根據上市規則、適用法例及規管規定之責任。

為確保董事能妥善履行其職責，董事有權在彼等認為有需要時尋求獨立專業顧問之意見，費用概由本公司承擔。

董事會會議

於截至二零零九年十二月三十一日止年度內，除透過書面決議案以取得全體董事會成員之同意外，董事會已舉行四次定期會議，即約每季舉行一次，以審閱及批准(其中包括)本集團二零零八年年度業績及二零零九年中期業績、須予披露及關連交易以及持續關連交易。本公司之董事會會議(「董事會會議」)獲准以電話或根據公司細則以其他電子通訊方式舉行。

於所有董事會會議前，董事會成員均會事先獲發出合理通知及獲提供全面資料，以讓彼等得以在董事會會議上就所處理之一切事宜作出知情決定。

董事會會議程序由董事會主席或另一位執行董事主持，而主席亦會確保董事獲充裕時間進行討論，而各董事亦獲同等機會發表其意見及提出所關注之事宜。

Board of Directors (Cont'd)**Board Meetings (Cont'd)**

The Company Secretary attends the Board Meetings to advise Directors on corporate governance practices, and statutory compliance, accounting and financial issues whenever deemed necessary by the Board.

The Company Secretary is responsible for preparing minutes recording all matters transacted and resolved at the Board Meetings. All the Board minutes are kept by the Company Secretary and are open for inspection by the Directors.

The following table shows the attendance of the Directors at the scheduled Board Meetings during the year ended 31 December 2009:

Executive Directors:

Ms. Yang Mian Mian (*Chairman*)
Mr. Cao Chun Hua
(resigned on 12 November 2009)
Mr. Cui Shao Hua (resigned on 19 April 2010)
Mr. Sun Jing Yan

Non-Executive Directors:

Mr. Wu Ke Song (*Deputy Chairman*)
(re-designated from an executive director
from 12 November 2009)
Mr. Liang Hai Shan
(re-designated from an executive director
from 12 November 2009)

INEDs:

Mr. Wu Yinong
Mr. Yu Hon To, David
Dr. Liu Xiao Feng

執行董事：

楊綿綿女士(主席)
曹春華先生(於二零零九年十一月十二日辭任)
崔少華先生(於二零一零年四月十九日辭任)
孫京岩先生

非執行董事：

武克松先生(副主席)
(由二零零九年十一月十二日起
由執行董事轉任)
梁海山先生
(由二零零九年十一月十二日起
由執行董事轉任)

獨立非執行董事：

吳亦農先生
俞漢度先生
劉曉峰博士

It is challenging to arrange the Board Meeting that fits in with the tight and busy schedules of all the Directors. In particular, as certain of the executive Directors devote considerable time and efforts to the management and operation of the Group's business, they were only able to attend some of the Board Meetings in person and their attendance rate at the Board Meetings were relatively low during the fiscal year of 2009. To enable all the Directors to keep abreast of the Group's latest development and to discharge their duties properly, the Company Secretary briefed the Directors on those matters transacted at the Board Meetings that they were unable to attend. In addition, draft and final versions of the Board minutes are sent to all Directors for their comments and records.

董事會(續)**董事會會議(續)**

如董事會認為有需要，則公司秘書會出席董事會會議，以就企業管治常規、法規遵守、會計及財務等事項提供意見。

公司秘書負責編製會議紀錄，載列在董事會會議上所處理及議決之一切事宜。公司秘書會保管所有董事會會議紀錄，有關紀錄可供董事查閱。

下表為截至二零零九年十二月三十一日止年度內，董事於定期董事會會議之出席率：

**No. of the scheduled
Board Meetings attended/held
出席／舉行之定期董事會會議次數**

3/4

1/4

4/4

2/4

1/4

1/4

4/4

4/4

4/4

為配合各董事緊湊而繁忙之時間表而安排董事會會議實屬非常困難。尤其若干執行董事在本集團業務之管理及經營上付出不少時間及努力，故彼等僅可親身出席某些董事會會議，因而令彼等在二零零九年財政年度內之董事會會議出席率偏低。為令全體董事得悉本集團之最新發展，並妥善履行彼等之職務，公司秘書已向董事扼要報告在彼等無法出席之董事會會議上所處理之有關事宜。此外，董事會會議紀錄之草稿及定稿亦已送交全體董事，以供彼等提出意見及保存紀錄。

Board of Directors (Cont'd)

Model Code for Securities Transactions by Directors

The Company has adopted a Model Code for Securities Transactions by Directors (the "Haier Electronics Model Code") on no less exacting terms than the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules. Upon enquiry by the Company, all Directors have confirmed that they had complied with the required standard as set out in the Haier Electronics Model Code throughout the year ended 31 December 2009.

In addition, the Board has adopted written guidelines (the "Employees' Guidelines for Securities Transactions") for securities transactions by employees (the "Relevant Employees") who are likely to be in possession of unpublished price sensitive information of the Company on no less exacting terms than the Haier Electronics Model Code. Having made specific enquiry of all the Relevant Employees, the Company confirmed that all the Relevant Employees had complied with the required standard as set out in the Employees' Guidelines for Securities Transactions throughout the year ended 31 December 2009.

Board Committees

The Board has established an Audit Committee (the "Audit Committee"), a Remuneration Committee (the "Remuneration Committee") and a Nomination Committee (the "Nomination Committee") (collectively the "Committees") to oversee specific aspects of the Company's affairs. The Committees report to the Board regularly, and have been provided with sufficient resources to discharge their respective duties. To reinforce independence, the chairman of the Committees is an INED. Each of the Committees has adopted specific terms of reference covering its duties, powers and functions which will be reviewed by the Board from time to time. The Company Secretary also acts as secretary of the Committees. The Committees adopt as far as practicable, the procedures and arrangement of the Board Meeting in relation to the conduct of meetings, notice of meetings and recording of minutes. Further particulars of each of the Committees are set out below:

董事會(續)

董事進行證券交易的標準守則

本公司已採納一套董事進行證券交易之標準守則(「海爾電器標準守則」)，該守則之條款與上市規則附錄10所載上市公司董事進行證券交易的標準守則同樣嚴謹。經本公司作出查詢後，全體董事已確認彼等已於截至二零零九年十二月三十一日止年度內一直遵守海爾電器標準守則所載之規定標準。

此外，董事會已就可能擁有本公司未公佈價格敏感資料之僱員(「相關僱員」)所進行之證券交易採納書面指引(「僱員證券交易指引」)，該指引之條款與海爾電器標準守則同樣嚴謹。經向全體相關僱員作出明確查詢後，本公司確認全體相關僱員已於截至二零零九年十二月三十一日止年度內一直遵守僱員證券交易指引所載之規定標準。

董事會委員會

董事會已成立審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」)(統稱「委員會」)，以對本公司事務之特定範疇進行監督。委員會定期向董事會匯報，並已獲提供足夠資源以執行彼等各自之職責。為加強獨立性，各委員會之主席均為獨立非執行董事。各委員會均已採納明確職權範圍，包括其職責、權力及職能，並不時由董事會進行檢討。公司秘書亦擔任委員會之秘書。在實際可行情況下，委員會就舉行會議、會議通告及記述會議紀錄方面採納與董事會會議相同之程序與安排。各委員會之進一步詳情載列如下：

Board of Directors (Cont'd)**Board Committees (Cont'd)****(1) Audit Committee**

The Audit Committee currently comprises all three INEDs and is chaired by Mr. Yu Hon To, David. Mr. Yu is a professional accountant and was formerly a partner of an international accounting firm. The primary duties of the Audit Committee are to ensure the objectivity and credibility of financial reporting, to make recommendation to the Board on the appointment, reappointment and removal of the Group's external auditors and review of the Company's financial controls, internal control and risk management systems. Each member of the Audit Committee has unrestricted access to the Group's external auditors and the Management.

During the year ended 31 December 2009, the Audit Committee held five meetings with an attendance rate of 100% to review the management and accounting principles and practices adopted by the Group and to discuss internal controls and financial reporting matters including the review of 2008 annual results and 2009 interim results of the Group, review of internal control procedures and review of connected transactions.

The following table shows the attendance of members of the Audit Committee during the year ended 31 December 2009:

INEDs:	獨立非執行董事：
Mr. Wu Yinong	吳亦農先生
Mr. Yu Hon To, David	俞漢度先生
Dr. Liu Xiao Feng	劉曉峰博士

董事會(續)**董事會委員會(續)****(1) 審核委員會**

審核委員會現時由全體三名獨立非執行董事組成，並由俞漢度先生擔任主席。俞先生為專業會計師，曾為一間國際會計師行之合夥人。審核委員會之主要職責為確保財務申報之客觀及可信程度、就委任、重新委任及罷免本集團外聘核數師向董事會提供推薦建議，以及檢討本公司之財務監控、內部監控及風險管理系統。審核委員會各成員在接觸本集團之外聘核數師及管理層方面並無受到任何限制。

截至二零零九年十二月三十一日止年度內，審核委員會已舉行五次會議，出席率達100%，會上審閱本集團所採納之管理及會計原則及慣例，並討論內部監控及財務申報事宜，包括審閱本集團二零零八年年度業績及二零零九年度中期業績，審閱內部控制程序及審閱關連交易。

下表為截至二零零九年十二月三十一日止年度內，審核委員會成員之會議出席率：

**No. of Audit
Committee Meetings
attended/held
出席／舉行之
審核委員會會議次數**

Mr. Wu Yinong	吳亦農先生	5/5
Mr. Yu Hon To, David	俞漢度先生	5/5
Dr. Liu Xiao Feng	劉曉峰博士	5/5

Board of Directors (Cont'd)

Board Committees (Cont'd)

(2) Remuneration Committee

The Remuneration Committee currently comprises five members including one executive Director, namely Mr. Cui Shao Hua (resigned on 19 April 2010), one non-executive director namely, Mr. Wu Ke Song (re-designated from an executive director from 12 November 2009) and all three INEDs. The Remuneration Committee is chaired by Mr. Wu Yinong, an INED. The primary duties of the Remuneration Committee are to make recommendations to the Board on policy and structure of all remuneration of the Directors and Management. Each of the Directors has not involved in the determination of his/her own remuneration. The Remuneration Committee meets at least once a year. During the year, the Remuneration Committee has held two meetings. At the meetings, members of the Remuneration Committee reviewed the remuneration packages and overall benefits of the Directors and Management by taking into account factors such as remuneration packages and benefits offered by comparable companies, the respective contribution of each of the Directors and Management to the Group and the business objectives of the Group.

The following table shows the attendance of members of the Remuneration Committee during the year ended 31 December 2009:

		No. of Remuneration Committee Meetings attended/held 出席／舉行之 薪酬委員會會議次數
Executive Director:	執行董事：	
Mr. Cui Shao Hua (resigned on 19 April 2010)	崔少華先生(於二零一零年四月十九日辭任)	1/2
Non-executive Director:	非執行董事：	
Mr. Wu Ke Song (re-designated from executive director from 12 November 2009)	武克松先生(由二零零九年十一月十二日起由執行董事轉任)	0/2
INEDs:	獨立非執行董事：	
Mr. Wu Yinong	吳亦農先生	2/2
Mr. Yu Hon To, David	俞漢度先生	2/2
Dr. Liu Xiao Feng	劉曉峰博士	2/2

董事會(續)

董事會委員會(續)

(2) 薪酬委員會

薪酬委員會現時由五名成員組成，包括一名執行董事崔少華先生(於二零一零年四月十九日辭任)、一名非執行董事武克松先生(由二零零九年十一月十二日起由執行董事轉任)以及全體三名獨立非執行董事。薪酬委員會由獨立非執行董事吳亦農先生擔任主席。薪酬委員會之主要職責為就董事及管理層之全部薪酬政策及架構向董事會作出推薦建議。各董事均無參與釐定其本身之薪酬。薪酬委員會每年最少舉行一次會議。薪酬委員會已於年內舉行了兩次會議。薪酬委員會成員在會上檢討董事及管理層之薪酬組合及整體福利，當中已考慮到可資比較公司所提供之薪酬組合及福利、各董事及管理層各自對本集團及其業務目標之貢獻。

下表為截至二零零九年十二月三十一日止年度內，薪酬委員會成員之會議出席率：

Board of Directors (Cont'd)**Board Committees (Cont'd)****(3) Nomination Committee**

The Nomination Committee was formed on 19 September 2008 and currently comprises four members including one executive Director, namely, Mr. Cui Shao Hua (resigned on 19 April 2010) and all three INEDs. The Nomination Committee is chaired by Mr. Yu Hon To David, an INED. The Nomination committee meets at least once a year.

The Nomination Committee is responsible for formulating nomination policy and making recommendations to the Board on nomination and appointment of Directors and Board succession. It also develops selection procedures of candidates for nomination, reviews the structure, size and composition of the Board and assesses the independence of the INEDs.

Nomination procedures include identification and acknowledgement of qualified individuals by the Nomination Committee and review and approval of such nomination by the Board. The Nomination Committee is to evaluate potential candidates by considering factors such as professional expertise, relevant experience, personal ethics and integrity. It also advises the Board in considering the suitability of the re-election of the Directors who are subject to the retirement by rotation at the annual general meeting of the Company in accordance with the Bye-laws.

During the year, the Nomination Committee has held one meeting. At the meeting, members of the Nomination Committee have identified and recommended qualified individual to the Board for the appointment of director.

The following table shows the attendance of members of the Nomination Committee during the year ended 31 December 2009:

		No. of Nomination Committee Meetings attended/held 出席/舉行之 提名委員會會議次數
Executive Directors:	執行董事：	
Mr. Cui Shao Hua (resigned on 19 April 2010)	崔少華先生(於二零一零年四月十九日辭任)	1/1
INEDs:	獨立非執行董事：	
Mr. Wu Yinong	吳亦農先生	1/1
Mr. Yu Hon To, David	俞漢度先生	1/1
Dr. Liu Xiao Feng	劉曉峰博士	1/1

董事會(續)**董事會委員會(續)****(3) 提名委員會**

提名委員會於二零零八年九月十九日成立，現時由四名成員組成，包括一名執行董事崔少華先生(於二零一零年四月十九日辭任)以及全體三名獨立非執行董事。提名委員會由獨立非執行董事俞漢度先生擔任主席。提名委員會每年最少舉行一次會議。

提名委員會之職責包括制定提名政策，及就董事之提名及委任與董事會繼任之安排向董事會提出建議。委員會亦負責制定提名人選之程序，檢討董事會之架構、人數及組成，及評核獨立非執行董事的獨立性。

提名程序包括由提名委員會識別和確認個別人士的資格，並由董事會檢討及通過此項提名。提名委員會將考慮如專業專門技術、相關經驗、個人道德標準及誠信等因素對候選人進行評估。委員會亦就考慮按公司細則於本公司股東週年大會上輪值退任之董事是否適合膺選連任向董事會提供意見。

提名委員會已於年內舉行一次會議。提名委員會成員在會上確定並向董事會推薦就委任董事而言之合資格人選。

下表為截至二零零九年十二月三十一日止年度內，提名委員會成員之會議出席率：

Communication With Shareholders

It is the Company's practice to include details of the procedures for voting by poll in the circulars to shareholders in accordance with the Bye-laws and the Listing Rules. The poll results of the general meetings are also published on the websites of the Stock Exchange and of the Company. The Board regards general meetings as one of the principal channels of communications with our shareholders and the Directors provide detailed and complete answers to questions raised by the shareholders in the general meetings.

Insurance

The Group has arranged appropriate directors' and officers' liability insurance to indemnify the Directors and senior staff of the Group for their potential liabilities incurred by them in discharging their duties. The Group reviews the insurance coverage for the Directors and the Group's senior staff on an annual basis.

Accountability and Audit

The Directors acknowledge their responsibility for preparing financial statements of the Group in accordance with relevant statutory requirements and generally accepted accounting principles in Hong Kong and ensuring that the financial statements give a true and fair view of the Group's financial position. In preparing the financial statements of the Group for the year ended 31 December 2009, the Directors have adopted suitable accounting policies and applied them consistently; made judgments and estimates that are prudent and reasonable; and prepared the financial statements on a going concern basis.

The Board aims to present a comprehensive, balanced and understandable assessment of the Group's development and prospects in all corporate communications, including but not limited to annual and interim reports, any price sensitive announcements and financial disclosures required under the Listing Rules, any reports to regulators as well as to information required to be disclosed pursuant to other statutory requirements.

與股東之溝通

本公司之慣例為根據公司細則及上市規則之規定，在致股東通函內載列按股數投票表決之程序之詳情。於股東大會上按股數投票表決之結果亦會刊登於聯交所及本公司網站。董事會視股東大會為與本公司股東溝通之主要渠道之一，而董事於股東大會上均會就股東之提問提供完整詳盡答案。

保險

本集團已安排適當之董事及高級職員責任保險，以彌償本集團董事及高級職員因履行職責而可能產生之責任。本集團每年均會檢討董事及本集團高級職員之受保範圍。

問責性與審核

董事確認彼等根據相關法律規定及香港公認會計原則編製本集團財務報表之責任，並確保財務報表可真實公平地反映本集團之財務狀況。董事在編製本集團截至二零零九年十二月三十一日止年度之財務報表時，已採納並貫徹應用合適之會計政策；作出審慎合理之判斷及估計；及按持續經營基準編製財務報表。

董事會務求在所有公司通訊中就本集團發展及前景呈列一份易於理解兼全面周詳之評估，包括但不限於上市規則所規定之年度及中期報告、任何價格敏感公佈及財務披露、任何致規管人之報告，以及根據其他法律規定須予披露之資料。

Internal Control and Risk Management

The Group is committed to implementing effective internal controls and risk management procedures to identify and manage the risks that may be faced by the Group, as well as to safeguard the interests of the Group and our shareholders as a whole.

The Board is responsible for maintaining adequate internal controls and risk management procedures in the Group, and for reviewing its effectiveness through the Audit Committee on an on-going basis. The Board has delegated to the Management the implementation of the Group's internal controls covering financial, operational and compliance aspects, as well as risk management procedures.

The Board is also responsible for ensuring that the management has discharged its duty to have an effective internal control system including the adequacy of resources, qualification and experience of staff of the Company's accounting and financial reporting function, and their training programme and budget.

During the year, the Company has engaged external independent professionals to assist in its review on the operation of individual divisions of the Group and in its assessment of the effectiveness of Group's internal control systems and risk management procedures in its major business and operational processes. The Company has established an internal control review plan to cover its major internal control systems covering areas including operational control, financial control and compliance control. Recommendations for further improvements have been reported to the Audit Committee and the Audit Committee has, in turn, reported the same to the Board together with its assessment and recommendations. Such recommendations have been or are being followed up by management. The Company is committed to maintain an effective internal control system and will make sure that adequate resources and management attention will be devoted to strengthen its internal controls and risk management procedures.

Recognizing the importance of internal controls and risk management procedures, the Group has initially set up an internal audit department with the assistance of external independent professionals in establishing internal audit procedures and in provision of appropriate training to the relevant personnel.

Remuneration of External Auditors

The Group's independent external auditors are Ernst & Young, Certified Public Accountants. During the year, the annual audit fees and non-audit fees payable/paid by the Group to Ernst & Young were RMB5,100,000 and RMB1,869,000 respectively.

內部監控與風險管理

本集團致力實行有效之內部監控及風險管理程序，以識別並管理本集團可能面臨之風險，並保障本集團及其股東之整體利益。

董事會負責為本集團維持充分內部監控及風險管理程序，並有責任透過審核委員會持續檢討上述程序之成效。董事會已授權管理層對財務、營運及遵例各方面實行本集團之內部監控及風險管理程序。

董事會亦負責確保管理層履行職責以維持行之有效的內部監控制度，包括負責本公司會計及財務報告職能之僱員具備足夠資源、資格及經驗並為彼等提供充足培訓計劃及預算。

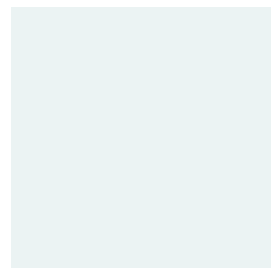
年內，本公司已委聘外聘獨立專業人士協助其檢討本集團個別部門之運作，並評估本集團主要業務及運作程序之內部監控制度及風險管理程序之成效。本公司已設立一項內部監控計劃以涵蓋其主要內部監控制度，所涵蓋範圍包括營運監控、財務監控及合規監控。進一步改善之建議已向審核委員會匯報，而審核委員會亦已向董事會匯報有關事宜，並向其提交所作評估及推薦建議。管理層已經或正在跟進有關建議。本公司將致力維持有效之內部監控制度，並確保將投入充分資源及管理精力以鞏固其內部監控及風險管理程序。

本集團深明內部監控及風險管理程序之重要性，因而已初步成立內部審計部門，並在外聘獨立專業人士之協助下設立內部審計程序，及向相關人員提供適當培訓。

外聘核數師之酬金

本集團之獨立外聘核數師為執業會計師安永會計師事務所。年內，本集團應付／已付予安永會計師事務所之年度核數費用及非核數費用分別為人民幣5,100,000元及人民幣1,869,000元。

*Innovation is the soul of
Haier Corporate Culture*
創新是海爾文化的靈魂



REPORT OF THE DIRECTORS 董事會報告書

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2009.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the subsidiaries comprise the manufacture and sale of washing machines and water heaters. There were no significant changes in the nature of the Group's principal activities during the year.

Results and Dividends

The Group's profit for the year ended 31 December 2009 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 55 to 159.

The directors do not recommend the payment of any dividend for the year.

Summary Financial Information

A summary of the published results and assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 160. This summary does not form part of the audited financial statements.

Property, Plant and Equipment and Investment Properties

Details of movements in the property, plant and equipment, and investment properties of the Group during the year are set out in notes 15 and 16 to the financial statements, respectively.

Share Capital, Share Options and Warrants

Details of movements in the Company's share capital, share options and warrants during the year are set out in notes 29 and 30 to the financial statements.

董事同寅現謹提呈董事會報告書及本公司及本集團截至二零零九年十二月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。附屬公司之主要業務包括製造及銷售洗衣機及熱水器。本集團主要業務性質於年內並無重大變動。

業績及股息

本集團截至二零零九年十二月三十一日止年度之溢利以及本公司及本集團於該日之財務狀況載於第55至159頁之財務報表。

董事不建議派發本年度之任何股息。

財務資料摘要

本集團過去五個財政年度之已刊發業績與資產、負債及少數股東權益摘要載於第160頁，乃摘錄自經審核財務報表並經過適當之重列／重新分類。該摘要並非經審核財務報表之一部分。

物業、廠房及設備以及投資物業

本集團物業、廠房及設備以及投資物業於年內之變動詳情分別載於財務報表附註15及16。

股本、購股權及認股權證

本公司股本、購股權及認股權證於年內之變動詳情載於財務報表附註29及30。

Pre-emptive Rights

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

Purchase, Redemption or Sale of Listed Securities of the Company

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

Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 31(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

Distributable Reserves

At 31 December 2009, the Company's reserves available for distribution, calculated in accordance with the provisions of the Companies Act 1981 of Bermuda (as amended), amounted to RMB748,150,000. In addition, the Company's share premium account, in the amount of RMB1,035,693,000, may be capitalized and distributed to members in the form of fully paid bonus shares.

Major Customers and Suppliers

In the year under review, sales to the Group's five largest customers accounted for 76% of the total sales for the year and sales to the largest customer included therein amounted to 40%. Purchases from the Group's five largest suppliers accounted for 99% of the total purchases for the year and purchases from the largest supplier included therein amounted to 70%.

During the year, Haier Group Corporation ("Haier Corp") and Qingdao Haier Investment and Development Co., Ltd. ("Haier Investment") (collectively referred to as "Haier Group"), the substantial shareholders of the Company, had beneficial interests in two and five of the Group's five largest customers and suppliers, respectively.

Save as disclosed above, none of the directors or any of their associates or any shareholders of the Company (which, to the best knowledge of the directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

優先認購權

根據本公司之公司細則或百慕達法例，並無任何有關優先認購權之條文規定本公司須向現時之股東按比例發售新股。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於年內並無購買、贖回或出售本公司任何上市證券。

儲備

年內，本公司及本集團之儲備變動詳情分別載於財務報表附註31(b)及綜合權益變動表。

可供分派儲備

於二零零九年十二月三十一日，按百慕達一九八一年公司法(經修訂)之規定計算，本公司之可供分派儲備為人民幣748,150,000元。此外，本公司之股份溢價賬人民幣1,035,693,000元可以繳足紅股之形式資本化及向股東分派。

主要客戶及供應商

於回顧年度內，本集團五大客戶之銷售額佔本年度總銷售額76%，其中向最大客戶之銷售額則佔40%。向本集團五大供應商之購貨額佔本年度總購貨額99%，其中向最大供應商之購貨額則佔70%。

年內，本公司主要股東海爾集團公司(「海爾集團公司」)及青島海爾投資發展有限公司(「海爾投資」)(統稱「海爾集團」)分別在本集團其中兩名及五名五大客戶及供應商中擁有實益權益。

除上文披露者外，概無董事、其任何聯繫人或據董事所深知擁有本公司已發行股本5%以上之本公司股東，在本集團五大客戶或供應商中擁有任何實益權益。

Directors

The directors of the Company during the year and up to the date of this report were as follows:

Executive directors:

Ms. Yang Mian Mian
Mr. Zhou Yun Jie (*appointed on 12 November 2009*)
Mr. Cao Chun Hua (*resigned on 12 November 2009*)
Mr. Cui Shao Hua (*resigned on 19 April 2010*)
Mr. Li Hua Gang (*appointed on 19 April 2010*)
Mr. Sun Jing Yan

Non-executive directors:

Mr. Wu Ke Song
(*re-designated from an executive director from 12 November 2009*)
Mr. Liang Hai Shan
(*re-designated from an executive director from 12 November 2009*)

Independent non-executive directors:

Mr. Wu Yinong
Mr. Yu Hon To, David
Dr. Liu Xiao Feng

In accordance with the bye-laws of the Company, Mr. Zhou Yun Jie, Mr. Li Hua Gang, Mr. Sun Jing Yan, Mr. Wu Yinong and Mr. Yu Hon To, David will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

The independent non-executive directors of the Company are not appointed for any specific terms and are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

The Company has received an annual confirmation of independence from each of Mr. Wu Yinong, Dr. Liu Xiao Feng and Mr. Yu Hon To, David, and, on the basis of such confirmations, considers them to be independent as at the date of this report.

Directors' and Senior Management's Biographies

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 14 to 19 of the annual report.

董事

年內及截至本報告日期本公司董事如下：

執行董事：

楊綿綿女士
周雲杰先生(於二零零九年十一月十二日獲委任)
曹春華先生(於二零零九年十一月十二日辭任)
崔少華先生(於二零一零年四月十九日辭任)
李華剛先生(於二零一零年四月十九日獲委任)
孫京岩先生

非執行董事：

武克松先生
(於二零零九年十一月十二日起由執行董事轉任)
梁海山先生
(於二零零九年十一月十二日起由執行董事轉任)

獨立非執行董事：

吳亦農先生
俞漢度先生
劉曉峰博士

根據本公司之公司細則，周雲杰先生、李華剛先生、孫京岩先生、吳亦農先生及俞漢度先生將於本公司即將舉行之股東週年大會上退任，惟彼等符合資格並願意膺選連任。

本公司獨立非執行董事並無任何特定任期，惟須根據本公司之公司細則於本公司之股東週年大會輪值退任及膺選連任。

本公司已接獲吳亦農先生、劉曉峰博士及俞漢度先生各自之年度獨立確認書，認為截至本報告日期止，彼等為獨立人士。

董事及高級管理層履歷

本公司董事及本集團高級管理層之履歷詳情載於年報第14至19頁。

Directors' Service Contracts

During the year, no director had a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Directors' Remuneration

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

Directors' Interests in Contracts

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party during the year.

Directors' Interests and Short Positions in Shares and Underlying Shares

At 31 December 2009, the interests and short positions of the directors in the share capital and underlying shares ("Share(s)") of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were set out in note 30 to the financial statements.

Directors' Rights to Acquire Shares in or Debentures of the Company

Save as disclosed in note 30 to the financial statements regarding the share option scheme of the Company, at no time during the year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any director of the Company or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its holding companies, its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in any other body corporate.

