



泓淋科技集團有限公司\*

HL TECHNOLOGY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1087

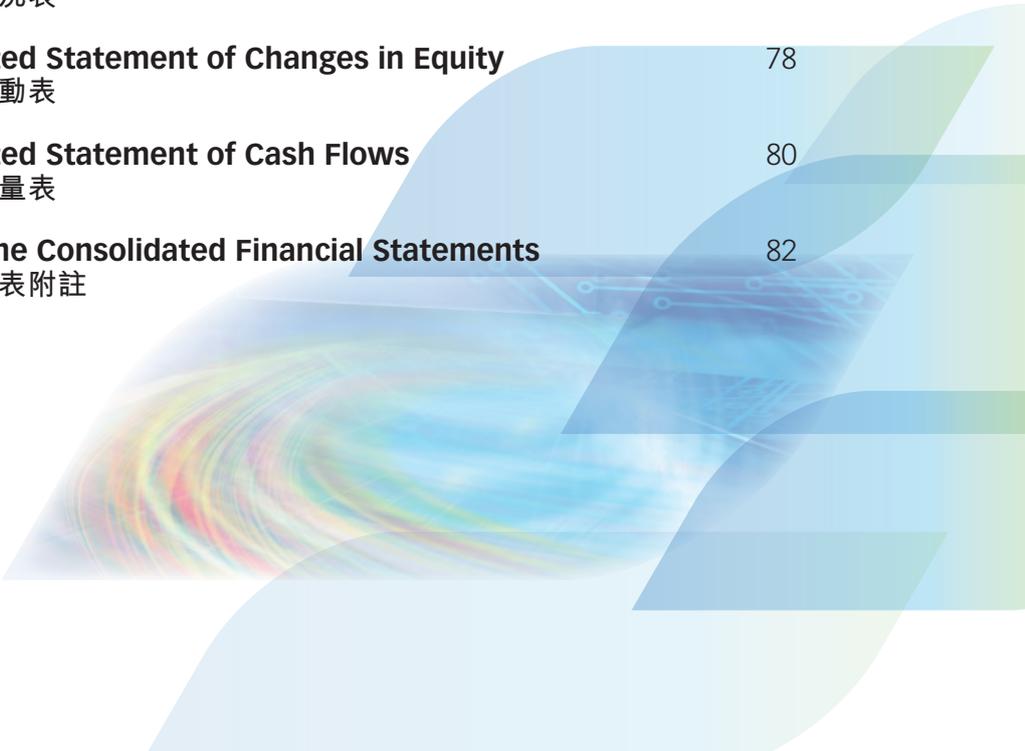


ANNUAL REPORT 年報 **2012**



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# Corporate Profile and Corporate Information

## 公司簡介及公司資料

HL Technology Group Limited (the “Company”, “our” or “we”) is a one-stop provider of signal transmission and connectivity solutions and related products for the global 3Cs (computing, communication and consumer electronics) markets. A majority of our key customers are global top tier players and we have the leading position in market share for several key products including external and internal signal cable assembly, power cord assembly and signal transmission wire and cable in the world. Our shares were first listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 16 November 2010.

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Chi Shaolin (*Chairman and Chief Executive Officer (“CEO”)*)

Mr. Jiang Taike (*Vice CEO*)

Mr. Li Jianming (*Vice CEO*)

#### Non-executive Director

Ms. Xu Yiming (*Adviser*)

#### Independent Non-executive Directors

Mr. Shu Wa Tung, Laurence

Mr. Song Lizhong

Ms. Zheng Lin

### AUDIT COMMITTEE

Mr. Shu Wa Tung, Laurence (*Chairman*)

Mr. Song Lizhong

Ms. Zheng Lin

### COMPENSATION AND BENEFITS COMMITTEE

Ms. Zheng Lin (*Chairman*)

Mr. Shu Wa Tung, Laurence

Ms. Xu Yiming

### NOMINATION COMMITTEE

Mr. Chi Shaolin (*Chairman*)

Mr. Shu Wa Tung, Laurence

Mr. Song Lizhong

### COMPANY SECRETARY

Ms. Ho Wing Yan, *ACIS, ACS(PE)*

### AUTHORISED REPRESENTATIVES

Mr. Li Jianming

Ms. Ho Wing Yan, *ACIS, ACS(PE)*

泓淋科技集團有限公司\* (「本公司」、「我們的」或「我們」) 是全球 3Cs (計算機、通訊及消費電子) 市場的一站式信號傳輸及連接技術解決方案及相關產品的供應商，本公司大多數主要客戶都是全球頂級的客戶，並且本公司的幾種主要產品都在全球擁有領先地位的市場份額，包括：外接及內接信號線組件、電源線組件及信號傳輸線纜。本公司的股份於二零一零年十一月十六日起首次在香港聯合交易所有限公司 (「聯交所」) 主板掛牌上市。

### 董事會

#### 執行董事

遲少林先生 (*主席兼總裁 (“總裁”)*)

蔣太科先生 (*副總裁*)

李建明先生 (*副總裁*)

#### 非執行董事

徐藝銘女士 (*顧問*)

#### 獨立非執行董事

舒華東先生

宋立眾先生

鄭琳女士

### 審核委員會

舒華東先生 (*主席*)

宋立眾先生

鄭琳女士

### 薪酬及福利委員會

鄭琳女士 (*主席*)

舒華東先生

徐藝銘女士

### 提名委員會

遲少林先生 (*主席*)

舒華東先生

宋立眾先生

### 公司秘書

何詠欣女士，*ACIS, ACS(PE)*

### 授權代表

李建明先生

何詠欣女士，*ACIS, ACS(PE)*

\* The Chinese name is for identification purpose only

\* 中文名稱僅供識別

# Corporate Profile and Corporate Information

## 公司簡介及公司資料

### REGISTERED OFFICE

Offshore Incorporations (Cayman) Limited  
Scotia Centre, 4th Floor  
P.O. Box 2804, George Town  
Grand Cayman KY1-1112  
Cayman Islands

### HEADQUARTER

Pudong Road, Economic and  
Technological Development Zone  
Weihai  
Shandong Province  
The People's Republic of China ("PRC")

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

33rd Floor, Shui On Centre  
6-8 Harbour Road  
Wanchai  
Hong Kong

### PRINCIPAL BANKS

Bank of China (Weihai Branch)  
Agricultural Bank of China (Weihai Branch)  
China Everbright Bank (Changshu Sub-branch)

### LEGAL ADVISERS

Loong & Yeung (as to Hong Kong law)  
Beijing DHH Law Firm\* (as to PRC law)

### AUDITOR

Deloitte Touche Tohmatsu

### SHARE REGISTRAR

#### Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited

### LISTING EXCHANGE INFORMATION

#### Place of Listing

Main Board, The Stock Exchange of Hong Kong Limited

### STOCK CODE

1087

### COMPANY WEBSITE

www.hong-lin.com.cn

### 註冊辦事處

Offshore Incorporations (Cayman) Limited  
Scotia Centre, 4th Floor  
P.O. Box 2804, George Town  
Grand Cayman KY1-1112  
Cayman Islands

### 總部

中華人民共和國(「中國」)  
山東省  
威海市  
經濟技術開發區  
浦東路

### 香港主要營業地點

香港  
灣仔  
港灣道6-8號  
瑞安中心33樓

### 主要往來銀行

中國銀行(威海分行)  
中國農業銀行(威海分行)  
中國光大銀行(常熟支行)

### 法律顧問

香港法律：龍炳坤、楊永安律師行  
中國法律：北京德和衡律師事務所

### 核數師

德勤 • 關黃陳方會計師行

### 股份登記處

#### 香港股份過戶登記分處

香港中央證券登記有限公司

### 交易所上市資料

#### 上市地點

香港聯合交易所有限公司主板

### 股份代號

1087

### 公司網站

www.hong-lin.com.cn

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\* 英文名稱僅供識別

# Chairman's Statement

## 主席報告



### Mr. Chi Shaolin 遲少林先生

*Chairman, Executive Director and CEO*  
(主席、執行董事兼總裁)

Dear Shareholders,

On behalf of HL Technology Group Limited, together with its subsidiaries (collectively, the "Group"), I present to you the Group's annual results for the year ended 31 December 2012.

### PERFORMANCE REVIEW

In 2012, the overall economic landscape around the world was featured by heightened complications, which stemmed from the remote chance of the short-term settlement of sovereign debt problems in Europe and the rising unemployment rate in the United States, all of which led to the continuous increase in economic downside pressures, represented by worldwide inflation and the decrease in consumer demand.

致各位股東：

本人代表泓淋科技集團有限公司連同其附屬公司(統稱「本集團」)向各位提呈截至二零一二年十二月三十一日止年度的年度業績。

### 業績回顧

回顧二零一二年，世界整體經濟形勢仍然很複雜，歐洲主權債務問題短期內難以解決，美國失業率持續攀升，這些因素均致使經濟下行壓力繼續加大；表現為全球通脹，消費需求減緩。

# Chairman's Statement

## 主席報告

### PERFORMANCE REVIEW (Continued)

Consequently, peers in the worldwide 3Cs markets were faced with a challenging and tough operating environment in 2012, and were put under increasing pressures. According to the statistics of some independent research agencies in the industries, the performance of the 3Cs industries was far behind expectation in 2012, with a fall in global sales volume of mobile phone, PC (personal computer) and TV (television) in 2012 when compared to 2011. Hampered by the impact of the macro-environment, some of the customers of the Company reined-in their spending for purchases along with the continued sluggishness of the global consumer electronics market, and the level of purchase price was also crimped by the oversupply in the market, especially for the relatively more traditional products such as the external signal cable assembly, internal signal cable assembly, connectors and antennas.

To withstand the complicated and challenging operating environment, we had stuck to the essentials of our business philosophy of organic growth and sustainable development and also of our core corporate values of integrity, unity, innovation and thanksgiving. Continued efforts were dedicated to (i) strengthen the customer base, improve our ability on research and development, upgrade the management system, optimize the products quality system and execute business restructuring; (ii) tighten credit and cost control, implement appropriate inventory policy and scaling back capital expenditure in certain areas to better manage our operations; and (iii) improve our operating cash flow condition and make efforts to convert the negative cash flow. In light of the aforesaid reasons, the Group recorded a total revenue of approximately RMB1,933.7 million for the year ended 31 December 2012, representing an increase of approximately 3.7% when compared to the figure for the year ended 31 December 2011. Furthermore, our cash flow from operating activities was converted to positive status for the year ended 31 December 2012 from negative status for the year ended 31 December 2011.

Meanwhile, the Group's gross profit for the year ended 31 December 2012 amounted to approximately RMB281.3 million, representing a decrease of approximately RMB97.2 million when compared to the gross profit for the year ended 31 December 2011. There was a decrease of 5.8% in gross profit margin for the year ended 31 December 2012 over 2011. The decrease was mainly due to: (i) the decline in the average selling price across some of the Group's product segments along with increasingly fierce competition in the worldwide 3Cs industries and the weakened demand from the Company's major customers in 2012, especially the relatively more traditional products, such as external signal cable assembly, internal signal cable assembly, connectors and antennas; and (ii) rise in labour and outsourcing costs by 21.0% and 24.5% respectively, which was mainly due to the increase in overall employee salaries in response to the level of inflation. As at 31 December 2012, the Group incurred a net loss of approximately RMB62.6 million. The loss was mainly due to: (i) the decrease in gross profit for the year ended 31 December 2012; (ii) the significant increase in operating expenses relating to sales, distribution and research and development along with the Group's continued efforts on developing new products and exploring new markets; and (iii) impairment loss of goodwill, intangible assets, property, plant and equipment, inventories and trade receivables recognised during the year ended 31 December 2012 since their recoverable amount, or net realizable value, or fair value is less than their carrying amount.

### 業績回顧(續)

影響所及，全球3Cs市場的運營環境於二零一二年內充滿挑戰及困難，並且運營壓力持續增強。根據一些行業獨立調查機構的調查結果，3Cs行業於二零一二年的表現差強人意，二零一二年全球手機、PC(個人電腦)、電視機等銷售量均比二零一一年降低。受上述大環境的影響，本公司客戶的採購量伴隨著全球消費電子市場的低迷持續出現部分惡化狀況，採購價格也因為市場的供過於求的情況受到壓制，尤其是較為傳統的產品如外接信號線組件、內接信號線組件、連接器及天線。

在複雜且充滿挑戰的經營環境下，本公司秉承著經營永續的經營理念以及誠信、團結、創新、感恩的企業核心價值觀。本集團致力(i)加強客戶基礎、提高自身的研發能力、提升管理系統、優化產品質量體系，以及進行業務重組，(ii)縮緊信貸及成本控制，實施適當的存貨控制及於若干方面調低資本開支以更好地管理我們的運營；以及(iii)改善我們的經營現金流情況，並努力扭轉負現金流。綜合上述原因，本集團截至二零一二年十二月三十一日止年度，共錄得收益約人民幣1,933.7百萬元，較截至二零一一年十二月三十一日止年度增長了約3.7%。此外經營活動產生的現金流量亦已由截至二零一一年十二月三十一日止年度負現金流轉化為截至二零一二年十二月三十一日止年度正現金流。

與此同時，本集團截至二零一二年十二月三十一日止年度錄得毛利約人民幣281.3百萬元，較截至二零一一年十二月三十一日止年度的毛利下降了約人民幣97.2百萬元，而截至二零一二年十二月三十一日止年度的毛利率亦較二零一一年下降了5.8%，主要因為：(i)受二零一二年全球3Cs行業日趨激烈的競爭及本公司主要客戶需求萎縮的影響導致本集團部份產品的平均銷售價格下降，尤其是相對較傳統的產品如外接信號線組件、內接信號線組件、連接器和天線；以及(ii)勞動力及外包成本分別上升了21.0%及24.5%，主要由於整體僱員薪金因應通脹水平而上漲。於二零一二年十二月三十一日，本集團錄得淨虧損約人民幣62.6百萬元。錄得淨虧損的主要原因是：(i)截至二零一二年十二月三十一日止年度毛利下降；(ii)隨著集團不斷投資新的產品以及開發新的市場，營業開支如銷售、分銷及研發費用等顯著增加；及(iii)於截至二零一二年十二月三十一日止年度確認的商譽、無形資產、物業、廠房及設備、存貨及貿易應收賬款因可回收金額，或淨變現值，或公平值低於賬面價值而導致的減值虧損。

# Chairman's Statement

## 主席報告

### PERFORMANCE REVIEW (Continued)

In view of the above circumstances, the Company will review our business scale and portfolio cautiously and focus on putting resources into businesses with stronger profitability and better market prospects to get rid of the loss status and make profit in the near future.

Efforts extended by the Group in 2012 were summarised as follows:

#### Strengthening of Customer Base

In 2012, given that the 3Cs industries across the world experienced increasing operational pressure, wire and cable purchasers over the world continued to shift their procurement to the PRC where there were relatively lower labour costs. The Group took this opportunity to provide these customers with products with more favorable price, more premium quality and a wider range of services. This strategy enabled the Group to maintain a strong customer base. To enable our customers to cast a vote of stronger confidence in the industries when it was in time of uncertainties, we have always endeavoured to tie up tighter connections with our customers no matter in favourable or daunting operating environment. New customers secured by the Group in 2012 included a number of internationally prestigious large-sized clients such as RIM (Blackberry), Lenovo and Amazon.

#### Progress of Research and Development

In 2012, the Group attained remarkable brand new breakthroughs in the research and development fields of antennas, high-speed cable and automotive wiring harness. Relatively notable development was achieved in the antenna field. In 2012, we completed the entire process of design, development, trial testing and operation relating to LDS (Laser-Direct-Structuring) antennas, which are mainly used for smart phones and 4G LTE (Long Term Evolution) equipments, etc.. Our LDS antennas have now reached a monthly production capacity of 1 million units, and have secured strong cooperation intentions from a couple of large-scale European and American customers. NFC (Near Field Communication) mobile payment antennas has been developed and the reserves that are based on mobile payment and are blended with wireless charging technology have been completed and are now in the course of research and development. In relation to the high-speed cable, the Group started the research and development of modular products of high-speed cable, namely DONGLE, which is a kind of high-speed cable featuring signal conversion functions. The research and development of this category of products is expected to be completed in 2013. On the front of automotive wiring harness, both the design of the harness for the whole car and the electric current transmission method are evolving. With the Group's strong research and development capability and distinct research and development strengths in terms of automotive wiring harness of light weight and sophisticated technology, the Group took the initiative to lead the research and development in this aspect across the country.

### 業績回顧(續)

鑑於上述情況，本公司將謹慎地檢討我們的業務規模和投資組合，並把資源集中於具有較強的盈利能力和較佳的市場前景的業務，以扭轉虧損狀況，並在不久將來締造利潤。

本集團二零一二年所做的努力概括如下：

#### 增強客戶基礎

二零一二年，隨著全球3Cs行業面臨越來越大的運營壓力，全球線纜採購商持續將其採購的重心向勞工成本相對較低的中國轉移，本集團則借此機會向這些客戶提供價格更優惠，質量更過硬，服務更周到的產品，以此等策略持續穩固本集團的客戶基礎，並在行業面臨不明朗狀況時給我們的客戶更多的信心，表明無論經營環境是好還是不好，我們都會一直與客戶並肩作戰。二零一二年引入的新客戶包括RIM(黑莓)、聯想、亞馬遜等國際大客戶。

#### 研發進展

二零一二年，本集團在天線、高速線、汽車線束等領域都有新的研發進展，比較值得注意的是在天線領域，二零一二年中我們完成的LDS(鐳射直接成形)鐳射天線的設計、研發、實驗、投產的全部過程，該款天線多用於智慧手機、4G LTE(長期演進技術)設備等。到目前為止，我們的LDS鐳射天線已經具有每月一百萬個的產能，也已經有若干歐美大客戶表現出強烈的合作意向；NFC(近場無線通訊)手機移動支付天線及以移動支付為前提結合無線充電的技術儲備也已經完成，現在正在研發的過程中；在高速線方面，集團開始進行高速線的模組化產品DONGLE的研發，DONGLE是一種具有信號轉化功能的高速線，預計在二零一三年完成該類別產品的研發；在汽車線束領域，總線設計及電流傳輸的方式正在發生變革，本集團憑藉其強大的研發能力，主導汽車線束輕量化，工藝簡便化的研發，屬國內首家進行該類研究的公司。

# Chairman's Statement

## 主席報告

### PERFORMANCE REVIEW (Continued) Upgrading of Management System

In order to further enhance the management efficiency and reduce management costs, the Group stepped up ongoing optimization and upgrading of its management system in 2012. Great efforts were put on a number of spectrums, stretching across: (i) providing training courses for different management positions, and tailor-made training programs for different employees, with a vision to further enhance the quality and efficiency of our employees; (ii) continuously enhancing the role of the internal audit department of the Group to monitor and minimise the Company's risks in financial and management aspects; (iii) optimizing the function and role of the integrated information technology and business management system, with a view to optimizing the planning and management of information systems; (iv) recruiting talents with experience in internationally renowned companies in respect of our research and development, management and sales departments, in order for us to pursue management in a more scientific and systematic manner.

### Optimization of Quality System

To continuously improve the competitiveness of the Group's product offering, we continued to extend vigorous efforts on the enhancement of quality system in multiple aspects, spanning from the introduction of the international standards for laboratory management approach, the further implementation of EICC (Electronic Industry Code of Conduct) based on environmental protection and labour safety protection in each of our factory bases, as well as the thorough adoption of SPC (Statistical Process Control), an on-site quality supervision system. All these efforts enabled the Group to exercise a more systematic control over our products quality.

### Business Restructuring

The Company entered into a sale and purchase agreement dated 28 October 2012 (supplemented by a supplemental agreement dated 28 December 2012) with Mr. Chi Shaolin ("Mr. Chi"), the vendor, in relation to the acquisition of the entire issued share capital of Rosy Sun Investments Limited ("Rosy Sun"), which indirectly wholly owned 沈陽新郵通信設備有限公司 (Shenyang New Postcom Co., Ltd.\*, the "PRC Company"), a company based in the PRC. The acquisition represented an opportunity for the Group to lay a solid foundation for its further business restructuring by making a steady step into the telecommunication and broadband network market with better market prospects, the research and development as well as manufacture of wireless communication system devices and wireless terminal devices, and the provision of wireless network planning and optimization services. 威海市泓淋電子有限公司 (Weihai Honglin Electronic Co., Ltd.\*, "Weihai Electronic"), a wholly owned subsidiary of the Company, on 20 November 2012, entered into an equity transfer agreement with 天津日拓汽車電裝有限公司 (Tianjin Rituo Automotive Electronics Co., Ltd.\*, "Rituo Automotive") and 天津市日拓高科技有限公司 (Tianjin Rituo High Technology Co., Ltd.\*, "Rituo Technology") (collectively, the "Tianjin Rituo Group") in relation to the acquisition of 100% equity interest in Rituo Technology (supplemented by a supplemental agreement dated 19 December 2012) and an equity transfer agreement with Wang Xiang and Rituo Automotive in relation to the disposal of 55% equity interest in Rituo Automotive (supplemented by a supplemental agreement dated 19 December 2012), in order to carry out the Group's wholly owned automotive wiring harness business.

\* The English names are for identification purposes only.

### 業績回顧(續) 管理系統的優化

為了進一步提升管理的效率和降低管理成本，本集團於二零一二年持續進行了管理系統的優化升級，並從以下幾個方面做出了努力：(i) 自主開發不同管理崗位培訓課件，並針對不同崗位的員工給予為其量身定做的培訓課程，進一步提升其工作質量及效率；(ii) 不斷增強集團的內審部門的作用，監控並降低公司財務及管理等方面的風險；(iii) 優化資訊技術與企業管理集成一體化系統的功能與作用，優化資訊體系規劃及管理；(iv) 持續在研發、管理、銷售等部門引進擁有國際知名企業任職背景的職業經理人，使本集團的管理更加的科學化和系統化。

### 質量系統的優化

為持續提高本集團產品的競爭力，本集團持續深化我們關於提升質量系統的努力，如大力推行國際標準實驗室管理辦法，在各個廠區深化推行主要致力於環境保護及勞工安全保護的EICC(電子行業行為準則)，以及全面採用現場質量監督系統SPC(統計程序控制)等，這些實踐使本集團產品質量控制更加系統化。

### 業務重組

二零一二年十月二十八日，本公司與賣方遲少林先生(「遲先生」)訂立買賣協議(經二零一二年十二月二十八日之補充協議補充)，內容有關收購Rosy Sun Investments Limited(「Rosy Sun」)的全部已發行股本，該公司間接全資擁有沈陽新郵通訊設備有限公司(「中國公司」，一間於中國成立的公司)，借此機會平穩涉足市場前景較好的通訊及寬帶網絡領域，從事無線通信系統設備，無線終端設備的研發與製造，以及提供無線網路規劃及優化服務等，為本集團進一步業務重組奠定基礎。於二零一二年十一月二十日，本公司之全資附屬公司威海市泓淋電子有限公司(「威海電子」)與天津日拓汽車電裝有限公司(「日拓汽車」)及天津市日拓高科技有限公司(「日拓高科技」)(統稱為「天津日拓集團」)訂立股權轉讓協議，內容關於收購日拓高科技的100%股權(經二零一二年十二月十九日的補充協議補充)，而與王祥及日拓汽車亦就處置日拓汽車的55%股權訂立股權轉讓協議(經二零一二年十二月十九日的補充協議補充)，以開展本集團全資擁有的汽車線束業務。

\* 英文名稱僅供識別

# Chairman's Statement

## 主席報告

### OUTLOOK

Peers in the global 3Cs industries remain cautious about the operating environment and performance within the industries in the coming years. The roll out of Windows 8 and Ultrabook in 2012 had not added much fresh impetus to fuel the recovery of the market. As a whole, there were no strong stimuli which could revive the market from the prevailing sluggishness. Facing heightened uncertainties, the Company will continue to adhere to prudent approach to cope with the complications of the operating environment. We will review our business portfolio. We will also proactively seek for and capture the right opportunities for business restructuring and industrial upgrading. We will exit from part of our relatively more traditional products with year-on-year reduction in profitability through acquisitions or realizations, while vigorously developing new products with strong profitability, for instance, the completion of the acquisition of Rosy Sun in early 2013. In summary, we are confident in securing more renowned customers in the future, and are convinced that the continuous enhancement and development of our business will eventually realise.

### APPRECIATION

Finally, on behalf of the board (the "Board") of directors (the "Directors"), I would like to thank all staff members for their contribution in the past year and at the same time, I would also like to express our gratitude towards our shareholders, customers, suppliers and business partners for your continued confidence in and support to the Group.