董事服務合約

年內，概無董事與本公司訂有本公司不得於一年內不作補償(法定賠償除外)而終止之服務合約。

董事薪酬

董事袍金須經股東於股東大會上批准。其他酬金乃由本公司董事會經參考董事之職務、職責、表現及本集團之業績而釐定。

董事於合約之權益

年內概無董事於本公司或其任何控股公司或附屬公司或同系附屬公司所訂立任何對本集團業務關係重大之合約中直接或間接擁有重大權益。

董事於股份及相關股份之權益及淡倉

於二零零九年十二月三十一日，董事於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股本及相關股份(「股份」)中擁有記錄於本公司根據證券及期貨條例第352條規定須存置之登記冊或根據上市公司董事進行證券交易的標準守則已知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉載於財務報表附註30。

董事購買本公司股份或債權證之權利

除財務報表附註30所披露有關本公司之購股權計劃者外，於年內任何時間概無任何本公司董事或彼等各自之配偶或未成年子女獲授予或行使可透過購入本公司股份或債權證而獲益之權利，而本公司、其任何控股公司、其附屬公司或同系附屬公司概無訂立任何安排，致令本公司董事可購入任何其他法人團體之該等權利。

Substantial Shareholders' Interests in Shares and Underlying Shares

At 31 December 2009, the following shareholders interested in 5% or more of the issued Shares and/or underlying Shares were recorded in the register of substantial shareholders required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in Shares:

Name of shareholders	股東名稱	Notes 附註	Number of Shares interested 擁有權益之 股份數目	Approximate percentage of the Company's issued share capital 佔本公司已發行 股本之概約百分比
Qingdao Haier Collective Asset Management Association ("Haier Collective Asset Management")	青島海爾集體資產管理協會 (「海爾集體資產管理」)	1, 4	1,376,392,592	67.91
Haier Corp	海爾集團公司	2, 4	1,376,392,592	67.91
Haier Investment	海爾投資	3, 4	1,376,392,592	67.91
Qingdao Haier Co., Ltd. ("Qingdao Haier")	青島海爾股份有限公司(「青島海爾」)	4	1,039,792,592	51.31
Qingdao Haier Group Holdings (BVI) Limited ("Haier BVI")	青島海爾集團控股(BVI) 有限公司(「海爾BVI」)	4	547,115,110	27.00

Notes:

- As at 31 December 2009, by virtue of the SFO, Haier Collective Asset Management was deemed to be interested in an aggregate of 1,376,392,592 Shares, including (i) 336,600,000 Shares held by its non-wholly-owned subsidiary, namely Haier Investment; and (ii) given Haier Investment was acting in concert with Haier Corp and Qingdao Haier, Haier BVI and Haier Electrical Appliances Third Holdings (BVI) Limited ("Haier Third BVI") are non-wholly-owned subsidiaries of Haier Corp, Haier Collective Asset Management was also deemed to be interested in 392,677,482 Shares held by Qingdao Haier, 547,115,110 Shares held by Haier BVI and 100,000,000 Shares held by Haier Third BVI pursuant to the SFO.

Ms. Yang Mian Mian and Mr. Zhou Yun Jie, executive directors of the Company, and Mr. Wu Ke Song and Mr. Liang Hai Shan, non-executive directors of the Company are also members of the board of management of Haier Collective Asset Management.

主要股東於股份及相關股份之權益

於二零零九年十二月三十一日，以下股東擁有記錄於本公司根據證券及期貨條例第336條規定須存置之主要股東名冊之已發行股份及／或相關股份5%或以上權益：

股份之好倉：

Name of shareholders	股東名稱	Notes 附註	Number of Shares interested 擁有權益之 股份數目	Approximate percentage of the Company's issued share capital 佔本公司已發行 股本之概約百分比
Qingdao Haier Collective Asset Management Association ("Haier Collective Asset Management")	青島海爾集體資產管理協會 (「海爾集體資產管理」)	1, 4	1,376,392,592	67.91
Haier Corp	海爾集團公司	2, 4	1,376,392,592	67.91
Haier Investment	海爾投資	3, 4	1,376,392,592	67.91
Qingdao Haier Co., Ltd. ("Qingdao Haier")	青島海爾股份有限公司(「青島海爾」)	4	1,039,792,592	51.31
Qingdao Haier Group Holdings (BVI) Limited ("Haier BVI")	青島海爾集團控股(BVI) 有限公司(「海爾BVI」)	4	547,115,110	27.00

附註：

- 於二零零九年十二月三十一日，根據證券及期貨條例，海爾集體資產管理被視為於合共1,376,392,592股股份中擁有權益，包括(i)其非全資附屬公司海爾投資所持有之336,600,000股股份；及(ii)由於海爾投資與海爾集團公司乃一致行動，而青島海爾、海爾BVI及海爾電器第三控股(BVI)有限公司(「海爾第三BVI」)均為海爾集團公司之非全資附屬公司，故此根據證券及期貨條例，海爾集體資產管理亦被視為於青島海爾持有之392,677,482股股份、海爾BVI持有之547,115,110股股份及海爾第三BVI持有之100,000,000股股份中擁有權益。

本公司執行董事楊綿綿女士及周雲杰先生、本公司非執行董事武克松先生及梁海山先生亦為海爾集體資產管理理事會之成員。

Substantial Shareholders' Interests in Shares and Underlying Shares (Cont'd)

Notes: (Cont'd)

2. As Qingdao Haier, Haier BVI and Haier Third BVI are non wholly-owned subsidiaries of Haier Corp, Haier Corp was deemed to be interested in 392,677,482 Shares held by Qingdao Haier, 547,115,110 Shares held by Haier BVI and 100,000,000 Shares held by Haier Third BVI pursuant to the SFO as at 31 December 2009.

Furthermore, as Haier Corp was acting in concert with Haier Investment, Haier Corp was deemed to be interested in 336,600,000 Shares held by Haier Investment as at 31 December 2009.

Ms. Yang Mian Mian and Mr. Zhou Yun Jie, executive directors of the Company, and Mr. Wu Ke Song and Mr. Liang Hai Shan, non-executive directors of the Company are also the members of the management committee of Haier Corp.

3. Haier Investment held 336,600,000 Shares as at 31 December 2009. Moreover, Haier Investment was deemed to be interested in 392,677,482 Shares held by Qingdao Haier, 547,115,110 Shares held by Haier BVI and 100,000,000 Shares held by Haier Third BVI pursuant to the SFO by reason of its acting in concert with Haier Corp as at 31 December 2009.

Ms. Yang Mian Mian and Mr. Cui Shao Hua, the executive directors of the Company, are also directors of Haier Investment.

4. As announced by the Company on 30 November 2009 and 11 December 2009, each of Haier BVI and Haier Third BVI has agreed to transfer 547,115,110 shares and 100,000,000 shares respectively to Qingdao Haier. The proposed transfer has not been completed as at 31 December 2009.

Save as disclosed above, as at 31 December 2009, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

主要股東於股份及相關股份之權益 (續)

附註:(續)

2. 於二零零九年十二月三十一日，由於青島海爾、海爾BVI及海爾第三BVI為海爾集團公司之非全資附屬公司，故此根據證券及期貨條例，海爾集團公司被視為於青島海爾持有之392,677,482股股份、海爾BVI持有之547,115,110股股份及海爾第三BVI持有之100,000,000股股份中擁有權益。

此外，於二零零九年十二月三十一日，由於海爾集團公司與海爾投資乃一致行動，故海爾集團公司被視為於海爾投資所持有之336,600,000股股份中擁有權益。

本公司執行董事楊綿綿女士及周雲杰先生，以及本公司非執行董事武克松先生及梁海山先生亦為海爾集團公司管理委員會之成員。

3. 於二零零九年十二月三十一日，海爾投資持有336,600,000股股份。此外，於二零零九年十二月三十一日，由於海爾投資與海爾集團公司乃一致行動，故根據證券及期貨條例，海爾投資亦被視為於青島海爾持有之392,677,482股股份、海爾BVI持有之547,115,110股股份及海爾第三BVI持有之100,000,000股股份中擁有權益。

本公司執行董事楊綿綿女士及崔少華先生亦為海爾投資之董事。

4. 誠如本公司於二零零九年十一月三十日及二零零九年十二月十一日所宣佈，海爾BVI與海爾第三BVI各自同意將547,115,110股股份及100,000,000股股份轉讓予青島海爾。該建議轉讓於二零零九年十二月三十一日尚未完成。

除上文披露者外，於二零零九年十二月三十一日，概無權益載列於上文「董事於股份及相關股份之權益及淡倉」之本公司董事以外之人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定須予記錄之登記權益或淡倉。

Connected Transactions and Continuing Connected Transactions

Connected transactions

- (a) Qingdao Economy and Technology Development Zone Haier Water Heater Co., Ltd. (“Qingdao Water Heater”), a wholly-owned subsidiary of the Company, and Qingdao Jiaonan Haier Microwave Manufacturing Co., Ltd. (“Qingdao Microwave”), a non-wholly-owned subsidiary of Haier Corp, entered into an asset acquisition agreement on 24 April 2009 pursuant to which Qingdao Water Heater agreed to acquire some fixed assets (the “Microwave Assets”) from Qingdao Microwave at a cash consideration of approximately RMB5,865,000. The consideration was determined with reference to the net assets value of the Microwave Assets and was fully paid during the year. The above transaction was completed on 17 July 2009.
- (b) Qingdao Haier Washing Machine Co., Ltd. (“Qingdao Washing Machine”), a non-wholly-owned subsidiary of the Company, and Qingdao Haier Tooling Development and Manufacturing Co., Ltd. (“Qingdao Tooling”), an associate of Haier Corp, entered into an asset acquisition agreement on 24 April 2009 pursuant to which Qingdao Washing Machine agreed to acquire some fixed assets (the “Tooling Assets”) from Qingdao Tooling at a cash consideration of approximately RMB1,026,000. The consideration was determined with reference to the net assets value of the Tooling Assets and was fully paid during the year. The above transaction was completed on 24 April 2009.
- (c) Qingdao Jiaonan Haier Washing Machine Co., Ltd. (“Jiaonan Washing Machine”), a non-wholly-owned subsidiary of the Company, and Qingdao Haier Electronics Plastic Co., Ltd. (“Qingdao Electronics Plastic”), an associate of Haier Corp, entered into an asset acquisition agreement on 30 June 2009 pursuant to which Jiaonan Washing Machine agreed to acquire two compression machines (the “Compression Machines”) at a cash consideration of approximately RMB1,926,000. The consideration was determined with reference to the net assets value of the Compression Machines and was fully paid during the year. The above transaction was completed on 30 June 2009.
- (d) Wuhan Haier Water Heater Co., Ltd. (“Wuhan Water Heater”), a wholly-owned subsidiary of the Company, and Wuhan Haier Refrigerator Co., Ltd. (“Wuhan Refrigerator”), a non-wholly-owned subsidiary of Qingdao Haier, entered into a removal compensation agreement on 30 June 2009 pursuant to which Wuhan Water Heater agreed to remove its plant and machinery from the existing premises to the new premises in consideration for an aggregate compensation of approximately RMB12,406,000. The compensation included a removal compensation fee of approximately RMB4,906,000, which was fully received during the year, and a renovation compensation fee of RMB7,500,000, with RMB3,400,000 received during the year and the remaining RMB4,100,000 to be paid in two annual instalments on or before 25 September 2010 and 2011, respectively. The removal compensation fee and renovation compensation fee were determined with reference to the costs and expenses incurred by Wuhan Water Heater in respect of the removal.

關連交易及持續關連交易

關連交易

- (a) 二零零九年四月二十四日，本公司之全資附屬公司青島經濟技術開發區海爾熱水器有限公司（「青島熱水器」）與海爾集團公司之非全資附屬公司青島膠南海爾微波製品有限公司（「青島微波」）訂立資產收購協議，據此，青島熱水器同意向青島微波收購部分固定資產（「該等微波資產」），現金代價約為人民幣5,865,000元。該代價乃參考該等微波資產之資產淨值釐定並於年內悉數繳付。上述交易於二零零九年七月十七日完成。
- (b) 二零零九年四月二十四日，本公司之非全資附屬公司青島海爾洗衣機有限公司（「青島洗衣機」）與海爾集團公司之聯繫人青島海爾工裝研製有限公司（「青島工裝」）訂立資產收購協議，據此，青島洗衣機同意向青島工裝收購部分固定資產（「該等工裝資產」），現金代價約為人民幣1,026,000元。該代價乃參考該等工裝資產之資產淨值釐定並於年內悉數繳付。上述交易於二零零九年四月二十四日完成。
- (c) 二零零九年六月三十日，本公司之非全資附屬公司青島膠南海爾洗衣機有限公司（「膠南洗衣機」）與海爾集團公司之聯繫人青島海爾電子塑膠有限公司（「青島電子塑膠」）訂立資產收購協議，據此，膠南洗衣機同意收購兩台壓力機器（「該等壓力機器」），現金代價約為人民幣1,926,000元。該代價乃參考該等壓力機器之資產淨值釐定並於年內悉數繳付。上述交易於二零零九年六月三十日完成。
- (d) 二零零九年六月三十日，本公司之全資附屬公司武漢海爾熱水器有限公司（「武漢熱水器」）與青島海爾之非全資附屬公司武漢海爾電冰櫃有限公司（「武漢電冰櫃」）訂立遷移補償協議，據此，武漢熱水器同意將現有物業內之廠房及機器遷移至新物業，代價約為合共人民幣12,406,000元之補償金。補償金包括已於年內悉數收取之遷移補償金約人民幣4,906,000元及裝修補償金人民幣7,500,000元（其中人民幣3,400,000元已於年內收取，而餘下之人民幣4,100,000元將分為兩期分別於二零一零年及二零一一年九月二十五日或之前按年支付。遷移補償金及裝修補償金乃參照武漢熱水器因遷移所產生之成本及開支而釐定。

Connected Transactions and Continuing Connected Transactions (Cont'd)

Continuing connected transactions

The Group had the following material transactions with Haier Corp, Haier Investment, their subsidiaries and associates (collectively referred to as "Haier Affiliates"):

Group

關連交易及持續關連交易(續)

持續關連交易

本集團與海爾集團公司、海爾投資、彼等之附屬公司及聯營公司(統稱為「海爾聯屬人士」)曾進行以下重大交易：

本集團

			2009	2008
			二零零九年	二零零八年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Export sale of washing machines and water heaters	出口銷售洗衣機及熱水器	(i)	870,049	941,872
Domestic sale of washing machines and water heaters	國內銷售洗衣機及熱水器	(ii)	4,603,040	2,437,576
Purchase of raw materials	採購原料	(iii)	7,476,535	6,295,023
Printing and packaging fee expenses	印刷及包裝費支出	(iv)	33,208	23,501
Mould charges	模具費支出	(v)	193,947	184,415
Utility service fee expenses	公用服務費支出	(vi)	57,027	53,917
Logistics charges	物流費支出	(vii)	369,200	337,938
Promotion fee expenses	宣傳費支出	(viii)	127,926	110,723
Other service fee expenses	其他服務費支出	(ix)	139,663	143,737
Interest expenses	利息支出	(x)	7,906	13,150
Interest income	利息收入	(x)	3,645	4,325
Trademark licence fee expenses	商標牌照費支出	(xi)	-	-
Sale of gift products	銷售禮品	(xii)	4,699	5,712
Premise lease expenses	物業租賃支出	(xiii)	840	-
Premise lease income	物業租賃收入	(xiii)	1,008	-
Equipment lease income	設備租賃收入	(xiv)	779	-

Connected Transactions and Continuing Connected Transactions (Cont'd)

Continuing connected transaction (Cont'd)

Notes:

- (i) The export sales of washing machines and water heaters were made to Haier Electrical Appliances Co., Ltd. ("Haier Electrical"), a subsidiary of Haier Investment, at selling prices representing the differences between the selling prices of washing machines and water heaters mutually agreed and the selling expenses of Haier Electrical not exceeding 1.5% of the selling prices of washing machines and water heaters.
- (ii) The domestic sales of washing machines and water heaters were made at unit prices not less than the average selling prices of the same type of products sold in similar transactions to the top five independent customers of the Group in the previous year.
- (iii) The purchase of raw materials was charged at prices not higher than the consolidated and integrated tender and bidding price of the raw materials plus a commission fee of not exceeding 2.6%.
- (iv) The printing and packaging fee expenses were charged based on terms no less favourable than those offered by independent third parties.
- (v) The moulds were charged with reference to the average market tender and bidding price plus actual administrative costs.
- (vi) The utility service fee expenses were charged based on the state-prescribed prices plus actual administrative costs.
- (vii) The logistics charges were charged on terms no less favourable than those offered by independent third parties.
- (viii) The promotion fee expenses were charged at no more than 1.2% of the domestic sales of washing machines and water heaters of the Group.
- (ix) The other service fee expenses include advertising fee, research and development fee, property rental and management fee, software fee, legal consulting service fee, catering and travel agency service fee, human resources service fee, general security service fee, product certification service fee, equipment repair and maintenance service fee and rental expense which were charged with reference to the actual costs incurred and/or on terms no less favourable than those offered by independent third parties to the Group.

關連交易及持續關連交易(續)

持續關連交易(續)

附註：

- (i) 向海爾投資之附屬公司海爾集團電器產業有限公司(「海爾電器產業」)出口銷售洗衣機及熱水器乃根據相等於雙方協定之洗衣機及熱水器售價與海爾電器產業之出售開支(不超過洗衣機及熱水器售價之1.5%)之差額而進行。
- (ii) 洗衣機及熱水器之國內銷售乃按不低於向本集團去年五大獨立客戶出售同類產品之類似交易平均售價之單價出售。
- (iii) 採購原料乃按不高於統一整合競標後之原料價格另加不超過2.6%之佣金計價。
- (iv) 印刷及包裝費支出乃按不遜於獨立第三方提供之條款計價。
- (v) 模具費支出乃參考平均市場競標後之價格另加實際行政成本計價。
- (vi) 公用服務費支出乃根據國家指定價格另加實際行政成本計價。
- (vii) 物流費支出乃按不遜於獨立第三方提供之條款計價。
- (viii) 宣傳費支出乃按本集團洗衣機及熱水器之國內銷售之不多於1.2%計價。
- (ix) 其他服務費支出包括參考所產生實際成本計價及/或按不遜於獨立第三方提供予本集團之條款計價之廣告費、研發費、物業租金及管理費、軟件費、法律顧問服務費、餐飲及旅遊代理服務費、人力資源服務費、一般保安服務費、產品驗證服務費、設備維修保養服務費及租金支出。

Connected Transactions and Continuing Connected Transactions (Cont'd)

Continuing connected transaction (Cont'd)

Notes: (Cont'd)

- (x) The interest expenses and income were determined with reference to the standard rates published by the People's Bank of China.

The maximum loan balance taken out and the bank deposits placed with Haier Group Finance Co., Ltd. ("Haier Finance") related to the above interest expenses and income during 2009 were RMB143,000,000 and RMB699,738,000, respectively.

- (xi) The trademark licence fee expenses were charged at a nominal consideration of RMB1 during the year.
- (xii) The sales of gift products were made at selling prices not higher than those sold by Haier Affiliates to independent third parties.
- (xiii) The premise lease expenses and income were determined with reference to the rental assessment of the premises conducted by an independent firm of professional valuers in the PRC.
- (xiv) The equipment lease income was determined with reference to the energy consumption expenses, depreciation expenses, spare equipment expenses and management fee incurred by the Group for the lease of the equipment.

Except for the premise lease expenses and income and equipment lease income, the above transactions were defined as the Continuing Connected Transactions in the circulars to the shareholders of the Company dated 26 November 2007 and 26 May 2008, respectively, and were approved by the shareholders at special general meetings of the Company held on 12 December 2007 and 20 June 2008, respectively.

The independent non-executive directors of the Company have reviewed the premise lease expenses and income, equipment lease income and the Continuing Connected Transactions set out above and have confirmed that they were entered into:

- (i) in the usual and ordinary course of business of the Group;
- (ii) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (iii) in accordance with the relevant agreements governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

關連交易及持續關連交易(續)

持續關連交易(續)

附註:(續)

- (x) 利息支出及收入乃參考中國人民銀行頒佈之標準息率釐定。

二零零九年就上述利息支出及收入所提取貸款結餘上限及存放於海爾集團財務有限責任公司(「海爾財務」)之銀行存款分別為人民幣143,000,000元及人民幣699,738,000元。

- (xi) 年內，商標牌照費支出乃按象徵式代價人民幣1元計價。
- (xii) 出售禮品乃按不高於海爾聯屬人士向獨立第三方進行出售之售價進行。
- (xiii) 物業租賃支出及收入乃參考中國獨立專業估價公司對物業進行之租金評估釐定。
- (xiv) 設備租賃收入乃參考能源消耗費用、折舊費用、備件費用以及本集團就租賃設備產生之管理費釐定。

除物業租賃支出及收入以及設備租賃收入外，上述交易分別於二零零七年十一月二十六日及二零零八年五月二十六日致本公司股東之通函中界定為持續關連交易，並已分別於二零零七年十二月十二日及二零零八年六月二十日舉行之本公司股東特別大會上獲股東批准。

本公司獨立非執行董事已審閱及確認上述物業租賃支出及收入、設備租賃收入及持續關連交易乃：

- (i) 在本集團之一般及日常業務過程中進行；
- (ii) 按一般商業條款進行，或如無足夠之可比較交易以判斷是否按一般商業條款進行，則按不遜於本集團給予或獲自(如適用)獨立第三方之條款進行；及
- (iii) 按條款公平合理並符合本公司股東之整體利益之有關協議進行。

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

Events After the Reporting Period

Details of the significant events after the reporting period of the Group are set out in note 37 to the financial statements.

Auditors

The consolidated financial statements have been audited by Ernst & Young who retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

ON BEHALF OF THE BOARD

Yang Mian Mian

Chairman

Hong Kong
19 April 2010

足夠公眾持股量

根據本公司所得之公開資料及就董事所知，於本報告日期，本公司全部已發行股本最少25%由公眾人士持有。

報告期後事項

本集團報告期後重大事項之詳情載於財務報表附註37。

核數師

綜合財務報表已經由安永會計師事務所審核，安永會計師事務所將依章告退，惟其符合資格並願意在本公司即將舉行之股東週年大會上獲續聘。

代表董事會

主席

楊綿綿

香港
二零一零年四月十九日



To the shareholders of Haier Electronics Group Co., Ltd.
(Incorporated in Bermuda with limited liability)

We have audited the financial statements of Haier Electronics Group Co., Ltd. set out on pages 55 to 159, which comprise the consolidated and company statements of financial position as at 31 December 2009, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with International Financial Reporting Standards promulgated by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

致海爾電器集團有限公司列位股東
(於百慕達註冊成立之有限公司)

吾等已審核刊於第55至第159頁海爾電器集團有限公司之財務報表，其中包括於二零零九年十二月三十一日之綜合及公司財務狀況表，截至該日止年度之綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔之責任

貴公司董事須負責按照國際會計準則委員會頒佈之國際財務報告準則及香港公司條例之披露規定編製及真實公平地列報此等財務報表。此責任包括設計、實施及保持與編製及真實而公平地列報財務報表相關之內部監控，以使財務報表不存有由於欺詐或錯誤而導致之重大錯誤陳述；選擇和採用適當之會計政策；及按情況作出合理之會計估計。

核數師之責任

吾等之責任為根據吾等審核工作之結果，對此等財務報表提出意見。吾等之報告按照百慕達一九八一年公司法第90條之規定，僅向全體股東報告，而不可用作其他用途。吾等概不就本報告之內容，對任何其他人士負責或承擔任何責任。

吾等乃按香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定財務報表是否不存有重大錯誤陳述。

INDEPENDENT AUDITORS' REPORT 獨立核數師報告書

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

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

Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants
18th Floor
Two International Finance Centre
8 Finance Street
Central

Hong Kong
19 April 2010

審核涉及執程序以獲取有關財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師會考慮與該實體編製及真實而公平地列報財務報表相關之內部監控，以設計適當之審核程序，但並非為對實體內部監控之有效性發表意見。審核亦包括評估董事所採用的會計政策之合適性及所作出的會計估計之合理性，以及評估財務報表之整體列報方式。

吾等相信，吾等所獲得之審核憑證乃充足及適當地為吾等之審核意見提供基礎。

意見

依照吾等之意見，該等財務報表已根據國際財務報告準則真實與公平地顯示 貴公司及 貴集團於二零零九年十二月三十一日之財務狀況及 貴集團於截至該日止年度之溢利及現金流量，並已根據香港公司條例之披露規定而適當編製。

安永會計師事務所

執業會計師
中環
金融街8號
國際金融中心2期
18樓

香港
二零一零年四月十九日

CONSOLIDATED INCOME STATEMENT 綜合收益表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
REVENUE	收益	5	11,530,604	10,179,764
Cost of sales	銷售成本		(8,084,214)	(7,244,969)
Gross profit	毛利		3,446,390	2,934,795
Other income and gains	其他收入及收益	5	30,317	30,770
Selling and distribution costs	銷售及分銷成本		(2,297,564)	(2,023,703)
Administrative expenses	行政費用		(620,696)	(735,325)
Other expenses	其他費用		(12,495)	(11,993)
Finance costs	融資成本	7	(7,906)	(14,038)
PROFIT BEFORE TAX	除稅前溢利	6	538,046	180,506
Income tax expense	所得稅開支	10	(117,692)	(24,390)
PROFIT FOR THE YEAR	年內溢利		420,354	156,116
Profit attributable to:	應佔溢利：			
Owners of the Company	本公司股東	11	369,711	135,780
Minority interests	少數股東權益		50,643	20,336
			420,354	156,116
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股股東應佔每股盈利	13		
Basic	基本		RMB18.39 cents 人民幣18.39分	RMB6.97 cents 人民幣6.97分
Diluted	攤薄		RMB16.99 cents 人民幣16.99分	RMB6.97 cents 人民幣6.97分

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
PROFIT FOR THE YEAR	年內溢利		420,354	156,116
OTHER COMPREHENSIVE INCOME	其他全面收益			
Exchange differences on translation of foreign operations	換算海外業務之匯兌差異		(43)	760
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收益總額		420,311	156,876
Total comprehensive income attributable to:	應佔全面收益總額：			
Owners of the Company	本公司股東	11	369,668	136,540
Minority interests	少數股東權益		50,643	20,336
			420,311	156,876

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

31 December 2009 二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	597,102	653,992
Investment properties	投資物業	16	18,298	–
Prepaid land premiums	預付土地款	17	68,675	70,848
Intangible assets	無形資產	18	1,464	1,617
Deferred tax assets	遞延稅項資產	28	21,459	28,220
Total non-current assets	非流動資產總值		706,998	754,677
CURRENT ASSETS	流動資產			
Inventories	存貨	20	389,216	270,471
Trade and bills receivables	應收貿易賬款及票據	21	2,746,923	2,111,656
Prepayments, deposits and other receivables	預付款項、按金及 其他應收賬款	22	96,096	89,667
Cash and cash equivalents	現金及現金等值項目	23	1,295,273	612,917
Total current assets	流動資產總值		4,527,508	3,084,711
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易賬款	24	912,234	922,099
Tax payable	應付稅項		78,568	48,275
Other payables and accruals	其他應付賬款及應計負債	25	2,280,993	1,359,131
Interest-bearing borrowings	計息借貸	26	–	24,800
Provisions	撥備	27	206,476	160,399
Total current liabilities	流動負債總額		3,478,271	2,514,704
NET CURRENT ASSETS	流動資產淨值		1,049,237	570,007
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,756,235	1,324,684

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

31 December 2009 二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing borrowings	計息借貸	26	74,000	118,200
Provisions	撥備	27	100,524	79,534
Deferred tax liabilities	遞延稅項負債	28	9,588	9,588
Total non-current liabilities	非流動負債總額		184,112	207,322
Net assets	資產淨值		1,572,123	1,117,362
EQUITY	權益			
Equity attributable to owners of the Company	本公司股東應佔權益			
Issued equity	已發行權益	29	1,527,611	1,485,859
Reserves	儲備	31(a)	(86,813)	(463,767)
Minority interests	少數股東權益		1,440,798	1,022,092
Total equity	權益總值		1,572,123	1,117,362

Yang Mian Mian
楊綿綿
Chairman
主席

Zhou Yun Jie
周雲杰
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Attributable to the owners of the Company 本公司股東應佔													
		Issued equity	Capital reduction reserve	Capital reserve	Merger reserve	Share option reserve	Reserve funds	Capital redemption reserve	Retained profits	Exchange fluctuation reserve	Equity component of convertible notes		Minority interests	Total equity	
		已發行權益	削減儲備	資本儲備	合併儲備	購股權儲備	儲備基金	資本贖回儲備	保留溢利	外匯波動儲備	儲備總額	之權益部分	總計	股東權益	
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
At 1 January 2008	於二零零八年一月一日	1,310,074	(1,758,526)	572,005	(548,643)	-	226,026	-	966,136	11,349	(531,653)	20,671	799,092	88,567	887,659
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	-	135,780	760	136,540	-	136,540	20,336	156,876
Interim dividend	中期股息	12	-	-	-	-	-	-	(34,327)	-	(34,327)	-	(34,327)	-	(34,327)
Special interim dividend	特別中期股息	12	-	-	-	-	-	-	(34,327)	-	(34,327)	-	(34,327)	-	(34,327)
Conversion of convertible notes	兌換可換股票據	29	176,932	-	-	-	-	-	-	-	-	(20,671)	156,261	-	156,261
Shares repurchased	購回股份	29	(1,147)	-	-	-	-	184	(184)	-	-	-	(1,147)	-	(1,147)
Dividends paid to minority shareholders	已付少數股東股息	-	-	-	-	-	-	-	-	-	-	-	-	(13,633)	(13,633)
Transfer to reserve funds	轉撥至儲備基金	-	-	-	-	-	2,876	-	(2,876)	-	-	-	-	-	-
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日	1,485,859	(1,758,526)	572,005	(548,643)	-	228,902	184	1,030,202	12,109	(463,767)	-	1,022,092	95,270	1,117,362
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	-	369,711	(43)	369,668	-	369,668	50,643	420,311
Issue of new shares	發行新股	29	42,986	-	-	-	-	-	-	-	-	-	42,986	-	42,986
Share issue expenses	股份發行費用	29	(1,234)	-	-	-	-	-	-	-	-	-	(1,234)	-	(1,234)
Equity-settled share option arrangements	以股本結算之購股權安排	30	-	-	-	7,286	-	-	-	-	7,286	-	7,286	-	7,286
Dividends paid to minority shareholders	已付少數股東股息	-	-	-	-	-	-	-	-	-	-	-	-	(14,588)	(14,588)
Transfer to reserve funds	轉撥至儲備基金	-	-	-	-	-	36,294	-	(36,294)	-	-	-	-	-	-
At 31 December 2009	於二零零九年十二月三十一日	1,527,611	(1,758,526)	572,005	(548,643)	7,286	265,196	184	1,363,619	12,066	(86,813)	-	1,440,798	131,325	1,572,123

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Profit before tax	除稅前溢利	538,046	180,506
Adjustments for:	作以下調整：		
Finance costs	融資成本	7,906	14,038
Interest income	利息收入	(5,281)	(6,421)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	78,202	86,237
Depreciation of Investment properties	投資物業折舊	596	–
Recognition of prepaid land premiums	確認預付土地款	2,226	1,841
Amortisation of intangible assets	無形資產攤銷	592	576
Provision for obsolete and slow-moving inventories	過時及滯銷存貨撥備	17,586	35,680
Loss on disposal/write-off of items of property, plant and equipment, net	出售／撇銷物業、廠房及設備項目虧損淨額	9,166	4,906
Impairment of other receivables	其他應收賬款減值	3,329	7,087
Equity-settled share option expense	以股本結算之購股權支出	7,286	–
		659,654	324,450
Decrease/(increase) in inventories	存貨減少／(增加)	(136,331)	309,578
Increase in trade and bills receivables	應收貿易賬款及票據增加	(635,267)	(852,187)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收賬款減少／(增加)	(9,758)	69,874
Decrease in trade payables	應付貿易賬款減少	(9,865)	(42,860)
Increase in other payables and accruals	其他應付賬款及應計負債增加	921,862	418,310
Increase in provisions	撥備增加	67,067	62,243
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(93)	6,131
Cash generated from operations	經營業務所得現金	857,269	295,539
Interest received	已收利息	5,281	6,421
Mainland China corporate income tax paid	已付中國大陸企業所得稅	(80,638)	(45,949)
Net cash flows from operating activities	經營業務之現金流量淨額	781,912	256,011
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	(70,211)	(38,473)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	20,839	2,268
Additions to intangible assets	新增無形資產	(439)	(805)
Decrease/(increase) in time deposits with original maturity over three months when acquired	於取得當日起計原到期日超過三個月之定期存款減少／(增加)	49,000	(74,000)
Net cash flows used in investing activities	投資活動所用之現金流量淨額	(811)	(111,010)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest paid		(7,906)	(13,452)
Dividends paid to minority interests		(14,588)	(13,633)
Dividends paid		–	(68,654)
Proceeds from issue of shares	29	42,986	–
Share issue expenses	29	(1,234)	–
Repayment of borrowings		(69,000)	(58,000)
Repurchase and cancellation of ordinary shares	29	–	(1,147)
Net cash used in financing activities		(49,742)	(154,886)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		731,359	(9,885)
Cash and cash equivalents at beginning of year		538,917	556,813
Effect of foreign exchange rate changes, net		(3)	(8,011)
CASH AND CASH EQUIVALENTS AT END OF YEAR		1,270,273	538,917
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	23	1,025,815	347,147
Time deposits	23	269,458	265,770
Cash and cash equivalents as stated in the statement of financial position		1,295,273	612,917
Less: time deposits with original maturity over three months when acquired		(25,000)	(74,000)
Cash and cash equivalents as stated in the statement of cash flows		1,270,273	538,917

STATEMENT OF FINANCIAL POSITION 財務狀況表

31 December 2009 二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Interests in subsidiaries	附屬公司權益	19	1,887,029	1,886,980
CURRENT ASSETS	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	22	804	1,027
Cash and cash equivalents	現金及現金等值項目	23	162,738	140,067
Total current assets	流動資產總值		163,542	141,094
CURRENT LIABILITIES	流動負債			
Other payables and accruals	其他應付賬款及應計負債	25	160,121	162,339
NET CURRENT ASSETS/(LIABILITIES)	流動資產/(負債)淨額		3,421	(21,245)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,890,450	1,865,735
NON-CURRENT LIABILITIES	非流動負債			
Due to subsidiaries	應付附屬公司款項	19	74,885	74,915
Net assets	資產淨值		1,815,565	1,790,820
EQUITY	權益			
Issued capital	已發行股本	29	212,209	205,596
Reserves	儲備	31(b)	1,603,356	1,585,224
Total equity	權益總值		1,815,565	1,790,820

Yang Mian Mian
楊綿綿
Chairman
主席

Zhou Yun Jie
周雲杰
Director
董事

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

1. Corporate Information

Haier Electronics Group Co., Ltd. is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

During the year, the Group was involved in the following principal activities:

- manufacture and sale of washing machines
- manufacture and sale of water heaters

In the opinion of the directors, Haier Group Corporation (“Haier Corp”) and Qingdao Haier Investment and Development Co., Ltd. (“Haier Investment”) (collectively referred to as “Haier Group”) are controlling shareholders of the Company. Haier Corp and Haier Investment are registered in the People’s Republic of China (the “PRC”).

2.1 Basis of Preparation

The presentation currency of the Company was Hong Kong dollar for the purpose of preparing its consolidated financial statements. Starting from 19 August 2009, the directors have determined to change the presentation currency as most of the Group’s revenue is derived from customers based in Mainland China and the directors consider that Renminbi (“RMB”) is more meaningful in presenting the operating results and financial position of the Company and its subsidiaries (collectively referred to as the “Group”). These financial statements are presented in RMB and all values are rounded to the nearest thousand except when otherwise indicated. The comparative figures for 2008 have been restated for the change in presentation currency accordingly.

The change in the presentation currency and the retranslation of the comparative amounts from Hong Kong dollars to RMB has had no material impact on the Group’s annual consolidated financial statements for the year presented.

1. 公司資料

海爾電器集團有限公司為於百慕達註冊成立之有限公司。本公司註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本年度內，本集團從事下列主要業務：

- 製造及銷售洗衣機
- 製造及銷售熱水器

董事認為，海爾集團公司(「海爾集團公司」)及青島海爾投資發展有限公司(「海爾投資」)(統稱「海爾集團」)為本公司之控股股東。海爾集團公司及海爾投資於中華人民共和國(「中國」)註冊。

2.1 編製基準

就編製其綜合財務報表而言，本公司以往之呈報貨幣為港元。自二零零九年八月十九日起，由於本集團大部份收入來自中國內地客戶且董事認為以人民幣(「人民幣」)呈列本公司及其附屬公司(統稱「本集團」)之經營業績及財務狀況更有意義，故董事決定變更呈報貨幣。除另有指明外，此等財務報表以人民幣呈列，而所有價值均約整至最接近千元。二零零八年之比較數字已就呈報貨幣之變更相應重列。

呈報貨幣之變更以及將比較金額由港元重新換算為人民幣對本集團本年度呈列之全年綜合財務報表並無重大影響。

2.1 Basis of Preparation (Cont'd)

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) which includes all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations promulgated by the International Accounting Standards Board (the “IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention.

Hong Kong Financial Reporting Standards (“HKFRSs”) includes all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). Although HKFRSs have been fully converged with IFRSs in all material respects since 1 January 2005, in preparing these financial statements, management has given due consideration to the requirements of IFRS 1 *First-time Adoption of International Financial Reporting Standards*. For this purpose, the date of the Group’s transition to IFRSs was determined to be 1 January 2008, being the beginning of the earliest period for which the Group presents full comparative information in these financial statements.

2.1 編製基準(續)

合規聲明

此等財務報表乃根據國際財務報告準則(「國際財務報告準則」)(包括國際會計準則委員會頒佈之國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋)之規定及香港公司條例披露規定並按照歷史成本法編製。

香港財務報告準則(「香港財務報告準則」)(包括香港會計師公會(「香港會計師公會」)頒佈之所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)。儘管自二零零五年一月一日起，香港財務報告準則在所有重大方面已經與國際財務報告準則全面接軌，管理層在編製此等財務報表時已充分考慮國際財務報告準則第1號首次採納國際財務報告準則之規定。就此而言，本集團過渡至國際財務報告準則之日期已定為二零零八年一月一日，亦為本集團於此等財務報表呈報所有比較資料之最早期間之開始日。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

2.1 Basis of Preparation (Cont'd)

Statement of compliance (Cont'd)

With due regard to the Group's accounting policies in previous periods and the requirements of IFRS 1, management has concluded that no adjustments were required to the amounts reported under HKFRSs as at the date of transition to IFRSs or in respect of the year ended 31 December 2008. As such, the Group has made an explicit and unreserved statement of compliance with IFRSs in the first IFRS financial statements which included these amounts as comparatives.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2009. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All income, expenses and unrealised gains and losses resulting from intercompany transactions and intercompany balances within the Group are eliminated on consolidation in full.

Minority interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company's subsidiaries. An acquisition of minority interests is accounted for using the entity concept method whereby the difference between the consideration and the book value of the share of the net assets acquired is recognised as an equity transaction.

2.1 編製基準(續)

合規聲明(續)

經充分考慮本集團過往期間之會計政策及國際財務報告準則第1號之規定，管理層認為毋須對於過渡至國際財務報告準則當日或截至二零零八年十二月三十一日止年度根據香港財務報告準則呈報之金額進行調整。因此，本集團可於載有有關金額作比較數字之首份國際財務報告準則財務報表就已遵守國際財務報告準則作出明確及無保留聲明。

綜合賬目基準

綜合財務報表包括本公司及其附屬公司截至二零零九年十二月三十一日止年度之財務報表。附屬公司之業績自收購日期(即本集團取得控制權當日)起綜合入賬，並一直綜合直至控制權終止當日為止。本集團內公司間交易產生之一切收入、費用及未實現收益及虧損以及公司間結餘已於綜合賬目時全數對銷。

少數股東權益指並非由本集團持有之外間股東應佔本公司附屬公司之業績及資產淨值之權益。收購少數股東權益以實體概念法列賬，據此，代價與分佔收購資產淨值之賬面值之差異確認為股權交易。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

2.2 Changes in Accounting Policy and Disclosures

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

IFRS 1 and IAS 27 Amendments	Amendments to IFRS 1 <i>First-time Adoption of IFRSs</i> and IAS 27 <i>Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate</i>
IFRS 2 Amendments	Amendments to IFRS 2 <i>Share-based Payment – Vesting Conditions and Cancellations</i>
IFRS 7 Amendments	Amendments to IFRS 7 <i>Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments</i>
IFRS 8	<i>Operating Segments</i>
IAS 1 (Revised)	<i>Presentation of Financial Statements</i>
IAS 18 Amendment*	Amendment to Appendix to IAS 18 <i>Revenue – Determining whether an entity is acting as a principal or as an agent</i>

2.2 會計政策的變動及披露

本集團已首次在本年度財務報表中採納以下新訂及經修訂國際財務報告準則。

國際財務報告準則第1號及國際會計準則第27號(修訂本)	國際財務報告準則第1號首次採納國際財務報告準則及國際會計準則第27號綜合及獨立財務報表—於一間附屬公司、共同控制實體或聯營公司之投資成本之修訂本
國際財務報告準則第2號(修訂本)	國際財務報告準則第2號以股份為基礎之付款—歸屬條件及註銷之修訂本
國際財務報告準則第7號(修訂本)	國際財務報告準則第7號金融工具：披露—改進金融工具披露之修訂本
國際財務報告準則第8號	經營分類
國際會計準則第1號(經修訂)	財務報表之呈列
國際會計準則第18號(修訂本)*	國際會計準則第18號收入—確定某實體是作為委託方或是代理方之附錄之修訂本

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2.2 Changes in Accounting Policy and Disclosures (Cont'd)

IAS 23 (Revised)	<i>Borrowing Costs</i>
IAS 32 and IAS 1 Amendments	Amendments to IAS 32 <i>Financial Instruments: Presentation</i> and IAS 1 <i>Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation</i>
IFRIC 9 and IAS 39 Amendments	Amendments to IFRIC 9 <i>Reassessment of Embedded Derivatives</i> and IAS 39 <i>Financial Instruments: Recognition and Measurement</i>
IFRIC 13	<i>Customer Loyalty Programmes</i>
IFRIC 15	<i>Agreements for the Construction of Real Estate</i>
IFRIC 16	<i>Hedges of a Net Investment in a Foreign Operation</i>
IFRIC 18	<i>Transfers of Assets from Customers</i> (adopted from 1 July 2009)
Improvements to IFRSs (May 2008) **	Amendments to a number of IFRSs

* Included in Improvements to IFRSs 2009 (as issued in April 2009).

** The Group adopted all the improvements to IFRSs issued in May 2008 except for the amendments to IFRS 5 *Non-current assets Held for Sale and Discontinued Operations – Plan to sell the controlling interest in a subsidiary*, which are effective for annual periods beginning on or after 1 July 2009.

2.2 會計政策的變動及披露(續)

國際會計準則第23號 (經修訂)	借貸成本
國際會計準則第32號及 國際會計準則第1號 (修訂本)	國際會計準則第32號 金融工具：呈列及 國際會計準則第1號 財務報表之呈報－ 可贖回金融工具及 清盤時產生之責任 之修訂本
國際財務匯報準則 第9號及國際會計 準則第39號(修訂本)	國際財務匯報準則 第9號重估隱含 衍生工具及國際 會計準則第39號 金融工具：確認及 計量之修訂本
國際財務匯報準則 第13號	客戶忠誠計劃
國際財務匯報準則 第15號	房地產建造協議
國際財務匯報準則 第16號	境外業務投資淨額 對沖
國際財務匯報準則 第18號	自客戶轉移資產 (自二零零九年 七月一日起採納)
國際財務報告準則 之改進(二零零八年 五月)**	若干國際財務報告 準則之修訂

* 納入二零零九年國際財務報告準則之改進(於二零零九年四月頒佈)。

** 除國際財務報告準則第5號持作出售之非流動資產及已終止經營服務－計劃出售於一間附屬公司之控股權益之修訂本(其有效應用於二零零九年七月一日或之後開始之年度期間)外，本集團已採納所有於二零零八年五月頒佈之國際財務報告準則之改進。

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2.2 Changes in Accounting Policy and Disclosures (Cont'd)

Other than as further explained below regarding the impact of IAS 1 (Revised) and IFRS 8, the adoption of these new and revised IFRSs has had no significant financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.

IFRS 8 *Operating Segments* requires disclosure of information about the Group's operating segments and replaces the requirement to determine primary (business) and secondary (geographical) reporting segments of the Group. The adoption of this standard did not have any effect on the financial position of the Group. The Group determined that the operating segments were the same as the business segments previously identified under IAS 14 *Segment Reporting*. Additional disclosures about each of these segments are shown in note 4, including revised comparative information.

IAS 1 *Presentation of Financial Statements (Revised)* separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with non-owner changes in equity presented as a single line. In addition, it introduces the statement of comprehensive income: it presents all items of recognised income and expense, either in one single statement or in two linked statements. The Group has elected to present two statements.

2.3 Issued But Not Yet Effective International Financial Reporting Standards

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

IFRS 1 (Revised)	<i>First-time Adoption of International Financial Reporting Standards</i> ¹
IFRS 1 Amendment	Amendment to IFRS 1 <i>First-time Adoption of International Financial Reporting Standards – Limited Exemption from Comparative IFRS 7 Disclosures for First-time Adopters</i> ⁴

2.2 會計政策的變動及披露(續)

除下文就國際會計準則第1號(經修訂)及國際財務報告準則第8號之影響作進一步說明外，採納該等新訂及經修訂國際財務報告準則對此等財務報表並無重大財務影響，此等財務報表應用之會計政策亦無任何重大變動。

國際財務報告準則第8號經營分類規定披露有關本集團經營分部之資料，並取代有關本集團釐定首要(業務)及次要(地區)呈報分類之規定。採納此準則對本集團之財務狀況並無任何影響。本集團認為經營分類與先前根據國際會計準則第14號分類呈報所界定的相同。有關此等分類各自之進一步披露資料載於附註4，包括經修訂比較資料。

國際會計準則第1號財務報表之呈列(經修訂)將權益變動分為擁有人及非擁有人部分。權益變動報表僅包括與擁有人進行的交易詳情，而所有非擁有人的權益變動作為單項予以呈列。此外，其引入全面收益表：呈列所有已確認之收入及開支項目(無論於單份報表或兩份有聯繫報表內)。本集團選擇呈列兩份報表。

2.3 已頒佈但未生效之國際財務報告準則

本集團尚未於該等財務報表中應用以下已頒佈但未生效之新訂及經修訂國際財務報告準則。

國際財務報告準則第1號(經修訂)	首次採納國際財務報告準則 ¹
國際財務報告準則第1號(修訂本)	國際財務報告準則第1號首次採納國際財務報告準則—首次採納者根據國際財務報告準則第7號披露比較數字之有限豁免之修訂本 ⁴

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2.3 Issued But Not Yet Effective International Financial Reporting Standards (Cont'd)

IFRS 1 Amendments	Amendments to IFRS 1 <i>First-time Adoption of International Financial Reporting Standards - Additional Exemptions for First-time Adopters</i> ²
IFRS 2 Amendments	Amendments to IFRS 2 <i>Share-based Payment - Group Cash-settled Share-based Payment Transactions</i> ²
IFRS 3 (Revised)	<i>Business Combinations</i> ¹
IFRS 9	<i>Financial Instruments</i> ⁶
IAS 24 (Revised)	<i>Related Party Disclosures</i> ⁵
IAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i> ¹
IAS 32 Amendment	Amendment to IAS 32 <i>Financial Instruments: Presentation - Classification of Rights Issues</i> ³
IAS 39 Amendment	Amendment to IAS 39 <i>Financial Instruments: Recognition and Measurement - Eligible Hedged Items</i> ¹
IFRIC 14 Amendments	Amendments to IFRIC 14 <i>Prepayments of a Minimum Funding Requirement</i> ⁵
IFRIC 17	<i>Distributions of Non-cash Assets to Owners</i> ¹
IFRIC 18	<i>Transfers of Assets from Customers</i> ¹
IFRIC 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i> ⁴
Amendments to IFRS 5 included in Improvements to IFRS issued in May 2008	Amendments to IFRS 5 <i>Non-current Assets Held for Sale and Discontinued Operations - Plan to Sell the Controlling Interest in a Subsidiary</i> ¹

2.3 已頒佈但未生效之國際財務報告準則(續)

國際財務報告準則第1號(修訂本)	國際財務報告準則第1號首次採納國際財務報告準則—首次採納者的額外豁免之修訂本 ²
國際財務報告準則第2號(修訂本)	國際財務報告準則第2號以股份為基礎之付款—集團以現金結算以股份為基礎之付款交易之修訂本 ²
國際財務報告準則第3號(經修訂)	業務合併 ¹
國際財務報告準則第9號	金融工具 ⁶
國際會計準則第24號(經修訂)	關連方披露 ⁵
國際會計準則第27號(經修訂)	綜合及獨立財務報表 ¹
國際會計準則第32號(修訂本)	國際會計準則第32號金融工具：呈報—供股分類之修訂本 ³
國際會計準則第39號(修訂本)	國際會計準則第39號金融工具：確認及計量—合資格對沖項目之修訂本 ¹
國際財務匯報準則第14號(修訂本)	國際財務匯報準則第14號預付最低資金要求之修訂本 ⁵
國際財務匯報準則第17號	向擁有人分配非現金資產 ¹
國際財務匯報準則第18號	自客戶轉移資產 ¹
國際財務匯報準則第19號	以股本工具清償財務負債 ⁴
國際財務報告準則第5號之修訂本(包括在二零零八年五月頒佈之國際財務報告準則改進內)	國際財務報告準則第5號持作出售之非流動資產及已終止經營服務—計劃出售於一間附屬公司之控股權益之修訂本 ¹

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2.3 Issued But Not Yet Effective International Financial Reporting Standards (Cont'd)

Apart from the above, the IASB has promulgated *Improvements to IFRSs 2009* which sets out amendments to a number of IFRSs primarily with a view to removing inconsistencies and clarifying wording. The amendments to IFRS 2, IAS 38, IFRIC 9 and IFRIC 16 are effective for annual periods beginning on or after 1 July 2009 while the amendments to IFRS 5, IFRS 8, IAS 1, IAS 7, IAS 17, IAS 36 and IAS 39 are effective for annual periods beginning on or after 1 January 2010 although there are separate transitional provisions for each standard or interpretation.

- 1 Effective for annual periods beginning on or after 1 July 2009
- 2 Effective for annual periods beginning on or after 1 January 2010
- 3 Effective for annual periods beginning on or after 1 February 2010
- 4 Effective for annual periods beginning on or after 1 July 2010
- 5 Effective for annual periods beginning on or after 1 January 2011
- 6 Effective for annual periods beginning on or after 1 January 2013

The Group is in the process of making an assessment of the impact of these new and revised IFRSs upon initial application. So far, the Group considers that these new and revised IFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

2.3 已頒佈但未生效之國際財務報告準則(續)

除上述者外，國際會計準則委員會已頒佈二零零九年國際財務報告準則之改進，當中載列對多項國際財務報告準則作出之修訂，主要目的為刪除不一致條文及理清措辭。國際財務報告準則第2號、國際會計準則第38號、國際財務匯報準則第9號及國際財務匯報準則第16號之修訂本於二零零九年七月一日或以後開始之年度期間生效，而國際財務報告準則第5號、國際財務報告準則第8號、國際會計準則第1號、國際會計準則第7號、國際會計準則第17號、國際會計準則第36號及國際會計準則第39號之修訂本於二零一零年一月一日或以後開始之年度期間生效，惟各項準則或詮釋均就有關修訂各自設有過渡條文。

- 1 於二零零九年七月一日或以後開始之年度期間生效
- 2 於二零一零年一月一日或以後開始之年度期間生效
- 3 於二零一零年二月一日或以後開始之年度期間生效
- 4 於二零一零年七月一日或以後開始之年度期間生效
- 5 於二零一一年一月一日或以後開始之年度期間生效
- 6 於二零一三年一月一日或以後開始之年度期間生效

本集團正評估初次採納該等新訂及經修訂國際財務報告準則時之影響。目前，本集團認為該等新訂及經修訂國際財務報告準則不大可能對本集團經營業績及財務狀況構成重大影響。

2.4 Summary of Significant Accounting Policies

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

Impairment of non-financial assets other than goodwill

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

2.4 主要會計政策概要

附屬公司

附屬公司指本公司直接或間接控制其財政及經營政策以自該實體之業務獲益之實體。

附屬公司之業績按已收及應收之股息，計入本公司之收益表。本公司於附屬公司之權益乃按成本減任何減值虧損列賬。

商譽以外之非財務資產減值

倘出現任何減值跡象或按規定每年檢討資產(不包括存貨、遞延稅項資產及財務資產)顯示減值，則會估計資產之可收回數額。資產之可收回數額乃按資產或現金產生單位之使用價值及公平值減銷售成本兩者中之較高者計算，而個別資產須分開計算，惟若資產並不產生明顯獨立於其他資產或資產組別之現金流入，則可收回數額按資產所屬現金產生單位之可收回數額計算。

當資產之賬面值超出其可收回數額時，方會確認減值虧損。評估使用價值時，估計未來現金流量按可反映貨幣時間價值及資產特定風險之現時市場評估之稅前貼現率貼現為現值。減值虧損乃於產生期間在收益表中扣除。

於各報告期末，將評估有否跡象顯示過往已確認之減值虧損不再存在或可能減少。若出現上述跡象，則估計可收回數額。當用以釐定資產可收回數額之估計方法有變時，方會撥回先前已確認之資產減值虧損(商譽除外)，惟撥回之數額不得超逾假設過往年度並無就該項資產確認減值虧損之原賬面值(已扣除任何折舊/攤銷)。撥回之減值虧損乃於產生期間計入收益表。

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2.4 Summary of Significant Accounting Policies (Cont'd)

Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

2.4 主要會計政策概要(續)

關連人士

下列人士將視為與本集團有關連：

- (a) 直接或間接透過一個或多個中介機構(i)控制本集團、受本集團控制或受本集團共同控制；(ii)擁有本集團權益而對本集團有重大影響力；或(iii)對本集團有共同控制權之人士；
- (b) 聯營公司；
- (c) 共同控制實體；
- (d) 本集團或其母公司之主要管理人員；
- (e) (a)或(d)所述任何個別人士之直屬親屬；
- (f) (d)或(e)所述任何個別人士直接或間接控制、共同控制或可發揮重大影響力或持有大部分投票權之實體；或
- (g) 以本集團或屬本集團關連人士之任何實體之僱員為受益人之離職後福利計劃。

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2.4 Summary of Significant Accounting Policies (Cont'd)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	2% to 10%
Plant and machinery	5% to 19%
Tools, furniture and fixtures	10% to 33%
Motor vehicles	9% to 20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊

物業、廠房及設備(在建工程除外)乃以成本減累計折舊及任何減值虧損列賬。若物業、廠房及設備項目分類為可供出售或屬於列為持作出售之出售組合一部分，則不予折舊，並根據國際財務報告準則第5號入賬。物業、廠房及設備項目之成本包括其購買價及任何將資產達致其運作狀況及運往現址作擬定用途之直接應佔成本。在物業、廠房及設備項目投入運作後產生之支出，如維修保養等，一般於產生期間之收益表中扣除。在符合確認條件的情況下，大型檢驗的開支於資產的賬面值資本化為重置資產。倘物業、廠房及設備的主要部分須分段重置，則本集團將該等部分確認為獨立資產，並設定特定的可使用年期及折舊。

每項物業、廠房及設備項目乃按直線法就其估計可使用年期撇銷成本以計算折舊至其餘值，就此採用之主要年率如下：

樓宇	2%至10%
廠房及設備	5%至19%
工具、傢具及裝置	10%至33%
汽車	9%至20%

若物業、廠房及設備項目任何部分之可使用年期不同，則該項目成本將合理分配至各部分，而各部分將分開計算折舊。

餘值、可使用年期及折舊方法將至少於各財政年度末檢討及作出適當調整。

2.4 Summary of Significant Accounting Policies (Cont'd)

Property, plant and equipment and depreciation (Cont'd)

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction and equipment and tools pending installation. It is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of the property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and any impairment losses. Depreciation is calculated on the straight line method to write off the cost of each investment property over its estimated useful life. The principal annual rate used for this purpose is 5%.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊(續)

物業、廠房及設備項目及任何首次確認之重要部分於出售時或預期日後使用或出售該項目不會產生經濟利益時將終止確認。於資產終止確認之年度在收益表確認之出售或廢棄資產之任何損益，乃按出售所得款項淨額與有關資產賬面值之差額計算。

在建工程指建築中樓宇及有待安裝之設備及工具，乃按成本減任何減值虧損列賬而不作折舊。成本包括建築工程於建築期間之直接成本。在建工程於落成及可供使用時重新分類至物業、廠房及設備之適當類別。

投資物業

投資物業乃於持作賺取租金收入及／或資本增值，而非作生產或供應貨品或服務或作行政用途，亦非作一般業務過程中銷售之樓宇權益。該等物業初步按成本計量，包括交易成本。首次確認後，投資物業按成本減累計折舊及任何減值虧損計量。折舊乃按直線法就每項投資之估計可使用年期撇銷其成本計算。就此採用之主要年率為5%。

廢棄或出售投資物業之任何損益於投資物業廢棄或出售之年度在收益表確認。

無形資產(不包括商譽)

分別收購之無形資產於首次確認時按成本計量。在業務合併時收購之無形資產之成本乃其於收購日之公平值。無形資產之可使用年期分為有期限或無期限。有期限之無形資產隨後於可使用經濟期限攤銷，並於有跡象顯示無形資產可能減值時評估是否減值。有可用期限之無形資產攤銷期及攤銷方法最少須於各財政年度末進行檢討。

2.4 Summary of Significant Accounting Policies (Cont'd)

Intangible assets (other than goodwill) (Cont'd)

Patents, licences and software

Purchased patents, licences and software are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of not exceeding 10 years.

Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products, commencing from the date when the products are put into commercial production.

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land premiums under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

2.4 主要會計政策概要(續)

無形資產(不包括商譽)(續)

專利、特許權及軟件

所購入之專利、特許權及軟件乃按成本減任何減值虧損列賬，按其不超過10年之估計可使用年期以直線法攤銷。

研究及開發費用

所有研究費用於產生時在收益表扣除。

開發新產品項目所產生之支出，只有在本集團證明在技術上可以完成無形資產並使其可供使用或出售、有意完成項目及有能力使用或出售資產、資產如何產生未來經濟利益、可動用資源以完成項目及能可靠衡量發展期間之支出時，方會撥充資本及遞延處理。若產品開發支出未符合上述條件，則於產生時列作支出。

遞延開發成本按成本減任何減值虧損列賬，並於產品投入商業生產時按相關產品之商業年期以直線法攤銷。

租約

凡資產擁有權之絕大部分回報及風險仍由出租人享有及承擔之租約，均列為經營租約。倘本集團為出租人，本集團根據經營租約出租之資產乃計入非流動資產內，而經營租約項下之應收租金則按直線法在租期內入賬收益表。倘本集團為承租人，則根據該等經營租約應付之租金乃以直線法按租期在收益表扣除。

經營租約之預付土地款首先按成本列賬，其後以直線法按租期確認。

2.4 Summary of Significant Accounting Policies (Cont'd)

Investments and other financial assets

Initial recognition and measurement

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

The Group's financial assets include cash and bank balances and trade and other receivables.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in the income statement. These net fair value changes do not include any dividends on these financial assets, which are recognised in accordance with the policy set out for "Revenue recognition" below.

2.4 主要會計政策概要(續)

投資及其他財務資產

首次確認及計量

根據國際會計準則第39號，財務資產可分類為透過損益賬按公平值列賬之財務資產、貸款及應收賬款、可供出售財務資產，或視為有效對沖之對沖工具(視情況而定)。本集團在首次確認時決定財務資產之分類。首次確認財務資產時，按公平值計量，倘投資並非透過損益賬按公平值列賬，則應加上直接歸屬於該投資之交易費用。

所有按正規買賣之財務資產於交易當日(即本集團承諾購買或出售資產之日期)確認。財務資產之正規買賣指須於市場一般既定規例或慣例所規定之期限內交付資產之財務資產買賣。

本集團之財務資產包括現金及銀行結餘以及應收貿易賬款及其他應收賬款。

其後計量

財務資產之其後計量取決於以下之分類：

透過損益賬按公平值列賬之財務資產

透過損益賬按公平值列賬之財務資產包括持作買賣之財務資產。財務資產如以短期賣出為目的而購買，則分類為持作買賣財務資產。此分類包括按國際會計準則第39號定義，並非指定為對沖關係中對沖工具，並由本集團所訂立之衍生金融工具。透過損益賬按公平值列賬之財務資產於財務狀況表中按公平值列賬，而公平值變動則於收益表中確認。該等公平值淨額變動不包括該等財務資產之任何股息，有關股息乃根據下文「收入確認」所載之政策確認。

2.4 Summary of Significant Accounting Policies (Cont'd)

Investments and other financial assets (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance income in the income statement. The loss arising from impairment is recognised in the income statement in other operating expenses.

2.4 主要會計政策概要(續)

投資及其他財務資產(續)

透過損益賬按公平值列賬之財務資產(續)

本集團估量其透過損益賬按公平值列賬之財務資產(持作買賣)，以評估於短期內出售有關財務資產之意圖是否仍然合適。倘市場交投淡靜，以及管理層對於可見未來出售有關財務資產之意圖出現重大變化，本集團因而無法買賣有關財務資產，則本集團可選擇將該等財務資產重新分類，惟此情況並不常見。透過損益賬按公平值列賬之財務資產會視乎資產性質而重新分類為貸款及應收賬款、可供出售財務資產或持有至到期投資。

若主合約之附帶內在衍生工具之經濟特性及風險與主合約所有的並無密切關係，而主合約不屬持作買賣或並非透過損益按公平值列賬，則主合約之附帶內在衍生工具乃以公平值確認為獨立衍生工具。該等附帶內在衍生工具按公平值計量，而公平值變動則於收益表內確認。重新評估只會在合約條款改動以致合約原要求之現金流量有重大修改之情況下進行。

貸款及應收賬項

貸款及應收賬項為有指定或可釐定付款金額而在活躍市場並無報價之非衍生財務資產。初步計量後，該等資產其後以實際利率法按攤銷成本減任何減值撥備計量。攤銷成本於計及任何收購折讓或溢價後計算，並包括屬實際利率一部分之費用或成本。實際利率攤銷計入收益表列為融資收益。減值衍生之虧損於收益表內其他經營開支確認。

2.4 Summary of Significant Accounting Policies (Cont'd)

Investments and other financial assets (Cont'd)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment valuation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, at which time the cumulative gain or loss is recognised in the income statement and removed from the available-for-sale investment valuation reserve. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the income statement as "Other income" in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

2.4 主要會計政策概要(續)

投資及其他財務資產(續)

可供出售財務投資

可供出售財務投資為上市及非上市股本證券之非衍生財務資產。分類為可供出售之股本投資為並非分類為持作買賣及並非指定為透過損益賬按公平值列賬之股本投資。此分類項下之債務證券為擬無限期持有，並可因應流動資金需求或市況變動而予以出售之債務證券。

於首次確認後，可供出售財務投資其後以公平值計量，而未變現盈虧則於可供出售投資重估儲備中確認為其他全面收益，直至投資被終止確認為止，此時，累計盈虧在收益表中確認為其他收益；或直至投資被釐定為出現減值為止，此時，累計盈虧在收益表中確認並從可供出售投資重估儲備中剔除。所賺取之利息及股息分別列作利息收入及股息收入，並根據下文「收入確認」所載政策於收益表確認為「其他收益」。

倘非上市股本證券之公平值因(a)合理公平值估計之範圍變動對投資屬重大或(b)於該範圍內多項估計之概率無法可靠地評估及用於估計公平值，而無法可靠地計量，則有關證券按成本減任何減值虧損列賬。

2.4 Summary of Significant Accounting Policies (Cont'd)

Investments and other financial assets (Cont'd)

Available-for-sale financial investments (Cont'd)

The Group evaluates its available-for-sale financial assets whether the ability and intention to sell them in the near term are still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. Reclassification to the held-to-maturity category is permitted only when the entity has the ability and intent to hold until the maturity date of the financial asset.

For a financial asset reclassified out of the available-for-sale category, any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the expected cash flows is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and
- either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要(續)

投資及其他財務資產(續)

可供出售財務投資(續)

本集團估量其可供出售財務資產，評估於短期內出售有關財務資產之能力及意圖是否仍然合適。倘市場交投淡靜，以及管理層對於可見未來出售有關財務資產之意圖出現重大變化，本集團因而無法買賣有關財務資產，則本集團可選擇將該等財務資產重新分類，惟此情況並不常見。倘財務資產符合貸款及應收賬款定義，而本集團有意並有能力於可見將來持有該等資產，或持有至到期日，則可重新分類為貸款及應收賬款。僅當實體有能力及意圖持有財務資產至其到期日時，方可重新分類為持有到期日類別。

就從可供出售類別重新分類之財務資產而言，該項資產過往已於權益確認之盈虧於損益中以實際利率按資產餘下可使用年期攤銷。新已攤銷成本與預期現金流量間之任何差額同樣以實際利率按資產餘下可使用年期攤銷。倘該項資產其後釐定為出現減值，則於權益中所載之金額重新分類至收益表。

終止確認財務資產

在下列情況，財務資產(或財務資產一部分或一組同類財務資產之一部分(視情況而定))將終止確認：

- 收取資產現金流量之權利屆滿；
- 本集團已轉讓其收取該項資產所得現金流量的權利，或已根據一項「轉付」安排承擔責任，在無重大延誤情況下，將所得現金流量全數付予第三方；及
- 本集團(a)轉讓絕大部分資產之風險及回報，或(b)並無轉讓或保留絕大部分資產之所有風險及回報，惟轉讓資產控制權。

2.4 Summary of Significant Accounting Policies (Cont'd)

Derecognition of financial assets (Cont'd)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only 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 (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2.4 主要會計政策概要(續)

終止確認財務資產(續)

本集團凡轉讓其收取該項資產所得現金流量的權利或已訂立轉付安排，及並無轉讓亦無保留該項資產的絕大部分風險及回報，及並無轉讓該項資產的控制權，該項資產將按本集團持續涉及該項資產之程度確認入賬。在此情況下，本集團亦確認相關負債。已轉讓資產及相關負債乃按本集團已保留之權利及義務作計量。

持續涉及指本集團就已轉讓資產作出的一項保證，按該項資產的原賬面值及本集團或須償還的最高代價計算，以較低者為準。

財務資產減值

本集團於每個報告期末評估財務資產或一組財務資產有否出現任何減值之客觀證據。僅當於初步確認一項或一組財務資產後發生一項或多項事件導致存在客觀減值證據(一項已發生之「虧損事件」)，而該項虧損事件對該項或該組財務資產之估計未來現金流量所造成之影響能夠可靠地估計，則該項或該組財務資產會被視作已減值。減值證據可包括一名或一群債務人正面臨重大經濟困難、拖欠或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流量出現可計量減損，例如欠款數目變動或出現與違約相關之經濟狀況。

2.4 Summary of Significant Accounting Policies (Cont'd)

Impairment of financial assets (Cont'd)

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to the income statement.

2.4 主要會計政策概要(續)

財務資產減值(續)

按已攤銷成本列賬之財務資產

就按已攤銷成本列賬之財務資產而言，本集團首先會按個別基準就重大財務資產或按組合基準就個別非重大財務資產，個別評估是否存在客觀減值證據。倘本集團認定按個別基準經評估之財務資產(無論具重要性與否)並無客觀證據顯示存在減值，則該項資產會歸入一組具有相似信貸風險特性之財務資產內，並共同評估該組財務資產是否存在減值。經個別評估減值且其減值虧損已予確認或繼續確認入賬之資產不會納入集體減值評估之內。

倘有客觀證據顯示出現減值虧損，則減值金額按該資產賬面值與估計未來現金流量(不包括未來出現之信貸虧損)現值之差額計量。估計未來現金流量之現值以財務資產之原始實際利率(即首次確認時計算之實際利率)貼現。倘貸款按浮動利率計息，則計量任何減值虧損之貼現率為現有實際利率。

資產賬面值直接或通過使用備抵賬間接沖減，而虧損金額在收益表中確認。利息收入按經減少之賬面值持續累計，且採用計量減值虧損時用以貼現未來現金流量之利率累計。倘未來可收回之機會不大，貸款及應收賬款連同任何相關備抵會被撇銷。

倘在以後期間，估計減值虧損之金額增加或減少，且有關增減乃因減值確認後發生之事項而產生，則先前確認之減值虧損可通過調整備抵賬而增減。倘未來撇銷於其後收回，則收回數額將計入收益表中。

2.4 Summary of Significant Accounting Policies (Cont'd)

Impairment of financial assets (Cont'd)

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is "significant" or "prolonged" requires judgement. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

2.4 主要會計政策概要(續)

財務資產減值(續)

按成本列賬之資產

倘有客觀證據顯示因公平值未能可靠計算而以致並非以公平值列賬之無市價權益工具出現減值虧損，則虧損金額按該項資產賬面值與以同類財務資產現行市場回報率貼現之估計未來現金流量現值之間的差額計算。該等資產之減值虧損不予撥回。

可供出售財務投資

就可供出售財務投資而言，本集團於各報告期末評估是否有客觀證據顯示一項投資或一組投資出現減值。

倘一項可供出售資產出現減值，其成本值(扣除任何主要付款及攤銷)與其現行公平值之差額，在扣減以往在收益表中確認之任何減值虧損後會由其他全面收益剔除，並於收益表中確認。

就分類為可供出售之股本投資而言，客觀證據包括一項投資之公平值出現重大或持久下降，以至低於其成本值。釐定「重大」或「持久」須作出判斷。評估是否屬於「重大」時，乃與該項投資之原成本比較，而評估是否屬於「持久」時，則以公平值低於其原成本為時長短為據。若有證據出現減值，累計虧損(按收購成本與當期公平值之間差額計量，再減過往就該項投資於收益表確認之任何減值虧損)於其他全面收益中剔除，並於收益表中確認。分類為可供出售之股本工具之減值虧損不會透過收益表撥回。減值後公平值之增幅乃直接於其他全面收益中確認。

2.4 Summary of Significant Accounting Policies (Cont'd)

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and interest-bearing loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any interest charged on these financial liabilities.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

2.4 主要會計政策概要(續)

財務負債

首次確認及計量

屬於國際會計準則第39號範圍之財務負債可分類為經損益按公平值列賬之財務負債、貸款及借貸，或分類為指定作實際對沖之對沖工具之衍生工具(如適用)。本集團於首次確認財務負債時釐定其分類。

所有財務負債於首次確認時以公平值計算，而貸款及借貸則另加直接應佔交易成本。

本集團之財務負債包括貿易及其他應付賬款以及計息銀行貸款及借貸。

其後計量

財務負債之其後計量取決於以下之分類：

透過損益賬按公平值列賬之財務負債

透過損益賬按公平值列賬之財務負債包括持作買賣財務負債及於首次確認時指定為透過損益賬按公平值列賬之財務負債。

財務負債如以短期賣出為目的而購買，則分類為持作買賣財務負債。此分類包括按國際會計準則第39號定義，並非指定為對沖關係中對沖工具，並由本集團所訂立之衍生金融工具。除非個別隱含衍生工具被指定為實際對沖工具，否則亦會分類為持作買賣財務負債。持作買賣負債之盈虧於收益表中確認。於收益表中確認之公平值盈虧淨額並不包括該等財務負債應付之任何利息。

貸款及借貸

於首次確認後，計息銀行貸款其後以實際利率法按已攤銷成本計量，倘貼現之影響微不足道，在此情況下則按成本列賬。終止確認負債及透過實際利率法攤銷過程中產生之盈虧於收益表中確認。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

2.4 Summary of Significant Accounting Policies (Cont'd)

Financial liabilities (Cont'd)

Loans and borrowings (Cont'd)

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same and a discounted cash flow analysis.

2.4 主要會計政策概要(續)

財務負債(續)

貸款及借貸(續)

計算已攤銷成本時會考慮收購所產生之任何折讓或溢價，亦包括作為實際利率一部分之費用或成本。實際利率攤銷計入收益表列為融資成本。

終止確認財務負債

當負債之責任解除或註銷或到期時，財務負債將終止確認。

若現有財務負債由另一項來自相同貸方按完全不同之條款提供之負債取代，或現有負債之條款作出重大修訂，則上述取代或修訂視為終止確認原有負債及確認新負債，而相關賬面值之差額在收益表確認。

抵銷財務工具

僅當現時存在一項可依法強制執行之權利可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務時，則財務資產及財務負債可予抵銷，而其淨額於財務狀況表內呈報。

金融工具之公平值

在市場活躍交易之金融工具之公平值參照市場報價或交易商報價(好倉買入價及淡倉賣出價)釐定，當中不扣除任何交易成本。就金融工具而言，倘市場交投淡靜，公平值乃採用適用之估值技巧釐定。該等技巧包括利用近期公平市場交易、參考其他大致類同工具之現行市價、貼現現金流量分析。

2.4 Summary of Significant Accounting Policies (Cont'd)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on the estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

Provisions for installation services and product warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of installation services rendered, repairs or returns, discounted to their present values as appropriate.

2.4 主要會計政策概要(續)

存貨

存貨乃按成本與可變現淨值兩者中之較低者入賬。成本按加權平均基準釐定。如屬在製品及製成品，成本包括直接原料、直接勞工及按適當比例計算之間接成本。可變現淨值指估計售價減任何在完成及出售時產生之估計成本。

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括庫存現金及活期存款，以及可隨時兌換為已知數額現金，價值波動風險輕微，且一般於取得當日起計三個月內到期之高度流動短期投資，減須按通知償還之銀行透支，為本集團現金管理之整體部分。

就財務狀況表而言，現金及現金等值項目指用途不受限制之庫存及存放於銀行之現金，包括定期存款。

撥備

倘若由於過往事項產生現有法定或推斷責任，而解除責任可能需要未來資源流出，且該責任之數額能可靠衡量，則會確認撥備。

當貼現影響重大時，已確認之撥備數額為預期解除責任所需之未來支出於報告期末之現值。隨時間流逝而產生之貼現現值增加將計入收益表之融資成本。

本集團就若干產品所提供之安裝服務及產品保養撥備根據銷量及過往之安裝服務及維修或退貨水平而確認，並貼現成現值(如適用)。

2.4 Summary of Significant Accounting Policies (Cont'd)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要(續)

所得稅

所得稅包括當期及遞延稅項。與於損益以外確認之項目有關之所得稅不會於損益確認，而會於其他全面收益或直接於權益確認。

當期及過往期間之當期稅項資產及負債按預期獲退回或已付予稅務當局之數額計量，並根據於報告期末已經頒佈或實質上已頒佈之稅率(及稅法)及考慮本集團營運所在國家通行之詮釋及慣例釐定。

遞延稅項使用負債法，於報告期末就資產與負債之稅基與其作財務申報用途之賬面值之間所有暫時差額作出撥備。

遞延稅項負債乃就所有應課稅暫時差額確認，惟：

- 倘遞延稅項負債乃來自首次確認交易(業務合併除外)中之資產或負債，且交易時並不影響會計溢利或應課稅溢利或虧損，則另作別論；及
- 就與附屬公司之投資有關之應課稅暫時差額而言，倘可控制撥回暫時差額之時間，而暫時差額於可見未來將不會撥回之情況下，則另作別論。

2.4 Summary of Significant Accounting Policies (Cont'd)

Income tax (Cont'd)

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.4 主要會計政策概要(續)

所得稅(續)

在有可扣稅暫時差額、承前之未動用稅項抵免及未動用稅項虧損可供用於抵銷應課稅溢利之情況下，遞延稅項資產乃就所有可扣稅之暫時差額及承前之未動用稅項抵免及未動用稅項虧損確認，惟：

- 倘遞延稅項資產關於首次確認交易(業務合併除外)中之資產或負債所產生之可扣稅暫時差額，且交易時並不影響會計溢利及應課稅溢利或虧損，則另作別論；及
- 就與附屬公司之投資有關之可扣稅暫時差額而言，只會在於可見未來可撥回暫時差額及有應課稅溢利可供用於抵銷暫時差額之情況下，才會確認遞延稅項資產。

於各報告期末均會審閱遞延稅項資產之賬面值，倘不再可能有足夠之應課稅溢利以動用全部或部分遞延稅項資產，則會減少遞延稅項資產。於各報告期末均會重新評估未確認之遞延稅項資產，而如有足夠應課稅溢利以動用全部或部分遞延稅項資產，則撥回遞延稅項資產。

遞延稅項資產及負債按變現資產或償還負債期間預計適用稅率計算，而預計之適用稅率乃按報告期末已頒佈或實質上已頒佈之稅率(及稅法)釐定。

倘根據可合法執行之權利將涉及同一應課稅實體及同一稅務當局之即期稅項資產與即期稅項負債以及遞延稅項對銷，則可將遞延稅項資產與遞延稅項負債對銷。

2.4 Summary of Significant Accounting Policies (Cont'd)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms;
- (c) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (d) dividend income, when the shareholders' rights to receive payment has been established.

Share-based payment transactions

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

2.4 主要會計政策概要(續)

政府補助金

政府補助金於合理確定將獲取補助金及符合所有附帶條件時，按公平值確認。倘補助金與開支項目有關，則於有關期間必須確認為收入，以有系統地配合擬補助之成本。

收入確認

收入乃於本集團可取得經濟利益且能可靠地計算時按以下基準確認：

- (a) 銷售貨物收入，於擁有權之大部分風險及回報已轉移至買方而本集團不涉及通常與擁有權聯繫之管理亦無實際上控制售出之貨物時確認；
- (b) 租金收入，於租約期內按時間比例確認；
- (c) 利息收入，根據實際利息法按應計基準以可將金融工具預期期限之估計未來現金回報貼現為財務資產賬面淨值之比率確認；及
- (d) 股息收入於股東之收款權利獲確立時確認。

以股權支付之交易

本公司設有購股權計劃，為所有對本集團業務作出貢獻之合資格參與人提供鼓勵及獎賞。本集團之僱員(包括董事)會以股權支付交易方式收取酬金，而僱員會提供服務作為股本工具之代價(「股權計算交易」)。

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2.4 Summary of Significant Accounting Policies (Cont'd)

Share-based payment transactions (Cont'd)

The cost of equity-settled transactions with employees for grants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 30 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要(續)

以股權支付之交易(續)

與僱員進行以股權支付之交易成本，乃參照授出日期之公平值計量。公平值乃由外聘估值師以二項式釐定。有關詳情載於財務報表附註30。

以股權支付之交易成本，連同權益相應增加部分，在績效及／或服務條件獲得履行之期間內確認。在歸屬日期前，各報告期末確認之以股權支付之交易累計開支，反映歸屬期已到期部分及本集團對最終將會歸屬之股權工具數目之最佳估計。在某一期間內在收益表內扣除或進賬，乃反映累計開支於期初與期終確認時之變動。

對於最終並無歸屬之獎賞，不會確認任何開支，但視乎市場條件或非歸屬條件而決定歸屬與否之以股權支付之交易則除外，對於該類交易而言，只要所有其他績效條件及／或服務條件已經達成，不論市場條件或非歸屬情況是否達成，均會被視為已歸屬。

倘若以股權支付之獎賞之條款有所變更，所確認之開支最少須達到猶如條款並無任何變更之水平(倘原有之計劃條款已獲達成)。此外，倘若按變更日期計量，任何變更導致以股權支付之交易之總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

2.4 Summary of Significant Accounting Policies (Cont'd)

Share-based payment transactions (Cont'd)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

2.4 主要會計政策概要(續)

以股權支付之交易(續)

當以股權支付之獎賞註銷時，會視作已於註銷當日歸屬，而尚未確認之任何獎賞支出會即時確認。其中包括在本集團或僱員控制下未能達成非歸屬條件時授出之獎賞。然而，倘註銷的獎賞有任何替代之新獎賞，並指定為授出當日之替代獎賞，則該項註銷及新獎賞會如上段所述被視為原有獎賞之修訂處理。所有以股權支付之獎賞之註銷均公平處理。

計算每股盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。

其他僱員福利

退休金計劃

本集團根據強制性公積金計劃條例為合資格參與強制性公積金退休福利計劃(「強積金計劃」)之僱員設立定額供款強積金計劃。供款按僱員基本薪金之百分比計算，於供款根據強積金計劃規定成為應付賬款時自收益表扣除。強積金計劃資產與本集團資產分開持有，由獨立管理之基金持有。本集團之僱主供款於向強積金計劃作出供款時全數歸屬於僱員。

本集團中國大陸附屬公司僱員須參與由地方市政府營運之中央退休金計劃。此等附屬公司須向中央退休金計劃作出相當於其工資成本某一百分比之供款。供款於根據中央退休金計劃規定成為應付賬款時自收益表扣除。

2.4 Summary of Significant Accounting Policies (Cont'd)

Borrowing costs

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.4 主要會計政策概要(續)

借貸成本

由收購、建築或生產合資格資產(即需相當長時間方可作擬定用途或出售之資產)所直接產生之借貸成本乃資本化為該等資產之部分成本。當資產大致可作擬定用途或出售時,則不再將該等借貸成本資本化。個別借貸於用作合資格資產開支前之暫時性投資所賺取之投資收入,乃於已資本化之借貸成本中扣除。其他借貸成本於產生期內於全面收益表確認為開支。借貸成本包括利息及實體就借取資金產生之其他成本。

股息

董事擬派之末期股息於財務狀況表之權益部分,分開列為保留溢利分配,直至該等股息獲股東於股東大會批准。當該等股息獲股東批准及宣派時,即確認為負債。

中期股息乃同時建議及宣派,原因是本公司之公司細則授權董事宣派中期股息。因此,中期股息乃於建議及宣派時即時確認為負債。

2.4 Summary of Significant Accounting Policies (Cont'd)

Foreign currencies

These financial statements are presented in RMB, which is the Group's presentation currency. The functional currency of the Company is the Hong Kong dollar while RMB is used as the presentation currency of the financial statements of the Company for the purpose of aligning with the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currencies of the subsidiaries not established in the PRC are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at exchange rates ruling at the end of the reporting period and their income statements are translated into RMB at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of the subsidiaries not established in the PRC are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of these subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

2.4 主要會計政策概要(續)

外幣

此等財務報表以本集團之呈報貨幣人民幣呈列。本公司之功能貨幣為港元，惟本公司之財務報表以人民幣呈列，以便與本集團之呈報貨幣一致。本集團屬下各實體自行決定本身之功能貨幣，而各實體之財務報表所包括項目按功能貨幣計量。本集團實體錄得之外幣交易首先按彼等各自之交易日期適用之功能貨幣匯率入賬。以外幣計值之貨幣資產及負債按報告期末適用之功能貨幣匯率換算。所有匯兌差額於收益表處理。以外幣歷史成本計量之非貨幣項目按原訂交易日期之匯率換算，而按公平值計量之非貨幣項目則按釐定公平值當日之匯率換算。

並非於中國成立之附屬公司之功能貨幣為人民幣以外之貨幣。於報告期末，該等實體之資產及負債按報告期末之匯率換算為本公司之呈列貨幣，而其收益表按年內之加權平均匯率換算為人民幣。所產生之匯兌差額於其他全面收入確認並累計入外匯波動儲備。出售海外業務時，有關特定海外業務之其他收入之部分將於收益表確認。

就綜合現金流量表而言，並非於中國成立之附屬公司之現金流量按現金流量日期之匯率換算為人民幣。該等附屬公司於整個年度經常產生之現金流量，按年內之加權平均匯率換算為人民幣。

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3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

3. 重大會計判斷及估計

編製本集團財務報表時，管理層須作出可能影響於報告期末之收益、開支、資產及負債之呈報數額以及或然負債之披露事項之判斷、估計及假設。然而，此等假設及估計之不確定因素可能導致須於未來為受影響之資產或負債賬面值作出重大調整。

判斷

採用本集團之會計政策時，除涉及估計者外，管理層作出以下對財務報表所確認數額有最重大影響之判斷：

經營租約承擔 – 本集團作為出租人

本集團已就其物業組合訂立商業物業租約。根據對安排之條款及條件之評估，本集團已決定保留該等根據經營租約出租之物業擁有權之所有重大風險及回報。

投資物業及擁有者自佔物業之分類

本集團須決定物業是否合資格列為投資物業，並已制訂作出判斷之條件。投資物業指持作賺取租金或資本增值之物業。因此，本集團須考慮物業所產生之現金流量是否大致獨立於本集團所持之其他資產。

3. Significant Accounting Judgements and Estimates (Cont'd)

Judgements (Cont'd)

Classification between investment properties and owner-occupied properties (Cont'd)

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised. Where the actual or expected tax positions of the relevant companies of the Group in future are different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax charge in the period in which such estimate has been changed.