Sincerely yours,

**Chi Shaolin**

*Chairman and CEO of HL Technology Group Limited*

27 March 2013

### 前景展望

行業內對全球3Cs行業於未來幾年的運營環境及表現持有謹慎態度，於二零一二年問世的Windows 8及超級本對市場的恢復起到的作用也很有限，整個市場並沒有出現能夠推動這個遲緩局面的刺激因素。面對這些不明朗的狀況，本公司將繼續以謹慎的態度應對複雜的經營環境，審閱我們的業務組合，尋求及考慮合適機會進行業務重組及產業升級、收購或變現以摒棄一部分盈利能力逐年降低的較為傳統產品，大力發展盈利能力較強的新型產品，如本公司於二零一三年初完成新收購的公司Rosy Sun就是本集團業務重組的一個部分。總之，我們有信心在未來獲得更多知名客戶的認可並確信終將實現產業的不斷升級和發展。

### 致謝

最後，本人代表董事（「董事」）會（「董事會」）向全體員工表示感謝，感謝各位於過去一年的貢獻，同時，本人亦對股東、客戶、供應商及商業夥伴對本集團的堅定信心和不懈支持表示感謝。

此致

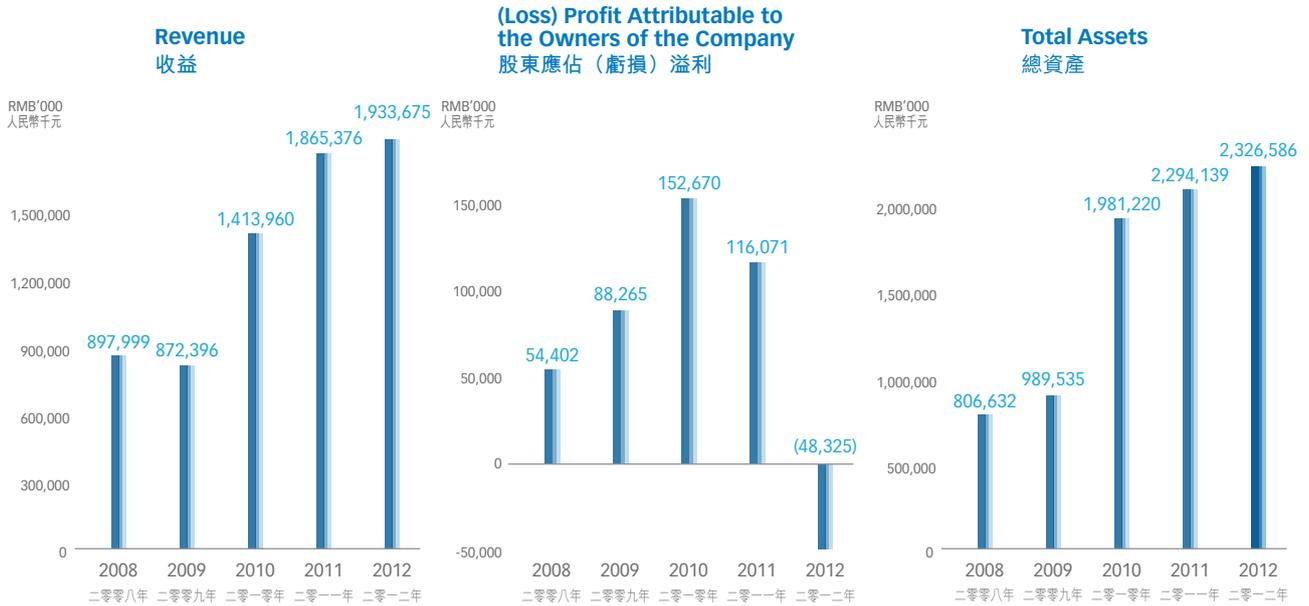
**遲少林**

*泓淋科技集團有限公司主席兼總裁*

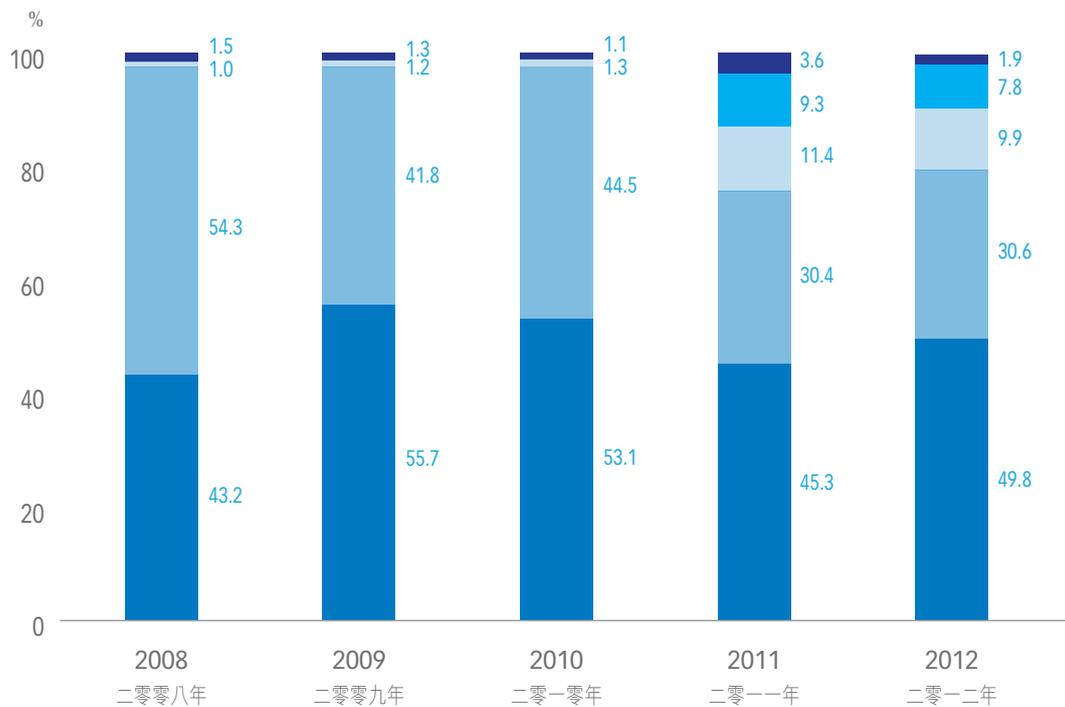
二零一三年三月二十七日

# Financial Summary

## 財務摘要



A Summary of Revenue Breakdown in terms of End Markets is as follows: 按終端市場劃分的收益概要如下：



# Financial Summary

## 財務摘要

A highlight of results, selected financial ratio information, assets and liabilities and cash flow is as follows:

業績、經選定財務比率資料、資產與負債及現金流量的概要如下：

### RESULTS

### 業績

		Year ended 31 December 截至十二月三十一日止年度		
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	Change 變動 %
				百分比
Revenue	收益	<b>1,933,675</b>	1,865,376	3.7
Gross profit	毛利	<b>281,255</b>	378,405	(25.7)
(Loss) profit before tax	除稅前(虧損)溢利	<b>(58,184)</b>	135,000	N/A 不適用
(Loss) profit for the year	年度(虧損)溢利	<b>(62,590)</b>	119,360	N/A 不適用
(Loss) profit attributable to:	應佔(虧損)溢利：			
— Owners of the Company	— 本公司擁有人	<b>(48,325)</b>	116,071	N/A 不適用
— Non-controlling interests	— 非控制權益	<b>(14,265)</b>	3,289	N/A 不適用
(Loss) earnings per share	每股(虧損)盈利			
— Basic and diluted (RMB cents)	— 基本及攤薄(人民幣分)	<b>(6.7)</b>	16.1	N/A 不適用

# Financial Summary

## 財務摘要

### SELECTED FINANCIAL RATIOS INFORMATION

### 經選定財務比率資料

		2012	2011	2010	2009	2008
		二零一二年	二零一一年	二零一零年	二零零九年	二零零八年
Gross profit margin	邊際毛利	<b>14.5%</b>	20.3%	23.0%	22.7%	19.5%
Net (Loss) profit margin	邊際(淨虧損)純利	<b>(3.2%)</b>	6.4%	11.0%	10.1%	6.1%
Current ratio (times)	流動比率(倍)	<b>1.1</b>	1.3	1.4	1.0	0.9
Gearing ratio <sup>(1)</sup>	資本負債比率 <sup>(1)</sup>	<b>34.4%</b>	28.4%	33.5%	35.7%	30.2%
Return on total assets*	總資產回報*	<b>(2.7%)</b>	5.6%	10.5%	9.9%	7.5%
Return on total equity*	總權益回報*	<b>(5.9%)</b>	11.8%	24.9%	32.3%	27.4%

\* The above ratios are calculated by using average balances of total assets and total equity.

\* 上述回報率乃採用平均總資產和總權益餘額計算得出。

(1) Calculated by using short-term borrowings divided by total assets.

(1) 按短期借貸除以總資產計算。

# Financial Summary

## 財務摘要

### ASSETS AND LIABILITIES INFORMATION

### 資產與負債資料

		2012	2011	2010	2009	2008
		二零一二年	二零一一年	二零一零年	二零零九年	二零零八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
					#	#
Bank balances and cash (excluding pledged bank deposits)	銀行結餘及現金 (不包括已抵押存款)	<b>82,276</b>	106,650	160,408	73,744	23,413
Current assets	流動資產	<b>1,477,332</b>	1,543,252	1,489,849	654,690	512,856
Non-current assets	非流動資產	<b>849,254</b>	750,887	491,371	334,845	293,776
Current liabilities	流動負債	<b>1,298,491</b>	1,191,894	1,057,749	662,585	582,396
Non-current liabilities	非流動負債	<b>7,062</b>	9,718	–	–	3,090
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>985,836</b>	1,031,694	909,888	316,558	221,146
Non-controlling interests	非控制權益	<b>35,197</b>	60,833	13,583	10,392	–

### CASH FLOWS INFORMATION

### 現金流量資料

		2012	2011	2010	2009	2008
		二零一二年	二零一一年	二零一零年	二零零九年	二零零八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
					#	#
Net cash from/(used in) operating activities	經營活動所得／(所用)現金淨額	<b>5,309</b>	(167,546)	(114,539)	470	1,743
Net cash (used in)/from investing activities	投資活動(所用)／所得現金淨額	<b>(194,254)</b>	161,211	(549,936)	70,495	(117,525)
Net cash from/(used in) financing activities	融資活動所得／(所用)現金淨額	<b>173,406</b>	(47,423)	751,139	120,356	119,390

# The financial information was extracted from the Company's prospectus dated 3 November 2010 (the "Prospectus").

# 該財務資料乃摘錄自本公司二零一零年十一月三日的招股章程(「招股章程」)。

# Financial Summary

## 財務摘要

A summary of consolidated results for the five years ended 31 December 2012 is as follows:

截至二零一二年十二月三十一日止五個年度的綜合業績的概要如下：

		Year ended 31 December 截至十二月三十一日止年度				
		2012	2011	2010	2009	2008
		二零一二年	二零一一年	二零一零年	二零零九年	二零零八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
					#	#
Revenue	收益	<b>1,933,675</b>	1,865,376	1,413,960	872,396	897,999
Cost of sales	銷售成本	<b>(1,652,420)</b>	(1,486,971)	(1,088,346)	(674,422)	(723,211)
Gross profit	毛利	<b>281,255</b>	378,405	325,614	197,974	174,788
Other income, other gains and losses	其他收入、其他收益及虧損	<b>32,855</b>	22,080	(2,579)	8,273	(2,506)
Distribution and selling expenses	分銷及銷售開支	<b>(77,047)</b>	(49,056)	(27,233)	(20,480)	(18,891)
Administrative and general expenses	行政及一般開支	<b>(135,284)</b>	(116,714)	(72,525)	(47,978)	(45,422)
Research and development expenses	研發開支	<b>(81,190)</b>	(62,179)	(30,932)	(27,278)	(26,280)
Finance costs	融資成本	<b>(42,664)</b>	(37,536)	(19,090)	(13,924)	(15,625)
Other expenses	其他開支	<b>(36,109)</b>	—	—	—	—
(Loss) profit before tax	除稅前(虧損)溢利	<b>(58,184)</b>	135,000	173,255	96,587	66,064
Income tax expenses	所得稅開支	<b>(4,406)</b>	(15,640)	(18,234)	(8,090)	(11,529)
(Loss) profit for the year	年度(虧損)溢利	<b>(62,590)</b>	119,360	155,021	88,497	54,535
Other comprehensive income (expense)	其他全面收益(支出)					
Exchange difference on translating foreign operations	換算外國業務之滙兌差額	<b>325</b>	(733)	742	—	—
Total comprehensive (expense) income for the year	年度全面(支出)收益總額	<b>(62,265)</b>	118,627	155,763	88,497	54,535
(Loss) profit attributable to:	應佔(虧損)溢利：					
— Owners of the Company	— 本公司擁有人	<b>(48,325)</b>	116,071	152,670	88,265	54,402
— Non-controlling interests	— 非控制權益	<b>(14,265)</b>	3,289	2,351	232	133
		<b>(62,590)</b>	119,360	155,021	88,497	54,535
Total comprehensive (expense) income attributable to:	應佔全面(支出)收益總額					
— Owners of the Company	— 本公司擁有人	<b>(48,000)</b>	115,338	153,412	88,265	54,402
— Non-controlling interests	— 非控制權益	<b>(14,265)</b>	3,289	2,351	232	133
		<b>(62,265)</b>	118,627	155,763	88,497	54,535
(Loss) earnings per share — Basic and diluted (RMB cents)	每股(虧損)盈利 — 基本及攤薄(人民幣分)	<b>(6.7)</b>	16.1	27.5	16.9	11.2

# The financial information was extracted from the Prospectus.

# 該財務資料乃摘錄自招股章程。

# Management Discussion & Analysis

## 管理層討論及分析

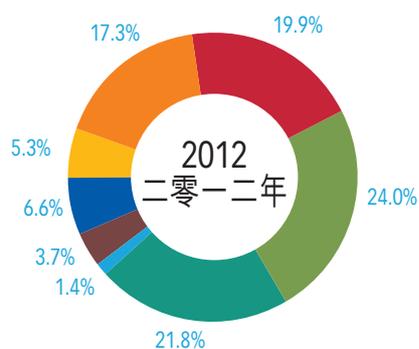
### BUSINESS REVIEW

### 業務回顧

		Year ended 31 December 截至十二月三十一日止年度				
		2012 二零一二年		2011 二零一一年		Change in % 變動 百分比
		Revenue RMB'000 收益 人民幣千元	% of revenue 佔收益 百分比	Revenue RMB'000 收益 人民幣千元	% of revenue 佔收益 百分比	
External signal cable assembly	外接信號線組件	333,816	17.3	337,750	18.1	(1.2)
Internal signal cable assembly	內接信號線組件	384,517	19.9	339,859	18.2	13.1
Power cord assembly	電源線組件	463,814	24.0	329,016	17.6	41.0
Signal transmission wire and cable	信號傳輸線纜	420,956	21.8	488,422	26.2	(13.8)
Connectors	連接器	27,722	1.4	49,928	2.7	(44.5)
Antennas	天線	71,913	3.7	28,462	1.5	152.7
Automotive wiring harness	汽車線束	127,454	6.6	156,678	8.4	(18.7)
Others	其他	103,483	5.3	135,261	7.3	(23.5)
Total	總計	1,933,675	100.00	1,865,376	100.00	3.7

#### 2012 Revenue Breakdown by Products

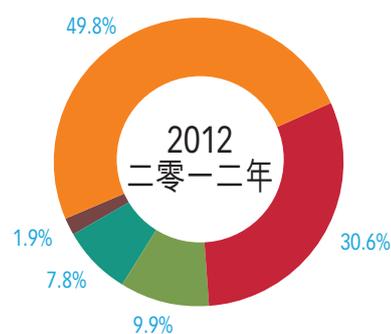
二零一二年按產品劃分之收益



External signal cable assembly	外接信號線組件	17.3%
Internal signal cable assembly	內接信號線組件	19.9%
Power cord assembly	電源線組件	24.0%
Signal transmission wire and cable	信號傳輸線纜	21.8%
Connectors	連接器	1.4%
Antennas	天線	3.7%
Automotive wiring harness	汽車線束	6.6%
Others	其他	5.3%

#### 2012 Revenue Breakdown by End Markets

二零一二年按終端市場劃分之收益



Computing	計算	49.8%
Consumer electronics	消費電子	30.6%
Communication	通訊	9.9%
Automotive	汽車	7.8%
Others	其他	1.9%

# Management Discussion & Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

For the year ended 31 December 2012, increasing procurement volume has been made by most of our major customers across some of our main products segments. For the year ended 31 December 2012, the Group recorded a total revenue of approximately RMB1,933.7 million, which was an increase of approximately RMB68.3 million, or approximately 3.7%, as compared to 2011. The increase was primarily due to our ability to enhance market share among the existing major customers, explore new customers and secure new orders, especially from our new customers RIM and Lenovo. However, our overall revenue was also negatively affected by the decreasing unit price of most of our relatively more traditional products and the disposal of some businesses such as consumer electronic connectors.

The continued challenges and uncertainties in the global economies and 3Cs industries had severely affected our business, especially our relatively more traditional products, such as external signal cable assembly, internal signal cable assembly, antennas and connectors. The Group has also been proactively addressing the impacts of the weak operating environment by implementing appropriate inventory policy, tightening credit and cost control and scaling back capital expenditure in certain areas to better manage our operations. In 2013, the Company will review our business scale and portfolio cautiously and focus on putting resources into businesses with stronger profitability and better market prospects to get rid of the loss status and make profit in the near future.

### 業務回顧(續)

截至二零一二年十二月三十一日止年度，本集團大部分主要客戶對本集團部分主要產品分部的採購量都有所上漲。截至二零一二年十二月三十一日止年度，本集團共錄得收益約人民幣1,933.7百萬元，較二零一一年增長約人民幣68.3百萬元，或約3.7%。該增長主要是由於本公司由於現有主要客戶處增加市場份額的能力、開發新客戶和獲得新訂單的能力，尤其是來自新客戶RIM及聯想的新訂單。然而，鑑於集團旗下許多相對較傳統產品的單價下降，以及出售了消費電子連接器等部分業務，我們的整體收入亦受到不利影響。

預期全球經濟及3Cs市場的挑戰及不明朗因素將會持續，我們的業務受到這些因素的嚴重影響，尤其是相對較傳統的產品如外接信號線組件、內接信號線組件、天線及連接器。本集團已通過實施適當存貨政策、縮緊信貸及成本控制政策以及於若干方面調低資本開支以更好地管理我們的運營，主動應對不利經營環境的影響。在二零一三年，本公司將謹慎檢討我們的業務規模和投資組合，並把資源集中投入到具有較強的盈利能力和較好的市場前景的業務，以扭轉虧損狀況，並在不久的將來締造利潤。

# Management Discussion & Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

Analysis of each product segment in 2012 is summarised as follows:

#### External Signal Cable Assembly

### 業務回顧(續)

二零一二年各產品分部的分析概括如下：

#### 外接信號線組件

		Year ended 31 December 截至十二月三十一日止年度				
		2012 二零一二年		2011 二零一一年		
		Revenue RMB'000 收益 人民幣千元	% of Revenue 佔收益 百分比	Revenue RMB'000 收益 人民幣千元	% of Revenue 佔收益 百分比	Change in % 變動 百分比
RGB assembly	RGB 組件	<b>149,786</b>	<b>44.9</b>	178,773	52.9	(16.2)
DVI assembly	DVI 組件	<b>111,346</b>	<b>33.4</b>	92,765	27.5	20.0
HDMI assembly	HDMI 組件	<b>724</b>	<b>0.2</b>	561	0.2	29.1
USB assembly	USB 組件	<b>54,462</b>	<b>16.3</b>	49,984	14.8	9.0
DC assembly	DC 組件	<b>17,498</b>	<b>5.2</b>	15,667	4.6	11.7
		<b>333,816</b>	<b>100.0</b>	337,750	100.0	(1.2)

Our external signal cable assembly segment recorded a decrease in revenue of approximately RMB3.9 million for the year ended 31 December 2012, or approximately 1.2%, as compared to 2011, as we witnessed a decrease in sales of RGB assembly of approximately 16.2% primarily due to the reduction of unit price in view of the fierce competition and the decrease of sales volume in line with the decrease of market demands on such traditional products. In terms of other external signal cable assembly products, we recorded increases as we were able to add some new customers.

本集團截至二零一二年十二月三十一日止年度外接信號線組件分部的收益較二零一一年下降約人民幣3.9百萬元，或約1.2%，主要由於激烈的市場競爭情況下RGB組件單價下降及隨著該類傳統產品市場需求的下降而使銷量下降，導致RGB組件的銷售下降了約16.2%。其他外接信號線組件產品由於我們增加若干新客戶的能力而錄得上漲。

# Management Discussion & Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Internal Signal Cable Assembly

### 業務回顧(續)

#### 內接信號線組件

		Year ended 31 December 截至十二月三十一日止年度				
		2012 二零一二年		2011 二零一一年		Change in % 變動 百分比
		Revenue RMB'000 收益 人民幣千元	% of Revenue 佔收益 百分比	Revenue RMB'000 收益 人民幣千元	% of Revenue 佔收益 百分比	
LVDS (Low Voltage Differential Signaling)	LVDS (低電壓差分信號)	326,565	84.9	270,220	79.5	20.9
FFC (Flexible Flat Cable)	FFC (柔性軟排線)	57,952	15.1	69,639	20.5	(16.8)
		<b>384,517</b>	<b>100.0</b>	339,859	100.0	13.1

Our internal signal cable assembly segment recorded an increase in revenue of approximately RMB44.7 million for the year ended 31 December 2012, or approximately 13.1%, as compared to 2011. The increase was mainly driven by the increase in revenue of approximately RMB56.3 million from the Group's LVDS products segment for the year ended 31 December 2012, or approximately 20.9%, as compared to 2011, since we were able to add new customers, such as Pegatron. However, such increase was partially offset by the decrease in revenue of our FFC assembly from approximately RMB69.6 million for the year ended 31 December 2011 to approximately RMB58.0 million for the year ended 31 December 2012. Such decrease was mainly due to the negative effects of weak operating environment and the decrease on the purchase from existing customers.

#### Power Cord Assembly

Revenue from power cord assembly products increased by approximately RMB134.8 million for the year ended 31 December 2012, or approximately 41.0%, as compared to 2011. The increase was mainly due to: (i) the success of the aggressive pricing strategy adopted by the Group for acquiring market share in halogen-free products market, in particular, the market share in our existing customers; and (ii) unit price of our newly developed halogen-free products with substantial demand from customers has not been affected by the overall trend of the decrease in unit price.

截至二零一二年十二月三十一日止年度，本集團內接信號線組件分部錄得的收益較二零一一年增長約人民幣44.7百萬元，或約13.1%，主要由於我們能夠在LVDS產品分部新增知名客戶如和碩等，使得本集團截至二零一二年十二月三十一日止年度LVDS產品分部較二零一一年同期增長約人民幣56.3百萬元，或約20.9%。然而，由於我們FFC組件的收入由截至二零一一年十二月三十一日止年度的約人民幣69.6百萬元下降至截至二零一二年十二月三十一日止年度的約人民幣58.0百萬元，而抵銷了LVDS產品部份的增長。FFC組件銷售下降的主要原因是疲弱的運營環境的負面影響及現有客戶採購量的下降。

#### 電源線組件

截至二零一二年十二月三十一日止年度，本集團電源線組件產品錄得收益較二零一一年增加約人民幣134.8百萬元，或約41.0%，此乃主要是由於：(i)本集團就開拓無鹵產品市場採取積極的定價策略方面取得成功，尤其是使我們在現有客戶的市場份額不斷增加；及(ii)我們新開發的無鹵產品具有大量的客戶需求，其單價並沒有受到整體單價下滑趨勢的影響。

# Management Discussion & Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Signal Transmission Wire and Cable

### 業務回顧(續)

#### 信號傳輸線纜

		Year ended 31 December 截至十二月三十一日止年度				
		2012 二零一二年		2011 二零一一年		
		Revenue RMB'000 收益 人民幣千元	% of Revenue 佔收益 百分比	Revenue RMB'000 收益 人民幣千元	% of Revenue 佔收益 百分比	Change in % 變動 百分比
Communication cable	通訊線纜	132,724	31.5	134,491	27.5	(1.3)
Consumer electronics cable	消費電子線	171,788	40.8	263,863	54.0	(34.9)
Automotive cable	汽車用線	16,641	4.0	16,342	3.4	1.8
Power cable	電源線	69,867	16.6	60,043	12.3	16.4
Specialty wire and cable	特種線纜	12,970	3.1	–	–	N/A 不適用
Others	其他	16,966	4.0	13,683	2.8	24.0
		<b>420,956</b>	<b>100.0</b>	488,422	100.0	(13.8)

Our signal transmission wire and cable segment recorded a decrease in revenue of approximately RMB67.5 million for the year ended 31 December 2012, or approximately 13.8%, as compared to 2011. This decrease was mainly due to the reduced revenue of our communication cable and consumer electronics cable of approximately 1.3% and 34.9% respectively as both sales volume and unit price declined in a tough and challenging business environment since the market demand decreased. However, we witnessed an increase in the revenue of our specialty wire and cable products and power cable products of approximately RMB13.0 million and RMB9.8 million respectively mainly due to our ability to gain more market share from our existing customers.

#### Connectors

The revenue of the Group's connectors segment recorded a revenue of approximately RMB27.7 million for the year ended 31 December 2012, representing a decrease of approximately 44.5%, as compared to 2011. The significant drop was primarily due to our decision to exit the business of consumer electronic connectors as this kind of products is relatively more traditional with weak profitability. In 2013, we will re-schedule our production capacity and focus mainly on the solar connectors.

截至二零一二年十二月三十一日止年度，本集團信號傳輸線纜產品分部錄得收益較二零一一年減少約人民幣67.5百萬元，或約13.8%，主要因為不利的市場條件下消費需求的降低導致銷量及銷售單價都有所降低，令我們通訊線纜及消費電子線的收入分別降低了約1.3%及34.9%。然而，我們也注意到旗下特種線纜及電源線產品因我們向現有客戶爭取更多市場份額的能力增強，令有關收益分別增長了約人民幣13.0百萬元及人民幣9.8百萬元。

#### 連接器

本集團截至二零一二年十二月三十一日止年度的連接器分部錄得收益約人民幣27.7百萬元，較二零一一年下降約44.5%。出現大幅下降的主要原因是，我們選擇退出消費電子連接器業務，因該類產品相對較為傳統，盈利能力弱。在二零一三年，我們將重新安排產能，並主要集中於光伏連接器。

# Management Discussion & Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Antennas

Revenue from antennas segment grew by approximately RMB43.5 million for the year ended 31 December 2012, or approximately 152.7%, as compared to 2011. This growth was mainly attributable to (i) the investment on sales and marketing activities since the fourth quarter of 2010 brought us increasing market share and new customers in 2012; and (ii) while the increase was partially offset by the decrease in the unit price due to fierce competition.

#### Automotive Wiring Harness

Revenue from our automotive wiring harness segment decreased by approximately RMB29.2 million for the year ended 31 December 2012, or approximately 18.7%, as compared to 2011. The decrease was primarily due to the integration of our automotive wiring harness business and the re-location of the production center from Tianjin to Dezhou. During such integration and re-location, we sacrificed certain level of production output and therefore sales.

### FINANCIAL REVIEW

#### Cost of Sales

The following table sets forth a breakdown of our cost of sales for the year indicated:

### 業務回顧(續)

#### 天線

截至二零一二年十二月三十一日止年度，本集團天線產品分部錄得收益較二零一一年增加約人民幣43.5百萬元，或約152.7%。增長的主要原因是：(i)本公司自二零一零年第四季度在銷售及營銷活動方面進行的投資，已經於二零一二年為我們帶來了更多的市場份額及新客戶；及(ii)在激烈的競爭情況下主要因單位售價的下降而抵銷了部分增幅。

#### 汽車線束

截至二零一二年十二月三十一日止年度的汽車線束分部收益較二零一一年下降約人民幣29.2百萬元，或約18.7%。出現下降的主要原因是我們整合了汽車線束業務，將生產中心從天津遷移到德州，在整合及搬遷的過程中，我們失去了一些產能及銷量。

### 財務回顧

#### 銷售成本

下表載列本集團於所示年度的銷售成本明細：

		Year ended 31 December 截至十二月三十一日止年度				
		2012 二零一二年		2011 二零一一年		Change in % 變動 百分比
		% of total cost of sales 佔總銷售 成本百分比		% of total cost of sales 佔總銷售 成本百分比		
		RMB'000		RMB'000		
		人民幣千元	成本百分比	人民幣千元	成本百分比	
Raw material costs	原材料成本	1,275,224	77.2	1,166,905	78.5	9.3
Utilities	公共事業成本	19,399	1.2	19,331	1.3	0.4
Depreciation	折舊	29,624	1.8	25,646	1.7	15.5
Labour costs	勞工成本	201,555	12.2	166,541	11.2	21.0
Outsourcing costs	外包成本	103,693	6.3	83,270	5.6	24.5
Others	其他	22,925	1.3	25,278	1.7	(9.3)
		1,652,420	100.0	1,486,971	100.0	11.1

## Management Discussion & Analysis

### 管理層討論及分析

#### FINANCIAL REVIEW (Continued)

##### Cost of Sales (Continued)

The following table sets forth a breakdown of our raw material costs for the year indicated:

#### 財務回顧(續)

##### 銷售成本(續)

下表載列本集團於所示年度的原材料成本明細：

		Year ended 31 December				
		2012		2011		
		二零一二年		二零一一年		
		% of raw material costs		% of raw material costs		Change in %
		RMB'000	佔原材料成本百分比	RMB'000	佔原材料成本百分比	變動百分比
		人民幣千元	成本百分比	人民幣千元	成本百分比	百分比
Copper materials	銅材料	731,642	57.4	689,980	59.1	6.0
Plastic materials	塑膠材料	291,965	22.9	239,216	20.5	22.1
Iron materials	鐵材料	65,993	5.2	59,173	5.1	11.5
Others	其他	185,624	14.5	178,536	15.3	4.0
		<b>1,275,224</b>	<b>100.0</b>	1,166,905	100.0	9.3

Cost of sales increased by approximately RMB165.4 million for the year ended 31 December 2012, or approximately 11.1%, as compared to 2011. The increase was primarily due to: (i) the increase in raw material costs of approximately 9.3%, which was mainly as a result of the overall increase in sales volume and the higher plastic materials price in 2012 as compared to 2011. For plastic materials, the increase in cost is also due to increased proportion of higher cost halogen-free insulating materials used and increased sales volume for internal signal cable assembly products that required more plastic materials for production; and (ii) the increase in labour costs and outsourcing costs of approximately 21.0% and 24.5% respectively, which was mainly as a result of the overall increase in employee salaries in line with the general inflation in 2012.

截至二零一二年十二月三十一日止年度，銷售成本較二零一一年增加約人民幣165.4百萬元或約11.1%。該增長主要是由於：(i) 原材料成本主要因二零一二年的整體銷量及塑料材料價格較二零一一年為高而增加約9.3%。就塑膠材料而言，成本增加亦由於所採用成本較高的無鹵絕緣材料有所增加及生產需要更多塑膠材料的內接信號線組件產品的銷售量增加所致；及(ii) 勞動力及外包成本主要由於二零一二年整體員工工資上升及因應通漲而分別上升約21.0%及24.5%。

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Gross Profit and Margins

Our gross profit decreased by approximately RMB97.2 million, or approximately 25.7%, in 2012 as compared to 2011. Our gross profit margin decreased from 20.3% for the year ended 31 December 2011 to 14.5% for the year ended 31 December 2012, the details of which are specifically set out as follows:

### 財務回顧(續)

#### 毛利及毛利率

本集團於二零一二年的毛利較二零一一年減少約人民幣97.2百萬元或約25.7%。本集團的毛利率自截至二零一一年十二月三十一日止年度的20.3%下跌至截至二零一二年十二月三十一日止年度的14.5%。具體詳情載列如下：

		Year ended 31 December 截至十二月三十一日止之年度				
		2012 二零一二年		2011 二零一一年		
		Gross profit RMB'000 毛利 人民幣千元	Gross profit margin 毛利率 (%)	Gross profit RMB'000 毛利 人民幣千元	Gross profit margin 毛利率 (%)	Change of gross profit in % 毛利變動百分比
External signal cable assembly	外接信號線組件	43,459	13.0	67,863	20.1	(36.0)
Internal signal cable assembly	內接信號線組件	68,148	17.7	92,270	27.1	(26.1)
Power cord assembly	電源線組件	67,499	14.6	42,799	13.0	57.7
Signal transmission wire and cable	信號傳輸線纜	68,264	16.2	101,548	20.8	(32.8)
Connectors	連接器	(3,670)	(13.2)	13,273	26.6	N/A 不適用
Antennas	天線	9,624	13.4	5,294	18.6	81.8
Automotive wiring harness	汽車線束	20,880	16.4	35,444	22.6	(41.1)
Others	其他	7,051	6.8	19,914	14.7	(64.6)
Total	總計	281,255	14.5	378,405	20.3	(25.7)

The relatively significant decrease in gross profit margin for the year ended 31 December 2012 was mainly due to: (i) the decline in the average selling prices of most of the Group's products, especially our external signal cable assembly, internal signal cable assembly, antennas and connectors, due to increasingly fierce competition in the global 3Cs industries and the weakening of demand from the Company's major customers in 2012; and (ii) the rise in labour and outsourcing costs by approximately 21.0% and 24.5% respectively, which was mainly as a result of the rise in overall employee salaries in line with the level of inflation.

截至二零一二年十二月三十一日止年度毛利率大幅下跌主要由於：(i)受二零一二年全球3Cs行業日趨激烈的競爭及本公司主要客戶需求萎縮的影響導致本集團許多產品(尤以外接信號線組件、內接信號線組件、天線及連接器為然)的平均銷售價格下降；及(ii)勞動力及外包成本分別上升了約21.0%及24.5%，主要由於整體員工工資因應通脹水平而上漲。

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Other Income, Other Gains and Losses

We recorded other gains of approximately RMB32.9 million for the year ended 31 December 2012, which were primarily attributable to the gains on changes in fair value of financial instrument and the contingent consideration of approximately RMB34.3 million.

#### Distribution and Selling Expenses

Distribution and selling expenses increased by approximately RMB28.0 million for the year ended 31 December 2012, or approximately 57.1%, as compared to 2011, which was primarily as a result of increased level of sales and marketing activities in line with the overall increase in revenue. This increase was primarily due to: (i) transportation expenses increased by approximately RMB14.7 million for the year ended 31 December 2012, or approximately 129.7%, as compared to 2011, which was mainly as a result of the increase in revenue and marketing activities and the surge in fuel prices; (ii) staff cost increased by approximately RMB1.9 million for the year ended 31 December 2012, or approximately 10.0%, as compared to 2011, which was mainly as a result of the recruitment of a vast number of sales personnel by the Group's sales department for specialty wire and cable, antennas and European and American sales, as well as the rise in employee salaries in line with the level of inflation; and (iii) the increase in entertainment expenses of approximately RMB6.2 million for the year ended 31 December 2012, or approximately 75.9%, as compared to 2011, which was primarily due to the increase in sales and marketing activities.

#### Administrative and General Expenses

Administrative and general expenses increased by approximately RMB18.6 million for the year ended 31 December 2012, or approximately 15.9%, as compared to 2011. The major factors attributable to such increase were: (i) the increase in staff cost of approximately RMB13.1 million for the year ended 31 December 2012, or approximately 27.4%, as compared to 2011, which was mainly attributable to the rise in employee salaries in line with the level of inflation; (ii) the increase in depreciation by approximately RMB6.3 million for the year ended 31 December 2012, or approximately 87.9%, as compared to 2011, which was mainly as a result of the office expansion and additional office related purchase along with the growth of our business scale; and (iii) audit and other professional expenses for the year ended 31 December 2012 increased by approximately RMB4.8 million, or approximately 81.3%, as compared to 2011, which was mainly as a result of professional fees incurred in 2012 in respect of the disposal of 55% equity interest in Rituo Automotive (a former subsidiary of the Group), the acquisition of 100% equity interests of Rituo Technology, and the acquisition of the entire issued share capital of Rosy Sun.

### 財務回顧(續)

#### 其他收入、收益及虧損

截至二零一二年十二月三十一日止年度，本集團錄得其他收益約為人民幣32.9百萬元，主要來自於金融工具公平值變動收益及或然代價約人民幣34.3百萬元。

#### 分銷及銷售開支

截至二零一二年十二月三十一日止年度，分銷及銷售開支較二零一一年增加約人民幣28.0百萬元或約57.1%，主要隨著銷售及營銷活動水平隨收益整體增加而增加，該增加主要是因為：(i)截至二零一二年十二月三十一日止年度，運輸費用相比二零一一年增加約人民幣14.7百萬元，或約129.7%，此乃主要由於收益及營銷活動增長以及燃料費用上升所致；(ii)截至二零一二年十二月三十一日止年度員工成本較二零一一年增加約人民幣1.9百萬元或約10.0%，主要由於本集團特種線纜、天線及歐美銷售等部門聘請大量銷售人員及僱員薪金因應通脹而上升所導致；以及(iii)截至二零一二年十二月三十一日止年度，應酬開支相比二零一一年增加約人民幣6.2百萬元或約75.9%，主要由於銷售及營銷活動增加。

#### 行政及一般開支

截至二零一二年十二月三十一日止年度，行政及一般開支較二零一一年增加約人民幣18.6百萬元或約15.9%，該增加的主要因為：(i)截至二零一二年十二月三十一日止年度，員工成本較二零一一年增加約人民幣13.1百萬元，或約27.4%，主要由於僱員薪金因應通脹而上升所導致；(ii)截至二零一二年十二月三十一日止年度，折舊與二零一一年比較增長了約人民幣6.3百萬元，或約87.9%，主要是由於因業務規模擴大而擴充辦公室及作出額外辦公室相關的採購所致；以及(iii)截至二零一二年十二月三十一日止年度，審計及其他專業費用開支較二零一一年增長約人民幣4.8百萬元，或約81.3%，主要是由於本公司二零一二年處置本集團前附屬公司日拓汽車55%的股權、收購日拓高科技100%股權，以及收購Rosy Sun全部已發行股本過程中所產生的專業費用。

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Research and Development Expenses

Research and development expenses increased by approximately RMB19.0 million for the year ended 31 December 2012, or approximately 30.6%, as compared to 2011. This increase was primarily attributable to: (i) the engagement of a large number of research and development personnel in a number of aspects stretching across specialty wire and cable, halogen-free materials, solar connector as well as LDS antennas, together with the increase in employee salaries in line with the level of inflation make the staff cost increased by approximately RMB4.2 million, or approximately 22.1%; and (ii) the increases in material cost and depreciation by approximately RMB10.2 million and approximately RMB1.8 million for the year ended 31 December 2012, or approximately 33.7% and 41.9% respectively, as compared to 2011, which were primarily as a result of the expansion of our research and development in terms of both scope and scale and our investment in the fields of specialty wire and cable, halogen-free materials and LDS antennas.

#### Other Expenses

Other expenses of approximately RMB36.1 million were impairment losses recognised in respect of trade receivables, goodwill, intangible assets and property, plant and equipment since the fair value or recoverable amount of these assets was less than the carrying amount as at 31 December 2012.

During the year under review, the Company reviewed the goodwill and associated property, plant and equipments and intangible assets (including customer relationships and technology knowhow), which had been allocated to two individual cash generating units including the automotive wiring harness cash generating unit ("CGU") and signal transmission wire and cable CGU respectively, and assessed the recoverable amounts of these assets based on a value in use calculation which uses cash flows projections based on financial budgets approved by the Directors covering a five-year period and discounted at a rate of 17.0% and 16.0% respectively. The assessment method was subject to the Group's accounting policy and in accordance with IAS 36, the accounting standard which has been adopted by the Group. The discount rates were determined after considering the CGU's own weighted average cost of capital, incremental borrowing rate and other market borrowing rates to reflect the time value of money over the asset's life as well as country risk, currency risk, price risk, and cash flows risk. Other key assumptions for the cash flows projections during the budget period included an extrapolated 3% growth rate, gross margin rate with reference to the historical figures and raw materials price inflation throughout the budget period that had been updated from last year to reflect the current circumstances. The Directors believe that any reasonably possible changes in the key assumptions on which the recoverable amount was based would not cause the carrying amount of the unit to exceed their aggregate recoverable amount.

### 財務回顧(續)

#### 研發開支

截至二零一二年十二月三十一日止年度，研發開支與二零一一年比較增加約人民幣19.0百萬元，或約30.6%，增長主要是由於：(i)因在特種線纜、無鹵材料、光伏連接點、LDS天線方面聘請大量研發人員，以及因應通脹使員工成本增加，僱員薪金上漲約人民幣4.2百萬元，或約22.1%；以及(ii)截至二零一二年十二月三十一日止年度，物料成本和折舊較二零一一年分別增長約人民幣10.2百萬元和約人民幣1.8百萬元，或約33.7%和41.9%，主要是由於本集團擴充研發範圍及規模，投資於特種線纜、無鹵材料、及LDS天線等領域所致。

#### 其他開支

其他開支約為人民幣36.1百萬元為於二零一二年十二月三十一日已確認的貿易應收款項、商譽、無形資產、物業、廠房及設備的減值虧損，因為這些資產的公平值或可回收價值低於其賬面價值。

於回顧年度，本公司已審閱商譽及相關物業、廠房及設備以及無形資產(包括客戶關係及科技知識)，該等項目已分別分配至兩個獨立的現金產生單位，包括汽車線束現金產生單位(「現金產生單位」)及信號傳輸線纜現金產生單位，而本公司亦根據使用價值的計算評估該等資產的可收回金額，使用價值乃按董事就五年期批准的財政預算所用現金流量預測計算並分別按利率17.0%及16.0%貼現。評估方法須遵守本集團會計政策並符合國際會計準則第36號(本集團已採納之會計準則)。貼現率乃經考慮現金產生單位本身的資本成本加權平均數、借貸利率及其他市場借貸利率增幅而釐定，該等因素均反映資產年期內的貨幣時間值以及國家風險、貨幣風險、價格風險及現金流量風險。於預算期間現金流量預測涉及的其他主要假設包括推算的3%增長率、參考過往數字得出的毛利率及原材料於預算期間的價格上漲，有關數據為根據去年所得的最新情況以反映現況。董事認為可收回金額所依據的主要假設如有任何潛在變動，將導致該單位的賬面值超過總可收回金額。

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Other Expenses (Continued)

During the year ended 31 December 2012, the Group recorded an impairment loss of approximately RMB7,488,000 on the goodwill of subsidiaries acquired, namely Tianjin Rituo Group and 惠州市泓淋科技有限公司 (Huizhou Honglin Technology Co., Ltd.\*, "Huizhou Technology"), formerly known as 惠州大亞灣和平通信電纜有限公司 (Huizhou Daya Bay Heping Telecommunication Co., Ltd.\*), approximately RMB20,275,000 on their property, plant and equipments and approximately RMB6,529,000 on their intangible assets as their recoverable amounts were less than the carrying amount of these assets.

There have been no significant changes in valuation method and assumptions made therein.

For further details of the goodwill, impairment testing on goodwill, associated property, plant and equipments, intangible assets and the relevant acquisitions, please refer to notes 19, 20 and 36 to the consolidated financial statements set out in this annual report.

#### Finance Cost

Finance cost increased by approximately RMB5.1 million for the year ended 31 December 2012, or approximately 13.7%, as compared to 2011. The increase was as a result of the increase in bank borrowings in line with the expansion of our business operations in both size and scale. In addition, the average interest rate of our short-term loans for the year ended 31 December 2012 was higher than that for the year ended 31 December 2011 and thereby the finance cost increased.

#### Income Tax Expenses

We incurred income tax expenses of approximately RMB4.4 million for the year ended 31 December 2012, representing a decrease of approximately 71.8%, as compared to 2011. The decrease was primarily attributable to the losses incurred by some of the Group's subsidiaries in 2012, which in turn resulted in a decrease in the overall profit of the Group and a decrease in income tax expense. On an overall basis, the Group's effective tax rate in 2012 was -7.6%, contrasting to 11.6% in 2011.

#### (Loss) Profit for the Year

Loss for the year ended 31 December 2012 was approximately RMB62.6 million, while the net profit for the year ended 31 December 2011 was approximately RMB119.4 million. The loss for the year was primarily due to: (i) the decrease in gross profit for the year ended 31 December 2012; (ii) the significant increase in operating expenses relating to sales, distribution and research and development along with the Group's continued efforts on developing new products and exploring new markets; and (iii) impairment loss of goodwill, intangible assets, property, plant and equipment, inventories and trade receivables recognised during the year since their recoverable amount, or net realisable value, or fair value was less than their carrying amount.

\* English names are for identification purposes only.

### 財務回顧(續)

#### 其他開支(續)

於截至二零一二年十二月三十一日止年度，本集團已收購商譽(包括天津日拓集團及惠州市泓淋科技有限公司「惠州科技」，前稱惠州大亞灣和平通信電纜有限公司)的減值虧損約人民幣7,488,000元，物業、廠房及設備的減值虧損約人民幣20,275,000元及無形資產的減值虧損約人民幣6,529,000元，此乃由於該等資產的可收回金額少於其賬面值。

估值方法及當中的假設並無任何重大變動。

有關商譽、商譽的減值測試、相關物業、廠房及設備、無形資產及有關收購事項的更多詳情，請參閱本年報綜合財務報表附註19、20及36。

#### 融資成本

與二零一一年相比，截至二零一二年十二月三十一日止年度的融資成本增長約人民幣5.1百萬元，或約13.7%，此乃由於業務營運規模擴充令銀行借貸增加所致。另外，截至二零一二年十二月三十一日止年度之短期貸款的平均利率高於截至二零一一年十二月三十一日止年度的平均利率，因此融資成本有所上升。

#### 所得稅開支

本集團於截至二零一二年十二月三十一日止年度的所得稅開支約為人民幣4.4百萬元，較二零一一年下降約71.8%。此乃主要由於本集團於二零一二年部分附屬公司出現虧損，導致本集團整體利潤下降，所得稅開支降低。整體而言，本集團於二零一二年的實際稅率為-7.6%，而二零一一年為11.6%。

#### 年度(虧損)溢利

截至二零一二年十二月三十一日止年度虧損約為人民幣62.6百萬元，而截至二零一一年十二月三十一日止年度的淨利潤約人民幣119.4百萬元。本年度出現虧損的主要原因是：(i)截至二零一二年十二月三十一日止年度毛利下降；(ii)隨著集團不斷致力開發新產品以及開拓新的市場，營業開支如銷售、分銷及研發費用等顯著增加；以及(iii)由於於本年度確認的商譽、無形資產、物業、廠房及設備、存貨及應收貿易款項因其可回收金額，或淨變現值，或公平價值低於其賬面價值，而導致的減值虧損。

\* 英文名稱僅供識別

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Liquidity and Financial Resources

The Group will continue to implement prudent financial management policies and maintain a reasonable gearing ratio during its expansion. As at 31 December 2012, the Group's gearing ratio (measured by total short-term borrowings as a percentage of total assets of the Group) was approximately 34.4% (31 December 2011: 28.4%).

As at 31 December 2012, the total bank borrowings of the Group amounted to approximately RMB800.2 million (31 December 2011: approximately RMB653.5 million). These loans carried interests at floating or fixed rates. For the total short-term borrowings of approximately RMB800.2 million, approximately RMB668.9 million was secured loans.

Breakdown of our short-term borrowings is as follows:

		As at 31 December 2012 於二零一二年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2011 於二零一一年 十二月三十一日 RMB'000 人民幣千元
Trade financing	貿易融資	408,311	207,240
Note receivable discounted	應收票據貼現	15,845	5,096
Bank borrowings	銀行借貸	375,998	441,135
<b>Total</b>	<b>總計</b>	<b>800,154</b>	<b>653,471</b>

The increase in bank borrowings was mainly attributable to the investments in new factories and production facilities in Huizhou bases, investments in research and development centers both in Weihai and Suzhou base, and the working capital requirements.

Save as aforesaid or as otherwise disclosed in this annual report, and apart from intragroup liabilities, the Company did not have outstanding at the close of business on 31 December 2012, any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptable credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities.

The Directors have confirmed that, there has been no material change in the indebtedness and contingent liabilities of the Group since 31 December 2012 as at the date of this annual report.

### 財務回顧(續)

#### 流動資金及財務資源

本集團將於擴充過程中繼續執行審慎的財務管理政策並維持合理的資本負債比率。於二零一二年十二月三十一日，本集團的資本負債比率(按總短期借貸佔本集團總資產的百分比計算)約為34.4%(二零一一年十二月三十一日: 28.4%)。

於二零一二年十二月三十一日，本集團的總銀行借貸約人民幣800.2百萬元(二零一一年十二月三十一日: 約人民幣653.5百萬元)。該等貸款按浮動或固定利率計算。於總金額為約人民幣800.2百萬元之短期借貸中金額為約人民幣668.9百萬元之部分為已抵押貸款。

我們的短期借貸明細如下:

銀行借貸增加主要由於本集團於惠州基地投資新廠房及生產設施，於威海和蘇州基地投資研發中心，以及營運資本需求所致。

除上述或本年報另有披露者及集團內公司間之負債外，於二零一二年十二月三十一日營業時間結束時，本公司並無任何已發行及未清償或同意發行之借貸資本、銀行透支、貸款或其他類似債務、承兌負債或承兌信貸、債券、按揭、質押、租購承擔、擔保或其他重大或然負債。

董事已確認，自二零一二年十二月三十一日以來，截至本年報日期，本集團的債務及或然負債概無重大變動。

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Foreign Currency Risk

As certain of our trade and other receivables, trade and other payables and bank borrowings of the Group are denominated in foreign currency, hence exposure to exchange rate fluctuation arises. The Group had entered into certain foreign exchange forward contracts to mitigate its foreign currency exposure.