3. 重大會計判斷及估計(續)

判斷(續)

投資物業及擁有者自佔物業之分類(續)

若干物業包括持作賺取租金或資本增值之部分及持作生產或供應貨品或服務或行政用途之部分。若該等部分可分開出售(或根據融資租約分開出租)，則本集團將各部分獨立入賬。若該等部分不可分開出售，則物業僅於持作生產或供應貨品或服務或行政用途之部分並不重大時，方會列作投資物業。本集團按個別基準判斷物業之附帶服務是否重大而導致物業不合資格列為投資物業。

估計之不明朗因素

以下為大有可能導致下一財政年度之資產及負債賬面值須作重大調整之未來主要假設及報告期末其他主要估計不明朗因素主要來源。

遞延稅項資產

在有可扣稅暫時差額、承前之未動用稅項抵免及未動用稅項虧損可供用於抵銷應課稅溢利之情況下，遞延稅項資產乃就所有可扣稅之暫時差額、承前之未動用稅項抵免及未動用稅項虧損確認。倘本集團有關公司未來之實際或預期稅務狀況與原先估計不同，則上述差額將會對在有關估計改變期間之確認遞延稅項資產及所得稅支出構成影響。

3. Significant Accounting Judgements and Estimates (Cont'd)

Estimation uncertainty (Cont'd)

Write-down of inventories to net realisable value

Write-down of inventories to net realisable value is made based on the ageing and estimated net realisable value of inventories. The assessment of the write-down amount involves management's judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of the inventories and the write-down charge/reversal in the period in which such estimate has been changed.

Product warranty and installation provisions

Product warranty and installation provisions are made based on sales volume and past experience of the level of installation services rendered, repairs or returns. The assessment of the provision amount involves management's judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying amount of the product warranty and installation provisions and the provision amount charged/reversed in the period in which such estimate has been changed.

Useful lives of items of property, plant and equipment

Management determines the estimated useful lives and related depreciation for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of items of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to industry cycles. The depreciation charge will increase where the useful lives are less than the previously estimated useful lives, or management will write off or write down obsolete or non-strategic assets that have been abandoned or sold.

Impairment of receivables

The Group maintains an allowance for estimated loss arising from the inability of its debtors to make the required payments. The Group makes its estimates based on the ageing of its receivable balances, debtors' creditworthiness, and historical write-off experience. If the financial condition of its debtors was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance.

3. 重大會計判斷及估計(續)

估計之不明朗因素(續)

撇減存貨至可變現淨值

撇減存貨至可變現淨值乃按存貨賬齡及估計可變現淨值而作出。評估撇減額涉及管理層之判斷及估計。倘實際結果或未來期望與原先估計不同，則上述差額將會對在有關估計改變期間之存貨賬面值及撇減支出／撥回構成影響。

產品保養及安裝撥備

產品保養及安裝撥備乃按銷量及過往所提供安裝服務、維修或退貨紀錄而作出。評估撥備額涉及管理層之判斷及估計。倘實際結果或未來期望與原先估計不同，則上述差額將會對在有關估計改變期間之產品保養及安裝撥備賬面值及撥備額支出／撥回構成影響。

物業、廠房及設備項目之可使用年期

管理層釐定本集團之物業、廠房及設備之估計可使用年期及有關折舊。該估計乃按照性質與功能類似之物業、廠房及設備項目之實際可使用年期之過往經驗而作出，可因技術創新及競爭對手就行業週期而採取之行動而顯著改變。倘可使用年期比先前之估計可使用年期短，則會增加折舊支出，或管理層會撇銷或撇減已棄置或出售之過時或非策略資產。

應收賬款減值

本集團維持其債務人未能作出所須付款而產生之估計虧損之撥備。本集團根據應收賬款結餘之賬齡、債務人之信譽及過往撇銷之經驗作出估計。倘其債務人之財務狀況惡化，使實際減值虧損可能高於預期，本集團將須修訂其作出撥備之基準。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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4. Operating Segment Information

For management purposes, the Group is organised into business units based on their products and services and has three reportable segments as follows:

- (a) the washing machine business segment manufactures and sells washing machines; and
- (b) the water heater business segment manufactures and sells water heaters.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income and finance costs, as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, cash and cash equivalents and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing other borrowings, tax payable, deferred tax liabilities and other unallocated liabilities as these liabilities are managed on a group basis.

4. 經營分類資料

本集團按其產品及服務規劃業務單位，以便管理。本集團現有下列三個可報告分類：

- (a) 洗衣機業務分類製造及銷售洗衣機；及
- (b) 熱水器業務分類製造及銷售熱水器。

管理層獨立監控本集團各經營分類之業績，作為資源分配及評核表現之決策基礎，分類表現評估乃基於可報告分類溢利，分類溢利為經調整除稅前溢利之計量。除利息收入及融資成本，以及總辦事處及公司支出於計量中剔除外，該經調整除稅前溢利計量與本集團除稅前溢利一致。

由於此等資產於集團層面統一管理，分類資產不包括遞延稅項資產、現金及現金等值項目及其他未分配總辦事處及公司資產。

由於此等負債於集團層面統一管理，分類負債不包括其他計息借貸、應付稅項及遞延稅項負債及其他未分配負債。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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4. Operating Segment Information (Cont'd)

4. 經營分類資料(續)

		Washing machine business 洗衣機業務		Water heater business 熱水器業務		Consolidated 綜合	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Segment revenue:	分類收入：						
Sales to external customers	向外間客戶銷售	9,185,375	8,120,954	2,345,229	2,058,810	11,530,604	10,179,764
Other revenue	其他收入	14,780	16,822	10,256	7,495	25,036	24,317
Total	總計	9,200,155	8,137,776	2,355,485	2,066,305	11,555,640	10,204,081
Segment results	分類業績	391,543	148,310	174,246	54,582	565,789	202,892
<i>Reconciliation:</i>	<i>調整：</i>						
Interest income	利息收入					5,281	6,421
Corporate and other unallocated expenses	公司及其他未分配費用					(25,118)	(14,769)
Finance costs	融資成本					(7,906)	(14,038)
Profit before tax	除稅前溢利					538,046	180,506

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4. Operating Segment Information (Cont'd)

4. 經營分類資料(續)

		Washing machine business 洗衣機業務		Water heater business 熱水器業務		Consolidated 綜合	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Segment assets	分類資產	2,780,780	2,255,164	557,086	496,920	3,337,866	2,752,084
Reconciliations:	調整:						
Elimination of intersegment receivables	對銷分類間應收賬款					(21,114)	(53,292)
Deferred tax assets	遞延稅項資產					21,459	28,220
Cash and cash equivalents	現金及現金等值項目					1,295,273	612,917
Corporate and other unallocated assets	公司及其他未分配資產					601,022	499,459
Total assets	資產總值					5,234,506	3,839,388
Segment liabilities	分類負債	2,041,296	1,587,094	508,947	339,227	2,550,243	1,926,321
Reconciliations:	調整:						
Elimination of intersegment payables	對銷分類間應付賬款					(21,114)	(53,292)
Deferred tax liabilities	遞延稅項負債					9,588	9,588
Tax payable	應付稅項					78,568	48,275
Interest-bearing borrowings	計息借貸					74,000	143,000
Corporate and other unallocated liabilities	公司及其他未分配負債					971,098	648,134
Total liabilities	負債總額					3,662,383	2,722,026

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4. Operating Segment Information (Cont'd)

4. 經營分類資料(續)

		Washing machine business 洗衣機業務		Water heater business 熱水器業務		Consolidated 綜合	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Other segment information:	其他分類資料：						
Depreciation and amortisation	折舊及攤銷	58,958	67,745	21,053	20,573	80,011	88,318
Corporate and other unallocated amounts	公司及其他未分配金額					1,605	336
						81,616	88,654
Capital expenditure*	資本開支*	32,818	35,531	35,841	3,695	68,659	39,226
Corporate and other unallocated amounts	公司及其他未分配金額					1,991	52
						70,650	39,278
Provision for obsolete and slow-moving inventories	過時及滯銷存貨撥備	15,139	31,969	2,447	3,711	17,586	35,680
Product warranty and installation provisions	產品保養及安裝撥備	319,120	323,684	115,451	67,465	434,571	391,149
Loss on disposal/write-off of items of property, plant and equipment, net	出售/撇銷物業、廠房及設備項目之虧損淨額	9,086	4,677	80	229	9,166	4,906
Impairment of other receivables	其他應收賬款減值	3,329	7,087	-	-	3,329	7,087

* Capital expenditure consists of additions to property, plant and equipment and intangible assets.

* 資本開支包括添置物業、廠房及設備及無形資產。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

4. Operating Segment Information (Cont'd)

Geographical information

- (a) All of the Group's revenue is derived from customers based in Mainland China.
- (b) Non-current assets

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Mainland China	中國大陸	685,465	726,280
Hong Kong	香港	74	177
		685,539	726,457

The non-current asset information above is based on the location of assets and excludes deferred tax assets.

Information about major customers

There were three customers which individually accounted for 10% or more of the Group's revenue during the year, and their respective sales amounts were approximately RMB5,473,089,000, RMB1,638,376,000 and RMB1,256,986,000.

There were four customers which accounted for 10% or more of the Group's revenue in the previous year, and their respective sales amounts were approximately RMB3,379,448,000, RMB2,128,225,000, RMB1,377,858,000 and RMB996,201,000.

The sales to the above customers are included in the washing machine business segment and water heater business segment.

4. 經營分類資料(續)

地域資料

- (a) 本集團所有收益乃衍生自以中國大陸為基地之客戶。
- (b) 非流動資產

上述非流動資產資料乃按資產之所在地劃分，以及不包括遞延稅項資產。

有關主要客戶資料

年內，共有三個客戶個別佔本集團收益10%或以上，而彼等各自之銷售額約為人民幣5,473,089,000元、人民幣1,638,376,000元及人民幣1,256,986,000元。

去年，共有四個客戶佔本集團收益10%或以上，而彼等各自之銷售額約為人民幣3,379,448,000元、人民幣2,128,225,000元、人民幣1,377,858,000元及人民幣996,201,000元。

上述客戶之銷售額計入洗衣機業務分類及熱水器業務分類。

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31 December 2009 二零零九年十二月三十一日

5. Revenue, Other Income and Gains

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, net of value-added tax and after allowances for returns and trade discounts.

An analysis of revenue, other income and gains is as follows:

5. 收益、其他收入及收益

收益亦即本集團之營業額，指售出貨品之發票淨值，扣除增值稅、退貨備抵及貿易折扣。

收益、其他收入及收益分析如下：

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Revenue	收益		
Sale of washing machines	銷售洗衣機	9,185,375	8,120,954
Sale of water heaters	銷售熱水器	2,345,229	2,058,810
		11,530,604	10,179,764
Other income and gains	其他收入及收益		
Bank interest income	銀行利息收入	5,281	6,421
Government subsidies *	政府補助金*	4,729	9,530
Compensation received from suppliers	已收供應商賠償	15,240	11,462
Gross rental income in respect of buildings	樓宇之 租金收入總額	1,274	896
Equipment lease income	設備租賃收入	779	-
Others	其他	3,014	2,461
		30,317	30,770

* The amount received represented subsidies received from the relevant authorities of the Qingdao Municipality, Wuhan Municipality and Hefei Municipality as encouragements to conduct businesses.

* 已收取金額指青島市、武漢市及合肥市有關當局所作出之補助金以鼓勵從事相關業務。

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6. Profit Before Tax

The Group's profit before tax is arrived at after charging:

6. 除稅前溢利

本集團之除稅前溢利已扣除下列各項：

	Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Cost of inventories sold	售出存貨成本	8,066,036	7,144,372
Depreciation of property, plant and equipment	物業、廠房及設備折舊	78,202	86,237
Depreciation of investment properties	投資物業折舊	596	–
Recognition of prepaid land premiums	確認預付土地款	2,226	1,841
Amortisation of intangible assets*	無形資產攤銷*	592	576
Research and development costs	研究及開發費用	81,190	82,016
Auditors' remuneration	核數師酬金	5,100	4,400
Employee benefit expense (including directors' remuneration – note 8):	僱員福利開支 (包括董事酬金 – 附註8):		
Wages and salaries	工資及薪金	652,487	637,692
Welfare	福利	23,338	22,028
Pension scheme contributions	退休金計劃供款	113,509	91,370
Equity-settled share option expense	以股本結算之購股權開支	7,286	–
		796,620	751,090
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇經營租約之最低租金款項	21,093	37,608
Provision for obsolete and slow-moving inventories*	過時及滯銷存貨撥備*	17,586	35,680
Product warranty and installation provisions	產品保養及安裝撥備	434,571	391,149
Loss on disposal/write-off of items of property, plant and equipment, net**	出售/撤銷物業、廠房及設備項目之虧損淨額**	9,166	4,906
Impairment of other receivables**	其他應收賬款之減值**	3,329	7,087
Foreign exchange differences, net	匯兌差額淨額	20,844	30,424

* The amortisation of intangible assets and provision for obsolete and slow-moving inventories for the year are included in "Cost of sales" on the face of the consolidated income statement.

** The loss on disposal/write-off of items of property, plant and equipment, net, impairment of other receivables are included in "Other expenses" on the face of the consolidated income statement.

* 年內無形資產攤銷以及過時及滯銷存貨撥備已於綜合收益表列入「銷售成本」內。

** 出售/撤銷物業、廠房及設備項目之虧損淨額、其他應收賬款之減值已於綜合收益表列入「其他費用」內。

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7. Finance Costs

An analysis of finance costs is as follows:

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Interest on borrowings wholly repayable within five years	須於五年內全數償還之借貸利息	7,906	13,452
Interest on convertible notes	可換股票據利息	-	586
		7,906	14,038

7. 融資成本

融資成本分析如下：

8. Directors' Remuneration

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Fees	袍金	636	642
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	438	251
Equity-settled share option expense	以股本結算之購股權支出	1,732	-
		2,170	251
		2,806	893

8. 董事酬金

本年度根據上市規則及香港公司條例第161條披露之董事酬金如下：

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8. Directors' Remuneration (Cont'd)

During the year, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 30 to the financial statements. The fair value of such options which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosure.

(a) Independent non-executive directors:

The fees paid to independent non-executive directors during the year were as follows:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Mr. Wu Yinong	吳亦農先生	212	214
Mr. Yu Hon To, David	俞漢度先生	212	214
Dr. Liu Xiao Feng	劉曉峰博士	212	214
		636	642

There were no other emoluments payable to the independent non-executive directors during the year (2008: Nil).

8. 董事酬金(續)

年內，根據本公司之購股權計劃(詳情載於財務報表附註30)，若干董事因其向本集團提供之服務獲授購股權。該等購股權之公平值乃於授出日期釐定，並已於歸屬期在收益表內確認，而計入本年度財務報表之金額包括於上文董事酬金之披露。

(a) 獨立非執行董事：

年內付予獨立非執行董事之袍金如下：

年內並無任何其他應付予獨立非執行董事之薪酬(二零零八年：無)。

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8. Directors' Remuneration (Cont'd)

(b) Executive directors and non-executive directors

8. 董事酬金(續)

(b) 執行董事及非執行董事

		Salaries, allowances and benefits in kind 薪金、津貼及 實物利益 RMB'000 人民幣千元	Equity-settled share option expense 以股本結算之 購股權支出 RMB'000 人民幣千元	Total remuneration 酬金總額 RMB'000 人民幣千元
2009	二零零九年			
<i>Executive directors:</i>	<i>執行董事：</i>			
Ms. Yang Mian Mian	楊綿綿女士	—	—	—
Mr. Cui Shao Hua	崔少華先生	—	—	—
Mr. Zhou Yun Jie *	周雲杰先生*	68	565	633
Mr. Sun Jing Yan	孫京岩先生	205	165	370
Mr. Cao Chun Hua **	曹春華先生**	165	243	408
		438	973	1,411
<i>Non-executive directors:</i>	<i>非執行董事：</i>			
Mr. Wu Ke Song***	武克松先生***	—	759	759
Mr. Liang Hai Shan***	梁海山先生***	—	—	—
		438	1,732	2,170
2008	二零零八年			
<i>Executive directors:</i>	<i>執行董事：</i>			
Ms. Yang Mian Mian	楊綿綿女士	—	—	—
Mr. Wu Ke Song	武克松先生	—	—	—
Mr. Liang Hai Shan	梁海山先生	—	—	—
Mr. Cao Chun Hua	曹春華先生	131	—	131
Mr. Cui Shao Hua	崔少華先生	—	—	—
Mr. Sun Jing Yan	孫京岩先生	120	—	120
		251	—	251

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8. Directors' Remuneration (Cont'd)

(b) Executive directors and non-executive directors (Cont'd)

- * Mr. Zhou Yun Jie was appointed as an executive director of the Company on 12 November 2009.
- ** Mr. Cao Chun Hua resigned as an executive director of the Company on 12 November 2009.
- *** Mr. Wu Ke Song and Mr. Liang Hai Shan were re-designated as non-executive directors of the Company on 12 November 2009.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

9. Five Highest Paid Employees

The five highest paid employees during the year included three (2008: two) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2008: three) non-director, highest paid employees for the year are as follows:

8. 董事酬金(續)

(b) 執行董事及非執行董事(續)

- * 周雲杰先生於二零零九年十一月十二日獲委任本公司執行董事。
- ** 曹春華先生於二零零九年十一月十二日辭任本公司執行董事。
- *** 武克松先生及梁海山先生於二零零九年十一月十二日調任本公司非執行董事。

年內概無董事訂立放棄或同意放棄任何薪酬之安排。

9. 五名最高薪酬僱員

年內五名最高薪酬僱員包括三名(二零零八年：兩名)董事，有關董事之酬金詳情載於上文附註8。年內餘下兩名(二零零八年：三名)非董事最高薪酬僱員之酬金詳情如下：

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,004	3,359
Performance related bonuses	表現花紅	-	-
Equity-settled share option expense	以股本結算之購股權支出	100	-
Pension scheme contributions	退休金計劃供款	18	28
		1,122	3,387

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31 December 2009 二零零九年十二月三十一日

9. Five Highest Paid Employees (Cont'd)

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2009 二零零九年	2008 二零零八年
Nil to RMB1,000,000	零至人民幣1,000,000元	2	2
RMB2,500,001 to RMB3,000,000	人民幣2,500,001元至人民幣3,000,000元	-	1
		2	3

During the year, share options were granted to a non-director, highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 30 to the financial statements. The fair value of such options, which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director, highest paid employees' remuneration disclosures.

10. Income Tax

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2008: Nil).

Tax on profits assessable in Mainland China have been calculated at the applicable PRC corporate income tax ("CIT") rates. Certain subsidiaries of the Group are entitled to preferential tax treatments including a reduction in CIT and a full exemption from CIT for two years starting from their first profit-making year followed by a 50% reduction in CIT for the next consecutive three years. Certain subsidiaries of the Group are entitled to preferential tax treatments of reduction in CIT rate to 15%.

9. 五名最高薪酬僱員(續)

非董事最高薪酬僱員酬金在下列指定範圍內之人數如下：

		Number of employees 僱員人數	
		2009 二零零九年	2008 二零零八年
Nil to RMB1,000,000	零至人民幣1,000,000元	2	2
RMB2,500,001 to RMB3,000,000	人民幣2,500,001元至人民幣3,000,000元	-	1
		2	3

年內，一名非董事最高薪僱員就其向本集團提供之服務獲授購股權，有關詳情載於財務報表附註30之披露內。該等購股權之公平值乃於授出日期釐定，並已於歸屬期在收益表確認，而計入本年度財務報表之金額包括於上文非董事最高薪酬僱員酬金之披露內。

10. 所得稅

年內，本集團並無任何源自香港之應課稅溢利，因此並無作出香港利得稅撥備(二零零八年：無)。

於中國內地就應課稅溢利之稅項，乃按照中國企業所得稅(「企業所得稅」)適用稅率計算。本集團若干附屬公司有權享有稅項優惠待遇，包括獲扣減企業所得稅，以及自首個獲利年度起計兩個年度獲全數豁免企業所得稅，並於其後連續三年獲豁免50%企業所得稅。本集團若干附屬公司有權享有稅項優惠待遇，按寬減企業所得稅率15%繳稅。

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10. Income Tax (Cont'd)

10. 所得稅(續)

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Current – Mainland China	即期 – 中國大陸	109,861	21,550
Underprovision/(overprovision) in prior year	過往年度撥備不足/ (超額撥備)	1,070	(24,817)
Deferred (note 28)	遞延 (附註28)	6,761	27,657
Total tax charge for the year	年內稅項支出總額	117,692	24,390

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

按本公司及大部分附屬公司所在司法權區之法定稅率計算除稅前溢利之稅項支出，與按實際稅率計算之稅項支出之調整，以及適用稅率(即法定稅率)與實際稅率之調整如下：

Group – 2009

本集團 – 二零零九年

		Hong Kong 香港		Mainland China 中國大陸		Total 總計	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Profit/(loss) before tax	除稅前溢利/(虧損)	(24,422)		562,468		538,046	
Tax at the statutory tax rate	按法定稅率計算之稅項	(4,030)	16.5	140,617	25.0	136,587	25.4
Adjustments in respect of current tax of previous periods	因前期之即期稅項 作出之調整	-	-	1,070	0.2	1,070	0.2
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可 分派溢利按10%稅率計算 之預扣稅影響	-	-	-	-	-	-
Income not subject to tax	非課稅收入	(115)	0.5	-	-	(115)	(0.1)
Expenses not deductible for tax	不可扣稅開支	4,145	(17.0)	81,355	14.4	85,500	15.9
Tax losses not recognised	未確認稅項虧損	-	-	555	0.1	555	0.1
Tax exemption	稅項豁免	-	-	(105,905)	(18.8)	(105,905)	(19.7)
Tax charge at the Group's effective rate	按本集團之實際稅率計算 之稅項支出	-	-	117,692	20.9	117,692	21.8

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31 December 2009 二零零九年十二月三十一日

10. Income Tax (Cont'd)

Group – 2008

		本集團 – 二零零八年					
		Hong Kong 香港		Mainland China 中國大陸		Total 總計	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Profit/(loss) before tax	除稅前溢利/(虧損)	(13,500)		194,006		180,506	
Tax at the statutory tax rate	按法定稅率計算之稅項	(2,228)	16.5	48,502	25.0	46,274	25.6
Adjustments in respect of current tax of previous periods	因前期之即期稅項作出之調整	-	-	(24,817)	(12.8)	(24,817)	(13.7)
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可分派溢利按10%稅率計算之預扣稅影響	9,588	(71.0)	-	-	9,588	5.3
Income not subject to tax	非課稅收入	(324)	2.4	-	-	(324)	(0.2)
Expenses not deductible for tax	不可扣稅開支	2,680	(19.9)	4,755	2.5	7,435	4.1
Tax losses not recognised	未確認稅項虧損	-	-	28,109	14.5	28,109	15.6
Tax exemption	稅項豁免	-	-	(41,875)	(21.6)	(41,875)	(23.2)
Tax charge at the Group's effective rate	按本集團之實際稅率計算之稅項支出	9,716	(72.0)	14,674	7.6	24,390	13.5

10. 所得稅(續)

11. Profit Attributable to Owners of the Company

Of the Group's profit attributable to owners of the Company of RMB369,711,000 (2008: RMB135,780,000), a loss of RMB24,249,000 (2008: loss of RMB22,231,000) has been dealt with in the financial statements of the Company (note 31(b)).

11. 本公司股東應佔溢利

在本公司股東應佔本集團溢利人民幣369,711,000元(二零零八年: 人民幣135,780,000元)中, 虧損人民幣24,249,000元(二零零八年: 虧損人民幣22,231,000元)已在本公司之財務報表內處理(附註31(b))。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

12. Dividends

Interim – Nil (2008: HK2 cents) 中期—無 (二零零八年：2港仙)
Special – Nil (2008: HK2 cents) 特別—無 (二零零八年：2港仙)

12. 股息

	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Interim – Nil (2008: HK2 cents) 中期—無 (二零零八年：2港仙)	–	34,327
Special – Nil (2008: HK2 cents) 特別—無 (二零零八年：2港仙)	–	34,327
	–	68,654

13. Earnings Per Share Attributable to Ordinary Equity Holders of the Company

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 2,010,030,069 (2008: 1,948,822,406) in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, adjusted to reflect the interest on the convertible notes, where applicable. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

No adjustment has been made to the basic earnings per share amount presented for the year ended 31 December 2008 in respect of a dilution as the impact of the convertible notes had an anti-dilutive effect on the basic earnings per share amount presented.

13. 本公司普通股股東應佔每股盈利

每股基本盈利之金額乃根據年內本公司普通股股東應佔溢利及年內已發行普通股之加權平均數2,010,030,069股(二零零八年：1,948,822,406股)計算。

每股攤薄盈利之金額乃根據年內本公司普通股股東應佔溢利(經調整以反映可換股票據利息(如適用))計算。計算所用之普通股加權平均數乃用於計算每股基本盈利時所用之年內已發行普通股數目，以及假設視作行使或兌換所有潛在攤薄普通股為普通股而無償發行之普通股加權平均數。

由於可換股債券對所呈列每股基本盈利具反攤薄效應，故並未就所呈列截至二零零八年十二月三十一日止年度之每股基本盈利數額作出攤薄調整。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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13. Earnings Per Share Attributable to Equity Holders of the Company (Cont'd)

The calculations of basic and diluted earnings per share are based on:

13. 本公司普通股股東應佔每股盈利 (續)

每股基本及攤薄盈利乃根據以下基準計算：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Earnings	盈利		
Profit attributable to ordinary equity holders of the Company used in the basic earnings per share calculation	用於計算每股基本盈利之本公司普通股股東應佔溢利	369,711	135,780
Interest on convertible notes	可換股票據利息	-	586
Profit attributable to ordinary equity holders of the Company before interest on convertible notes	未計可換股票據利息前之本公司普通股股東應佔溢利	369,711	136,366
		Number of shares 股份數目	
		2009 二零零九年	2008 二零零八年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利之年內已發行普通股加權平均數	2,010,030,069	1,948,822,406
Effect of dilution – weighted average number of ordinary shares:	攤薄影響 – 普通股加權平均數：		
Warrants	認股權證	154,709,781	-
Share options	購股權	11,548,709	-
Convertible notes	可換股票據	-	4,657,534
		166,258,490	4,657,534
Total	總計	2,176,288,559	1,953,479,940

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14. Related Party Transactions

In addition to the related party transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year.

- (a) Qingdao Economy and Technology Development Zone Haier Water Heater Co., Ltd. (“Qingdao Water Heater”), a wholly-owned subsidiary of the Company, and Qingdao Jiaonan Haier Microwave Manufacturing Co., Ltd. (“Qingdao Microwave”), a non-wholly-owned subsidiary of Haier Corp, entered into an asset acquisition agreement on 24 April 2009 pursuant to which Qingdao Water Heater agreed to acquire some fixed assets (the “Microwave Assets”) from Qingdao Microwave at a cash consideration of approximately RMB5,865,000. The consideration was determined with reference to the net assets value of the Microwave Assets and was fully paid during the year. The above transaction was completed on 17 July 2009.
- (b) Qingdao Haier Washing Machine Co., Ltd. (“Qingdao Washing Machine”), a non-wholly-owned subsidiary of the Company, and Qingdao Haier Tooling Development and Manufacturing Co., Ltd. (“Qingdao Tooling”), an associate of Haier Corp, entered into an asset acquisition agreement on 24 April 2009, pursuant to which Qingdao Washing Machine agreed to acquire some fixed assets (the “Tooling Assets”) from Qingdao Tooling at a cash consideration of approximately RMB1,026,000. The consideration was determined with reference to the net assets value of the Tooling Assets and was fully paid during the year. The above transaction was completed on 24 April 2009.

14. 關連人士交易

除此等財務報表其他部分詳述之關連人士交易外，本集團於年內與關連人士曾進行以下重大交易。

- (a) 二零零九年四月二十四日，本公司之全資附屬公司青島經濟技術開發區海爾熱水器有限公司(「青島熱水器」)與海爾集團公司之非全資附屬公司青島膠南海爾微波製品有限公司(「青島微波」)訂立資產收購協議，據此，青島熱水器同意向青島微波收購部分固定資產(「該等微波資產」)，現金代價約為人民幣5,865,000元。該代價乃參考該等微波資產之資產淨值釐定並於年內悉數繳付。上述交易於二零零九年七月十七日完成。
- (b) 二零零九年四月二十四日，本公司之非全資附屬公司青島海爾洗衣機有限公司(「青島洗衣機」)與海爾集團公司之聯繫人青島海爾工裝研製有限公司(「青島工裝」)訂立資產收購協議，據此，青島洗衣機同意向青島工裝收購部分固定資產(「該等工裝資產」)，現金代價約為人民幣1,026,000元。該代價乃參考該等工裝資產之資產淨值釐定並於年內悉數繳付。上述交易於二零零九年四月二十四日完成。

14. Related Party Transactions (Cont'd)

- (c) Qingdao Jiaonan Haier Washing Machine Co., Ltd. ("Jiaonan Washing Machine"), a non-wholly-owned subsidiary of the Company, and Qingdao Haier Electronics Plastic Co., Ltd. ("Qingdao Electronics Plastic"), an associate of Haier Corp, entered into an asset acquisition agreement on 30 June 2009 pursuant to which Jiaonan Washing Machine agreed to acquire two compression machines (the "Compression Machines") at a cash consideration of approximately RMB1,926,000. The consideration was determined with reference to the net assets value of the Compression Machines and was fully paid during the year. The above transaction was completed on 30 June 2009.
- (d) Wuhan Haier Water Heater Co., Ltd. ("Wuhan Water Heater"), a wholly-owned subsidiary of the Company, and Wuhan Haier Refrigerator Co., Ltd. ("Wuhan Refrigerator"), a non-wholly-owned subsidiary of Qingdao Haier, entered into a removal compensation agreement on 30 June 2009 pursuant to which Wuhan Water Heater agreed to remove its plant and machinery from the existing premises to the new premises in consideration for an aggregate compensation of approximately RMB12,406,000. The compensation included a removal compensation fee of approximately RMB4,906,000, which was fully received during the year, and a renovation compensation fee of RMB7,500,000, with RMB3,400,000 received during the year and the remaining RMB4,100,000 to be paid in two annual installments on or before 25 September 2010 and 2011, respectively. The removal compensation fee and renovation compensation fee were determined with reference to the costs and expenses incurred by Wuhan Water Heater in respect of the removal.

14. 關連人士交易(續)

- (c) 二零零九年六月三十日，本公司之非全資附屬公司青島膠南海爾洗衣機有限公司(「膠南洗衣機」)與海爾集團公司之聯繫人青島海爾電子塑膠有限公司(「青島電子塑膠」)訂立資產收購協議，據此，膠南洗衣機同意收購兩台壓力機器(「該等壓力機器」)，現金代價約為人民幣1,926,000元。該代價乃參考該等壓力機器之資產淨值釐定並於年內悉數繳付。上述交易於二零零九年六月三十日完成。
- (d) 二零零九年六月三十日，本公司之全資附屬公司武漢海爾熱水器有限公司(「武漢熱水器」)與青島海爾之非全資附屬公司武漢海爾電冰櫃有限公司(「武漢電冰櫃」)訂立遷移補償協議，據此，武漢熱水器同意將現有物業內之廠房及機器遷移至新物業，代價約為合共人民幣12,406,000元之補償金。補償金包括已於年內悉數收取之遷移補償金約人民幣4,906,000元及裝修補償金人民幣7,500,000元(其中人民幣3,400,000元已於年內收取，而餘下之人民幣4,100,000元將分為兩期分別於二零一零年及二零一一年九月二十五日或之前按年支付。遷移補償金及裝修補償金乃參照武漢熱水器因遷移所產生之成本及開支而釐定。

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14. Related Party Transactions (Cont'd)

(e) The Group had the following material transactions with Haier Corp, Haier Investment, their subsidiaries and associates (collectively referred to as "Haier Affiliates"):

Group

	Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Export sale of washing machines and water heaters	出口銷售洗衣機及熱水器 (i)	870,049	941,872
Domestic sale of washing machines and water heaters	國內銷售洗衣機及熱水器 (ii)	4,603,040	2,437,576
Purchase of raw materials	採購原料 (iii)	7,476,535	6,295,023
Printing and packaging fee expenses	印刷及包裝費支出 (iv)	33,208	23,501
Mould charges	模具費支出 (v)	193,947	184,415
Utility service fee expenses	公用服務費支出 (vi)	57,027	53,917
Logistics charges	物流費支出 (vii)	369,200	337,938
Promotion fee expenses	宣傳費支出 (viii)	127,926	110,723
Other service fee expenses	其他服務費支出 (ix)	139,663	143,737
Interest expenses	利息支出 (x)	7,906	13,150
Interest income	利息收入 (x)	3,645	4,325
Trademark licence fee expenses	商標牌照費支出 (xi)	–	–
Sale of gift products	銷售禮品 (xii)	4,699	5,712
Premise lease expenses	物業租賃支出 (xiii)	840	–
Premise lease income	物業租賃收入 (xiii)	1,008	–
Equipment lease income	設備租賃收入 (xiv)	779	–

14. 關連人士交易 (續)

(e) 本集團與海爾集團公司、海爾投資、彼等之附屬公司及聯營公司(統稱為「海爾聯屬人士」)。

本集團

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

14. Related Party Transactions (Cont'd)

(e) (Cont'd)

Notes:

- (i) The export sales of washing machines and water heaters were made to Haier Electrical Appliances Co., Ltd. ("Haier Electrical"), a subsidiary of Haier Investment, at selling prices representing the differences between the selling prices of washing machines and water heaters mutually agreed and the selling expenses of Haier Electrical not exceeding 1.5% of the selling prices of washing machines and water heaters.
- (ii) The domestic sales of washing machines and water heaters were made at unit prices not less than the average selling prices of the same type of products sold in similar transactions to the top five independent customers of the Group in the previous year.
- (iii) The purchase of raw materials was charged at prices not higher than the consolidated and integrated tender and bidding price of the raw materials plus a commission fee of not exceeding 2.6%.
- (iv) The printing and packaging fee expenses were charged based on terms no less favourable than those offered by independent third parties.
- (v) The moulds were charged with reference to the average market tender and bidding price plus actual administrative costs.
- (vi) The utility service fee expenses were charged based on the state-prescribed prices plus actual administrative costs.
- (vii) The logistics charges were charged based on terms no less favourable than those offered by independent third parties.
- (viii) The promotion fee expenses were charged at no more than 1.2% of the domestic sales of washing machines and water heaters of the Group.
- (ix) The other service fee expenses were charged with reference to the actual costs incurred and/or on terms no less favourable than those offered by independent third parties to the Group.
- (x) The interest expenses and income were determined with reference to the standard rates published by the People's Bank of China.
- (xi) The trademark licence fee expenses were charged at a nominal consideration of RMB1 during the year.
- (xii) The sales of gift products were made at selling prices not higher than those sold by Haier Affiliates to independent third parties.

14. 關連人士交易(續)

(e) (續)

附註：

- (i) 向海爾投資之附屬公司海爾集團電器產業有限公司(「海爾電器產業」)出口銷售洗衣機及熱水器乃根據相等於雙方協定之洗衣機與熱水器售價及海爾電器產業之出售開支(不超過洗衣機與熱水器售價之1.5%)之差額而進行。
- (ii) 洗衣機及熱水器之國內銷售乃按不低於向本集團過往年度五大獨立客戶於類似交易出售同類產品之平均售價之單價出售。
- (iii) 採購原料乃按不高於原料之統一整合競標後之價格另加不超過2.6%之佣金收取。
- (iv) 印刷及包裝費支出乃按不遜於獨立第三方提供之條款計價。
- (v) 模具費支出乃參考平均市場競標後之價格另加實際行政成本計價。
- (vi) 公用服務費支出乃根據國家指定價格另加實際行政成本計價。
- (vii) 物流費支出乃按不遜於獨立第三方提供之條款計價。
- (viii) 宣傳費支出乃按不超過本集團洗衣機及熱水器之國內銷售之1.2%計價。
- (ix) 其他服務費支出乃參考產生之實際成本及/或不遜於獨立第三方向本集團提供之條款計價。
- (x) 利息支出及收入乃參考中國人民銀行頒佈之標準息率釐定。
- (xi) 年內，商標牌照費支出乃按象徵式代價人民幣1元計價。
- (xii) 銷售禮品乃按不高於海爾聯屬人士向獨立第三方進行出售之售價進行。

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14. Related Party Transactions (Cont'd)

(e) (Cont'd)

Notes: (Cont'd)

(xiii) The premises lease expenses and income were determined with reference to the rental assessment of the premises conducted by an independent firm of professional valuers in the PRC.

(xiv) The equipment lease income was determined with reference to the energy consumption expenses, depreciation expenses, spare equipment expenses and management fee incurred by the Group for the lease of the equipment.

(f) Compensation of key management personnel of the Group:

14. 關連人士交易 (續)

(e) (續)

附註：(續)

(xiii) 物業租賃支出及收入乃參考由中國一間獨立專業估值師行進行之物業之租金評估釐定。

(xiv) 設備租賃收入乃參考本集團租賃設備產生之能源消耗支出、折舊支出、備用設備支出及管理費用釐定。

(f) 本集團主要管理人員之薪酬：

	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Short term employee benefits 短期僱員福利	1,074	3,494
Post-employment benefits 離職後福利	-	11
Equity-settled share option expense 以股本結算之購股權開支	1,732	-
Total compensation paid to key management personnel 已付主要管理人員之薪酬總額	2,806	3,505

Further details of directors' emoluments are included in note 8 to the financial statements.

董事酬金之其他詳情載於財務報表附註8。

Except for item (f), the above related party transactions also constitute continuing connected transactions or connected transactions as defined in Chapter 14A of the Listing Rules.

除(f)項目外，上述關連人士交易亦構成上市規則第14A章所界定之持續關連交易或關連交易。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

15. Property, Plant and Equipment

15. 物業、廠房及設備

Group	本集團					
	Buildings	Plant and machinery	Tools, furniture and fixtures 工具、傢俬及裝置	Motor vehicles	Construction in progress	Total
	樓宇 RMB'000 人民幣千元	廠房及機器 RMB'000 人民幣千元	及裝置 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
31 December 2009	二零零九年十二月三十一日					
At 1 January 2009:	於二零零九年一月一日：					
Cost	485,921	792,919	20,025	4,901	12,041	1,315,807
Accumulated depreciation	(148,331)	(500,964)	(9,050)	(3,470)	-	(661,815)
Net carrying amount	337,590	291,955	10,975	1,431	12,041	653,992
Cost at 1 January 2009, net of accumulated depreciation	337,590	291,955	10,975	1,431	12,041	653,992
Additions	5,437	8,237	5,815	1,099	49,623	70,211
Disposals/write-off	(9,029)	(18,520)	(2,054)	(402)	-	(30,005)
Depreciation provided during the year	(20,087)	(50,524)	(6,571)	(1,020)	-	(78,202)
Transfer to investment properties	(18,894)	-	-	-	-	(18,894)
Transfers	6,390	30,637	112	-	(37,139)	-
Cost at 31 December 2009, net of accumulated depreciation	301,407	261,785	8,277	1,108	24,525	597,102
At 31 December 2009:	於二零零九年十二月三十一日：					
Cost	464,383	703,746	23,629	2,686	24,525	1,218,969
Accumulated depreciation	(162,976)	(441,961)	(15,352)	(1,578)	-	(621,867)
Net carrying amount	301,407	261,785	8,277	1,108	24,525	597,102

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

15. Property, Plant and Equipment (Cont'd)

15. 物業、廠房及設備(續)

Group (Cont'd)

本集團(續)

		Buildings	Plant and machinery	Tools, furniture and fixtures 工具、傢具及裝置	Motor vehicles	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	廠房及機器 RMB'000 人民幣千元	及裝置 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
31 December 2008	二零零八年十二月三十一日						
At 1 January 2008:	於二零零八年一月一日:						
Cost	成本	478,906	794,977	19,197	4,241	5,827	1,303,148
Accumulated depreciation	累計折舊	(125,296)	(459,520)	(5,987)	(3,395)	-	(594,198)
Net carrying amount	賬面淨值	353,610	335,457	13,210	846	5,827	708,950
Cost at 1 January 2008, net of accumulated depreciation	於二零零八年一月一日之成本，已扣除累計折舊	353,610	335,457	13,210	846	5,827	708,950
Additions	添置	70	9,520	470	673	27,740	38,473
Disposals/write-off	出售/撇銷	(27)	(7,127)	(20)	-	-	(7,174)
Depreciation provided during the year	年內折舊撥備	(23,035)	(60,014)	(3,100)	(88)	-	(86,237)
Transfers	轉撥	6,972	14,119	435	-	(21,526)	-
Exchange realignment	匯兌調整	-	-	(20)	-	-	(20)
Cost at 31 December 2008, net of accumulated depreciation	於二零零八年十二月三十一日之成本，已扣除累計折舊	337,590	291,955	10,975	1,431	12,041	653,992
At 31 December 2008:	於二零零八年十二月三十一日:						
Cost	成本	485,921	792,919	20,025	4,901	12,041	1,315,807
Accumulated depreciation	累計折舊	(148,331)	(500,964)	(9,050)	(3,470)	-	(661,815)
Net carrying amount	賬面淨值	337,590	291,955	10,975	1,431	12,041	653,992

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

15. Property, Plant and Equipment (Cont'd)

All buildings of the Group are erected on land in Mainland China held under medium term leases.

As at 31 December 2009, certain of the Group's buildings with an aggregate net book value of approximately RMB211,910,000 (2008: RMB236,364,000) did not have building ownership certificates registered under the names of the respective subsidiaries of the Company.

With respect to the above properties and the Group's investment properties, on 24 February 2005 and 20 September 2006, Haier Corp issued two undertakings to the Company, pursuant to which Haier Corp agreed to provide other suitable properties to the Group to ensure the operations of certain subsidiaries of the Company operating in Qingdao and Wuhan and indemnify the Group against any losses arising from the above defective property title issue and for any moving cost/loss incurred, if, for any reason, the respective subsidiaries were not able to continue to use the buildings before the related acquisition and registration procedures have been completed. The aggregate net book value of the Group's buildings and investment properties indemnified by Haier Corp as at 31 December 2009 amounted to approximately RMB129,166,000 (2008: RMB155,712,000).

In the opinion of the directors, the Group is entitled to lawfully and validly occupy and use the buildings and investment properties for its daily operations, notwithstanding the fact that the related building ownership certificates have not yet been obtained.

15. 物業、廠房及設備(續)

本集團全部樓宇均按中期租約持有，且位於中國大陸。

於二零零九年十二月三十一日，本集團總賬面淨值約為人民幣211,910,000元(二零零八年：人民幣236,364,000元)之若干樓宇並無以本公司各附屬公司之名義登記之房地產權證。

就上述物業及本集團投資物業而言，於二零零五年二月二十四日及二零零六年九月二十日，海爾集團公司向本公司作出兩項承諾，據此，海爾集團公司同意，倘各附屬公司如因任何理由無法在有關收購及登記程序完成前繼續使用樓宇經營業務，則海爾集團公司將向本集團提供其他合適物業，以確保本公司於青島及武漢經營之若干附屬公司可經營業務，並彌償本集團因上述有瑕疵物業業權問題產生之任何損失以及所招致之任何搬遷成本／損失。於二零零九年十二月三十一日，海爾集團公司彌償本集團之樓宇及投資物業總賬面淨值約為人民幣129,166,000元(二零零八年：人民幣155,712,000元)。

董事認為，儘管仍未取得有關房地產權證，惟本集團有權合法及有效地佔用及使用樓宇及投資物業以進行日常營運。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

16. Investment Properties

16. 投資物業

Group		本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Cost at 1 January, net of accumulated depreciation	於一月一日之成本，已扣除累計折舊	-	-
Transfer from own-occupied properties	自有物業轉撥	18,894	-
Depreciation provided during the year	年內折舊撥備	(596)	-
Cost at 31 December, net of accumulated depreciation	於十二月三十一日之成本，已扣除累計折舊	18,298	-
At 31 December:	於十二月三十一日：		
Cost	成本	18,894	
Accumulated depreciation	累計折舊	(596)	-
Net carrying amount	賬面淨值	18,298	-

All investment properties of the Group are erected on land in Mainland China held under medium term leases.

In the opinion of the directors, the fair value of the Group's investment properties was approximately RMB21,046,000 as at 31 December 2009 (2008: Nil). Property rentals from investment properties for the year ended 31 December 2009 amounted to approximately RMB1,008,000 (2008: Nil).

As at 31 December 2009, the Group's investment properties did not have building ownership certificates registered under the name of the Company's subsidiary. The Group obtained an undertaking from Haier Corp in relation to such defective property title issue, details of which are set out in note 15 to the financial statements.

本集團全部投資物業均按中期租約持有，且位於中國大陸。

董事認為於二零零九年十二月三十一日，本集團投資物業之公平值約為人民幣21,046,000元（二零零八年：無）。截至二零零九年十二月三十一日止年度，投資物業之物業租金約為人民幣1,008,000元（二零零八年：無）。

於二零零九年十二月三十一日，本集團投資物業並無以本公司附屬公司之名義登記之房地產權證。本集團已獲得海爾集團公司有關有瑕疵物業業權問題之承諾，有關詳情載於財務報表附註15。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

17. Prepaid Land Premiums

17. 預付土地款

Group		本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Carrying amount at 1 January	於一月一日之賬面值	72,819	74,660
Recognised during the year	年內確認	(2,226)	(1,841)
Carrying amount at 31 December	於十二月三十一日之賬面值	70,593	72,819
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收賬款 之流動部分	(1,918)	(1,971)
Non-current portion	非流動部分	68,675	70,848

All prepaid land premiums represent payments for leasehold land in Mainland China held under medium term leases.

所有預付土地款指位於中國大陸且均按中期租約持有之租賃土地款項。

As at 31 December 2009, certain parcels of the Group's leasehold land with an aggregate unamortised prepaid land premium amount of approximately RMB8,825,000 (2008: RMB9,384,000) did not have land use right certificates registered under the names of the respective subsidiaries of the Company, all of which were indemnified by Haier Corp as at 31 December 2009. Details of the undertakings granted by Haier Corp to the Company in relation to such title issue are set out in note 15 to the financial statements.

於二零零九年十二月三十一日，本集團未攤銷預付租賃土地款總額約為人民幣8,825,000元（二零零八年：人民幣9,384,000元）之若干幅租賃土地並無以本公司各相關附屬公司之名義登記之土地使用權證，海爾集團公司已於二零零九年十二月三十一日就此作出全數彌償。海爾集團公司向本公司就有關所有權之發出而向本公司作出承諾之詳情載於財務報表附註15。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

18. Intangible Assets

18. 無形資產

Group		本集團		
		Software 軟件 RMB'000 人民幣千元	Patents and licences 專利及特許權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2009	二零零九年十二月三十一日			
At 1 January 2009:	於二零零九年一月一日：			
Cost	成本	805	2,429	3,234
Accumulated amortisation	累計攤銷	(229)	(1,388)	(1,617)
Net carrying amount	賬面淨值	576	1,041	1,617
Cost at 1 January 2009, net of accumulated amortisation	於二零零九年一月一日之成本，已扣除累計攤銷	576	1,041	1,617
Additions during the year	年內添置	439	–	439
Amortisation provided during the year	年內攤銷撥備	(245)	(347)	(592)
Cost at 31 December 2009, net of accumulated amortisation	於二零零九年十二月三十一日之成本，已扣除累計攤銷	770	694	1,464
At 31 December 2009:	於二零零九年十二月三十一日：			
Cost	成本	1,244	2,429	3,673
Accumulated amortisation	累計攤銷	(474)	(1,735)	(2,209)
Net carrying amount	賬面淨值	770	694	1,464
31 December 2008	二零零八年十二月三十一日			
At 1 January 2008:	於二零零八年一月一日：			
Cost	成本	–	2,429	2,429
Accumulated amortisation	累計攤銷	–	(1,041)	(1,041)
Net carrying amount	賬面淨值	–	1,388	1,388
Cost at 1 January 2008, net of accumulated amortisation	於二零零八年一月一日之成本，已扣除累計攤銷	–	1,388	1,388
Additions during the year	年內添置	805	–	805
Amortisation provided during the year	年內攤銷撥備	(229)	(347)	(576)
Cost at 31 December 2008, net of accumulated amortisation	於二零零八年十二月三十一日之成本，已扣除累計攤銷	576	1,041	1,617
At 31 December 2008:	於二零零八年十二月三十一日：			
Cost	成本	805	2,429	3,234
Accumulated amortisation	累計攤銷	(229)	(1,388)	(1,617)
Net carrying amount	賬面淨值	576	1,041	1,617

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

19. Interests in Subsidiaries

19. 附屬公司權益

Company		本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Unlisted investments, at cost	非上市投資，按成本	1,745,393	1,745,393
Due from subsidiaries	應收附屬公司款項	143,711	143,662
		1,889,104	1,889,055
Impairment for unlisted investments (note)	非上市投資減值(附註)	(2,075)	(2,075)
		1,887,029	1,886,980

Note: An impairment was recognised for certain unlisted investments with a carrying amount of RMB2,075,000 because the relevant subsidiaries had suffered losses for many years.

The amounts due from and to subsidiaries included in the Company's non-current assets and non-current liabilities of RMB143,711,000 (2008: RMB143,662,000) and RMB74,885,000 (2008: RMB74,915,000), respectively, are unsecured, interest-free and not repayable within one year. The carrying amounts of these amounts due from and to subsidiaries approximate to their fair values.

附註：由於相關附屬公司多年來出現虧損，故已就賬面值人民幣2,075,000元之若干非上市投資確認減值。

計入本公司非流動資產及非流動負債之應收及應付附屬公司款項分別為人民幣143,711,000元(二零零八年：人民幣143,662,000元)及人民幣74,885,000元(二零零八年：人民幣74,915,000元)為無抵押、免息及於一年內毋須還款。該等應收及應付附屬公司款項之賬面值與其公平值相若。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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19. Interests in Subsidiaries (Cont'd)

Particulars of the principal subsidiaries are as follows:

19. 附屬公司權益(續)

主要附屬公司之資料如下：

Name 名稱	Place of registration and operations 註冊及營業地點	Nominal value of registered capital RMB'000 人民幣千元	Percentage of equity directly attributable to the Company 本公司直接應佔 股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Qingdao Haier Washing Machine Co., Ltd. * 青島海爾洗衣機有限公司*	PRC/ Mainland China 中國／中國大陸	238,610	–	93.44	Manufacture and sale of washing machines 生產及銷售洗衣機
Foshan Shunde Haier Electric Co., Ltd. * 佛山市順德海爾電器有限公司*	PRC/ Mainland China 中國／中國大陸	48,800	–	60	Manufacture and sale of washing machines 生產及銷售洗衣機
Hefei Haier Washing Machine Co., Ltd. * 合肥海爾洗衣機有限公司*	PRC/ Mainland China 中國／中國大陸	92,000	–	98.69	Manufacture and sale of washing machines 生產及銷售洗衣機
Qingdao Jiaonan Haier Washing Machine Co., Ltd. ** 青島膠南海爾洗衣機有限公司**	PRC/ Mainland China 中國／中國大陸	10,000	–	94.49	Manufacture and sale of washing machines 生產及銷售洗衣機
Chongqing Haier Washing Machine Co., Ltd. * 重慶海爾洗衣機有限公司*	PRC/ Mainland China 中國／中國大陸	25,000	25	74.02	Manufacture and sale of washing machines 生產及銷售洗衣機
Foshan Shunde Haier Intelligent Electronic Co., Ltd. * 佛山市順德海爾智能電子 有限公司*	PRC/ Mainland China 中國／中國大陸	20,000	25	74.02	Manufacture and sale of accessories for electrical appliances 生產及銷售電器配件

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19. Interests in Subsidiaries (Cont'd)

19. 附屬公司權益(續)

Name 名稱	Place of registration and operations 註冊及營業地點	Nominal value of registered capital 註冊資本面值 RMB'000 人民幣千元	Percentage of equity directly attributable to the Company 本公司直接應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Qingdao Haier Electronics Sales Co., Ltd. * 青島海爾電器銷售有限公司*	PRC/ Mainland China 中國/中國大陸	5,000	50	30	Sale of washing machines and water heaters 銷售洗衣機及熱水器
Haier Indesit (Qingdao) Washing Machine Co., Ltd. *** 海爾盈德喜(青島)洗衣機有限公司***	PRC/ Mainland China 中國/中國大陸	USD24,000 24,000美元	–	100	Manufacture and sale of washing machines 生產及銷售洗衣機
Qingdao Haier Drum Washing Machine Co., Ltd. *** 青島海爾滾筒洗衣機有限公司***	PRC/ Mainland China 中國/中國大陸	USD12,000 12,000美元	–	100	Manufacture and sale of washing machines 生產及銷售洗衣機
Qingdao Economy and Technology Development Zone Haier Water Heater Co., Ltd. *** 青島經濟技術開發區海爾熱水器有限公司***	PRC/ Mainland China 中國/中國大陸	120,000	–	100	Manufacture and sale of water heaters 生產及銷售熱水器
Wuhan Haier Water Heater Co., Ltd. *** 武漢海爾熱水器有限公司***	PRC/ Mainland China 中國/中國大陸	50,000	–	100	Manufacture and sale of water heaters 生產及銷售熱水器
Chongqing Haier Water Heater Co., Ltd. ** 重慶海爾熱水器有限公司**	PRC/ Mainland China 中國/中國大陸	10,000	–	100	Manufacture and sale of water heaters 生產及銷售熱水器

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19. Interests in Subsidiaries (Cont'd)

- * Registered as a Sino-foreign equity joint venture enterprise under PRC law.
- ** Registered as a limited liability company under PRC law.
- *** Registered as a wholly-foreign-owned enterprise under PRC law.