#### Working Capital

Inventories balance as at 31 December 2012 was approximately RMB327.3 million (31 December 2011: approximately RMB319.5 million). The increase in inventories was in line with the increase in sales. The average turnover days for inventories were 71 days as at 31 December 2012 as compared to 61 days as at 31 December 2011, which was negatively affected by the increase of inventories from Dezhou due to special strategic preparation for its customers. Excluding the effect of the special strategic preparation, our average turnover days for inventories were stable as compared to 2011.

Trade and bill receivables balance as at 31 December 2012 was approximately RMB762.6 million (31 December 2011: approximately RMB946.9 million). The decrease in trade and bill receivables balance was mainly due to: (i) the acceleration of the recovery of trade and bill receivables; and (ii) the increased proportion of sales from the customers with shorter credit period. The average turnover days for trade and bill receivables stood at 161 days as at 31 December 2012 as compared to 158 days as at 31 December 2011. As at 31 December 2012, approximately 78.2% of our trade and bill receivables were due within three months.

Trade and bill payables balance as at 31 December 2012 was approximately RMB377.0 million (31 December 2011: approximately RMB462.0 million). The decrease in trade and bill payables balance was mainly due to our procurement control as well as raw material control. The average turnover days for trade and bill payables stood at 93 days as at 31 December 2012 as compared to 97 days as at 31 December 2011.

Our cash conversion cycle for the year ended 31 December 2012 was 139 days as compared to 122 days for the year ended 31 December 2011.

### 財務回顧(續)

#### 外幣風險

由於本集團的若干貿易及其他應收款項、貿易及其他應付款項及銀行借貸以外幣列值，故會出現面臨匯率波動的風險。本集團已訂立若干外匯遠期合約，以減低其外幣風險。

#### 運營資本

於二零一二年十二月三十一日，存貨結餘約為人民幣327.3百萬元(二零一一年十二月三十一日：約人民幣319.5百萬元)。存貨增長與銷售增長一致。二零一二年十二月三十一日的存貨平均周轉日數為71日，二零一一年十二月三十一日為61日。此乃主要受到德州的庫存因其為客戶增加特殊戰略備庫的負面影響所致，扣除特殊戰略備庫的影響，我們庫存的平均周轉日數相對二零一一年較為穩定。

於二零一二年十二月三十一日，貿易及票據應收款結餘為約人民幣762.6百萬元(二零一一年十二月三十一日：約人民幣946.9百萬元)。貿易及票據應收款結餘的降低主要是因為(i)加速了貿易及票據應收款的回收速度；以及(ii)信用期較短的客戶佔銷售額的比例增加。於二零一二年十二月三十一日貿易及票據應收款平均周轉日數為161日，而二零一一年十二月三十一日為158日。於二零一二年十二月三十一日，約78.2%的貿易及票據應收款於三個月內到期。

於二零一二年十二月三十一日，貿易及票據應付款結餘為約人民幣377.0百萬元(二零一一年十二月三十一日：約人民幣462.0百萬元)。貿易及票據應付款結餘的降低主要由於我們的採購控制及原料控制。於二零一二年十二月三十一日貿易及票據應付款的平均周轉日數為93日，而二零一一年十二月三十一日為97日。

截至二零一二年十二月三十一日止年度，我們的現金周轉周期為139日，而截至二零一一年十二月三十一日止年度則為122日。

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Cash Flows

### 財務回顧(續)

#### 現金流量

		Year ended 31 December	
		截至十二月三十一日止之年度	
		2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net cash from/(used in) operating activities	經營活動所得／(所用)的現金淨額	<b>5,309</b>	(167,546)
Net cash (used in)/from investing activities	投資活動(所用)／所得的現金淨額	<b>(194,254)</b>	161,211
Net cash from/(used in) financing activities	融資活動所得／(所用)的現金淨額	<b>173,406</b>	(47,423)

For the year ended 31 December 2012, our cash flows have been improved greatly. Net cash from operating activities for the year ended 31 December 2012 was approximately RMB5.3 million, whereas net cash used in operating activities for the year ended 31 December 2011 was approximately RMB167.5 million. The improvement on operating cash flows condition were primarily due to decrease in trade and other receivables.

Net cash used in investing activities for the year ended 31 December 2012 of approximately RMB194.3 million was primarily attributable to prepayments for acquiring lands in Dezhou and Weihai, investments in research and development centers in Weihai and Suzhou, investments in new plant and office building in Huizhou and other purchase of property, plant and equipment, which were in line with the expansion of our production capacities.

Net cash from financing activities for the year ended 31 December 2012 amounted to approximately RMB173.4 million, which was primarily attributable to the increase in net borrowings.

#### Capital Expenditures

For the year ended 31 December 2012, the Group incurred total capital expenditures of approximately RMB226.7 million in construction of new factories, research and development centers and office buildings, the purchase of land, plant and machinery, equipment and computer systems.

於截至二零一二年十二月三十一日止年度，我們的現金流量大幅改善。截至二零一二年十二月三十一日止年度，經營活動所得現金淨額約為人民幣5.3百萬元，而於截至二零一一年十二月三十一日止年度，經營活動所用現金淨額約為人民幣167.5百萬元。經營活動現金流情況的改善主要是由於貿易及其他應收款的減少。

截至二零一二年十二月三十一日止年度，投資活動所用現金淨額約人民幣194.3百萬元主要由於德州與威海收購土地的預付款，在威海和蘇州投資研發中心，在惠州投資新廠房及辦公室大樓，其他購買物業、廠房及設備以應對我們擴大產能所致。

截至二零一二年十二月三十一日止年度，融資活動所得現金淨額為約人民幣173.4百萬元，主要來自借款淨額的增加。

#### 資本開支

截至二零一二年十二月三十一日止年度，本集團就興建新廠房、研發中心及辦公室大樓，以及購買土地、廠房及機器、設備及計算器系統而招致總資本開支約人民幣226.7百萬元。

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Capital Commitments

As at 31 December 2012, the Group had capital commitments of approximately RMB58.1 million (31 December 2011: approximately RMB71.3 million) in respect of acquisition of property, plant and equipments and approximately RMB533.1 million (31 December 2011: Nil) in respect of acquisition of equities.

#### Employees

As at 31 December 2012, the Group had a total of 9,918 full time staff, of which 3,150 were our direct employees (31 December 2011: 3,042) and 5,549 were our contract workers (31 December 2011: 5,437). As at 31 December 2012, we also had 1,219 part time interns (31 December 2011: 1,087). All our contract workers and part time interns were mainly deployed in production, the breakdown of direct employees as at 31 December 2012 is as follows:

### 財務回顧(續)

#### 資本承擔

於二零一二年十二月三十一日，本集團購買物業、廠房及設備的資本承擔約為人民幣58.1百萬元(二零一一年十二月三十一日：約人民幣71.3百萬元)，購買股權的資本承擔約為人民幣533.1百萬元(二零一一年十二月三十一日：零)。

#### 僱員

於二零一二年十二月三十一日，本集團合共有9,918名全職員工，其中3,150名為本集團直接僱員(二零一一年十二月三十一日：3,042名)及5,549名為本集團合約員工(二零一一年十二月三十一日：5,437名)。於二零一二年十二月三十一日，本集團亦有1,219名兼職實習員工(二零一一年十二月三十一日：1,087名)。所有合約員工及兼職實習員工均主要負責生產，直接僱員於二零一二年十二月三十一日的明細如下：

		As at 31 December 2012 於二零一二年 十二月 三十一日	As at 31 December 2011 於二零一一年 十二月 三十一日
Manufacturing	製造	1,633	1,543
Sales and marketing	銷售及市場推廣	289	204
General and administration	一般及行政	618	678
Research and development	研發	270	288
Quality control	品質控制	340	329
Total	總計	3,150	3,042

### Use of Proceeds Raised from the Global Offering

The net proceeds from the global offering of the Company (the "Global Offering"), after deducting the relevant cost were approximately HKD470.3 million (equivalent to approximately RMB400.7 million). As at 31 December 2012, the Company utilised the proceeds of approximately RMB302.4 million to the Group's new development projects, research and development and working capital in line with the disclosure in the Prospectus. The Directors do not anticipate any substantial changes to its plan on the use of proceeds as stated in the Prospectus.

### 來自全球發售的所得款項的用途

經扣除有關成本後，本公司全球發售(「全球發售」)所得款項淨額約為470.3百萬港元(相當於約人民幣400.7百萬元)。於二零一二年十二月三十一日，本公司已將約人民幣302.4百萬元用作本集團新開發項目、研發及營運資本，與招股章程所披露一致。董事預期所得款項用途計劃(誠如招股章程所呈列)並不會出現任何重大變動。

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Use of Proceeds Raised from the Global Offering

(Continued)

As at 31 December 2012, proceeds used on projects are generally analyzed as follows:

### 財務回顧(續)

#### 來自全球發售的所得款項的用途(續)

於二零一二年十二月三十一日，所得款項用於項目乃大致分析如下：

Project 項目	Accumulated use of proceeds 所得款項的累計使用	
	Estimated amount 預計金額 RMB (million) 人民幣(百萬元)	Accumulated expenses 累計開支 RMB (million) 人民幣(百萬元)
Expanding production capacity of existing products 擴大現有產品產能	160.3	95.5
Development and production of new products 開發及製造新產品	176.3	142.8
Research and development investment 研發投資	24.0	24.0
General working capital and other general corporate purposes 一般營運資本及其他 一般公司用途	40.1	40.1
Total 總計	400.7	302.4

### CAPITAL INJECTION IN HUIZHOU TECHNOLOGY

Apart from those in August and December 2011, in March 2012, Weihai Electronic injected capital of approximately RMB1,992,000 to Huizhou Technology, for a third time to acquire the remaining 2.73% non-control interest. As such, Weihai Electronic completed all the acquisitions of Huizhou Technology with a 100% holding of its equity interests.

Huizhou Technology is principally engaged in the design, research and development, manufacture and sale of communication wire and cable and related products catering to the telecommunication industry in the PRC.

### 對惠州科技的注資

除已於二零一一年八月及十二月注資外，於二零一二年三月，威海電子第三次對惠州科技注資約人民幣1,992,000元，收購餘下2.73%少數股東權益。至此威海電子完成對惠州科技的全部收購，持有其100%的股權。

惠州科技主要從事設計、研發、製造及銷售符合中國通信業需求之通信線纜及相關產品。

## Management Discussion & Analysis

### 管理層討論及分析

#### CONNECTED TRANSACTION IN RELATION TO THE ESTABLISHMENT OF WEIHAI DONGCHEN

On 27 April 2012, the Board has approved the establishment of 威海市東晨塑膠新材料有限公司 (Weihai Dongchen Plastics New Materials Limited\*, the "JV Company") by Weihai Electronic, a wholly owned subsidiary of the Company, Mr. Chi Zhongmin (the "JV Partner 1") and Mr. Zhang Fengji (the "JV Partner 2") (collectively, the "JV Partners") pursuant to the terms of the articles of the JV Company signed by Weihai Electronic and the JV Partners in relation to the establishment of the JV Company (the "JV Articles"). According to the JV Articles, the JV Company is to be owned by Weihai Electronic as to 60%, JV Partner 1 as to 30% and JV Partner 2 as to 10%. Weihai Electronic shall contribute an aggregate of RMB6.0 million (equivalent to approximately HKD7.2 million) to the capital of the JV Company, representing 60% of the equity capital in the JV Company.

The business scope of the JV Company is the manufacture and sale of plastic materials and products used for cable jacketing, focusing on the production of halogen-free insulating plastic materials.

As JV Partner 1 is an associate of Mr. Chi, a controlling shareholder and a director of the Company, JV Partner 1 is a connected person of the Company as defined under the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. Hence, the establishment of the JV Company constitutes a connected transaction of the Company which is exempt from the independent shareholders' approval requirements and is only subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules.

Details of the establishment of the JV Company have been set out in the announcement dated 27 April 2012 published by the Company.

#### MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF ROSY SUN

On 28 October 2012, the Company entered into a sale and purchase agreement (the "S&P Agreement") with Mr. Chi for the sale and purchase of the entire issued share capital of Rosy Sun (the "Rosy Sun Acquisition").

#### 有關成立威海東晨之關連交易

於二零一二年四月二十七日，董事會批准由本公司的全資附屬公司威海電子，遲忠民先生（「合資人甲」）及張鳳吉先生（「合資人乙」）（合稱「合資人」），根據威海電子及合資人就有關成立合資公司簽訂的合資公司章程（「合資公司章程」）的條款，共同成立威海市東晨塑膠新材料有限公司（「合資公司」）。按照合資公司章程，威海電子、合資人甲及合資人乙分別持有合資公司60%、30%以及10%的股權。威海電子須向合資公司的註冊資本合共投入人民幣6.0百萬元（相當於約7.2百萬港元），即代表合資公司60%的股權。

合資公司的經營範圍為生產及銷售用做線纜外被的塑膠材料和產品，主要生產無鹵絕緣塑膠材料。

因為合資人甲是本公司控股股東及董事遲先生的聯繫人士，根據聯交所證券上市規則（「上市規則」）中的定義，其被列為本公司的關連人士。因此，建立合資公司視為本公司之關連交易，及不須要遵守獨立股東批准規定，只須遵守上市規則第14A章中所列出的報告及公告的要求。

關於成立合資公司的詳情載於本公司二零一二年四月二十七日的公告中。

#### 有關收購 ROSY SUN 之主要及關連交易

於二零一二年十月二十八日，本公司與遲先生訂立買賣協議（「買賣協議」），以買賣 Rosy Sun 全部已發行股本（「Rosy Sun 收購」）。

\* English name is for identification purposes only.

\* 英文名稱僅供識別

# Management Discussion & Analysis

## 管理層討論及分析

### MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF ROSY SUN

(Continued)

Pursuant to the S&P Agreement (as supplemented by the Supplemental Agreement (as defined below)), Mr. Chi had conditionally agreed to sell and the Company had conditionally agreed to purchase the entire issued share capital of Rosy Sun (the "Sale Shares") and the loan or debt (if any) owing by Rosy Sun, New Postcom Technology Company Limited (the "HK Company") or the PRC Company to Mr. Chi at a consideration of HKD650.0 million (the "Consideration"). The Consideration will be satisfied by the Company issuing to Mr. Chi (or such other person as Mr. Chi may nominate in writing) the promissory note in a principal amount of HKD650.0 million. The Consideration was determined after arm's length negotiations between Mr. Chi and the Company after taking into account a number of factors including the business nature, the business prospects, net assets value of Rosy Sun, the HK Company and the PRC Company as at 30 June 2012, performance of the PRC Company, the profit guarantee given by Mr. Chi to the Company that, subject to the terms of the S&P Agreement, the net profit of the PRC Company for the financial year ending 31 December 2013 shall be not less than RMB85.0 million, and the preliminary estimation of the fair value of the PRC Company of approximately HKD700.0 million pursuant to the business valuation carried out by an independent valuer under the market approach using the relevant forward price to earnings multiples and relevant forecast earnings of the PRC Company for the year ended 31 December 2012.

The PRC Company is a wholly foreign owned enterprise established in Shenyang, Liaoning Province, the PRC, which is wholly owned by the HK Company. The HK Company is an investment holding company incorporated in Hong Kong, which is wholly owned by Rosy Sun. Rosy Sun is an investment holding company incorporated in the British Virgin Islands.

The PRC Company is principally engaged in (i) the research and development, manufacturing and sale of cell phones, which can run on 2G and/or 3G networks such as GSM, IS-95, CDMA2000 and TD-SCDMA in the PRC; (ii) the sale of network equipment to the top three telecommunication services providers in the PRC, such as core network equipment, IPRAN and xPON; and (iii) the provision of services to major telecommunication services providers in the PRC, such as the installation, maintenance and upgrade of the network equipment and/or wireless network optimization in the their existing network systems.

### 有關收購 ROSY SUN 之主要及關連交易 (續)

根據買賣協議(經補充協議補充(見如下定義)), 遲先生已有條件地同意出售及本公司已有條件地同意收購Rosy Sun全部已發行股本(「待售股份」)及Rosy Sun、新郵通信技術有限公司(「香港公司」)或中國公司結欠遲先生之貸款或債務(如有), 代價為6億5千萬港元(「代價」)。代價將藉本公司發行總額為6億5千萬港元之承兌票據予遲先生(或由遲先生可能書面委任的其他人)支付。代價由遲先生與本公司公平磋商後釐定, 過程已經考慮多項因素, 包括於二零一二年六月三十日Rosy Sun、香港公司及中國公司的業務性質、業務前景及資產淨值、中國公司業績、遲先生向本公司所作的利潤保證(即在買賣協議條款規限下, 截至二零一三年十二月三十一日止財政年度中國公司的淨利潤須不少於人民幣8千5百萬元)及獨立估值師利用市場法根據有關預測市盈倍數及中國公司截至二零一二年十二月三十一日止年度的有關預測盈利進行的業務估值, 得出的中國公司初步估計的公平值約7億港元。

中國公司為於中國遼寧省沈陽市成立的外商獨資企業, 由香港公司全資擁有。香港公司為一間於香港註冊成立的投資控股公司, 由Rosy Sun全資擁有。Rosy Sun為一間於英屬維爾京群島註冊成立的投資控股公司。

中國公司主要從事(i)於中國研發、製造及銷售手機, 該手機可應用於2G及/或3G網絡, 如GSM、IS-95、CDMA2000及TD-SCDMA; (ii)向中國三大電訊服務供應商銷售網絡設備, 如核心網絡設備、IPRAN設備及xPON設備; 及(iii)向中國主要電訊服務供應商供應網絡設備安裝、維護、升級及/或現有網絡系統的無線網絡優化服務。

\* English names are for identification purposes only.

\* 英文名稱僅供識別

## Management Discussion & Analysis

### 管理層討論及分析

#### MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF ROSY SUN

(Continued)

The Rosy Sun Acquisition constitutes a major transaction of the Company under Chapter 14 of the Listing Rules. Mr. Chi is the controlling shareholder, an executive director and the chairman of the Company who is interested in approximately 40.87% interests of the Company, thus Mr. Chi is considered as a connected person of the Company and the Rosy Sun Acquisition also constitutes a connected transaction of the Company and is subject to the reporting, announcement and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

On 28 December 2012, the Company and Mr. Chi entered into a supplemental agreement (the "Supplemental Agreement"), pursuant to which the Company and Mr. Chi agreed that (i) the number of Sale Shares to be conditionally sold and purchased under the S&P Agreement shall be two, representing the entire issued share capital of Rosy Sun; and (ii) in relation to the aforesaid profit guarantee, the audited consolidated accounts of the PRC Company for the year ending 31 December 2013 pursuant to which the net profit would be shown shall be prepared according to the International Financial Reporting Standards instead of Hong Kong Financial Reporting Standards.

Details of the Rosy Sun Acquisition have been set out in the announcements dated 30 October 2012, 19 November 2012, 17 December 2012 and 28 December 2012 respectively and the circular dated 31 December 2012 published by the Company.

#### CONNECTED TRANSACTION AND DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL OF RITUO AUTOMOTIVE AND THE ACQUISITION OF RITUO TECHNOLOGY

Tianjin Rituo Group was acquired by Weihai Electronic, a wholly owned subsidiary of the Company on 21 February 2011 and it has been non-wholly owned as to 55% by the Company. Pursuant to the terms of the acquisition, if the aggregate amount of the audited net profit after tax of Tianjin Rituo Group for the two years ending 31 December 2012 is less than RMB40.0 million as guaranteed by Wang Xiang and Wang Weiguo (collectively referred to as the "Tianjin Rituo Founders"), the Tianjin Rituo Founders shall pay Weihai Electronic 34.4% of the difference between the actual profit and the abovementioned guaranteed profit, and Weihai Electronic will have to contribute such sum back into Tianjin Rituo Group through increasing the registered capital of Rituo Automotive, while the Tianjin Rituo Founders will proportionally contribute capital to Rituo Automotive according to the sum that Weihai Electronic contributed.

#### 有關收購 ROSY SUN 之主要及關連交易 (續)

Rosy Sun 收購根據上市規則第 14 章構成本公司一項主要交易。遲先生為本公司控股股東、本公司執行董事兼主席 (其擁有本公司約 40.87% 的權益)，故此遲先生被視為本公司之關連人士，而 Rosy Sun 收購亦構成本公司一項關連交易，並須遵守上市規則第 14A 章項下關於申報、公告及獨立股東批准的規定。

於二零一二年十二月二十八日，本公司與遲先生訂立補充協議 (「補充協議」)，據此，本公司與遲先生同意：(i) 根據買賣協議有條件地買賣之待售股份數目應為兩股，代表 Rosy Sun 之全部已發行股本；及 (ii) 就前述利潤保證而言，中國公司截至二零一三年十二月三十一日止年度之經審核綜合賬目 (純利將據此列示)，將根據國際財務報告準則編製，而非香港財務報告準則。

Rosy Sun 收購之詳情已分別載於本公司日期為二零一二年十月三十日、二零一二年十一月十九日、二零一二年十二月十七日及二零一二年十二月二十八日的公告，以及二零一二年十二月三十一日的通函內。

#### 有關處置日拓汽車及收購日拓高科技的關連交易及須予披露交易

於二零一一年二月二十一日，天津日拓集團由本公司全資附屬公司威海電子收購，並由本公司非全資擁有 55%。根據收購條款，倘天津日拓集團於截至二零一二年十二月三十一日止兩個年度的經審核除稅後純利總額少於王祥及王衛國 (統稱為「天津日拓創辦人」) 所擔保的人民幣 40.0 百萬元，天津日拓創辦人須向威海電子支付實際利潤及上述保證利潤差額之 34.4%，及威海電子將必須透過增加日拓汽車已註冊資本向天津日拓集團注入有關金額，而天津日拓創辦人將根據威海電子注資總額按比例向日拓汽車注資。

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

### CONNECTED TRANSACTION AND DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL OF RITUO AUTOMOTIVE AND THE ACQUISITION OF RITUO TECHNOLOGY *(Continued)*

On 20 November 2012, Weihai Electronic entered into a disposal agreement (the "Disposal Agreement") with, among others, Wang Xiang (one of the Tianjin Rituo Founders) pursuant to which Weihai Electronic has agreed to sell, and Wang Xiang has agreed to purchase 55% equity interest in Rituo Automotive (the "Rituo Disposal") at the consideration of RMB58.6 million (equivalent to approximately HKD70.32 million), which was determined primarily with reference to: (i) the operating situation at Rituo Automotive; (ii) the non-exercise of the relevant profit guarantee; (iii) the amount of such consideration representing a 30.8% premium to the 55% proportionate net asset value of Rituo Automotive as at 31 October 2012; and (iv) the amount of capital contribution injected by Weihai Electronic into Rituo Automotive in February 2011, which was made reference to factors including but not limited to the relevant profit guarantee.

On the same day, Weihai Electronic entered into an acquisition agreement (the "Acquisition Agreement") with, among others, Rituo Automotive, pursuant to which Rituo Automotive has agreed to sell and Weihai Electronic has agreed to purchase 100% equity interest in Rituo Technology (the "Rituo Acquisition") at the consideration of RMB15.0 million (equivalent to approximately HKD18.0 million). The consideration was determined by reference to, among other things, the total amount Rituo Automotive invested into Rituo Technology and the net asset value of Rituo Technology as at 31 October 2012.

Rituo Technology is principally engaged in the design, research and development, manufacture and sale of automotive wiring harness products to end PRC automobile customers.

The Rituo Disposal and the Rituo Acquisition, when aggregated, constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. Wang Xiang holds more than 30% of the registered capital of Rituo Automotive and is a director of Rituo Automotive immediately before and after the Disposal, and within the preceding 12 months from the entering into of the Disposal Agreement and the Acquisition Agreement. Accordingly, both Wang Xiang and Rituo Automotive are connected persons of the Company and each of the Rituo Disposal and the Rituo Acquisition constitutes a connected transaction of the Company, and, when aggregated, is a connected transaction which was subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### 有關處置日拓汽車及收購日拓高科技的關連交易及須予披露交易 *(續)*

於二零一二年十一月二十日，本公司全資附屬公司威海電子與(其中包括)王祥(其中一名天津日拓創辦人)訂立處置協議(「處置協議」)，據此威海電子同意處置及王祥同意購買日拓汽車的55%權益(「日拓處置」)，代價為人民幣58.6百萬元(相當於約70.32百萬港元)，乃主要參照以下多項而釐定：(i)日拓汽車的經營狀況；(ii)有關利潤保證並無獲履行；(iii)該代價的金額較日拓汽車於二零一二年十月三十一日的55%比例淨資產值溢價30.8%；及(iv)威海電子於二零一一年二月注入日拓汽車的注資金額，該金額乃參照包括但不限於有關利潤保證等因素而作出。

於同日，威海電子與(其中包括)日拓汽車訂立收購協議(「收購協議」)，據此日拓汽車同意出售及威海電子同意購買日拓高科技的全部股權(「日拓收購」)，代價為人民幣15.0百萬元(相當於約18.0百萬港元)。代價乃經參考(其中包括)日拓汽車投資予日拓高科技的總金額及日拓高科技於二零一二年十月三十一日的資產淨值。

日拓高科技主要從事為中國汽車終端客戶設計、研發、生產及銷售汽車線束產品。

日拓處置及日拓收購，在彙集計算基準下，根據上市規則第14章構成本公司的一項須予披露交易。緊接處置前後，以及訂立處置協議及收購協議起計十二個月內，王祥持股佔日拓汽車的註冊資本超過30%，且為日拓汽車的董事。據此，王祥及日拓汽車為本公司的關連人士，而日拓處置及日拓收購各自構成本公司的關連交易並在彙集計算基準下構成一項關連交易，須遵守申報、公告及按照上市規則第14A章的規定獲得獨立股東批准的要求。

## Management Discussion & Analysis

### 管理層討論及分析

#### CONNECTED TRANSACTION AND DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL OF RITUO AUTOMOTIVE AND THE ACQUISITION OF RITUO TECHNOLOGY *(Continued)*

On 19 December 2012, Weihai Electronic and Wang Xiang entered into a supplemental agreement to the Disposal Agreement pursuant to which (i) Weihai Electronic and Wang Xiang agreed to extend the date of payment by Wang Xiang of the consideration under the Disposal Agreement (the "Disposal Consideration") from 31 December 2012 to 31 March 2013; and (ii) if Wang Xiang fails to pay the Disposal Consideration in full by 31 March 2013, he would also pay interest equivalent to 10% above the benchmark interest rate on loans over the same period as announced by the People's Bank of China which has been accrued on the balance of the Disposal Consideration. On the same day, Weihai Electronic and Rituo Automotive entered into a supplemental agreement to the Acquisition Agreement pursuant to which Weihai Electronic and Rituo Automotive agreed to extend the date of payment by Weihai Electronic of the consideration under the Acquisition Agreement from 31 December 2012 to 31 March 2013.

The aggregate amount of the audited net profit after taxation and extraordinary items for the year ended 31 December 2011 was approximately RMB2.6 million and the loss after taxation and extraordinary items for the ten months ended 31 October 2012 was approximately RMB17.2 million (based on which the Rituo Disposal was effected) which was less than RMB40.0 million guaranteed by the Tianjin Rituo Founders. Directors decided that the Weihai Electronic will not exercise the rights under the relevant profit guarantee after the completion of the Rituo Disposal taking into account the following factors: (i) the exercise of rights under the profit guarantee would only result in a one-time non-operating gain in the income statement of the Company but not providing cash flow to the Group; (ii) the negative effect of non-exercise of the the rights under the relevant profit guarantee had been taken into account when determining the consideration of the Rituo Disposal; and (iii) the Directors confirm that the non-exercise of the rights under the relevant profit guarantee will not have any other material negative financial effects to the Company.

On 7 January 2013, Weihai Electronic, Rituo Automotive and the Tianjin Rituo Founders entered into a profit guarantee cancellation agreement (agreement entered into by Weihai Electronic, Rituo Automotive and the Tianjin Rituo Founders on 7 January 2013 for the purposes of cancelling the relevant profit guarantee) in which the parties agreed to cancel the relevant profit guarantee officially.

Details of the Rituo Disposal and the Rituo Acquisition have been set out in the announcements dated 20 November 2012, 11 December 2012 and 19 December 2012 and the circular dated 24 December 2012 published by the Company.

#### 有關處置日拓汽車及收購日拓高科技的關連交易及須予披露交易(續)

於二零一二年十二月十九日，威海電子與王祥訂立處置協議之補充協議，據此：(i)威海電子與王祥同意延展王祥支付處置協議項下的代價（「處置代價」）之付款日期，由二零一二年十二月三十一日延至二零一三年三月三十一日；及(ii)倘王祥未能於二零一三年三月三十一日前支付全部處置代價，彼亦需要支付利息，金額等同處置代價餘額根據中國人民銀行宣佈的同期貸款基準利率加10%累計計算的金額。於同日，威海電子與日拓汽車訂立收購協議之補充協議，據此，威海電子與日拓汽車同意延展威海電子支付收購協議項下的代價之付款日期，由二零一二年十二月三十一日延至二零一三年三月三十一日。

截至二零一一年十二月三十一日止年度，經審核淨利潤（扣除稅項及非經常項目）總額約人民幣2.6百萬元，而截至二零一二年十月三十一日止十個月，扣除稅項及非經常項目之虧損約人民幣17.2百萬元（據此進行日拓處置），惟金額少於天津日拓創辦人的擔保金額人民幣40.0百萬元。董事認為，威海電子於完成日拓處置後將不會行使有關利潤保證下的權利，當中計及以下因素：(i)行使利潤保證下的權利僅於本公司收益表計入一次性非經營收益，並無為本集團提供現金流量；(ii)釐定日拓處置代價時已考慮不行使有關利潤保證下的權利之負面影響；及(iii)董事確認不行使有關利潤保證下的權利將不會對本公司造成任何重大不利的財務影響。

於二零一三年一月七日，威海電子、日拓高科技及天津日拓創辦人訂立利潤保證取消協議（威海電子、日拓高科技及天津日拓創辦人就取消有關利潤保證而訂立的協議），據此，訂約各方同意正式取消有關利潤保證。

日拓處置及日拓收購之詳情已載於本公司所刊登日期為二零一二年十一月二十日、二零一二年十二月十一日及二零一二年十二月十九日的公告，以及日期為二零一二年十二月二十四日的通函內。

## Management Discussion & Analysis

### 管理層討論及分析

#### CONTINUING CONNECTED TRANSACTION IN RELATION TO THE SALES MASTER AGREEMENT WITH WEIHAI DONGCHEN

On 30 November 2012, Weihai Dongchen, a non-wholly owned subsidiary of the Company, entered into the sales master agreement (the "Sales Master Agreement") with: (i) the Company; (ii) Weihai Electronic; (iii) 常熟泓淋電線電纜有限公司 (Changshu Honglin Wire & Cable Co., Ltd.\*); (iv) 德州泓淋電子有限公司 (Dezhou Honglin Electronic Co., Ltd.\*, "Dezhou Electronic") and (v) Huizhou Technology, all of the companies referred to in items (ii) to (v) are subsidiaries of the Company, in relation to the sale of the plastic materials for a term commencing from 30 November 2012 to 31 December 2012 and the two years commencing on 1 January 2013 and expiring on 31 December 2014. Prior to 30 November 2012, Weihai Dongchen had not commenced its business in the sale of plastic materials with the Company or its subsidiaries. Based on the estimated quantity of the plastic materials required by the subsidiaries of the Company and the estimated unit price for the products, and taking into account the estimated market size, the annual caps under the Sales Master Agreement shall be RMB26.0 million (equivalent to approximately HKD31.2 million) for each of the period from 30 November 2012 to 31 December 2012, the year ending 31 December 2013 and the year ending 31 December 2014 respectively.

Weihai Dongchen is a non-wholly owned subsidiary of Weihai Electronic, a wholly owned subsidiary of the Company. Mr. Chi Zhongmin owns 30% of the equity in Weihai Dongchen. Mr. Chi Zhongmin is the brother of Mr. Chi, who is a controlling shareholder and director of the Company. Weihai Dongchen is therefore a connected person of the Company under Chapter 14A of the Listing Rules. The entering into of the Sales Master Agreement and the transactions contemplated thereunder thus constitute continuing connected transactions which are exempt from the independent shareholders' approval requirement and are only subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules.

In view of the above, the Directors (including independent non-executive directors) are of the opinion that the terms of the Sales Master Agreement are on normal commercial terms and in the ordinary course of business of the Company and the terms of such agreement are fair and reasonable and in the interest of the Company and its shareholders as a whole.

Details of the Sales Master Agreement have been set out in the announcements dated 30 November 2012 and 5 December 2012 published by the Company.

\* English names are for identification purposes only.

#### 有關與威海東晨訂立主銷售協議的持續關連交易

於二零一二年十一月三十日，本公司的非全資附屬公司威海東晨與(i)本公司；(ii)威海電子；(iii)常熟泓淋電線電纜有限公司；(iv)德州泓淋電子有限公司(「德州電子」)及(v)惠州科技(第(ii)至(v)項所述的公司皆為本公司的附屬公司)訂立有關塑膠材料銷售的主銷售協議(「主銷售協議」)，期限為自二零一二年十一月三十日開始至二零一二年十二月三十一日止期間，以及二零一三年一月一日開始至二零一四年十二月三十一日止兩個年度。二零一二年十一月三十日以前，威海東晨並沒有與本公司或本公司的附屬公司開展塑膠材料銷售的業務，基於本公司的附屬公司預計的塑膠材料需求量、該等產品的預估單價並且考慮預估的市場規模，於二零一二年十一月三十日至二零一二年十二月三十一日止期間、截至二零一三年十二月三十一日止年度及截至二零一四年十二月三十一日止年度各期間主銷售協議下銷售上限將為人民幣26.0百萬元(相當於約31.2百萬港元)。

威海東晨為威海電子(本公司全資附屬公司)之非全資附屬公司，遲忠民先生擁有威海東晨30%權益。遲忠民先生為本公司控股股東兼董事遲先生之胞兄。故此，威海東晨根據上市規則第14A章為本公司關連人士。訂立主銷售協議及據此擬進行之交易因此構成持續關連交易，並可獲豁免獨立股東批准之規定，惟須遵守上市規則第14A章之申報、年度審查及公告規定。

鑒於以上各項，董事(包括獨立非執行董事)認為，主銷售協議的條款為一般商業條款及於本公司日常業務過程中訂立，而該協議的條款誠屬公平合理，並且符合本公司及其股東的整體利益。

主銷售協議之詳情已載於本公司於二零一二年十一月三十日及二零一二年十二月五日刊發之公告內。

\* 英文名稱僅供識別

# Management Discussion & Analysis

## 管理層討論及分析

### CONTINUING CONNECTED TRANSACTION IN RELATION TO THE SALES MASTER AGREEMENT WITH WEIHAI DONGCHEN *(Continued)*

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued letter containing unqualified conclusions in respect of the aforesaid continuing connected transaction in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The independent non-executive Directors have reviewed the continuing connected transactions above, and confirmed that these transactions have been entered into in the ordinary and usual course of business of the Group on normal commercial terms which are fair and reasonable and in the interests of the shareholders of the Company as a whole, and in accordance with the relevant agreement governing them.

### DISPOSAL OF A SUBSIDIARY

Pursuant to an agreement dated 17 December 2012, the Group disposed of its 51% equity interests of 蘇州華淳精密電子有限公司 (Suzhou Huachun Precision Electronics Co., Ltd.\*, "Suzhou Huachun") to 吳江華銳精密電子有限公司 (Wujiang Huarui Precision Electronics Co., Ltd.\*) for RMB10,200,000. The disposal was completed on 26 December 2012 and the Group was no longer interested in Suzhou Huachun. The said disposal was exempted from reporting, announcement and independent shareholder's approval requirements under Chapter 14A of the Listing Rule pursuant to Rule 14A.31(9) of the Listing Rules.

### CHARGES AND CONTINGENT LIABILITIES

Other than the secured bank borrowings mentioned above, as at 31 December 2012, the Group had no other charges on its assets nor any material contingent liabilities.

### 有關與威海東晨訂立主銷售協議的持續關連交易 (續)

本公司核數師已獲委聘按照香港會計師公會頒佈的香港核證委聘準則第3000號下之「非審核或審閱過往財務資料之核證工作」規定，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就本集團的持續關連交易作出報告。根據上市規則第14A.38條，核數師已就上述持續關連交易發出載有無保留意見結論的函件。本公司已向聯交所提供核數師函件之副本。

獨立非執行董事已審閱上述之持續關連交易，並確認該等交易均於本集團日常業務過程中訂立，並以正常商業條款為基準，誠屬公平合理，亦符合本公司股東整體之利益，以及均按照規管有關交易之協議進行。

### 出售一間附屬公司

根據於二零一二年十二月十七日訂立的協議，本集團向吳江華銳精密電子有限公司出售蘇州華淳精密電子有限公司（「蘇州華淳」）「蘇州華淳」的51%股權，代價為人民幣10,200,000元。出售事項已於二零一二年十二月二十六日完成並且本集團不再擁有蘇州華淳的權益。根據上市規則第14A.31(9)條，上述出售事項獲豁免上市規則第14A章申告、公告及獨立股東批准之規定。

### 抵押及或然負債

除上述已抵押銀行借款外，於二零一二年十二月三十一日，本集團並無其他資產抵押或任何重大或然負債。

\* English names are for identification purposes only.

\* 英文名稱僅供識別

# Management Discussion & Analysis

## 管理層討論及分析

### EVENTS AFTER REPORTING PERIOD

#### Approval of Rituo Disposal and Rituo Acquisition

On 12 January 2013, the resolutions for approving the Rituo Disposal and the Rituo Acquisition were passed by the independent shareholders of the Company.

Details of the shareholders' approval of the Rituo Disposal and the Rituo Acquisition have been set out in the announcement dated 12 January 2013 published by the Company.

#### Completion of Rosy Sun Acquisition

On 28 January 2013, the resolution for approving the Rosy Sun Acquisition was passed by the independent shareholders of the Company.

On 31 January 2013, all conditions precedent under the S&P Agreement have been fulfilled, and completion of the transactions contemplated under the S&P Agreement (as supplemented by the Supplemental Agreement) took place on 31 January 2013. In accordance with the S&P Agreement, the Company issued a promissory note in the amount of HKD650 million to Mr. Chi.

Details of the independent shareholders' approval and the completion of the Rosy Sun Acquisition have been set out in the announcements dated 28 January 2013 and 31 January 2013 respectively published by the Company.

#### Discloseable Transaction in Relation to the Acquisition of 威海錦源銘業房地產開發有限公司 (Weihai Jinyuan Mingye Property Development Co., Ltd.,\* "Weihai Jinyuan")

On 22 March 2013, Weihai Electronic, a wholly owned subsidiary of the Company, entered into a sale and purchase agreement with 北京錦源銘業房地產開發有限公司 (Beijing Jinyuan Mingye Property Development Co., Ltd.\*, "Beijing Jinyuan"), an independent third party, and Mr. Miao Junjie (苗俊傑) ("Mr. Miao"), an independent third party, pursuant to which Weihai Electronic agreed to acquire, in aggregate, the entire equity interest in Weihai Jinyuan at the consideration of RMB6.0 million (equivalent to approximately HKD7.2 million) (the "Weihai Jinyuan Acquisition").

### 期後事項

#### 批准日拓處置及日拓收購

於二零一三年一月十二日，本公司獨立股東已通過批准日拓處置及日拓收購之決議案。

有關獨立股東批准日拓處置及日拓收購之詳情，已載於本公司於二零一三年一月十二日刊發的公告內。

#### 完成 Rosy Sun 收購

於二零一三年一月二十八日，本公司獨立股東已通過批准 Rosy Sun 收購之決議案。

於二零一三年一月三十一日，所有買賣協議下的先決條件已達成，並於二零一三年一月三十一日完成買賣協議（經補充協議補充）項下擬進行的交易。根據買賣協議，本公司發行 650 百萬港元的承兌票據予遲先生。

有關獨立股東批准及完成 Rosy Sun 收購的詳情，已分別載於本公司於二零一三年一月二十八日及二零一三年一月三十一日的公告內。

#### 關於收購威海錦源銘業房地產開發有限公司（「威海錦源」）之須予披露交易

於二零一三年三月二十二日，本公司全資附屬公司威海電子與獨立第三方北京錦源銘業房地產開發有限公司（「北京錦源」）及獨立第三方苗俊傑（「苗先生」）先生訂立買賣協議，據此，威海電子同意合共收購威海錦源之全部股權，代價為人民幣 6.0 百萬元（相當於約 7.2 百萬港元）（「威海錦源收購事項」）。

\* English names are for identification purposes only.

\* 英文名稱僅供識別

## Management Discussion & Analysis

### 管理層討論及分析

#### EVENTS AFTER REPORTING PERIOD (Continued)

#### Discloseable Transaction in Relation to the Acquisition of 威海錦源銘業房地產開發有限公司 (Weihai Jinyuan Mingye Property Development Co., Ltd.,\* “Weihai Jinyuan”)

(Continued)

Weihai Jinyuan is a company established in the PRC with limited liability by Beijing Jinyuan and Mr. Miao on 16 July 2012. As at 22 March 2013, Weihai Jinyuan had a registered capital of RMB30.0 million (equivalent to approximately HKD36.0 million), among which RMB6.0 million (equivalent to approximately HKD7.2 million) had been paid up by Beijing Jinyuan. The equity interest of Weihai Jinyuan is owned as to 90% by Beijing Jinyuan and as to 10% by Mr. Miao. Weihai Jinyuan is principally engaged in the business activities in property development, sale of commercial housing, property services, estate information consultation, sale of construction materials, electronic hardware, instrument and apparatus, computer software, hardware and peripheral.

The Group expects to develop a large scale macromolecule research and development centre in Weihai in the near future. In order to attract and retain relevant talents, the Board intends that the Weihai Jinyuan Acquisition may allow the Group to provide dormitory and/or residential housing for its staff at a lower cost, and offer additional incentives and benefit to its staff.

The Weihai Jinyuan Acquisition, when aggregated with the directional property development cooperation agreement dated 16 August 2012 entered into between Weihai Electronic and Weihai Jinyuan, constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is therefore subject to the reporting and announcement requirements under the Listing Rules.

Details of the Weihai Jinyuan Acquisition have been set out in the announcement dated 22 March 2013 published by the Company.

#### 期後事項(續)

#### 關於收購威海錦源銘業房地產開發有限公司(「威海錦源」)之須予披露交易(續)

威海錦源為北京錦源及苗先生於中國成立之有限責任公司，成立日期為二零一二年七月十六日。於二零一三年三月二十二日，威海錦源之註冊股本為人民幣30.0百萬元(相當於約36.0百萬港元)，其中人民幣6.0百萬元(相當於約7.2百萬港元)已由北京錦源繳足。威海錦源之股權由北京錦源擁有90%及由苗先生擁有10%。威海錦源主要從事物業發展、商品房銷售、物業服務、房地產資訊顧問、銷售建築材料、電子硬體、儀器及器械、電腦軟件、硬體及周邊設備等業務。

本集團預期在短期內在威海開發大規模之高分子研發中心。為吸引及挽留人才，董事會認為威海錦源收購事項令本集團可為其員工提供宿舍及／或住宅房屋，成本亦較低，並提供額外獎勵及福利予屬下員工。

威海錦源收購事項，與擬據威海電子與威海錦源於二零一二年八月十六日簽訂的定向開發房地產協議進行的交易彙總計算後，構成本公司於上市規則第14章下的須予披露交易，因此須遵守上市規則下的申報及公告規定。

威海錦源收購事項詳情已於本公司二零一三年三月二十二日公佈的公告中列載。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層履歷

### DIRECTORS AND SENIOR MANAGEMENT

#### Executive Directors

**Mr. Chi Shaolin (遲少林) (“Mr. Chi”)**, aged 41, is the Chairman, executive Director and CEO of the Company, and is in charge of overall strategic planning, business planning and responsible for decision making in all material matters of the Group. Mr. Chi was appointed as a Director on 16 November 2007.

Mr. Chi joined the Group in November 1997 and is a founder of the Group. Mr. Chi is also a director of certain subsidiaries of the Company. He is also the chairman of the nomination committee of the Company.

Mr. Chi has over 17 years of experience in the electronics industry gained in the Group and in his previous employment. He is a Chinese national and has not been a full time government official nor a full time employee of a state-owned/operated entity. Prior to joining the Group, Mr. Chi worked as the production manager of Shengshan Electronics (Weihai) Company Limited (勝山電子(威海)有限公司) from March 1995 to October 1997.

Mr. Chi is a representative to the 11th Session of Weihai Committee of the Chinese People’s Political Consultative Conference Committee and has been awarded many awards or recognitions by the government of Weihai City, Shandong Province, China Commerce Association (中國商業協會) and certain other organisations, including “Outstanding Young Entrepreneur of Weihai City” (威海市優秀青年企業家), “Self-innovation Award for the Most Influential Person of Weihai City for the Economic Year” (威海市最具影響力經濟年度人物自主創新獎), “Award for Entrepreneur Operating a Key Enterprise in the Weihai Economic and Technology Development Area” (威海經濟技術開發區骨幹企業經營者創業獎), and “Model for the Labor of Weihai Economic and Technology Development Zone” (威海經濟技術開發區勞動模範) during the period of April 2008 to May 2010. In 2010, Mr. Chi was also awarded the “Outstanding Entrepreneurs of Shandong Province (the 18th Series)” (第十八屆山東省優秀企業家).

Mr. Chi is the son-in-law of Ms. Xu Yiming, a non-executive Director and adviser of the Group.

#### 董事及高級管理層

#### 執行董事

遲少林先生(「遲先生」)，41歲，現任本公司主席、執行董事兼總裁，負責整體策略規劃、業務規劃及本集團所有重大事宜的決策。遲先生於二零零七年十一月十六日獲委任為董事。

遲先生於一九九七年十一月加入本集團，為本集團創辦人。遲先生亦為本公司若干附屬公司之董事。彼亦為本公司提名委員會主席。

遲先生於本集團及過往職位中累積逾17年電子行業經驗。彼為中國公民，並無擔任全職政府官員或全職國有／國營實體僱員。加入本集團前，遲先生於一九九五年三月至一九九七年十月擔任勝山電子(威海)有限公司的生產經理。

遲先生為中國人民政治協商會議威海市第十一屆委員會代表，並於二零零八年四月至二零一零年五月期間獲山東省威海市政府、中國商業協會及其他機構頒發多項獎項及認證，包括「威海市優秀青年企業家」、「威海市最具影響力經濟年度人物自主創新獎」、「威海經濟技術開發區骨幹企業經營者創業獎」及「威海經濟技術開發區勞動模範」獎項。二零一零年遲先生亦榮獲「第十八屆山東省優秀企業家」稱號。

遲先生為本集團非執行董事兼顧問徐藝銘女士之女婿。

## Biographical Details of Directors and Senior Management 董事及高級管理層履歷

### DIRECTORS AND SENIOR MANAGEMENT (Continued)

#### Executive Directors (Continued)

**Mr. Jiang Taike (蔣太科) (“Mr. Jiang”)**, aged 38, is an executive Director and vice CEO of the Company and the general manager of the wire & cable department of the Group. Mr. Jiang is in charge of implementation of strategy, operational planning and overall management of the wire & cable department of the Group and has been involved in decision making for material matters of the Group. Mr. Jiang joined the Group in July 2003 as the general manager of 威海市泓淋電線電纜有限公司 (Weihai Honglin Wire & Cable Co., Ltd.\*, “Weihai Cable”) and was appointed as a Director on 16 March 2010. Mr. Jiang is also a director of certain subsidiaries of the Company.

Mr. Jiang has over 16 years of experience in the wire and cable industry gained in the Group and in his previous employment. Before joining the Group, Mr. Jiang worked for many companies in the electronics and technology industries, including as an engineer of Wantai Group (萬泰集團) from August 1996 to March 1999 in charge of the product design, research and development, a deputy manager of Dongguan Licheng Wires Factory (東莞立成電線廠) from March 1999 to August 1999 responsible for the production and technology, a deputy manager of Fengyuan Wires and Cables Co., Ltd. (豐源電線電纜有限公司) from August 1999 to June 2001 responsible for overall management and operations, and the general manager of Shenzhen Pengding Holdings Co., Ltd. (深圳朋鼎實業有限公司) from July 2001 to May 2003. Mr. Jiang graduated from Shenzhen University with a college diploma in management in 1996.

**Mr. Li Jianming (李建明) (“Mr. Li”)**, aged 40, is an executive Director and vice CEO of the Company. Mr. Li joined the Group in May 2005 as the chief financial officer of the Company and was appointed as a Director on 16 March 2010 and vice CEO of the Company on 1 July 2011. Besides leading the financial management, capital investment and financing functions of the Group, Mr. Li has also regularly participated in key business and strategic decision matters of the Group. Mr. Li is involved in assisting the CEO of the Company on corporate planning, internal management and control, as well as developing business strategies and overall direction of the Company. Mr. Li is also involved in overseeing the Group’s investment and finance related functions. Mr. Li is also a director of certain subsidiaries of the Company. Mr. Li was appointed to lead the automotive wiring harness department of the Group in January 2012.