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 other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

20. Inventories

Group

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Raw materials	原料	32,163	33,083
Work in progress	在製品	16,116	7,028
Finished goods	製成品	340,937	230,360
		389,216	270,471

19. 附屬公司權益(續)

- * 根據中國法律註冊為中外股份合營公司。
- ** 根據中國法律註冊為有限責任公司。
- *** 根據中國法律註冊為外商獨資企業。

上表所列之本公司附屬公司乃董事認為主要影響本集團本年度之業績或組成本集團資產淨值主要部分之附屬公司。董事認為，詳列其他附屬公司將會導致內容過於冗長。

20. 存貨

本集團

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Raw materials	原料	32,163	33,083
Work in progress	在製品	16,116	7,028
Finished goods	製成品	340,937	230,360
		389,216	270,471

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21. Trade and Bills Receivables

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

21. 應收貿易賬款及票據

本集團與其客戶之間的貿易條款以信貸為主，惟新客戶例外，通常須新客戶預付款項。信貸期通常為一個月，主要客戶之信貸期最多可延至三個月。各客戶均有信貸期上限。本集團致力於嚴謹監控尚未收回應收賬款以減低信貸風險。逾期結餘由高級管理層定期審閱。鑑於上述以及本集團應收貿易賬款與廣大多元客戶有關，故並無重大集中的信貸風險。應收貿易賬款並不計息。

於報告期末應收貿易賬款之賬齡按發票日期分析如下：

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Trade receivables:	應收貿易賬款：		
Within 1 month	1個月內	457,259	800,538
1 to 2 months	1至2個月	72,298	6,170
2 to 3 months	2至3個月	71,415	133,526
Over 3 months	超過3個月	215,646	121,422
		816,618	1,061,656
Bills receivable	應收票據	1,930,305	1,050,000
		2,746,923	2,111,656

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21. Trade and Bills Receivables (Cont'd)

The aged analysis of the trade and bills receivables that are not considered to be impaired is as follows:

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Neither past due nor impaired	未逾期及未減值	2,531,277	1,990,234
Less than 1 year past due	逾期少於一年	215,646	121,422
		2,746,923	2,111,656

Receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

Included in the Group's trade and bills receivables are amounts due from Haier Affiliates amounting to RMB407,193,000 (2008: RMB703,541,000), which are repayable on similar credit terms to those offered to the major customers of the Group. Further details of the sales to these related parties are set out in note 14 to the financial statements.

21. 應收貿易賬款及票據(續)

並無被視為減值之應收貿易賬款及票據之賬齡分析如下：

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Neither past due nor impaired	未逾期及未減值	2,531,277	1,990,234
Less than 1 year past due	逾期少於一年	215,646	121,422
		2,746,923	2,111,656

未逾期及未減值之應收款項與近期並無欠款紀錄之客戶有關。

已逾期但未減值之應收款項與多名於本集團往績紀錄良好之客戶有關。根據過往經驗，本公司董事認為毋須就該等結餘作出減值撥備，因為信貸質素並無重大變動，而該等結餘仍被認為可全數收回。本集團並無就該等結餘持有任何抵押品或其他信貸提升條件。

本集團之應收貿易賬款及票據包括應收海爾聯屬人士款項為人民幣407,193,000元(二零零八年：人民幣703,541,000元)，該款項須按與主要客戶給予本集團相若之信貸條款償還。有關向該等關連人士採購之其他詳情載於財務報表附註14。

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22. Prepayments, Deposits And Other Receivables

22. 預付款項、按金及其他應收賬款

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Prepayments	預付款項	71,576	33,240	361	412
Deposits	按金	443	615	443	615
Other receivables	其他應收賬款	33,849	62,899	-	-
		105,868	96,754	804	1,027
Impairment	減值	(9,772)	(7,087)	-	-
		96,096	89,667	804	1,027

The movements in provision for impairment of other receivables are as follows:

其他應收賬款減值撥備之變動如下：

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
At 1 January	於一月一日	7,087	-	-	-
Impairment loss recognised (note 6)	確認減值虧損 (附註6)	3,329	7,087	-	-
Amount written off as uncollectible	撤銷為不可收回款項	(644)	-	-	-
As at 31 December	於十二月三十一日	9,772	7,087	-	-

Except for other receivables amounting to RMB9,772,000 included in the above balance, none of the above assets is either past due or impaired. Other than the aforementioned impaired receivables, the financial assets included in the above balances relate to receivables for which there was no recent history of default.

除上述結餘所包括之其他應收賬款人民幣9,772,000元外，上述資產概無已逾期或已減值。除上述之已減值之應收賬款外，上述結餘所包括之財務資產與並無近期欠款紀錄之應收賬款有關。

Included in the Group's prepayments, deposits and other receivables are amounts due from Haier Affiliates amounting to RMB78,017,000 (2008: RMB11,829,000), which are unsecured, interest-free and are repayable on demand. The carrying amounts of the prepayments, deposits and other receivables approximate to their fair values.

本集團之預付款項、按金及其他應收賬款包括應收海爾聯屬人士款項為人民幣78,017,000元（二零零八年：人民幣11,829,000元）。該款項為無抵押、免息及按通知償還。預付款項、按金及其他應收賬款之賬面值與其公平值相若。

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23. Cash and Cash Equivalents

23. 現金及現金等值項目

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	1,025,815	347,147	4,225	8,546
Time deposits	定期存款	269,458	265,770	158,513	131,521
Cash and cash equivalents	現金及現金等值項目	1,295,273	612,917	162,738	140,067

At the end of the reporting period, the cash and bank balances and time deposits of the Group denominated in RMB amounted to RMB1,132,535,000 (2008: RMB472,850,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirement of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks or financial institutions with no recent history of default. The carrying amounts of the cash and cash equivalents approximate to their fair values.

Included in the Group's cash and cash equivalents are deposits of approximately RMB679,020,000 (2008: RMB452,824,000) placed with Haier Group Finance Co., Ltd. ("Haier Finance"), a financial institution approved by the People's Bank of China. The interest rate on these deposits was 0.36% per annum. Further details of the interest income attributable to the deposits placed with Haier Finance are set out in note 14 to the financial statements.

於報告期末，本集團以人民幣列值之現金及銀行結餘以及定期存款為人民幣1,132,535,000元（二零零八年：人民幣472,850,000元）。人民幣不能自由兌換為其他貨幣，但根據中國大陸之《外匯管制法規及結匯、售匯及付匯管理規定》，本集團可透過獲認可進行外幣業務之銀行將人民幣兌換為其他貨幣。

存於銀行之現金根據每日銀行存款利率按浮動利率賺取利息。短期定期存款視乎本集團之即時現金需求而分為介乎一日至三個月之不同存款期，按相關短期定期存款利率賺取利息。銀行結餘存放於並無近期欠款紀錄之信譽良好銀行或金融機構。現金及現金等值項目之賬面值與其公平值相若。

本集團之現金及現金等值項目包括存放於海爾財務之存款約人民幣679,020,000元（二零零八年：人民幣452,824,000元）。海爾集團財務有限公司（「海爾財務」）為中國人民銀行認可之財務機構。該等存款之年利率為0.36厘。有關存放於海爾財務之存款之利息收入其他詳情載於財務報表附註14。

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24. Trade Payables

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Within 1 month	1個月內	904,812	894,443
1 to 2 months	1至2個月	626	9,990
2 to 3 months	2至3個月	302	435
Over 3 months	超過3個月	6,494	17,231
		912,234	922,099

The trade payables are non-interest-bearing and are normally settled on credit terms ranging from 30 to 90 days.

Included in the Group's trade payables are amounts due to Haier Affiliates amounting to RMB896,044,000 (2008: RMB894,854,000), which are repayable on similar credit terms to those offered by other similar suppliers of the Group. Further details of the purchases from these related parties are set out in note 14 to the financial statements.

24. 應付貿易賬款

於報告期末應付貿易賬款之賬齡按發票日期分析如下：

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Within 1 month	1個月內	904,812	894,443
1 to 2 months	1至2個月	626	9,990
2 to 3 months	2至3個月	302	435
Over 3 months	超過3個月	6,494	17,231
		912,234	922,099

應付貿易賬款不計利息，並一般按介乎30至90日之信貸期償還。

本集團之應付貿易賬款包括應付海爾聯屬人士款項為人民幣896,044,000元(二零零八年：人民幣894,854,000元)，該款項須按與其他同類供應商給予本集團相若之信貸條款償還。有關向該等關連人士採購之其他詳情載於財務報表附註14。

25. Other Payables and Accruals

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Other payables	其他應付賬款	1,316,380	1,132,248	154,750	157,870
Accruals	應計負債	964,613	226,883	5,371	4,469
		2,280,993	1,359,131	160,121	162,339

Included in the Group's other payables and accruals are amounts due to Haier Affiliates amounting to RMB628,642,000 (2008: RMB806,765,000). These amounts are unsecured, interest-free and are repayable on demand.

25. 其他應付賬款及應計負債

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Other payables	其他應付賬款	1,316,380	1,132,248	154,750	157,870
Accruals	應計負債	964,613	226,883	5,371	4,469
		2,280,993	1,359,131	160,121	162,339

本集團之其他應付賬款及應計負債包括應付海爾聯屬人士款項人民幣628,642,000元(二零零八年：人民幣806,765,000元)。該等款項為無抵押、免息及按通知償還。

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26. Interest-bearing Borrowings

26. 計息借貸

Group		本集團					
		2009 二零零九年		2008 二零零八年			
		Effective interest rate 實際利率 %	Maturity 到期	RMB'000 人民幣千元	Effective interest rate 實際利率 %	Maturity 到期	RMB'000 人民幣千元
Current	流動						
Other loans	其他貸款			-	5.4-7.56	2009	24,800
Non-current	非流動						
Other loans	其他貸款	5.75-7.74	2011	74,000	5.75-7.74	2011	118,200
				74,000			143,000

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Borrowings repayable:	須於以下限期償還之借貸：				
Within one year or on demand	一年內或按通知	-	24,800	-	-
In the second year	第二年	74,000	-	-	-
In the third to fifth years, inclusive	第三年至第五年 (包括首尾兩年)	-	118,200	-	-
		74,000	143,000	-	-

All interest-bearing borrowings are loans borrowed from Haier Finance, which are guaranteed by Haier Corp. They are unsecured, bear interest at rates ranging from 5.75% to 7.74% per annum and are repayable in 2011. Further details of the interest expenses attributable to the loans borrowed from Haier Finance are set out in note 14 to the financial statements.

所有計息借貸均指向海爾財務借入並由海爾集團公司擔保之貸款。該等貸款為無抵押，按年利率介乎5.75至7.74厘計息及須於二零一一年償還。向海爾財務借入貸款之利息支出之其他詳情載於財務報表附註14。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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26. Interest-bearing Borrowings (Cont'd)

All borrowings of the Group bear interest at floating interest rates and are denominated in RMB.

The carrying amounts of the Group's borrowings approximate to their fair values.

26. 計息借貸(續)

本集團所有借貸均以浮動利率計息且以人民幣列值。

本集團之借貸之賬面值與其公平值相若。

27. Provisions

Group

			Product warranties and installation 產品保養及安裝	
		Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
At 1 January	於一月一日		239,933	177,238
Additional provision	新增撥備	6	434,571	391,149
Amounts utilised during the year	年內已動用金額		(367,504)	(328,454)
At 31 December	於十二月三十一日		307,000	239,933
Portion classified as current liabilities	列作流動負債之部分		(206,476)	(160,399)
Non-current portion	非流動部分		100,524	79,534

The Group provides installation services and warranties of one to six years to its customers on washing machines and water heaters, under which faulty products are repaired or replaced. The amount of the provision for the warranties is estimated based on sales volume and past experience of the level of installation services rendered, repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

本集團向客戶提供安裝服務及為期一至六年之洗衣機及熱水器保養，有問題之產品可獲維修或更換。保養撥備金額按銷量及以往所提供安裝服務、維修及退貨紀錄估計。估計基準持續檢討，並於適當時作出修訂。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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28. Deferred Tax

The movements in deferred tax assets (mainly relating to provisions) and deferred tax liabilities (mainly relating to withholding taxes) during the year are as follows:

28. 遞延稅項

年內，遞延稅項資產(主要與撥備相關)及遞延稅項負債(主要與預扣稅相關)變動如下：

		Group	
		Deferred tax assets	
		本集團	
		遞延稅項資產	
	Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
At 1 January	於一月一日	28,220	46,289
Deferred tax charged to the income statement during the year	年內在收益表扣除之遞延稅項 10	(6,761)	(18,069)
At 31 December	於十二月三十一日	21,459	28,220

		Deferred tax liabilities	
		遞延稅項負債	
	Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
At 1 January	於一月一日	9,588	-
Deferred tax charged to the income statement during the year	年內在收益表扣除之遞延稅項 10	-	9,588
At 31 December	於十二月三十一日	9,588	9,588

28. Deferred Tax (Cont'd)

The Group has tax losses arising in Hong Kong of RMB31,782,000 (2008: RMB31,782,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of RMB180,278,000 (2008: RMB178,059,000) that will expire in one to five years for offsetting against future taxable profit. Deferred tax assets have not been recognised in respect of these losses as they have arisen in the Company and subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividend declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

Except for the deferred tax liabilities of RMB9,588,000 (2008: RMB9,588,000), which represents the withholding taxes for the earnings of the PRC subsidiaries to be remitted, as at 31 December 2009, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB824,190,000 at 31 December 2009 (2008: RMB184,928,000).

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

28. 遞延稅項(續)

本集團於香港產生之稅項虧損為人民幣31,782,000元(二零零八年：人民幣31,782,000元)，可供無限期抵銷該等產生虧損之公司日後應課稅溢利。本集團於中國大陸產生之稅項虧損為人民幣180,278,000元(二零零八年：人民幣178,059,000元)，將於一至五年內屆滿以抵銷日後應課稅溢利之稅項虧損。由於遞延稅項資產來自虧損多時之本公司及附屬公司，故此並無就該等虧損確認遞延稅項資產，而本公司不認為有可能出現可動用稅項虧損之應課稅溢利。

根據中國企業所得稅法，於中國大陸成立之外商投資企業向外商投資者宣派之股息，須按10%之稅率徵收預扣稅。該規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之盈利。倘中國大陸與外商投資者所在司法權區已簽訂稅務協議，則可採用較低之預扣稅率。本集團之適用稅率為10%。因此，自二零零八年一月一日起，本集團須就在中國大陸成立之附屬公司所產生之盈利而分配之股息履行徵收預扣稅之義務。

除遞延稅項負債人民幣9,588,000元(二零零八年：人民幣9,588,000元)外(該款項為中國附屬公司於二零零九年十二月三十一日將匯寄盈利之預扣稅)，概無就本集團於中國內地成立之附屬公司須繳付預扣稅之未匯寄盈利之預扣稅確認遞延稅項負債。董事認為，該等附屬公司不大可能會於可見未來分派所有該等盈利。與中國內地附屬公司投資有關而遞延稅項負債尚未確認之暫時差異總額於二零零九年十二月三十一日約為人民幣824,190,000元(二零零八年：人民幣184,928,000元)。

本公司向其股東派付之股息概無附帶任何所得稅後果。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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29. Issued Equity

29. 已發行權益

Group	本集團	Issued equity 已發行權益 RMB'000 人民幣千元
At 1 January 2008	於二零零八年一月一日	1,310,074
Conversion of convertible notes	兌換可換股票據	176,932
Shares repurchased	購回股份	(1,147)
At 31 December 2008 and beginning of year	於二零零八年十二月三十一日及年初	1,485,859
Issue of new shares	發行新股份	42,986
Share issue expenses	股份發行費用	(1,234)
At 31 December 2009	於二零零九年十二月三十一日	1,527,611

Upon the completion of the Group reorganisation (the "Reorganisation") on 28 January 2005, Haier Group became the controlling shareholders of the Company through the injection of its equity interests in certain subsidiaries (the "Relevant Subsidiaries") principally engaging in the manufacture and sale of top loading washing machines and mobile phones to the Company. Accordingly, the Group applied the reverse acquisition basis of accounting to account for the effect of the Reorganisation.

自本集團重組(「重組」)於二零零五年一月二十八日完成後，海爾集團通過注入股權於若干附屬公司(「相關附屬公司」，主要從事製造及向本公司銷售波輪式洗衣機及移動電話)成為本公司之控股股東。故此，本集團已就重組影響應用逆向收購會計法入賬。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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29. Issued Equity (Cont'd)

Under the reverse basis of accounting, the amount of issued equity of the Group stated in the consolidated statement of financial position at the end of the reporting period represents:

29. 已發行權益(續)

根據逆向收購會計法，列於報告期末之綜合資產負債表之本集團已發行權益之金額為：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
(i) the amount of the issued capital, contributed surplus and capital reserves of the Relevant Subsidiaries at 28 January 2005	(i) 相關附屬公司於二零零五年一月二十八日已發行股本、繳入盈餘以及股本儲備金額	852,599	852,599
(ii) the amount of share capital (including share premium) of the Company issued for the acquisition of certain subsidiaries principally engaged in the manufacture and sale of front loading washing machines and water heaters in 2006	(ii) 本公司於二零零六年就收購主要從事製造及銷售滾筒式洗衣機及熱水器之若干附屬公司所發行之股本(包括股份溢價)金額	240,795	240,795
(iii) the changes in share capital and share premium of the Company since the Reorganisation, including:	(iii) 本公司自重組開始之股本及股份溢價變動，包括：		
• the repurchases of shares of the Company	• 本公司購回股份總額	(1,147)	(1,147)
• the exercise of share options of the Company	• 本公司行使購股權總額	119,650	119,650
• the conversion of convertible notes of the Company	• 本公司兌換可換股票據	273,962	273,962
• the placement of shares of the Company, net of share issue expenses	• 本公司配售股份(扣除股份發行開支)	41,752	-
		1,527,611	1,485,859

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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29. Issued Equity (Cont'd)

29. 已發行權益(續)

Company

本公司

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Authorised:	法定：		
30,000,000,000	30,000,000,000股		
(2008: 30,000,000,000)	(二零零八年：30,000,000,000股)		
shares of HK\$0.1 each	每股面值0.1港元之股份	3,000,000	3,000,000

		2009 二零零九年		2008 二零零八年	
		HK\$'000 千港元	RMB'000 人民幣千元	HK\$'000 千港元	RMB'000 人民幣千元
		equivalent 等值		equivalent 等值	
Issued and fully paid:	已發行及已繳足：				
2,026,673,905	2,026,673,905股				
(2008: 1,951,673,905)	(二零零八年：1,951,673,905股)				
shares of HK\$0.1 each	每股面值0.1港元之股份	202,667	212,209	195,167	205,596

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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29. Issued Equity (Cont'd)

A summary of the transactions during the year involving the Company's issued share capital is as follows:

29. 已發行權益(續)

於年內涉及本公司已發行股本之交易概要如下：

		Number of shares in issue 已發行股份數目	Issued share capital RMB'000 人民幣千元	Share premium account RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2007 and beginning of year	於二零零七年 十二月三十一日及年初	1,859,323,461	197,081	833,284	1,030,365
Shares repurchased (note i)	購回股份(附註i)	(2,094,000)	(185)	(962)	(1,147)
Conversion of convertible notes (note ii)	兌換可換股票據(附註ii)	94,444,444	8,700	168,232	176,932
At 31 December 2008 and beginning of year	於二零零八年 十二月三十一日及年初	1,951,673,905	205,596	1,000,554	1,206,150
Issue of new shares (note iii)	發行新股份(附註iii)	75,000,000	6,613	36,373	42,986
Share issue expenses (note iii)	股份發行費用(附註iii)	-	-	(1,234)	(1,234)
At 31 December 2009	於二零零九年 十二月三十一日	2,026,673,905	212,209	1,035,693	1,247,902

Notes:

- (i) All of the repurchased shares were cancelled in the previous year and the issued share capital of the Company was reduced by the par value thereof. The premium and related expenses paid on the repurchases of the ordinary shares of RMB962,000 were charged to share premium account. An amount equivalent to the par value of the ordinary shares was transferred to the capital redemption reserve as set out in the consolidated statement of changes in equity.

附註：

- (i) 所有購回股份已於過往年度註銷，而本公司之已發行股本亦已按其面值予以削減。就購回普通股已付之溢價及相關支出人民幣962,000元已於股份溢價賬內扣除。誠如綜合權益變動表所載，相等於普通股面值之數額已轉撥入資本贖回儲備。

Details of the repurchases are summarised as follows:

購回詳情概述如下：

Month 月份		Number of shares repurchased 購回股份數目	Price per share 每股股價		Total price paid 已付總價格 RMB'000 人民幣千元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
September 2008	二零零八年九月	281,000	0.79	0.78	195
October 2008	二零零八年十月	1,813,000	0.79	0.38	952
		2,094,000			1,147

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29. Issued Equity (Cont'd)

- (ii) On 18 January 2008, the outstanding aggregate principle amount of the convertible notes were fully converted and resulted in the issue of 94,444,444 additional ordinary shares.
- (iii) On 23 March 2009, the Company issued 75,000,000 shares of the Company at HK\$0.65 per share (the "Placing Shares") to the subscribers in a share placing. In addition, the Company issued 300,000,000 non-listed warrants, on the basis of four warrants for each Placing Share issued, at no initial issue price. This entitles the holder of each warrant to subscribe for one new share of the Company at an exercise price of HK\$0.66 at any time for a period of four years from the date of issue of such warrant. There was no exercise of the warrants during the year.

At the end of the reporting period, the Company had 300,000,000 warrants outstanding. The exercise in full of the outstanding warrants would, under the present capital structure of the Company, result in the issue of 300,000,000 additional shares at HK\$0.66 each.

30. Share Option Scheme

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to the eligible participants who contribute to the success of the operations of the Group. Eligible participants of the Share Option Scheme include any employee, executive or officer of the Group (including executive and non-executive directors of the Company) and any supplier, consultant, agent, adviser, shareholder, customer, partner, business associate who, in the option of the board of directors of the Company (the "Board"), has contributed to the Group. The Share Option Scheme became effective on 28 February 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme is such number of shares, when aggregated with shares subject to any other share option scheme(s) of the Company, must not exceed 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme. The maximum number of shares issuable upon exercise of the options granted under the Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period is limited to 1% of the shares of the Company in issue as at the date of grant. Any further grant of share options in excess of this 1% limit shall be subject to the issue of a circular by the Company (and if required, the holding company) and the shareholders' approval of the Company (and if required, the approval of the shareholders of the holding company) at a general meeting.

29. 已發行權益(續)

- (ii) 於二零零八年一月十八日，尚未兌換本金總額之可換股票據已獲全數兌換，導致發行94,444,444股額外普通股。
- (iii) 於二零零九年三月二十三日，本公司於股份配售事項中以每股0.65港元向認購者發行75,000,000股本公司股份(「配售股份」)。此外，以每股已發行配售股份獲發四份認股權證之基準(並無初步發行價)，本公司已發行300,000,000份非上市認股權證，賦予每份認股權證之持有人權利於發行有關認股權證當日起四年期間隨時按行使價0.66港元認購一股本公司新股份。年內並無認股權證獲行使。

於報告期末，本公司有300,000,000份尚未行使之認股權證。於本公司現行資本架構下悉數行使認股權證將發行每股面值0.66港元之300,000,000股額外股份。

30. 購股權計劃

本公司採納一項購股權計劃(「購股權計劃」)，其目的是激勵及獎勵合資格參與者為本集團業務之成功作出貢獻。購股權計劃之合資格參與者包括本集團之任何僱員、行政人員或管理人員(包括本公司之執行及非執行董事)，以及本公司董事會(「董事會」)可酌情決定認為對本集團有所貢獻之任何供應商、顧問、代理商、諮詢人、股東、客戶、夥伴及業務聯繫人。購股權計劃由二零零二年二月二十八日起生效，而除另行註銷或修訂外，將由該日起計10年內有效。

根據購股權計劃可能授出之購股權所涉及之股份數目加上本公司任何其他購股權計劃所涉及之股份數目，最高不得超過於購股權計劃採納當日本公司已發行股本10%。於任何十二個月期間內，因根據購股權計劃及本公司任何其他購股權計劃授出之購股權(包括已行使、註銷及尚未行使之購股權)獲行使而可以向各合資格參與者發行之最高股份數目，以授出當日本公司已發行股份1%為限。如再授出超過該1%限額之購股權，則本公司(及(如有需要)控股公司)須刊發通函及於股東大會徵求本公司股東(及(如有需要)控股公司之股東)批准。

30. Share Option Scheme (Cont'd)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to the approval in advance by the independent non-executive directors of the Company (and if required, the independent non-executive directors of the holding company), excluding the independent non-executive director(s) of the Company and the holding company who is/are the grantee(s) of the options. In addition, any share option granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue as at the date of grant or with an aggregate value (based on the closing price of the shares of the Company as at the date of grant) in excess of RMB5 million, within any 12-month period, is subject to the issue of a circular by the Company (and if required, the holding company) and the shareholders' approval of the Company (and if required, the approval of the shareholders of the holding company) in advance at a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of RMB1 in total by the grantee. The exercise period of the share options granted is determinable by the Board, and commences on a specified date and ends on a date which is not later than 10 years from the date of grant of the share options or the expiry date of the Share Option Scheme, whichever is earlier.

The exercise price of the share options is determinable by the Board, but may not be less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

30. 購股權計劃(續)

向本公司之董事、最高行政人員或主要股東或彼等各自之任何聯繫人授出購股權，事先必須獲得本公司之獨立非執行董事(及(如有需要)控股公司之獨立非執行董事)批准(身為購股權承授人之本公司及控股公司獨立非執行董事除外)。此外，如於任何十二個月期間向本公司之主要股東或獨立非執行董事或彼等各自任何聯繫人授出之購股權所涉及之股份，超過授出當日本公司已發行股份0.1%或總值(根據授出當日本公司股份之收市價計算)超過人民幣5,000,000元，則本公司(及(如有需要)控股公司)須刊發通函及事先於股東大會徵求本公司股東(及(如有需要)控股公司之股東)批准。

授出購股權之建議可於建議日期起計28日內由承授人支付象徵式代價合共人民幣1元後接納。已授出購股權之行使期由董事會釐定，由指定之日期開始至授出購股權日期起計不超過十年之日或購股權計劃期滿日(以較早者為準)為止。

購股權之行使價由董事會釐定，惟不得低於下列三者之最高者：(i)本公司股份於授出當日(必須為交易日)在聯交所每日報價表所列之收市價；(ii)本公司股份於緊接授出當日前五個交易日在聯交所每日報價表所列之平均收市價；及(iii)本公司股份之面值。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

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30. Share Option Scheme (Cont'd)

The following table discloses movements in the Company's share options outstanding during the year:

Long position in Shares or underlying Shares pursuant to share options

2009

Name or category of participant	Number of share options 購股權數目			At 31 December 2009	Date of grant of share options 授出日期 (附註1)	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 (附註2)	Approximate % of issued Shares upon exercise of Share options 估購股權獲行使後已發行股份之概約百分比
	At 1 January 2009	Granted during the year	Exercised during the year					
Executive directors 執行董事								
Mr. Sun Jing Yan 孫京岩先生	-	2,300,000	-	2,300,000	18/09/2009	18/09/2009 - 17/09/2014	1.7	0.11
Mr. Zhou Yun Jie (note 3) 周雲杰先生(附註3)	-	7,900,000	-	7,900,000	18/09/2009	18/09/2009 - 17/09/2014	1.7	0.39
	-	10,200,000	-	10,200,000				
Non-executive directors 非執行董事								
Mr. Wu Ke Song (note 4) 武克松先生(附註4)	-	10,600,000	-	10,600,000	18/09/2009	18/09/2009 - 17/09/2014	1.7	0.52
External consultants 外聘顧問								
In aggregate 合計	-	40,000,000	-	40,000,000	18/09/2009	18/09/2009 - 17/09/2013	1.7	
Other participants 其他參與者								
In aggregate (note 5) 合計(附註5)	-	23,650,000	-	23,650,000	18/09/2009	18/09/2009 - 17/09/2014	1.7	
	-	84,450,000	-	84,450,000				

30. 購股權計劃(續)

下表披露年內本公司尚未行使購股權之變動：

根據購股權於股份或相關股份之好倉

二零零九年

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30. Share Option Scheme (Cont'd)

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.
2. The exercise price of the share options is subject to adjustment(s) in the case of rights or bonus share issues, or other similar changes in the share capital of the Company.
3. Mr. Zhou Yun Jie was appointed as an executive director of the Company with effect from 12 November 2009.
4. Mr. Wu Ke Song was redesignated as a non-executive director of the Company with effect from 12 November 2009.
5. This included 3,400,000 share options granted to Mr. Cao Chun Hua who resigned as an executive director of the Company with effect from 12 November 2009.

The fair value of the share options granted to executive directors, non-directors and other participants and external consultants during the year were approximately RMB28,919,000 (RMB0.65 each) and RMB24,934,000 (RMB0.62 each), respectively, of which the Group recognised a total share option expense of RMB7,286,000 (2008: Nil) during the year ended 31 December 2009. No share options were granted in prior year.