### 董事及高級管理層 (續)

#### 執行董事 (續)

**蔣太科先生 (「蔣先生」)**，38歲，現任本公司執行董事兼副總裁以及本集團線纜事業部總經理，負責本集團線纜事業部策略執行、經營規劃及整體管理，亦負責本集團的重大事宜的決策。蔣先生於二零零三年七月加入本集團，出任威海市泓淋電線電纜有限公司 (「威海電線」) 的總經理，並於二零一零年三月十六日獲委任為董事。蔣先生亦為本公司若干附屬公司之董事。

蔣先生於本集團及過往職位中累積逾16年線纜行業經驗。加入本集團前，蔣先生就職於電子及技術行業多家公司，包括分別於一九九六年八月至一九九九年三月、一九九九年三月至一九九九年八月、一九九九年八月至二零零一年六月及二零零一年七月至二零零三年五月出任萬泰集團工程師 (負責產品設計及研發)、東莞立成電線廠副廠長 (負責生產及技術)、豐源電線電纜有限公司副廠長 (負責整體管理及營運) 以及深圳朋鼎實業有限公司總經理。蔣先生於一九九六年畢業於深圳大學管理專業，取得大專文憑。

**李建明先生 (「李先生」)**，40歲，現任本公司執行董事兼副總裁。李先生於二零零五年五月加入本集團出任本公司財務總監一職，並於二零一零年三月十六日獲委任為董事，以及於二零一一年七月一日獲委任為本公司副總裁。除帶領本集團財務管理、資本投資與融資功能外，李先生亦定期參與本集團主要業務及策略決策事宜。李先生負責於企業計劃、內部管理及控制及發展業務策略與本公司整體方向方面協助本公司總裁。李先生亦負責監督本集團的投資及融資相關功能。李先生亦為本公司若干附屬公司之董事。二零一二年一月，李先生獲委任領導本集團汽車線束事業部。

\* English name is for identification purposes only.

\* 英文名稱僅供識別

# Biographical Details of Directors and Senior Management

## 董事及高級管理層履歷

### DIRECTORS AND SENIOR MANAGEMENT (Continued)

#### Executive Directors (Continued)

Mr. Li has over 18 years of experience in financial management gained in the Group and in his previous employment. Prior to joining the Group, Mr. Li was the chief accountant of the PRC office of The Timken Company, one of the Fortune 500 Companies, for financial management matters from July 1994 to June 2001. Mr. Li was the chief financial officer of Qingdao Jinling Electrical Appliances Co., Ltd. (青島金嶺電器有限公司), a sino-foreign joint venture enterprise, from June 2001 to May 2004, responsible for its financial management, financial process optimization, internal supervision and control and other related matters, and was the head of Technology of Qingdao Branch of Zhuhai Master Service Software Technology Co., Ltd. (珠海天思軟件技術有限公司青島分公司) from May 2004 to May 2005 in charge of promoting and implementing the development of information system.

Mr. Li graduated from Shandong Economic University with a bachelor degree in accounting in 1994. He is a senior accountant (高級會計師) and obtained the ICPA certificate in April 2009 and the SIFM certificate in June 2010. Senior accountant qualification (高級會計師資格) is the highest accounting qualification awarded by such PRC government bodies, namely, the Ministry of Human Resources and Social Security (人力資源和社會保障部) and the Ministry of Finance (財政部), based on the academic level, practical capability and working experience of the relevant accounting professionals. He has extensive experience in enterprise finance, financial management, enterprise taxation planning and Enterprise Resource Planning information management and published various articles in journals from 2007 to 2012 in respect of financial management.

### 董事及高級管理層 (續)

#### 執行董事 (續)

李先生於本集團及過往職位中累積逾18年財務管理經驗。加入本集團前，李先生於一九九四年七月至二零零一年六月擔任財富500強之一The Timken Company的中國公司總會計師，負責財務管理事宜。李先生於二零零一年六月至二零零四年五月擔任中外合資企業青島金嶺電器有限公司的財務總監，負責財務管理、財務程序改善、內部控制及其他相關事宜，亦於二零零四年五月至二零零五年五月擔任珠海天思軟件技術有限公司青島分公司的科技部主管，負責提升及進行資訊系統的開發。

李先生於一九九四年畢業於山東經濟學院，取得會計學士學位，並於二零零九年四月成為高級會計師，取得國際註冊會計師資格及於二零一零年六月取得高級國際財務管理師證書。高級會計師資格為人力資源和社會保障部及財政部等中國政府機構基於學歷、實踐能力及相關會計專業的工作經驗頒發的最高級別會計資格。彼在企業融資、財務管理、企業稅務規劃及企業資源規劃信息管理方面經驗豐富，二零零七年至二零一二年期間在不同刊物上發表多份財務管理論文。

## Biographical Details of Directors and Senior Management 董事及高級管理層履歷

### DIRECTORS AND SENIOR MANAGEMENT (Continued)

#### Non-executive Director

**Ms. Xu Yiming (徐藝銘) (“Ms. Xu”)**, aged 61, is a non-executive Director and adviser of the Group. Ms. Xu joined the Group in November 1997 as one of the senior management officers. Ms. Xu was the vice general manager of Weihai Electronic and then the vice general manager of Dezhou Electronic, responsible for the daily administration in such companies from November 1997 to March 2006 and from March 2006 to March 2009, respectively. Ms. Xu has been an adviser of the Group since 2009 and a non-executive Director since 16 March 2010. She is a member of the compensation and benefits committee of the Company.

Since becoming the adviser of the Group in 2009, Ms. Xu has, utilizing her past experience in the Group and in the industry, provided on-going general advice on quality control management systems and processes.

Ms. Xu has over 26 years of experience in the electronics industry gained in the Group and in her previous employment. Prior to joining the Group, Ms. Xu was the head of the production division of Weihai City Beiyang Optical Instrument Factory (威海市北洋光學儀器廠) from 1986 to 1993, and the vice general manager of Xingdi Electronic Company Limited (星地電子有限公司), a subsidiary of Weihai City Beiyang Electric Appliances Group (威海市北洋電器集團), from May 1994 to April 1997.

Ms. Xu is the mother-in-law of Mr. Chi, an executive Director.

#### Independent Non-executive Directors

**Mr. Shu Wa Tung, Laurence (舒華東) (“Mr. Shu”)**, aged 40, is an independent non-executive Director.

Mr. Shu was appointed as an independent non-executive Director on 25 October 2010. He is the chairman of the audit committee of the Company and a member of each of the nomination committee and the compensation and benefits committee of the Company. He is currently an independent non-executive director of Perception Digital Holdings Limited (Stock Exchange Stock Code: 1822) and Greater China Holdings Limited (Stock Exchange Stock Code: 431).

### 董事及高級管理層 (續)

#### 非執行董事

**徐藝銘女士 (「徐女士」)**，61歲，現任非執行董事兼本集團顧問。徐女士於一九九七年十一月加入本集團，為資深高級管理人員之一。徐女士於一九九七年十一月至二零零六年三月以及二零零六年三月至二零零九年三月先後擔任威海電子的副總經理及德州電子的副總經理，負責相關公司的日常行政工作。徐女士自二零零九年起一直擔任本集團的顧問，並自二零一零年三月十六日開始擔任非執行董事。彼為本公司薪酬及福利委員會的成員。

自二零零九年擔任本集團顧問起，徐女士憑藉過往在本集團及本行業的經驗持續提供有關質量控制管理體系及程序的一般意見。

徐女士於本集團及過往職位中累積逾26年電子行業經驗。加入本集團前，徐女士曾於一九八六年至一九九三年擔任威海市北洋光學儀器廠生產科長，並於一九九四年五月至一九九七年四月間在威海市北洋電器集團附屬公司星地電子有限公司擔任副總經理。

徐女士為執行董事遲先生的岳母。

#### 獨立非執行董事

**舒華東先生 (「舒先生」)**，40歲，現任獨立非執行董事。

舒先生於二零一零年十月二十五日獲委任為獨立非執行董事。彼為本公司審核委員會主席，並分別為本公司提名委員會和薪酬及福利委員會的成員。舒先生現為幻音數碼控股有限公司(聯交所股份代號：1822)及大中華實業控股有限公司(聯交所股份代號：431)的獨立非執行董事。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層履歷

### DIRECTORS AND SENIOR MANAGEMENT (Continued)

#### Independent Non-executive Directors (Continued)

Mr. Shu has over 17 years of experience in audit, corporate finance and corporate financial management. Mr. Shu started to work with Deloitte Touche Tohmatsu since March 1994, and was a manager of the Reorganization Services Group when he left Deloitte Touche Tohmatsu in October 2000. Mr. Shu was subsequently employed by ICEA Capital Limited (工商東亞融資有限公司) as a manager in the Equity Capital Market of the corporate finance division from November 2000 to June 2001, responsible for the daily management of listing application projects and advising on merger and acquisition transactions. He then worked in Deloitte & Touche Corporate Finance Limited as a manager from July 2001 to November 2002. From November 2002 to April 2005, Mr. Shu held the position of associate director in Goldbond Capital (Asia) Limited (金榜融資(亞洲)有限公司). He served as the chief financial officer and the company secretary of Texhong Textile Group Limited (天虹紡織集團有限公司) (Stock Exchange Stock Code: 2678) for the period from May 2005 to July 2008 overseeing the company's financial management function. From July 2008 to June 2010, Mr. Shu worked as the chief financial officer of Rongsheng Heavy Industries Holdings Limited (熔盛重工控股有限公司), and oversaw the financial management of the company and its subsidiaries. Mr. Shu is currently the chief financial officer of Termbray Petro-king Oilfield Services Limited (Stock Exchange Stock Code: 2178), overseeing the financial strategies and daily financial management function of the company and its subsidiaries. Mr. Shu graduated from Deakin University in Australia with a bachelor degree in business majoring in accounting in 1994. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountant and a Certified Practicing Accountant of CPA Australia.

**Mr. Song Lizhong (宋立眾) ("Mr. Song")**, aged 37, is an independent non-executive Director.

Mr. Song was appointed as an independent non-executive Director on 25 October 2010. He is a member of each of the audit committee and the nomination committee of the Company. Mr. Song is currently a professor and instructor of doctorate degree courses in the School of Information Science and Engineering of Harbin Institute of Technology in Weihai, focusing on research on radar signal processing, antenna technology, electromagnetic field and microwave technology. He has published more than 30 academic papers.

### 董事及高級管理層 (續)

#### 獨立非執行董事 (續)

舒先生有逾17年核數、企業融資及企業財務管理經驗。自一九九四年三月起，舒先生開始任職德勤•關黃陳方會計師行，於二零零零年十月離開德勤•關黃陳方會計師行時為重組服務部經理。舒先生其後於二零零零年十一月至二零零一年六月受僱於工商東亞融資有限公司，擔任企業融資部股本市場經理，負責上市申請項目的日常管理，並就併購交易提供意見。二零零一年七月至二零零二年十一月，舒先生擔任Deloitte & Touche Corporate Finance Limited經理。二零零二年十一月至二零零五年四月，舒先生曾任金榜融資(亞洲)有限公司聯席董事。二零零五年五月至二零零八年七月期間，舒先生為天虹紡織集團有限公司(聯交所股份代號：2678)的財務總監兼公司秘書，負責監督該公司財務管理事宜。二零零八年七月至二零一零年六月，舒先生為熔盛重工控股有限公司的首席財務官，負責監督該公司及其附屬公司的財務管理事宜。舒先生現任添利百勤油田服務有限公司(聯交所股份代號：2178)首席財務官，負責監督該公司及其附屬公司的財務策略及日常財務管理事宜。舒先生於一九九四年在澳洲Deakin University畢業，持有商業學士學位，主修會計學。舒先生為香港會計師公會及澳洲特許會計師公會的執業會計師。

宋立眾先生(「宋先生」)，37歲，現任獨立非執行董事。

宋先生於二零一零年十月二十五日獲委任為獨立非執行董事。彼分別為本公司審核委員會及提名委員會的成員。宋先生現為哈爾濱工業大學(威海)信息科學與工程學院的教授、博士導師，主要研究雷達信號處理、天線技術、電磁場與微波技術。彼已發表學術論文30餘篇。

## Biographical Details of Directors and Senior Management 董事及高級管理層履歷

### DIRECTORS AND SENIOR MANAGEMENT (Continued) Independent Non-executive Directors (Continued)

Mr. Song graduated from Harbin Institute of Technology with a master degree in electromagnetic field and microwave technology in July 2001 and a doctorate degree in communication and information system in July 2005. He is engaged in research at the Mobile Station of post doctoral researches for electronic science and technology subjects (電子科學與技術學科博士後科研流動站) of Harbin Institute of Technology.

**Ms. Zheng Lin (鄭琳) (“Ms. Zheng”)**, aged 42, is an independent non-executive Director.

Ms. Zheng was appointed as an independent non-executive Director on 25 October 2010. She is the chairman of the compensation and benefits committee of the Company and a member of the audit committee of the Company. Ms. Zheng is a practicing PRC lawyer and has been working with Beijing Huatang Law Firm since April 2008. Prior to that, she worked at Welfare Electronics Company located in the Economic and Technical Development Zone of Weihai City in Shandong Province from October 1992 to May 1995, the Weihai Airlines Services Company Limited from June 1995 to June 2001 and Shandong Ying Liang Tai Ye Law Firm from August 2004 to March 2008. She graduated from Shandong University in July 2004 after completing the online program in law and is qualified to practice law in the PRC having passed the Chinese national judicial examination in 2004. Ms. Zheng passed the National Securities Qualifications Examination (國家證券業資格考試) in 2006 and is also qualified to serve as an independent non-executive director of companies listed in the PRC.

Ms. Zheng is a member of China Zhi Gong Party (中國致公黨) and a member of Weihai Committee of the Chinese People’s Political Consultative Conference Committee. She has provided legal services to various government departments, listed companies, state-owned enterprises and other entities, including Shandong Zhengda Medical Equipment Shares Co., Ltd. (山東正大醫療器械股份有限公司), Shandong Lianqiao New Materials Shares Co., Ltd. (山東聯橋新材料股份有限公司), Shandong Shuanglun Group Co., Ltd. (山東雙輪集團公司), Yantai Wanhua Polyurethanes Co., Ltd., (煙臺萬華聚氨酯股份有限公司) and Dongfang Electronics Co., Ltd. (東方電子股份有限公司).

Details of the Directors’ interest in the Shares and underlying Shares which fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (“SFO”) are set out in the paragraph headed “Directors’ and Chief Executives’ Interests and Short Positions in Shares and Underlying Shares” in this annual report.

### 董事及高級管理層 (續) 獨立非執行董事 (續)

宋先生畢業於哈爾濱工業大學，於二零零一年七月獲電磁場與微波技術專業碩士學位，並於二零零五年七月獲通信與信息系統學科博士學位。彼曾在哈爾濱工業大學電子科學與技術學科博士後科研流動站從事研究工作。

**鄭琳女士 (「鄭女士」)**，42歲，現任獨立非執行董事。

鄭女士於二零一零年十月二十五日獲委任為獨立非執行董事。彼為本公司薪酬及福利委員會主席，並為本公司審核委員會的成員。鄭女士為中國執業律師，自二零零八年四月起一直任職於北京華堂律師事務所。在此之前，彼於一九九二年十月至一九九五年五月任職位於山東省威海市經濟技術開發區的為爾福電子公司，於一九九五年六月至二零零一年六月任職於山東威海聯合航空總公司，並於二零零四年八月至二零零八年三月曾任職於山東英良泰業律師事務所。彼於二零零四年七月完成法律遠程課程後自山東大學畢業，並於同年通過國家司法考試，取得中國律師執業資格。二零零六年，鄭女士通過國家證券業資格考試，取得中國境內上市公司獨立非執行董事任職資格。

鄭女士現為中國致公黨黨員及中國人民政治協商會議委員會威海市政協委員。鄭女士向多家政府機構、上市公司、國營企業及其他實體提供法律意見，包括山東正大醫療器械股份有限公司、山東聯橋新材料股份有限公司、山東雙輪集團公司、煙臺萬華聚氨酯股份有限公司及東方電子股份有限公司。

董事於股份及相關股份擁有須根據證券及期貨條例(「證券及期貨條例」)第XV部第2及3分部之條文予以披露的權益詳情於本年報「董事及主要行政人員於股份及相關股份的權益及淡倉」一段。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層履歷

### DIRECTORS AND SENIOR MANAGEMENT (Continued)

#### Senior Management

**Mr. Michael Y. C. Chew (“Mr. Michael Chew”)**, aged 55, is our general manager and head of high speed interconnect cable business, in care of overall business and product development for our range of high frequency/speed cable products. Mr. Michael Chew joined the Group in August 2011 and is an industry veteran in the interconnect cable business. Prior to joining the Group, he served as director of Global Supply Chain and Sourcing at Volex Group Plc, a leading global provider of electrical and optical interconnect solutions listed on the London Stock Exchange. Mr. Michael Chew graduated from University of Detroit with a bachelor degree (with distinction) in architecture in 1982.

**Mr. Toney Y.T. Chew (“Mr. Toney Chew”)**, aged 53, is our chief technology officer and is primarily in charge of the research and development of the Group. Mr. Toney Chew joined the Group in August 2011 and is an industry veteran in the interconnect cable business. Prior to joining the Group, he has worked in leading global interconnect companies including Volex Group Plc as a high-speed business development manager from 2005 to 2011 and Amphenol Corporation as a regional manager from 2002 to 2005. Mr. Toney Chew graduated from University of North Texas with a bachelor degree of science in 1987.

**Mr. Tan Zhen (譚震) (“Mr. Tan”)**, aged 35, is a director and the vice general manager of 常熟泓淋電子有限公司 (Changshu Honglin Electronic Co., Ltd.\*, “Changshu Electronic”) responsible for the production, research and development, sale of products of internal signal cable assembly products. Mr. Tan joined the Group in December 2008 as the manager of Changshu Electronic and has acted as the director of Changshu Electronic since July 2009. Mr. Tan was also appointed as the vice general manager of internal signal cable department of the Group in July 2010.

### 董事及高級管理層 (續)

#### 高級管理層

**Michael Y. C. Chew 先生 (「Michael Chew 先生」)**，55 歲，本公司總經理兼高速互連線纜業務主管，負責我們高頻／速纜產品範圍的整體業務及產品開發，於二零一一年八月加入本集團及為互連線纜業務業內資深人士。加入本集團前，彼擔任 Global Supply Chain and Sourcing at Volex Group Plc (一間於倫敦證券交易所上市的電氣和光纖互連解決方案領先全球提供商) 的董事。Michael Chew 先生於一九八二年畢業於 University of Detroit，持有建築學學士學位 (優異)。

**Toney Y.T. Chew 先生 (「Toney Chew 先生」)** 53 歲，本公司首席技術官及主要負責本集團的研發。Toney Chew 先生於二零一一年八月加入本集團及為互連線纜業務業內資深人士。加入本集團前，彼曾於領先全球互連公司工作，包括由二零零五年至二零一一年擔任 Volex Group Plc 的高速業務發展經理及由二零零二年至二零零五年擔任 Amphenol Corporation 的區域經理。Toney Chew 先生於一九八七年畢業於 University of North Texas，持有理學士學位。

**譚震先生 (「譚先生」)**，35 歲，常熟泓淋電子有限公司 (「常熟電子」) 董事兼副總經理，負責內接信號線組件產品的生產、研發、及銷售，於二零零八年十二月加入本集團擔任常熟電子經理，自二零零九年七月起擔任常熟電子董事，亦自二零一零年七月起獲委任為本集團內接信號線事業部副總經理。

\* The English name is for identification purpose only.

\* 英文名稱僅供識別

## Biographical Details of Directors and Senior Management 董事及高級管理層履歷

### DIRECTORS AND SENIOR MANAGEMENT (Continued) Senior Management (Continued)

Mr. Tan has over 13 years of experience in the electronics industry gained in our Group and in his previous employment. Before joining the Group, Mr. Tan was the section head in the quality control department of High Tek Harness Enterprises (Zhongshan) Co., Ltd. responsible for the product quality control from July 1999 to February 2003; the coaxial cable project manager of Tyco Electronics (Kunshan) Co., Ltd. responsible for the research and development and production of coaxial cables from March 2003 to April 2004; the manager of the engineering department of High Tek Harness Enterprises (Zhongshan) Co., Ltd. responsible for research and development from May 2004 to February 2008; the manager of Hesi Electronic Technology Co., Ltd. (河思電子科技有限公司) responsible for overall operation from March 2008 to December 2008. Mr. Tan is an expert in the research and development, design of production process and on-site management of slim-wire harness wires and coaxial cable products, and has 13 years' experience in internal signal cable assembly products. He graduated from the Faculty of Electrical Engineering of Nanyang Polytechnic with a diploma in electrical technology in July 1999.

**Ms. Chen Jing (陳晶) ("Ms. Chen")**, aged 35, is the investment director of the Company, responsible for financial management and investment management of the Group, including formulation of various financial management rules, financial income and expenditure plan, cost planning and budgets, investment plan and due diligence on new investment projects, and compilation of the financial report and analysis of the Group. Ms. Chen has over 9 years of experience in accounts management gained in our Group and in her previous employment. Before joining the Group in April 2010, Ms. Chen worked at Deloitte Touche Tohmatsu CPA Ltd. from August 2003 to March 2010 and was the assistant auditing manager from July 2008 to March 2010. She has extensive experience in financial management. She graduated from Dalian University of Technology with a bachelor degree in economics and a master degree in accounting in 2000 and 2003, respectively.

### 董事及高級管理層 (續) 高級管理層 (續)

譚先生於本集團及過往職位中累積逾13年電子行業經驗。加入本集團前，彼於一九九九年七月至二零零三年二月擔任樺晟電子(中山)有限公司品質監控部主管，負責產品質素監控；二零零三年三月至二零零四年四月，彼為泰科電子(昆山)有限公司同軸線纜項目經理，負責同軸線纜的研發及生產；二零零四年五月至二零零八年二月，彼為樺晟電子(中山)有限公司機械部經理，負責研發工作；二零零八年三月至二零零八年十二月，彼為河思電子科技有限公司經理，負責整體營運。譚先生為極細電子線及同軸線纜產品研發、生產工序設計及現場管理的專家，從事內接信號線組件產品工作已13年。彼於一九九九年七月畢業於南洋理工大學電機系，電氣技術專業。

**陳晶女士(「陳女士」)**，35歲，本公司投資總監，負責本集團財務管理及投資管理，包括制定多項財務管理守則、財務收支計劃、成本規劃及財政預算，投資計劃及新投資項目盡職調查，及編製本集團財務報告及分析。陳女士於本集團及過往職位中累積逾9年賬目管理經驗。於二零一零年四月加入本集團前，彼於二零零三年八月至二零一零年三月任職於德勤華永會計師事務所有限公司，於二零零八年七月至二零一零年三月擔任助理核數經理，在財務管理方面的經驗豐富。彼畢業於大連理工大學，分別於二零零零年及二零零三年獲得經濟系學士學位及會計系碩士學位。

# Report of the Directors

## 董事會報告

The Directors have pleasure in submitting herewith their annual report together with the audited financial statements for the year ended 31 December 2012.

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Company is a limited liability company incorporated in the Cayman Islands and its principal place of business in Hong Kong is 33rd Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong.

### PRINCIPAL ACTIVITIES

For the year ended 31 December 2012, the Group was principally engaged in the provision of one-stop signal transmission and connectivity solutions and related products. The Group designs, develops, manufactures and sells a comprehensive range of products including external and internal signal cable assembly, signal transmission wire and cable, power cord assembly, connectors, antennas, automotive wiring harness and other products.

### CORPORATE REORGANIZATION

The Company was incorporated in the Cayman Islands on 16 November 2007 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Pursuant to a group reorganization to rationalise the structure of the Group in preparation for the public listing of the Company's shares on the Main Board of the Stock Exchange (the "Listing"), the Company became the holding company of the companies then comprising the Group on 30 January 2008.

Details of the corporate reorganization are set out in the section headed "History, Reorganization and Group Structure" and in Appendix VI "Statutory and General Information" to the Prospectus for the Listing. The shares of the Company have been listed on the Stock Exchange since 16 November 2010.

### SUBSIDIARIES

Details of the subsidiaries of the Company are set out in note 42 to the consolidated financial statements.

### DIVIDEND

The Directors considered that the declaration, payment and amount of the dividend shall be subject to the status of the Group's future development. The Directors do not recommend the payment of any dividend for the financial year ended 31 December 2012 (2011: Nil) and will consider to formulate a dividend policy at an appropriate time in the future.

董事欣然提呈截至二零一二年十二月三十一日止年度的年報及經審核財務報表。

### 香港主要營業地點

本公司在開曼群島註冊成立為有限公司，其於香港的主要營業地點位於香港灣仔港灣道6–8號瑞安中心33樓。

### 主要業務

截至二零一二年十二月三十一日止年度，本集團主要從事提供一站式信號傳輸及連接技術解決方案及相關產品。本集團設計、開發、製造及銷售全面的產品組合，包括外接及內接信號線組件、信號傳輸線纜、電源線組件、連接器、天線、汽車線束及其他產品。

### 公司重組

本公司於二零零七年十一月十六日根據開曼群島公司法第22章(1961年第3號法例，經綜合及修訂)在開曼群島註冊成立為一家獲豁免有限責任公司。根據一項為理順本集團架構，以籌備本公司股份於聯交所主板公開上市(「上市」)而進行的公司重組，本公司於二零零八年一月三十日成為現時組成本集團之公司的控股公司。

有關公司重組的詳情載於有關上市的招股章程中「歷史、重組及集團架構」一節及附錄六「法定及一般資料」。本公司的股份已自二零一零年十一月十六日起於聯交所上市。

### 附屬公司

有關本公司附屬公司的詳情載於綜合財務報表附註42。

### 股息

董事認為，股息的派付及金額須受本集團未來發展狀況之規限。董事並未建議於截至二零一二年十二月三十一日止財政年度支付任何股息(二零一一年：無)，且將考慮於日後適當時機制訂股息政策。

# Report of the Directors

## 董事會報告

### RESERVES

Details of movements in reserves of the Group during the year ended 31 December 2012 are set out in the section headed “consolidated statement of changes in equity”.

### DISTRIBUTABLE RESERVE

The Company's reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately RMB596.9 million as at 31 December 2012. Such amount includes the Company's share premium and capital reserve account of approximately RMB536.3 million and retained profits approximately RMB60.6 million in aggregate as at 31 December 2012.

### CLOSURE OF TRANSFER BOOKS AND REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 22 May 2013 to 29 May 2013 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the annual general meeting (“AGM”) of the Company, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 21 May 2013.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2012, the aggregate sales attributable to the Group's top five largest customers comprised approximately 44.9% (2011: 48.2%) of the Group's total sales and the sales attributable to the Group's largest customer were approximately 13.0% of the Group's total sales. The aggregate purchases attributable to the Group's top five largest suppliers comprised approximately 34.2% (2011: 44.7%) of the Group's total purchases for the year and the purchases attributable to the Group's largest supplier were approximately 25.0% of the Group's total purchases for the year.

So far as is known to the Directors, none of the Directors, their associates or substantial Shareholders owns more than 5% of the Company's issued share capital nor had any interest in the share capital of any of the top five largest customers and suppliers of the Group.

### 儲備

有關本集團截至二零一二年十二月三十一日止年度儲備之變動詳情載於「綜合權益變動表」一節。

### 可供分派儲備

於二零一二年十二月三十一日，按開曼群島公司法第22章(1961年第3號法例，經綜合及修訂)計算，本公司的可供分派儲備為約人民幣596.9百萬元。該金額包括本公司於二零一二年十二月三十一日股份溢價賬及資本儲備約人民幣536.3百萬元及保留溢利約人民幣60.6百萬元。

### 暫停辦理股份過戶登記手續

本公司將由二零一三年五月二十二日至二零一三年五月二十九日(包括首尾兩天)暫停辦理股份過戶登記，期間將不會辦理股份過戶手續。為符合資格出席本公司股東週年大會(「股東週年大會」)並於會上投票，所有股份過戶文件連同有關股票必須最遲於二零一三年五月二十一日下午四時三十分前遞交至本公司的香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712–1716室)，以進行登記。

### 主要客戶及供應商

於截至二零一二年十二月三十一日止年度，本集團五大客戶應佔之總銷售額約佔本集團總銷售額的44.9%(二零一一年：48.2%)，及本集團最大客戶應佔之銷售額約佔本集團總銷售額的13.0%。本集團五大供應商應佔之總採購額約佔年內本集團總採購額約34.2%(二零一一年：44.7%)，而本集團最大供應商應佔之採購額約佔年內本集團總採購額約25.0%。

就董事所知，概無董事、彼等的聯繫人士或主要股東持有本公司已發行股本的5%以上，且概無於本集團任何五大客戶及供應商的股本中擁有任何權益。

# Report of the Directors

## 董事會報告

### FINANCIAL STATEMENTS

The result of the Group for the year ended 31 December 2012 and the state of the Group's and the Company's affairs as at 31 December 2012 are set out in the consolidated financial statements on pages 76, 77 and 183 of this report.

### OPERATING RESULTS

The Group's results for the year ended 31 December 2012 are set out in the consolidated statement of comprehensive income on page 75.

The Group's loss attributable to owners of the Company for the year ended 31 December 2012 was approximately RMB48.3 million.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group for the year ended 31 December 2012 are set out in note 16 to the consolidated financial statements.

### SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 December 2012 are set out in note 31 to the consolidated financial statements.

### DIRECTORS

The Directors during the financial year and up to the date of this report include:

#### Executive Directors

Mr. Chi Shaolin (*Chairman and CEO*)  
 Mr. Jiang Taike (*Vice CEO*)  
 Mr. Li Jianming (*Vice CEO*)  
 Mr. Mao Wanjun (retired on 29 May 2012)  
 Mr. Kang Jin Won (retired on 29 May 2012)

#### Non-executive Director

Ms. Xu Yiming (*Adviser*)

#### Independent Non-executive Directors

Mr. Shu Wa Tung, Laurence  
 Mr. Song Lizhong  
 Ms. Zheng Lin

### 財務報表

本集團截至二零一二年十二月三十一日止年度的業績與本集團及本公司於二零一二年十二月三十一日的財務狀況載於本報告中第76、77及183頁之綜合財務報表內。

### 經營業績

本集團截至二零一二年十二月三十一日止年度的業績載於第75頁綜合全面收益表。

截至二零一二年十二月三十一日止年度，本公司擁有人應佔本集團虧損約為人民幣48.3百萬元。

### 物業、廠房及設備

本集團於截至二零一二年十二月三十一日止年度的物業、廠房及設備的變動詳情載於綜合財務報表附註16。

### 股本

本公司於截至二零一二年十二月三十一日止年度的股本變動詳情載於綜合財務報表附註31。

### 董事

於財政年度及截至本報告日期，董事包括：

#### 執行董事

遲少林先生 (*主席兼總裁*)  
 蔣太科先生 (*副總裁*)  
 李建明先生 (*副總裁*)  
 毛萬鈞先生 (於二零一二年五月二十九日退任)  
 姜振遠先生 (於二零一二年五月二十九日退任)

#### 非執行董事

徐藝銘女士 (*顧問*)

#### 獨立非執行董事

舒華東先生  
 宋立眾先生  
 鄭琳女士

# Report of the Directors

## 董事會報告

### DIRECTORS (Continued)

The Company has received, from each of the independent non-executive Directors, an annual confirmation of independence in accordance with Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent in accordance with the Listing Rules.

Each of the executive and non-executive Directors has entered into a service contract with the Company for an initial term of three years commencing from the date of listing of the Company, i.e. 16 November 2010 (the "Listing Date") on the Stock Exchange and each of the independent non-executive Directors has entered into a service contract with the Company for an initial term of three years commencing from 25 October 2010, and thereafter may be terminated by either party giving the other not less than three months' prior written notice.

Pursuant to article 84(1) of the articles of association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Mr. Chi Shaolin (executive Director), Mr. Jiang Taike (executive Director), Ms. Xu Yiming (non-executive Director), Mr. Shu Wa Tung, Laurence (independent non-executive Director), Mr. Song Lizhong (independent non-executive Director) and Ms. Zheng Lin (independent non-executive Director) shall retire by rotation at the conclusion of the AGM and be eligible for re-election at the AGM.

Mr. Chi Shaolin (executive Director), Mr. Jiang Taike (executive Director), Mr. Shu Wa Tung, Laurence (independent non-executive Director) and Ms. Zheng Lin (independent non-executive Director) will offer themselves for re-election at the AGM. Ms. Xu Yiming (non-executive Director) and Mr. Song Lizhong (independent non-executive Director) have informed the Company that they will not offer themselves for re-election as Ms. Xu Yiming and Mr. Song Lizhong would like to devote more time to pursue other career interests.

No Director proposed for re-election at the AGM has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

### 董事(續)

本公司已收到各獨立非執行董事根據香港聯合交易所有限公司上市規則第3.13條就其獨立性發出的年度確認函。本公司認為，所有獨立非執行董事根據上市規則均屬獨立人士。

各執行董事及非執行董事已與本公司訂立服務合約，初步任期自本公司於聯交所上市日期(即二零一零年十一月十六日，「上市日期」)起計為期三年，及各獨立非執行董事已與本公司訂立服務合約，初步任期自二零一零年十月二十五日起計為期三年，其後可由任何一方發出不少於三個月的事先書面通知而終止。

根據本公司組織章程細則第84(1)條，在每屆股東週年大會上，當時在任的三分之一董事(或若其人數並非三(3)的倍數，則以最接近但不少於三分之一的人數)須輪值告退，惟每名董事須最少每三年於股東週年大會上退任一次。遲少林先生(執行董事)、蔣太科先生(執行董事)、徐藝銘女士(非執行董事)、舒華東先生(獨立非執行董事)、宋立眾先生(獨立非執行董事)以及鄭琳女士(獨立非執行董事)應於股東週年大會結束時輪值退任，並合資格於股東週年大會上膺選連任。

遲少林先生(執行董事)、蔣太科先生(執行董事)、舒華東先生(獨立非執行董事)及鄭琳女士(獨立非執行董事)均願意於股東週年大會膺選連任，徐藝銘女士(非執行董事)及宋立眾先生(獨立非執行董事)均知會本公司，由於彼等希望投放更多時間發展其他事業，故徐藝銘女士及宋立眾先生不會膺選連任董事。

擬於股東週年大會上膺選連任的董事概無訂立本公司或其任何附屬公司不可於一年內不付賠償(法定賠償除外)而終止之服務合約。

# Report of the Directors

## 董事會報告

### DIRECTORS' REMUNERATION

The compensation and benefits committee of the Company considers and recommends to the Board the remuneration and other benefits paid by the Company to the Directors. The remuneration of all Directors is subject to regular monitoring by the compensation and benefits committee of the Company to ensure that the levels of their remuneration and compensation are appropriate. Details of Directors' remuneration are set out in note 12 to the consolidated financial statements.

Senior management's remuneration payment of the Group for the year ended 31 December 2012 falls within the following bands:

		Number of Individuals 人數
HKD500,000 or below	500,000 港元或以下	2
HKD500,001 to HKD1,000,000	500,001 港元至 1,000,000 港元	2
HKD1,000,001 to HKD1,500,000	1,000,001 港元至 1,500,000 港元	0

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and senior management are set out on pages 39 to 46 of this report.

### DIRECTORS' INTEREST IN CONTRACTS

Save as disclosed in this report, there was no contract of significance to which the Company, its holding company, or any of its subsidiaries was a party, and in which a director of the Company had a material interest, whether directly or indirectly, subsisted during or at the end of the year ended 31 December 2012.

### 董事酬金

本公司薪酬及福利委員會考慮並建議董事會由本公司向董事支付酬金及其他福利。所有董事的酬金須由本公司薪酬及福利委員會定期檢討，以確保彼等的薪酬水平乃屬適當。有關董事酬金的詳情載於綜合財務報表附註12。

截至二零一二年十二月三十一日止年度，本集團高級管理層的酬金於以下範圍內：

### 董事及高級管理層的履歷

有關董事及高級管理層的履歷詳情載於本報告第39至46頁。

### 董事之合約權益

除本報告所披露者外，本公司、其控股公司或任何附屬公司於截至二零一二年十二月三十一日止年度期間或年終並無訂立本公司任何董事於其中直接或間接擁有重大權益之其他重要合約。

# Report of the Directors

## 董事會報告

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

As at 31 December 2012, the interests or short positions of the Directors and chief executives of the Company in the shares and underlying shares of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as follows:

### 董事及主要行政人員於股份及相關股份的權益及淡倉

於二零一二年十二月三十一日，本公司董事或主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)股份及相關股份中所擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據該證券及期貨條例之規定視作或視為擁有的權益或淡倉)，或須記錄於根據證券及期貨條例第352條規定存置之登記冊的權益或淡倉，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益或淡倉如下：

Name of Directors 董事姓名	Capacity 身份	Number of issued ordinary shares held 普通股數目 所持已發行	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
Mr. Chi Shaolin <sup>(1)</sup> 遲少林先生 <sup>(1)</sup>	Interest of controlled corporation 受控法團權益	294,283,839 (L)	40.9%
Ms. Xu Yiming <sup>(2)</sup> 徐藝銘女士 <sup>(2)</sup>	Interest of controlled corporation 受控法團權益	17,126,918 (L)	2.4%
Mr. Jiang Taike <sup>(3)</sup> 蔣太科先生 <sup>(3)</sup>	Beneficial owner 實益擁有人	16,248,857 (L)	2.3%
Mr. Li Jianming <sup>(4)</sup> 李建明先生 <sup>(4)</sup>	Beneficial owner 實益擁有人	1,030,431 (L)	0.1%

(L): Long position

(L): 好倉

Note 1: Mr. Chi Shaolin is deemed to be interested in 294,283,839 Shares held by Chenlin International Joint Stock Company Limited by virtue of it being wholly-owned by Mr. Chi Shaolin.

附註1：因晨淋國際股份有限公司由遲少林先生全資擁有，故遲少林先生被視為於晨淋國際股份有限公司所持有的294,283,839股股份中擁有權益。

Note 2: Splendor Sun Group Limited held a total of 60,945,383 Shares for each of the 3 minority Shareholders, including Ms. Xu Yiming who is interested in 17,126,918 Shares.

附註2：輝陽集團有限公司代3名少數股東(包括持有17,126,918股股份的徐藝銘女士)持有合共60,945,383股股份。

Note 3: Yongchang Joint Stock Company Limited held a total of 72,903,711 Shares in trust for each of the 37 minority Shareholders, including Mr. Jiang Taike who is interested in 16,248,857 Shares.

附註3：永昌股份有限公司代37名少數股東(包括持有16,248,857股股份的蔣太科先生)以信託形式持有合共72,903,711股股份。

Note 4: Hongxin Joint Stock Company Limited held a total of 36,791,039 Shares in trust for each of the 136 employees, including Mr. Li Jianming who is interested in 1,030,431 Shares.

附註4：泓鑫股份有限公司代136名僱員(包括持有1,030,431股股份的李建明先生)以信託形式持有合共36,791,039股股份。

# Report of the Directors

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Save as disclosed above, as at 31 December 2012, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by the Company pursuant to section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHT TO ACQUIRE SHARES

Save as disclosed above, at no time during the year was the Company, its holding companies, or any of its subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares, or underlying shares, or debentures, of the Company or its associated corporations (with the meaning of Part XV of the SFO).

### SHARE OPTION SCHEME

The Company adopted a share option scheme on 25 October 2010 (the "Share Option Scheme") for the purpose of enabling the Company to grant options to selected eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high caliber employees and attract human resources that are valuable to the Group and any invested entity.

Eligible participants include the Directors, any employee (whether full-time or part-time) or Shareholder, and any customer, supplier, agent, business or joint venture business partner, consultant, distributor, promoter, service provider, adviser or contractor to any member of the Group.

The maximum number of Share which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issued as at the Listing Date, i.e. 72,000,000 Shares. No option may be granted to any participant of the Share Option Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time.

### 董事及主要行政人員於股份及相關股份的權益及淡倉(續)

除上文所披露者外，於二零一二年十二月三十一日，董事或本公司主要行政人員概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)股份及相關股份中擁有或視為擁有已記錄於根據證券及期貨條例第352條規定由本公司存置之登記冊的權益或淡倉，或根據標準守則已知會本公司及聯交所的權益或淡倉。

### 董事購買股份的權利

除上文所披露者外，本公司、其控股公司、或其任何附屬公司於年內任何時間概無訂立任何安排致使董事及本公司主要行政人員(包括彼等的配偶及十八歲以下子女)持有本公司或其相聯法團(定義見證券及期貨條例第XV部)任何股份、相關股份或債券的權益或淡倉。

### 購股權計劃

本公司於二零一零年十月二十五日採納購股權計劃(「購股權計劃」)，目的是令本公司向選定合資格參與人士授出購股權作為彼等對本集團所作貢獻之鼓勵或獎勵，及／或令本集團能聘用及挽留優秀僱員以及吸引對本集團及任何投資實體具有價值的人力資源。

合資格參與人士包括董事、任何僱員(不論全職或兼職)或股東，以及本集團任何成員公司的任何客戶、供應商、代理、業務或聯營公司業務夥伴、顧問、分銷商、中介人、服務提供商、顧問或承包商。

根據購股權計劃及本集團任何其他計劃將予授出的所有購股權獲行使而可能發行的最高股份總數不得超過上市日期已發行股份總數的10%(即72,000,000股股份)。倘行使向該合資格參與人士授出及將授出的購股權會導致截至最近授出之日止任何十二個月期間內發行及將發行的股份總數超過本公司已發行股份的1%，則不得向任何購股權計劃的參與人士授出購股權。

# Report of the Directors

## 董事會報告

### SHARE OPTION SCHEME (Continued)

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised. Participants of the Share Option Scheme are required to pay the Company HKD1.00 upon acceptance of the grant on the offer date. The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than which ever is the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of the grant, which must be a business day;
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five (5) trading days immediately preceding the date of the grant; and
- (c) the nominal value of a Share.

The Share Option Scheme shall be valid and effective for a period of 10 years from 15 November 2010 after which no further options will be granted or offered.

There is no options outstanding, granted, exercised, cancelled and lapsed during the year ended 31 December 2012.

### 購股權計劃(續)

購股權可於董事會釐定的期間內任何時間按購股權計劃的條款行使，惟不得超過授出當日起計10年。購股權於行使前並無最短持有期限。購股權的參與人士須於授出日接納購股權時向本公司支付1.00港元。任何購股權的行使價將由董事會全權酌情釐定，惟不得低於下列最高者：

- (a) 授出購股權當日(必須為營業日)聯交所每日報價表所列的股份收市價；
- (b) 緊接授出購股權當日前五(5)個交易日聯交所每日報價表所列的股份平均收市價；及
- (c) 股份面值。

購股權計劃將於二零一零年十一月十五日起計10年期間有效，期滿後不得再授出購股權。

於截至二零一二年十二月三十一日止年度期間，概無購股權未獲行使、已授出、已獲行使、註銷及失效。

# Report of the Directors

## 董事會報告

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

So far as is known to any Directors or chief executives of the Company, as at 31 December 2012, the persons or corporations (other than Directors or chief executives of the Company) who had interest or short positions in the shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

### 主要股東於股份及相關股份的權益及淡倉

就本公司任何董事或主要行政人員所知，於二零一二年十二月三十一日，於本公司股份及相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部條文予以披露，或已記錄於根據證券及期貨條例第336條須存置之登記冊的人士或法團（本公司董事或主要行政人員除外）如下：

Name of Substantial Shareholders 主要股東姓名／名稱	Capacity 身份	Number of issued ordinary shares held 普通股數目 所持已發行	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
Chenlin International Joint Stock Company Limited 晨淋國際股份有限公司	Beneficial owner <sup>(1)</sup> 實益擁有人 <sup>(1)</sup>	294,283,839 (L)	40.9%
Yongchang Joint Stock Company Limited 永昌股份有限公司	Trustee <sup>(2)</sup> 受託人 <sup>(2)</sup>	72,903,711 (L)	10.1%
Hongxin Joint Stock Company Limited 泓鑫股份有限公司	Trustee <sup>(3)</sup> 受託人 <sup>(3)</sup>	36,791,039 (L)	5.1%
Splendor Sun Group Limited 輝陽集團有限公司	Beneficial owner <sup>(4)</sup> 實益擁有人 <sup>(4)</sup>	60,945,383 (L)	8.5%
Mr. Chi Rongjie 遲榮杰先生	Interest of controlled corporation <sup>(4)</sup> 受控法團權益 <sup>(4)</sup>	40,144,347 (L)	5.6%

(L): Long position

(L): 好倉

Notes:

附註：

- (1) Chenlin International Joint Stock Company Limited held 40.9% interest in the Company, which entire issued share capital is owned by Mr. Chi Shaolin. Mr. Chi Shaolin serves as the sole director of Chenlin International Joint Stock Company Limited.
- (1) 晨淋國際股份有限公司持有本公司40.9%權益，而晨淋國際股份有限公司全部已發行股本則由遲少林先生所擁有。遲少林先生為晨淋國際股份有限公司的唯一董事。
- (2) Yongchang Joint Stock Company Limited held 10.1% interest in the Company in trust for 37 minority Shareholders, including Mr. Jiang Taiké, executive Director, who is interested in 16,248,857 Shares.
- (2) 永昌股份有限公司代37名少數股東（包括持有16,248,857股股份的執行董事蔣太科先生）以信託形式持有本公司10.1%權益。
- (3) Hongxin Joint Stock Company Limited held 5.1% interest in the Company in trust for 136 employee Shareholders, including Mr. Li Jianming, executive Director, who is interested in 1,030,431 Shares.
- (3) 泓鑫股份有限公司代136名僱員股東（包括持有1,030,431股股份的執行董事李建明先生）以信託形式持有本公司5.1%權益。
- (4) Splendor Sun Group Limited held 8.5% interest in the Company for 3 minority Shareholders, including Ms. Xu Yiming, non-executive Director, and Mr. Chi Rongjie, who are interested in 17,126,918 Shares and 40,144,347 Shares, respectively.
- (4) 輝陽集團有限公司代3名少數股東（包括持有17,126,918股股份的非執行董事徐藝銘女士，以及持有40,144,347股股份的遲榮杰先生）持有本公司8.5%權益。

# Report of the Directors

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES *(Continued)*

Save as disclosed above, as at 31 December 2012, the Directors are not aware of any other person or corporation (other than Directors or chief executives of the Company) having an interest or short position in the shares and underlying shares of the Company which would require to be recorded in the register required to be kept by the Company under section 336 of the SFO.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained sufficient public float required under the Listing Rules for the year ended 31 December 2012.

### CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in this report, no contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholders of the Company or any of their subsidiaries, at any time during the year. No contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholders of the Company or any of their subsidiaries.

### NON-COMPETITION UNDERTAKINGS

Each of the controlling Shareholders has confirmed to the Company of his/her compliance with the non-compete undertakings provided to the Company under the Deed of Non-competition (as defined in the Prospectus). The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-competition have been complied with by the controlling Shareholders.

### DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 December 2012 and up to and including the date of this report.

### 主要股東於股份及相關股份的權益及淡倉(續)

除上文所披露者外，於二零一二年十二月三十一日，董事概不知悉任何其他人士或法團（本公司董事或主要行政人員除外）於本公司股份及相關股份中擁有而須記載於本公司按證券及期貨條例第336條置存之登記冊內的權益或淡倉。

### 公眾持股量的充足度

根據本公司所獲資料及就董事所知，截至本年報日期，本公司於截至二零一二年十二月三十一日止年度已維持上市規則規定的充足公眾持股量。

### 與控股股東訂立的合約

除本報告中所批露之外，於年內任何時間，本公司或其任何附屬公司概無與本公司控股股東或任何其附屬公司訂立重大合約。本公司控股股東或任何其附屬公司概無向本公司或其任何附屬公司提供服務的重大合約。

### 不競爭承諾

各控股股東已向本公司確認，彼已遵守不競爭契約（如招股章程所界定）項下向本公司提供的不競爭承諾。獨立非執行董事已審閱有關遵守情況，並確認控股股東已遵守不競爭契約項下的所有承諾。

### 董事於競爭業務中的權益

於截至二零一二年十二月三十一日止年度直至及包括本報告日期內的任何時間，概無董事在與本集團業務直接或間接存在或很可能存在競爭的任何業務（本集團業務除外）中擁有或曾擁有任何權益。

# Report of the Directors

## 董事會報告

### RELATED PARTY TRANSACTIONS

Save for the connected transactions in the section headed "Management Discussion & Analysis", all related party transactions disclosed in note 40 to the financial statements did not constitute connected transaction or continuing connected transaction of the Company subject to, among other things, reporting, announcement or independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The related party transactions under the paragraph headed "Compensation of key management personnel" in note 40 to the financial statements were exempted from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.31(6) of the Listing Rules. The transaction disclosed in the paragraph headed "disposal of a subsidiary" was exempted from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.31(9).

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2012, bank balances and cash of the Group amounted to approximately RMB82.3 million (2011: approximately RMB106.7 million). Details of such are set out in note 26 to the consolidated financial statements.

As at 31 December 2012, the Group had bank loans and other borrowings of approximately RMB800.2 million (2011: approximately RMB653.5 million), among which approximately RMB668.9 million was secured by the Group's property, plant and equipment, trade and bill receivables, pledged bank deposit and land use rights. Details of such are set out in notes 16, 17, 24 and 25 to the consolidated financial statements.

### HUMAN RESOURCES

As at 31 December 2012, the Group employed 3,150 employees (2011: 3,042). The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence. The Company adopted the Share Option Scheme to provide incentive to its senior management and employees. Please refer to the paragraphs headed "Share Option Scheme" in this report for details of such scheme.

As at 31 December 2012, the total staff costs (including directors' emoluments) amounted to approximately RMB306.2 million (2011: approximately RMB241.2 million). The Company maintains a Share Option Scheme for the purpose of providing incentives and rewards to the eligible participants for their contributions to the Group.