30. 購股權計劃(續)

附註：

1. 購股權之歸屬期由授出日期起至行使期開始為止。
2. 購股權之行使價可於配售新股或發行紅股或本公司股本出現其他類似變動時調整。
3. 周雲杰先生於二零零九年十一月十二日起獲委任為本公司執行董事。
4. 武克松先生於二零零九年十一月十二日起轉任為本公司非執行董事。
5. 其包括授予曹春華先生(於二零零九年十一月十二日起辭任本公司執行董事)之3,400,000份購股權。

於年內授予執行董事、非董事及其他參與者及外聘顧問之購股權公平值分別約為人民幣28,919,000元(每股面值人民幣0.65元)及人民幣24,934,000元(每股面值人民幣0.62元)，本集團就此於截至二零零九年十二月三十一日止年度確認購股權開支總額人民幣7,286,000元(二零零八年：無)。並無於去年授出購股權。

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30. Share Option Scheme (Cont'd)

The fair value of equity-settled share options granted during the year was estimated as at the date of grant, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Executive directors, non-directors and other participants

Dividend yield (%)
Historical volatility (%)
Risk-free interest rate (%)
Contractual life of options (year)
Exercise multiple
Weighted average share price (HK\$ per share)

External Consultants

Dividend yield (%)
Historical volatility (%)
Risk-free interest rate (%)
Contractual life of options (year)
Exercise multiple
Weighted average share price (HK\$ per share)

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 84,450,000 share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 84,450,000 additional ordinary shares of the Company and additional share capital of RMB7,431,600 (equivalent to HK\$8,445,000) and share premium of RMB118,905,600 (equivalent to HK\$135,120,000) (before issue expenses).

At the date of approval of these financial statements, the Company had 84,450,000 share options outstanding under the Share Option Scheme, which represented approximately 4.2% of the Company's shares in issue as at that date.

30. 購股權計劃(續)

年內授出以股本結算之購股權公平值按授出日期估計，並考慮授出購股權之條款及條件。下表列出所用模式之輸入值：

執行董事、非董事及其他參與者

股息率(%)	2.38
歷史波幅(%)	65.10
無風險利率(%)	1.731
約定購股權年期(年)	5
行使倍數	150%
加權平均股價(每股港元)	1.70

外聘顧問

股息率(%)	2.38
歷史波幅(%)	67.61
無風險利率(%)	1.475
約定購股權年期(年)	4
行使倍數	150%
加權平均股價(每股港元)	1.70

預期波幅反映歷史波幅可指示未來走勢之假設，此假設亦未必與實際結果相符。

並無其他授出購股權之特性計入公平值之計量。

於報告期末，本公司根據購股權計劃有84,450,000份尚未行使購股權。根據本公司現有股本架構，悉數行使尚未行使之購股權將導致額外發行84,450,000股本公司普通股及增加股本人民幣7,431,600元(相等於8,445,000港元)及股份溢價人民幣118,905,600元(相等於135,120,000港元)(扣除發行費用前)。

於此等財務報表批准日期，本公司根據購股權計劃有84,450,000份尚未行使購股權，相當於本公司於該日已發行股份之約4.2%。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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31. Reserves

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 59 of the financial statements.

Pursuant to the relevant PRC laws and regulations, certain of the Group's subsidiaries registered in the PRC are required to transfer a portion of their profits to reserve funds. These funds are non-distributable in the form of cash dividends. When determining the appropriations to these funds, the net profits of these subsidiaries are determined in accordance with the applicable financial rules and regulations of the PRC.

The Group's capital reduction reserve arose from the reduction in the nominal value of each of the issued shares of the Company from HK\$0.10 to HK\$0.01 by the cancellation of paid-up capital of HK\$0.09 on each of the issued shares of the Company effective from 8 March 2007. The Group's capital reserve originally represented the difference between the credit arising from the capital reduction of HK\$1,657,866,000 (equivalent to RMB1,758,526,000) and the amount transferred to eliminate the accumulated losses of the Group of HK\$1,196,370,000 (equivalent to RMB1,186,521,000).

The capital redemption reserve arose from the share repurchases in the previous year. Further details of these share repurchases are set out in note 29 to the financial statements.

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired, over the nominal value of the Company's shares issued in exchange therefor. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to shareholders subject to the Companies Act 1981 of Bermuda (as amended) and bye-laws of the Company.

The share option reserve comprise the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

31. 儲備

(a) 本集團

本年度及過往年度本集團之儲備數額及其變動詳情，載於財務報表第59頁之綜合權益變動表。

根據相關中國法例及法規，本集團若干於中國註冊之附屬公司須將其部分溢利轉撥至儲備基金。該等基金不可以現金股息之形式分派。在釐定向該等基金之分配時，會根據適用之中國財務規則及法規釐定該等附屬公司之純利。

本集團之股本削減儲備產生自於二零零七年三月八日起透過註銷本公司每股已發行股份之已繳足股本0.09港元，將本公司每股已發行股份之面值由0.10港元削減至0.01港元。本集團之股本儲備原為削減股本產生之進賬1,657,866,000港元(相當於人民幣1,758,526,000元)與轉撥以對銷本集團累計虧損1,196,370,000港元(相當於人民幣1,186,521,000元)兩者間之差額。

於往年，資本贖回儲備由股份購回產生。有關該等股份購回之進一步詳情載於財務報表附註29。

本公司之繳入盈餘為所收購附屬公司股份公平值超逾本公司於有關交易已發行股份面值之差額。根據百慕達一九八一年公司法(經修訂)，繳入盈餘須在遵守百慕達一九八一年公司法(經修訂)及本公司細則的情況下分派予股東。

購股權儲備包括已授出惟未行使之購股權之公平值，詳見財務報表附註2.4有關以股份為基礎之付款交易之會計政策。若相關購股權獲行使，該金額即轉撥往股份溢價賬；若相關購股權期滿或被沒收，則轉撥往保留溢利。

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31. Reserves (Cont'd)

31. 儲備(續)

(b) Company

(b) 本公司

		Share premium account	Contributed surplus	Capital redemption reserve	Exchange fluctuation reserve	Share option reserve	Retained profits/ (accumulated losses)	Total
Notes		股份 溢價賬	繳入盈餘	資本贖回 儲備	外匯波動 儲備	購股權 儲備	保留溢利/ (累計虧損)	總額
附註		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2008	於二零零八年一月一日	833,284	646,996	-	(78,646)	-	97,749	1,499,383
Total comprehensive income for the year	年內全面收入總額	-	-	-	(109,267)	-	96,492	(12,775)
Interim dividend	中期股息	12	-	-	-	-	(34,327)	(34,327)
Special interim dividend	特別中期股息	12	-	-	-	-	(34,327)	(34,327)
Conversion of convertible notes	兌換可換股票據	168,232	-	-	-	-	-	168,232
Shares repurchased	購回股份	29	(962)	184	-	-	(184)	(962)
At 31 December 2008 and 1 January 2009	於二零零八年 十二月三十一日 及二零零九年一月一日	1,000,554	646,996	184	(187,913)	-	125,403	1,585,224

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31. Reserves (Cont'd)

(b) Company (Cont'd)

		Share premium account	Contributed surplus	Capital redemption reserve	Exchange fluctuation reserve	Share option reserve	Retained profits/ (accumulated losses)	Total
Notes		股份 溢價賬	繳入盈餘	資本贖回 儲備	外匯波動 儲備	購股權 儲備	保留溢利/ (累計虧損)	總額
附註		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	(44)	-	(24,249)	(24,293)
Issue of new shares	發行新股	36,225	-	-	-	-	-	36,225
Share issue expenses	股份發行費用	(1,086)	-	-	-	-	-	(1,086)
Equity-settled share option arrangement	以股本結算之購股權安排	-	-	-	-	7,286	-	7,286
At 31 December 2009	於二零零九年十二月三十一日	1,035,693	646,996	184	(187,957)	7,286	101,154	1,603,356

31. 儲備(續)

(b) 本公司(續)

32. Contingent Liabilities

At the end of the reporting period, neither the Group nor the Company had any significant contingent liabilities.

32. 或然負債

於報告期末，本集團或本公司均無任何重大或然負債。

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33. Operating Lease Arrangements

(a) As lessor

The Group leases its investment properties to Haier Affiliates under operating lease arrangements, with leases negotiated for a term of three years (note 16).

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Within one year	一年內	2,016	-
In the second to fifth years, inclusive	第二至五年 (包括首尾兩年)	3,024	-
		5,040	-

(b) As lessee

The Group leases certain properties under operating lease arrangements. Leases for the properties are negotiated for terms ranging from one to five years.

At the end of the reporting period, the Group and the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Within one year	一年內	16,500	12,403	1,370	219
In the second to fifth years, inclusive	第二至五年 (包括首尾兩年)	4,593	10,346	-	-
		21,093	22,749	1,370	219

33. 經營租約安排

(a) 作為出租人

本集團根據經營租約安排將其投資物業租予海爾聯屬人士。議定之租期為三年(附註16)。

於報告期末，本集團根據於下列期間到期之不能取消之經營租約與其租戶有未來應收最低租金總額如下：

(b) 作為承租人

本集團根據經營租約安排租用若干物業。租用物業之租期議定為介乎一年至五年。

於報告期末，本集團及本公司根據於下列期間到期之不能取消之經營租約有未來應付最低租金總額如下：

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34. Commitments

In addition to the operating lease commitments detailed in note 33(b) above, the Group had the following commitments at the end of the reporting period:

Group

	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Contracted, but not provided for: 已訂約但未撥備:		
Property, plant and equipment 物業、廠房及設備	21,196	29,821

At the end of the reporting period, the Company did not have any significant commitments other than those disclosed in note 33(b) above.

35. Financial Instruments By Category

The carrying amounts of loans and receivables and financial liabilities at amortised cost of the Group at the end of the reporting period are as follows:

Financial assets

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
		Loans and receivables 貸款及應收款項	
Trade and bills receivables 應收貿易賬款及票據		2,746,923	2,111,656
Other receivables (note 22) 其他應收賬款(附註22)		24,077	55,812
Cash and cash equivalents 現金及現金等值項目		1,295,273	612,917
		4,066,273	2,780,385

34. 承擔

除上文附註33(b)所詳述經營租約承擔外，本集團於報告期末有以下承擔：

本集團

	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Contracted, but not provided for: 已訂約但未撥備:		
Property, plant and equipment 物業、廠房及設備	21,196	29,821

於報告期末，本公司除上文附註33(b)所披露者外並無任何重大承擔。

35. 金融工具分類

於報告期末，本集團之貸款及應收款項及按攤銷成本列賬之財務負債之賬面值如下：

財務資產

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
		Loans and receivables 貸款及應收款項	
Trade and bills receivables 應收貿易賬款及票據		2,746,923	2,111,656
Other receivables (note 22) 其他應收賬款(附註22)		24,077	55,812
Cash and cash equivalents 現金及現金等值項目		1,295,273	612,917
		4,066,273	2,780,385

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35. Financial Instruments By Category (Cont'd) 35. 金融工具分類(續)

Financial liabilities

財務負債

		Financial liabilities at amortised cost 按攤銷成本列賬之財務負債	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Trade payables	應付貿易賬款	912,234	922,099
Other payables (note 25)	其他應付賬款(附註25)	1,316,380	1,132,248
Interest-bearing borrowings	計息借貸	74,000	143,000
		2,302,614	2,197,347

The carrying amounts of loans and receivables and financial liabilities at amortised cost of the Company at the end of the reporting period are as follows:

於報告期末，本公司之貸款及應收款項及按攤銷成本列賬之財務負債之賬面值如下：

Financial assets

財務資產

		Loans and receivables 貸款及應收款項	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Due from subsidiaries (note 19)	應收附屬公司款項(附註19)	143,711	143,662
Cash and cash equivalents	現金及現金等值項目	162,738	140,067
		306,449	283,729

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35. Financial Instruments By Category (Cont'd)

Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本列賬之財務負債	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Other payables (note 25)	其他應付賬款(附註25)	154,750	157,870
Due to subsidiaries	應付附屬公司款項	74,885	74,915
		229,635	232,785

35. 金融工具分類(續)

財務負債

36. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise interest-bearing borrowings and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations or acquisitions. The Group has various other financial assets and liabilities such as trade and bills receivables and trade payables, which arise directly from its operations.

It is, and has been, throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board review and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates. The Group does not use derivative financial instruments to hedge its exposure to interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings). There is no significant impact on other components of the Group's equity.

36. 財務風險管理目標及政策

本集團之主要金融工具包括計息借貸及現金與短期存款。該等金融工具之主要目的是為本集團營運或收購集資。本集團有多種其他財務資產及負債，如直接來自業務之應收貿易賬款及票據以及應付貿易賬款。

於整個回顧年度，本集團之政策為不進行任何金融工具買賣。

來自本集團金融工具之主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會檢討及協定各類風險之管理政策概述如下。

利率風險

本集團之市場利率變動風險主要有關本集團之浮息借貸。本集團並無使用衍生金融工具對沖其利率風險。

下表列示在所有其他變數不變之情況下，對本集團除稅前溢利之利率合理可能變動之敏感度(透過對浮息借貸造成之影響)。利率變動對本集團其他權益部分並無重大影響。

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36. Financial Risk Management Objectives and Policies (Cont'd) 36. 財務風險管理目標及政策(續)

Interest rate risk (Cont'd)

		Increase/(decrease) in basis points 基點上升/(下跌)	Increase/(decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
2009	二零零九年		
RMB	人民幣	(50)	370
RMB	人民幣	50	(370)
2008	二零零八年		
RMB	人民幣	(50)	715
RMB	人民幣	50	(715)

Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from sales or purchases by the Group's operating units in Mainland China in currencies other than the units' functional currency (i.e., RMB). The Group does not enter into any hedging transactions in an effort to reduce the Group's exposure to foreign currency risk.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the exchange rates of Euro, United States Dollar, Japanese Yen and Great Britain Pound, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities). There is no significant impact on other components of the Group's equity.

利率風險(續)

外幣風險

本集團涉及交易貨幣風險。該等風險主要來自本集團在中國大陸之營運單位以單位功能貨幣(即人民幣)以外貨幣進行銷售或購買。本集團並無進行任何對沖交易以降低本集團之外幣風險。

下表列示於報告期末，在所有其他變數不變之情況下，對本集團除稅前溢利之歐羅、美元、日圓及英鎊匯率之合理可能變動之敏感度(由於貨幣資產及負債之公平值改變)。匯率變動對本集團其他權益部分並無重大影響。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

36. Financial Risk Management Objectives and Policies (Cont'd) 36. 財務風險管理目標及政策(續)

Foreign currency risk (Cont'd)

外幣風險(續)

		Increase/(decrease) in exchange rates 匯率上升/(下跌) %	Increase/(decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
2009	二零零九年		
If RMB strengthens against Euro	倘人民幣兌歐羅升值	5	(9,266)
If RMB strengthens against United States Dollar	倘人民幣兌美元升值	5	(8,576)
If RMB strengthens against Japanese Yen	倘人民幣兌日圓升值	5	(631)
If RMB strengthens against Great Britain Pound	倘人民幣兌英鎊升值	5	(1,588)
If RMB weakens against Euro	倘人民幣兌歐羅貶值	(5)	9,266
If RMB weakens against United States Dollar	倘人民幣兌美元貶值	(5)	8,576
If RMB weakens against Japanese Yen	倘人民幣兌日圓貶值	(5)	631
If RMB weakens against Great Britain Pound	倘人民幣兌英鎊貶值	(5)	1,588

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

36. Financial Risk Management Objectives and Policies (Cont'd) 36. 財務風險管理目標及政策(續)

Foreign currency risk (Cont'd)

		外幣風險(續)	
		Increase/(decrease) in exchange rates	Increase/(decrease) in profit before tax
		匯率上升/(下跌)	除稅前溢利
		%	增加/(減少)
			RMB'000
			人民幣千元
2008	二零零八年		
If RMB strengthens against Euro	倘人民幣兌歐羅升值	5	(5,670)
If RMB strengthens against United States Dollar	倘人民幣兌美元升值	5	(5,215)
If RMB strengthens against Japanese Yen	倘人民幣兌日圓升值	5	(511)
If RMB strengthens against Great Britain Pound	倘人民幣兌英鎊升值	5	(1,326)
If RMB weakens against Euro	倘人民幣兌歐羅貶值	(5)	5,670
If RMB weakens against United States Dollar	倘人民幣兌美元貶值	(5)	5,215
If RMB weakens against Japanese Yen	倘人民幣兌日圓貶值	(5)	511
If RMB weakens against Great Britain Pound	倘人民幣兌英鎊貶值	(5)	1,326

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

信貸風險

本集團僅與著名及信譽良好之第三方進行交易。根據本集團之政策，所有有意以記賬形式進行交易之客戶均須經過信貸核實程序。此外，本集團亦持續監察應收賬款結餘，而本集團之壞賬風險並不重大。

就本集團其他財務資產(包括現金及現金等值項目及其他應收賬款)之信貸風險而言，本集團之信貸風險來自交易對手違約，最大風險以該等工具之賬面值為限。

36. Financial Risk Management Objectives and Policies (Cont'd)

Credit risk (Cont'd)

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are analysed by customer/counterparty and by geographical region. At the end of the reporting period, the Group had certain concentrations of credit risk as 90% (2008: 96%) of the Group's trade receivables were due from the five largest customers of the Group.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 21 to the financial statements.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and other borrowings. It is the Group's policy to renew its loan agreements with Haier Finance or major local banks in Mainland China upon the maturity of the Group's short term bank loans and other borrowings.

36. 財務風險管理目標及政策(續)

信貸風險(續)

由於本集團僅與著名及信譽良好的第三方進行交易，因此並無要求提供抵押。信貸風險集中程度按客戶／交易對手及按地區進行分析。於報告期末，本集團有一定信貸風險集中度，原因為本集團之應收貿易賬款其中90%（二零零八年：96%）為應收本集團之五大客戶款項。

有關本集團來自應收貿易賬款之信貸風險進一步量化數據，於財務報表附註21披露。

流動資金風險

本集團透過循環流動資金計劃工具監控資金短缺風險。有關工具考慮其金融工具及財務資產（例如應收貿易賬款）之到期日以及經營業務之預測現金流量。

本集團之目標為透過銀行貸款及其他借貸維持資金之持續性及彈性之平衡。本集團之政策為在本集團之短期銀行貸款及其他借貸期滿時，續訂與海爾財務或中國大陸主要地方銀行訂立之貸款協議。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

36. Financial Risk Management Objectives and Policies (Cont'd) 36. 財務風險管理目標及政策(續)

Liquidity risk (Cont'd)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

流動資金風險(續)

於報告期末，按照已訂約無折扣付款計算，本集團財務負債之到期日組合如下：

		二零零九年			
		On demand or no fixed terms of repayment 按要求或 無固定還款期 RMB'000 人民幣千元	Within one year 一年內 RMB'000 人民幣千元	Beyond one year 一年後 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade payables	應付貿易賬款	–	912,234	–	912,234
Other payables (note 25)	其他應付賬款(附註25)	147,048	1,169,332	–	1,316,380
Interest-bearing borrowings	計息借貸	–	–	81,870	81,870
		147,048	2,081,566	81,870	2,310,484
		二零零八年			
		On demand or no fixed terms of repayment 按要求或 無固定還款期 RMB'000 人民幣千元	Within one year 一年內 RMB'000 人民幣千元	Beyond one year 一年後 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade payables	應付貿易賬款	–	922,099	–	922,099
Other payables (note 25)	其他應付賬款(附註25)	147,059	985,189	–	1,132,248
Interest-bearing borrowings	計息借貸	–	26,139	137,758	163,897
		147,059	1,933,427	137,758	2,218,244

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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36. Financial Risk Management Objectives and Policies (Cont'd) 36. 財務風險管理目標及政策(續)

Liquidity risk (Cont'd)

The maturity profile of the Company's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

流動資金風險(續)

於報告期末，按照已訂約無折扣付款計算，本公司財務負債之到期日組合如下：

2009		二零零九年			Total 總計 RMB'000 人民幣千元
		On demand or no fixed terms of repayment 按要求或 無固定還款期 RMB'000 人民幣千元	Within one year 一年內 RMB'000 人民幣千元	Beyond one year 一年後 RMB'000 人民幣千元	
Other payables (note 25)	其他應付賬款(附註25)	147,048	7,702	–	154,750
Due to subsidiaries	應付附屬公司款項	74,885	–	–	74,885
		221,933	7,702	–	229,635

2008		二零零八年			Total 總計 RMB'000 人民幣千元
		On demand or no fixed terms of repayment 按要求或 無固定還款期 RMB'000 人民幣千元	Within one year 一年內 RMB'000 人民幣千元	Beyond one year 一年後 RMB'000 人民幣千元	
Other payables (note 25)	其他應付賬款(附註25)	147,059	10,811	–	157,870
Due to subsidiaries	應付附屬公司款項	74,915	–	–	74,915
		221,974	10,811	–	232,785

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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36. Financial Risk Management Objectives and Policies (Cont'd)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2009 and 31 December 2008.

The Group monitors capital using a gearing ratio, which is total debt divided by total equity. The Group's policy is to maintain the gearing ratio not exceeding 100%. Total debt is interest-bearing borrowings. The gearing ratios as at the ends of the reporting periods were as follows:

36. 財務風險管理目標及政策(續)

資本管理

本集團資本管理之主要目標在於維持本集團持續經營之能力及維持穩健資本比率，以支持其業務及為股東爭取最高價值。

本集團根據經濟狀況變動管理及調整其資本架構。為維持或調整資本架構，本集團可能調整向股東派付之股息、向股東退還資本或發行新股。本集團不受任何外在施加資本要求所規限。截至二零零九年十二月三十一日及二零零八年十二月三十一日止年度，有關資本管理目標、政策或程序並無變動。

本集團採用負債資本比率(即債務總值除權益總值)監控資本。本集團之政策為維持負債資本比率不超過100%。債務總值包括計息借貸。於報告期末，負債資本比率如下：

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Interest-bearing borrowings	計息借貸	74,000	143,000
Total debt	債務總值	74,000	143,000
Total equity	權益總值	1,572,123	1,117,362
Gearing ratio	負債資本比率	5%	13%

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2009 二零零九年十二月三十一日

37. Events After The Reporting Period

- (a) On 27 January 2010, the Group and Haier Corp entered into a products procurement agreement, which set out the key terms and conditions and the general pricing principles relating to the procurement of the electronic and home appliance products manufactured by Haier Affiliates by the Group.

In addition, on 27 January 2010, the Group and Haier Group entered into an internal sales agreement which set out the key terms and conditions and the general pricing principles relating to the internal sales of the electronics and home appliance products from the Group to Haier Affiliates.

The above transactions constituted continuing connected transactions of the Company and were approved by the shareholders at a special general meeting of the Company held on 9 March 2010.

- (b) On 11 December 2009, Qingdao Haier Co., Ltd. (“Qingdao Haier”), Qingdao Haier Group Holdings (BVI) Limited (“Qingdao Haier BVI”), a non wholly-owned subsidiary of Haier Corp, and Haier Electrical Appliances Third Holding (BVI) Limited (“Haier Third BVI”), a non wholly-owned subsidiary of Haier Corp, entered into a transfer agreement (“Transfer Agreement”) in relation to the transfer of approximately 31.93% issued share in capital in the Company by Qingdao Haier BVI and Haier Third BVI to Qingdao Haier at a price of HK\$3.00 per share of the Company. The transfer was completed on 31 March 2010. After the completion of the Transfer Agreement, Qingdao Haier is interested in 51.31% of the issued share capital of the Company.

38. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 19 April 2010.

37. 報告期後事項

- (a) 於二零一零年一月二十七日，本集團與海爾集團公司訂立產品採購協議，當中載有本集團採購由海爾集團成員公司所製造電子及家電產品之相關主要條款及條件以及一般定價原則。

此外，本集團與海爾集團於二零一零年一月二十七日訂立內銷協議，當中載有本集團向海爾集團成員公司內部銷售電子及家電產品之相關主要條款及條件以及一般定價原則。

上述交易構成本公司持續關連交易並經股東於本公司於二零一零年三月九日舉行之股東特別大會上批准。

- (b) 於二零零九年十二月十一日，青島海爾股份有限公司（「青島海爾」）、青島海爾集團控股（BVI）有限公司（「青島BVI」）（為海爾集團公司非全資附屬公司）與海爾電器第三控股（BVI）有限公司（「海爾第三BVI」）（為海爾集團公司非全資附屬公司）訂立轉讓協議（「轉讓協議」），內容有關青島海爾BVI及海爾第三BVI向青島海爾轉讓約31.93%本公司已發行股本，每股本公司股份作價3.00港元。轉讓於二零一零年三月三十一日完成。轉讓協議完成後，青島海爾擁有本公司已發行股本之51.31%權益。

38. 財務報表之批准

財務報表已於二零一零年四月十九日經董事會批准及授權刊發。

FIVE YEAR FINANCIAL SUMMARY 五年財務摘要

A summary of the results and of the assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate, is set out below.

以下載列本集團之過去五個財政年度業績、資產、負債及少數股東權益概要，乃摘錄自己刊發之經審核財務報表，並已作出適當之重列／重新分類：

		Year ended 31 December 截至十二月三十一日止年度				
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2007 二零零七年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
RESULTS	業績					
CONTINUING OPERATIONS	持續經營業務					
REVENUE	收益	11,530,604	10,179,764	8,332,592	7,082,304	5,837,076
Cost of sales	銷售成本	(8,084,214)	(7,244,969)	(5,904,494)	(5,194,664)	(4,513,939)
Gross profit	毛利	3,446,390	2,934,795	2,428,098	1,887,640	1,323,137
Other income and gains	其他收入及收益	30,317	30,770	33,646	44,083	11,181
Selling and distribution costs	銷售及分銷成本	(2,297,564)	(2,023,703)	(1,604,933)	(1,276,285)	(847,765)
Administrative expenses	行政費用	(620,696)	(735,325)	(513,714)	(412,190)	(279,281)
Other expenses	其他費用	(12,495)	(11,993)	(5,841)	(2,505)	(6,338)
Finance costs	融資成本	(7,906)	(14,038)	(23,458)	(11,399)	(17,025)
PROFIT BEFORE TAX	除稅前溢利	538,046	180,506	313,798	229,344	183,909
Income tax expense	所得稅開支	(117,692)	(24,390)	(93,820)	(40,749)	(24,227)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	持續經營業務之年內溢利	420,354	156,116	219,978	188,595	159,682
DISCONTINUED OPERATION	已終止經營業務					
Profit/(loss) for the year from a discontinued operation	已終止經營業務之 年內溢利/(虧損)	-	-	-	106,124	(504,654)
PROFIT/(LOSS) FOR THE YEAR	年內溢利/(虧損)	420,354	156,116	219,978	294,719	(344,972)
Attributable to:	應佔：					
Owners of the Company	本公司股東	369,711	135,780	167,769	269,212	(383,178)
Minority interests	少數股東權益	50,643	20,336	52,209	25,507	38,206
		420,354	156,116	219,978	294,719	(344,972)
ASSETS, LIABILITIES AND MINORITY INTERESTS	資產、負債及少數 股東權益					
TOTAL ASSETS	資產總值	5,234,506	3,839,388	3,430,213	3,384,449	3,663,325
TOTAL LIABILITIES	負債總額	(3,662,383)	(2,722,026)	(2,548,735)	(2,583,238)	(2,508,640)
MINORITY INTERESTS	少數股東權益	(131,325)	(95,270)	(88,626)	(154,959)	(169,137)
		1,440,798	1,022,092	792,852	646,252	985,548

Note:

The figures for the year ended 31 December 2005, 2006, 2007 and 2008 were restated to align with the change of presentation currency from Hong Kong dollars to RMB. Details of the change in the presentation currency is set out in the note 2 to the financial statements.

附註：

為符合呈報貨幣由港元變更為人民幣，截至二零零五年、二零零六年、二零零七年及二零零八年十二月三十一日止年度之數字經已重列。呈報貨幣變更詳情載於財務報表附註2。



Haier 海尔