### 關連方交易

除「管理層討論及分析」一節所披露之關連交易外，綜合財務報表附註40披露之所有關連方交易並不構成本公司須遵守（其中包括）上市規則第14A章之申報、公告或獨立股東批准規定之關連交易或持續關連交易。根據上市規則第14A.31(6)財務報表附註40「主要管理人員的薪酬」一段之關連方交易獲豁免申報、公告及獨立股東批准之規定。根據上市規則第14A.31(9)條，「出售附屬公司」一段所披露之交易獲豁免申報、公告及獨立股東批准之規定。

### 流動資金及財務資源

於二零一二年十二月三十一日，本集團的現金及銀行結餘約為人民幣82.3百萬元（二零一一年：約人民幣106.7百萬元），有關詳情載於綜合財務報表附註26。

於二零一二年十二月三十一日，本集團的銀行貸款及其他借款約為人民幣800.2百萬元（二零一一年：人民幣653.5百萬元），其中人民幣668.9百萬元由本集團的物業、廠房及設備、貿易應收款及應收票據、已抵押銀行存款以及土地使用權作抵押。有關詳情載於綜合財務報表附註16、17、24及25。

### 人力資源

於二零一二年十二月三十一日，本集團擁有3,150名僱員（二零一一年：3,042名）。本集團僱員的薪酬政策乃根據彼等的表現、資歷及能力釐定。本公司採納購股權計劃，為高級管理層及僱員提供獎勵。有關計劃的詳情請參閱本報告「購股權計劃」一段。

於二零一二年十二月三十一日，員工總成本（包括董事酬金）約為人民幣306.2百萬元（二零一一年：人民幣241.2百萬元）。本公司設有購股權計劃，令本公司向合資格參與人士授出購股權作為彼等對本集團所作貢獻之鼓勵或獎勵。

# Report of the Directors

## 董事會報告

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out in the financial highlight section on pages 9 to 13 to this report.

### RETIREMENT SCHEMES

Particulars of employee retirement schemes of the Group are set out in note 35 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares to existing Shareholders on a pro-rata basis.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the year ended 31 December 2012.

### ANNUAL GENERAL MEETING

The AGM of the Company will be held on Wednesday, 29 May 2013 and the notice of the AGM is included in a circular distributed to the Shareholders together with this annual report.

### AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2012 have been audited by Deloitte Touche Tohmatsu ("Deloitte"), who will retire at the forthcoming AGM. The Company will introduce a comprehensive competitive tender for independent auditing services in which two leading independent international accounting firms (including Deloitte and Ernst & Young) were invited to take part.

By order of the Board  
**Chi Shaolin**  
 Chairman

Hong Kong, 27 March 2013

### 財務摘要

本集團過往五個財政年度的業績及資產與負債的摘要載於本報告第9頁至第13頁財務摘要一節。

### 退休計劃

本集團的僱員退休計劃詳情載於綜合財務報表附註35。

### 優先購股權

根據本公司之組織章程細則及開曼群島(本公司註冊成立的司法權區)之法例概無有關優先購股權之規定，此將導致本公司須按比例向現有股東發行新股。

### 購買、出售或贖回本公司的上市證券

於截至二零一二年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

### 股東週年大會

本公司的股東週年大會將於二零一三年五月二十九日(星期三)舉行，有關股東週年大會的通知包含於與本年報一同寄發給股東的通函中。

### 核數師

本集團截至二零一二年十二月三十一日止年度之綜合財務報表已經由德勤•關黃陳方會計師行(「德勤」)審計，德勤將於應屆股東週年大會上退任。本公司將邀請兩間獨立的國際領先的會計師事務所(包括德勤及安永會計師事務所)競標以獲得獨立審計服務。

承董事會命  
 主席  
 遲少林

香港，二零一三年三月二十七日

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Directors recognise the importance of incorporating the elements of good corporate governance into the management structures and internal control procedures of the Group so as to achieve effective accountability to the shareholders of the Company as a whole. The Board strived to uphold good corporate governance and adopt sound corporate governance practices continuously in the interest of shareholders of the Company to enhance the overall performance of the Company. The principles and the code provisions of the Code on Corporate Governance Practices (the "CG Code") effective before 1 April 2012 contained in the former Appendix 14 to the Listing Rules had been adopted by the Group prior to and on 31 March 2012, and the principles and code provisions of the revised Corporate Governance Code (the "Revised CG Code") effective from 1 April 2012 contained in the revised Appendix 14 to the Listing Rules have been adopted by the Group after 31 March 2012. The Company has also complied with the CG Code from 1 January 2012 to 31 March 2012 and the Revised CG Code from 1 April 2012 to 31 December 2012 except disclosed in the paragraph headed "Chairman and CEO" below in this corporate governance report.

### MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. On specific enquiries made, all Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Directors' securities transactions during the year ended 31 December 2012.

### 企業管治常規

董事認同，為達致向本公司整體股東有效的問責性，在本集團管理架構及內部監控程序引進良好的企業管治元素非常重要。董事會一直努力貫徹良好企業管治，並繼續以本公司股東利益為依據，採用健全企業管治常規，以提高本公司的整體表現。本集團已於二零一二年三月三十一日之前及當日採納上市規則舊有附錄十四所載列之企業管治常規守則（「企業管治守則」）（於二零一二年四月一日起生效）的原則及守則條文，以及本集團已於二零一二年三月三十一日後採納上市規則經修訂附錄十四所載列之經修訂企業管治守則（「經修訂企業管治守則」）（於二零一二年四月一日起生效）的原則及守則條文。本公司於二零一二年一月一日至二零一二年三月三十一日期間亦一直遵守企業管治守則，並於二零一二年四月一日至二零一二年十二月三十一日止期間遵守經修訂企業管治守則，惟企業管治報告中標題為「主席及總裁」一段的披露除外。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載標準守則作為董事進行證券交易的行為準則。於作出具體查詢時，全體董事已確認，彼等於截至二零一二年十二月三十一日止年度內一直遵守標準守則所載的規定標準及有關董事進行證券交易的操守準則。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS

#### Composition of the Board of Directors

As at 31 December 2012, the Board comprises three executive Directors, one non-executive Director and three independent non-executive Directors. The composition of the Board during the year ended 31 December 2012 was as follows:

#### Executive Directors

Mr. Chi Shaolin (*Chairman and CEO*)  
 Mr. Jiang Taike (*Vice CEO*)  
 Mr. Li Jianming (*Vice CEO*)  
 Mr. Mao Wanjun (retired on 29 May 2012)  
 Mr. Kang Jin Won (retired on 29 May 2012)

#### Non-executive Director

Ms. Xu Yiming (*Adviser*)

#### Independent Non-executive Directors

Mr. Shu Wa Tung, Laurence  
 Mr. Song Lizhong  
 Ms. Zheng Lin

The biographical details of all Directors are set out in pages 39 to 46 of this annual report. Among members of the Board, Mr. Chi Shaolin is the son-in-law of Ms. Xu Yiming. Save as disclosed herein, to the best knowledge of the Company, there is no other financial, business, family or other material or relevant relationships among the members of the Board.

The composition of the Board is well balanced with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. The Board brings a variety of experiences and expertise to the Company.

#### Functions of the Board

The Board takes overall responsibility to oversee all major matters of the Group, including the formulation and approval of all policy matters, considering and approving overall development strategies, financial objectives, annual budget, investment proposals, monitoring and controlling the operation and financial performance, internal control and risk management systems of the Group and to assume the responsibilities of corporate governance of the Group.

### 董事會

#### 董事會的組成

於二零一二年十二月三十一日，董事會由三名執行董事、一名非執行董事及三名獨立非執行董事組成。於截至二零一二年十二月三十一日止年度期間，董事會成員為：

#### 執行董事

遲少林先生 (*主席兼總裁*)  
 蔣太科先生 (*副總裁*)  
 李建明先生 (*副總裁*)  
 毛萬鈞先生 (於二零一二年五月二十九日退任)  
 姜振遠先生 (於二零一二年五月二十九日退任)

#### 非執行董事

徐藝銘女士 (*顧問*)

#### 獨立非執行董事

舒華東先生  
 宋立眾先生  
 鄭琳女士

全體董事的詳細履歷載於本年報第39至46頁。董事會成員中，遲少林先生為徐藝銘女士之女婿。除本報告所披露者外，就本公司所深悉，董事會成員之間並無任何其他財務、業務、親屬或其他重大或相關關係。

董事會結構平衡，每名董事均具備與本集團業務有關之深厚行業知識、豐富企業及策略規劃經驗及／或專業知識。董事會為本公司帶來各種各樣的經驗及專業知識。

#### 董事會的職能

董事會負責監管本集團的所有重大事項，包括制定及審批所有政策事宜、考慮及批核本集團的整體發展策略、財務目標、年度預算、投資建議、監管及控制營運及財務表現、內部控制及風險管理體系，以及承擔本集團企業管治的責任。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Board Meetings and Board Practices

During the year ended 31 December 2012, the Board held 6 meetings and 4 of the meetings were regular Board meetings. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association. The company secretary of the Company (the "Company Secretary") will assist the Chairman to prepare the agenda of the meeting and all Directors have the opportunity to include matters in the agenda for Board meetings. Notices of at least 14 days of Board meetings are given to the Directors and Board procedures complied with the articles of association of the Company, as well as relevant rules and regulations. The Directors are provided with relevant materials relating to the matters brought before the meetings. All Directors have separate and independent access to the senior management and the Company Secretary at all time and will be able to seek independent professional advice at the Company's expense. The Company Secretary is also responsible for ensuring the procedures of the Board meetings are observed and providing the Board with opinions on matters in relation to the compliance with the procedures of the Board meetings. All minutes of Board meetings were recorded in sufficient detail the matters considered by the Board and the decisions reached.

The number of the Board meetings held and the attendance of each Director at the Board meetings for the year ended 31 December 2012 have been set out as follows:

### 董事會 (續)

#### 董事會會議及董事會常規

截至二零一二年十二月三十一日止年度，董事會召開了6次會議，而當中4次會議為定期董事會會議。根據本公司組織章程細則，董事可親身或透過其他電子通訊方式出席會議。本公司的公司秘書（「公司秘書」）將協助主席預備會議議程，所有董事均有機會將任何事宜加入董事會會議議程之內。本公司至少提前14日向董事會發出董事會會議通告，而董事會程序均遵守本公司之公司章程及相關規則及條例。董事將於大會召開之前獲提供與相關事項有關之材料。所有董事均可隨時單獨與高級管理層及公司秘書聯繫，並可尋求獨立專業意見，費用由本公司承擔。公司秘書亦負責確保各董事遵守董事會會議程序，並就遵守董事會會議程序的事宜向董事會提供意見。所有董事會會議的紀錄均需足夠詳細地記錄董事會已考慮的事項及作出的決定。

截至二零一二年十二月三十一日止年度，已召開之董事會會議次數及各董事出席董事會會議之情況如下：

No. of Board meetings held:	已召開董事會會議次數：	6
<b>Name of the Director</b>	<b>董事姓名</b>	
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Chi Shaolin	遲少林先生	6/6
Mr. Jiang Taike	蔣太科先生	4/6
Mr. Li Jianming	李建明先生	6/6
Mr. Mao Wanjun (retired on 29 May 2012)	毛萬鈞先生 (於二零一二年五月二十九日退任)	2/2
Mr. Kang Jin Won (retired on 29 May 2012)	姜振遠先生 (於二零一二年五月二十九日退任)	0/2
<b>Non-executive Director</b>	<b>非執行董事</b>	
Ms. Xu Yiming	徐藝銘女士	5/6
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Shu Wa Tung, Laurence	舒華東先生	6/6
Mr. Song Lizhong	宋立眾先生	6/6
Ms. Zheng Lin	鄭琳女士	6/6

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### General Meetings

The number of general meetings held and the attendance of each Director at the general meetings for the year ended 31 December 2012 have been set out as follows:

No. of general meeting held:	已召開股東大會的次數：	1
<b>Name of the Director</b>	<b>董事姓名</b>	
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Chi Shaolin	遲少林先生	1/1
Mr. Jiang Taike	蔣太科先生	0/1
Mr. Li Jianming	李建明先生	1/1
Mr. Mao Wanjun (retired on 29 May 2012)	毛萬鈞先生(於二零一二年五月二十九日退任)	1/1
Mr. Kang Jin Won (retired on 29 May 2012)	姜振遠先生(於二零一二年五月二十九日退任)	0/1
<b>Non-executive Director</b>	<b>非執行董事</b>	
Ms. Xu Yiming	徐藝銘女士	0/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Shu Wa Tung, Laurence	舒華東先生	1/1
Mr. Song Lizhong	宋立眾先生	1/1
Ms. Zheng Lin	鄭琳女士	1/1

### 董事會(續)

#### 股東大會

截至二零一二年十二月三十一日止年度，已召開之股東大會次數及各董事出席股東大會之情況如下：

### Directors' Appointment, Re-election and Removal

Each of the executive and non-executive Directors has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, i.e. 16 November 2010, and each of the independent non-executive Directors has entered into a service contract with the Company for an initial term of three years commencing from 25 October 2010, all are subject to termination in accordance with the provisions of the service contract or by either party giving the other not less than three months' prior written notice.

By virtue of article 83(3) of the articles of association of the Company, Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy of the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

### 委任、重選及罷免董事

各執行董事及非執行董事已與本公司訂立服務合約，初步任期自上市日期(二零一零年十一月十六日)起計為期三年，各獨立非執行董事已與本公司訂立服務合約，初步任期自二零一零年十月二十五日起計為期三年，根據服務合約的條文，所有服務合約均可終止，或其中一方即可向對方發出至少三個月的先書面通知而終止。

根據本公司組織章程細則第83(3)條，董事有權不時及隨時委任任何人士為董事以填補董事會的臨時空缺或增添現時董事會人數。任何獲董事會委任以填補臨時空缺的董事的任期將直至其獲委任後的首個股東大會為止，惟可於該大會上膺選連任。任何獲董事會委任以增添現時董事會人數的董事的任期僅直至本公司下屆股東週年大會為止，屆時將合資格膺選連任。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Directors' Appointment, Re-election and Removal (Continued)

In compliance with the code provision A.4.2 of the applicable corporate governance codes, all Directors are subject to retirement by rotation at least once every three years. Furthermore, pursuant to the article 84(1) of the articles of association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

### Independent Non-executive Directors

Independent non-executive Directors have played a crucial role in the Board by providing their independent judgment at the Board meeting and scrutinizing the Group's performance. Their views carry significant weight in the Board's decision, in particular, they bring an impartial view to bear on issues of the Group's strategy, performance and control. All independent non-executive Directors possess extensive academic, professional and industry expertise and management experience and have provided their professional advices to the Board. The independent non-executive Directors provide independent advice on the Group's business strategy, results and management so that all interests of the Shareholders will be taken into account, and the interests of the Company and its shareholders can be protected.

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, the Board consists of three independent non-executive Directors representing one-third of the Board, among the three independent non-executive Directors, Mr. Shu Wa Tung, Laurence, possessing appropriate professional qualification in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

The Company has received the annual written confirmation of independence from each of its independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. The Company, based on such confirmations, considers that all the independent non-executive Directors, namely, Mr. Shu Wa Tung, Laurence, Mr. Song Lizhong and Ms. Zheng Lin, are independent and they all meet the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

### 董事會 (續)

#### 委任、重選及罷免董事 (續)

根據適用的企業管治守則條文第A.4.2條，全體董事均須最少每三年退任一次。此外，根據本公司組織章程細則第84(1)條，在每屆股東週年大會上，當時在任的三分之一董事（或若其人數並非三(3)的倍數，則以最接近但不少於三分之一的人數）將輪席告退，惟每名董事須最少每三年於股東週年大會上退任一次。

### 獨立非執行董事

獨立非執行董事於董事會內擔當重要角色，於董事會會議上提供獨立判斷並詳查本集團的表現，其意見對董事會的決定起重要作用，特別是，他們就本集團的策略事項、表現及控制提供公正意見。全體獨立非執行董事擁有廣泛的學術、專業及行業專長及管理經驗，及向董事會提供專業意見。獨立非執行董事會考慮股東的全部利益，亦會保障本公司及其股東的利益，就本集團的業務策略、業績及管理提供獨立意見。

遵照上市規則第3.10(1)條及3.10A條的規定，董事會包括三名獨立非執行董事，佔董事會三分之一人數，而三名獨立非執行董事中，其中一名（舒華東先生）擁有合適的會計專業資格或相關財務管理專業知識，符合第3.10(2)條的規定。

本公司已收到各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書。本公司按照有關確認，認為所有獨立非執行董事（舒華東先生、宋立眾先生及鄭琳女士）均為獨立人士，且彼等均符合上市規則第3.13條所列之特定獨立指引。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Chairman and CEO

According to the code provision A.2.1 of the applicable corporate governance codes, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. The Group does not at present separate the roles of the chairman and CEO. For the year ended 31 December 2012, Mr. Chi Shaolin is both the chairman of the Board and the CEO of the Group. He has extensive experience and in-depth knowledge in the electronics industry and is responsible for the overall strategic planning, business planning and decision making in all material matters in the Group. The Board considers that vesting the roles of chairman and CEO in the same individual is beneficial to the business prospects and management of the Group. The balance of power and authorities is ensured by the operation of the Board and the senior management, which comprise experienced and high caliber individuals. Notwithstanding the above, the Board will review the current structure from time to time. When at the appropriate time and if a candidate with suitable leadership, knowledge, skills and experience can be identified within or outside the Group, the Company may make necessary arrangements.

#### Delegation of Powers

The Board delegates the authority and responsibility for implementing day-to-day operations, administration and management of the Group's businesses to the chief executive officer, the executive Directors, the senior management and certain specific responsibilities to the Board committees of the Company. When the Board delegates aspects of its management and administration functions to members of the management team, it gives clear directions as to the powers of management, in particular, with respect to the circumstances where the management team needs to report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company. The delegated functions and work tasks are regularly reviewed.

#### Continuous Professional Development

According to the code provision A.6.5 of the Revised CG Code, all directors should participate in a programme of continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant. The Company should be responsible for arranging and funding training, placing an appropriate emphasis on the roles, functions and duties of the Directors.

### 董事會 (續)

#### 主席兼總裁

根據適用的企業管治守則的守則條文第A.2.1條，主席兼總裁的角色應區分，不應由同一人擔任。目前，本集團尚未區分主席兼總裁角色。於截至二零一二年十二月三十一日止年度，遲少林先生任本集團之董事會主席兼總裁。彼在電子行業擁有豐富經驗及深入知識，並負責本集團的整體策略規劃、業務規劃及所有重大事項之決策。董事會認為主席及總裁職位由同一人兼任有利於本集團的業務前景及管理。董事會及由經驗豐富且幹練人才組成的高級管理層須確保權力及授權的平衡。儘管如此，董事會將不時審閱現行架構。倘於適當時機集團內部或集團外出現具備相關領導才能、知識、技能及經驗之合適人選，本公司或會作出適當安排。

#### 授權

董事會授權總裁、執行董事及高級管理層負責本集團的日常營運，行政及管理，並將特定職責授權本公司董事會之委員會。董事會授權管理層負責管理及行政職務時會對管理層的權力作出明確指示，特別是代表本公司作出決定或訂立任何承擔前須向董事會報告並獲董事會事先批准。所授權的功能及工作任務會定期進行檢討。

#### 持續專業發展

根據經修訂企業管治守則之守則條文第A.6.5條，全體董事須參加持續專業發展計劃，以培育及增進彼等之知識及技巧，確保彼等在知情及切合所需情況下繼續對董事會作出貢獻。本公司須負責安排及資助培訓課程，並適切著重董事之角色、職能及職務。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Continuous Professional Development (Continued)

For the year ended 31 December 2012, the Company had arranged to provide to all Directors with the “Guidelines for Directors” and the “Guide for Independent Non-executive Directors” issued by the Hong Kong Institute of Directors.

The Company also updates the Directors and senior management on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices. In particular, training sessions covering topics including the revised CG Code and the disclosure of inside information had been held during the year.

According to the records provided by the Directors, a summary of training received by the Directors since 1 April 2012 up to 31 December 2012 is as follows:

### 董事會 (續)

#### 持續專業發展 (續)

於截至二零一二年十二月三十一日止年度，本公司已安排為全體董事提供由香港董事學會刊發之「董事指引」及「獨立非執行董事指引」。

本公司亦不時向董事及高級管理層告知有關上市規則及其他適用監管規定的最新進展，確保彼等遵守及增強關注良好企業管治常規。具體而言，本公司已於年內舉行培訓課程，課題涵蓋經修訂企業管治守則及披露內幕消息。

根據董事提供的記錄，董事於二零一二年四月一日至二零一二年十二月三十一日期間的培訓資料概述如下：

Name of Directors 董事姓名		Reading materials 閱覽材料	Attending training/briefing sessions 出席培訓課程／簡報會
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Chi Shaolin	遲少林先生	✓	✓
Mr. Jiang Taike	蔣太科先生	✓	✓
Mr. Li Jianming	李建明先生	✓	✓
Mr. Mao Wanjun (retired on 29 May 2012)	毛萬鈞先生 (於二零一二年五月二十九日退任)	✓	✓
Mr. Kang Jin Won (retired on 29 May 2012)	姜振遠先生 (於二零一二年五月二十九日退任)	✓	✗
<b>Non-executive Director</b>	<b>非執行董事</b>		
Ms. Xu Yiming	徐藝銘女士	✓	✓
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>		
Ms. Shu Wa Tung, Laurence	舒華東先生	✓	✓
Mr. Song Lizhong	宋立眾先生	✓	✓
Ms. Zheng Lin	鄭琳女士	✓	✓

### Liability Insurance for Directors

The Company has subscribed appropriate and sufficient insurance coverage on directors' liabilities in respect of legal actions taken against Directors arising out of corporate activities since 31 March 2012.

### 董事責任保險

本公司已自二零一二年三月三十一日起購買適合及充足保險，以覆蓋董事就企業活動期間產生對董事所提出法律訴訟的責任。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES

The Board has established (i) an audit committee; (ii) a compensation and benefits committee; and (iii) a nomination committee, with defined terms of reference. The latest versions of the terms of reference of the Board committees which explain their respective role and the authority delegated to them by the Board are available on the websites of the Stock Exchange and the Company. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice and other assistance in appropriate circumstances, at the Company's expenses.

#### Audit Committee Composition

The Company established an audit committee (the "Audit Committee") pursuant to a resolution of Directors passed on 25 October 2010 in compliance with Rule 3.21 of the Listing Rules. The primary responsibilities of the Audit Committee are to make recommendation to the Board on the appointment and removal of external auditor, review the financial statements and material advice in respect of financial reporting, and oversee the internal control procedures of the Company. The Audit Committee consists of three members, namely, Mr. Shu Wa Tung, Laurence, Mr. Song Lizhong and Ms. Zheng Lin, all of whom are independent non-executive Directors. Mr. Shu Wa Tung, Laurence currently serves as the chairman of the Audit Committee. The Audit Committee has adopted the terms of reference which are in line with the applicable code provision in the CG Code and the revised CG Code at relevant time.

The Audit Committee has reviewed the Group's annual results for the year ended 31 December 2012, the consolidated financial statements for the year ended 31 December 2012 and this annual report.

During the year ended 31 December 2012, the Audit Committee held 2 meetings to make recommendation on the re-appointment of external auditor, review financial statements, financial reporting system and internal control procedures of the Company. And the attendance of each Audit Committee member at the meetings for the year have been set out as follows:

No. of Audit Committee meetings held:	已召開審核委員會會議次數：	2
<b>Name of the Audit Committee members</b>	<b>審核委員會成員姓名</b>	
Mr. Shu Wa Tung, Laurence	舒華東先生	2/2
Mr. Song Lizhong	宋立眾先生	2/2
Ms. Zheng Lin	鄭琳女士	2/2

### 董事委員會

董事會已成立(i)審核委員會；(ii)薪酬及福利委員會；及(iii)提名委員會，並已界定其職權範圍。董事委員會最新版本的職權範圍可於聯交所及本公司網站查詢，當中說明他們各自的職務及獲董事會授權的權限。董事委員會獲提供足夠的資源履行其責任，及於合理要求時可在適當情況下尋求獨立專業意見及其他援助費用概由本公司支付。

#### 審核委員會 組成

根據上市規則第3.21條，本公司按於二零一零年十月二十五日通過的一項董事決議案成立審核委員會(「審核委員會」)。審核委員會的主要職責乃就委聘及辭退外聘核數師向董事會作出推薦建議、審閱財務報表及有關財務報告的重要意見，以及監控本公司的內部監控程序。審核委員會目前由三名成員組成，包括舒華東先生、宋立眾先生及鄭琳女士(三名成員均為獨立非執行董事)，而舒華東先生目前擔任審核委員會主席。審核委員會已採納與企業管治守則及經修訂企業管治守則適用守則條文所載條文一致的職權範圍。

審核委員會已審閱本集團截至二零一二年十二月三十一日止年度的全年業績，截至二零一二年十二月三十一日止年度的綜合財務報表及本年報。

截至二零一二年十二月三十一日止年度，審核委員會召開2次會議以建議重選外聘核數師、審閱財務報表、財務報告系統及本公司的內部監控程序。本年度各審核委員會成員出席會議之情況如下：

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Compensation and Benefits Committee

##### Composition

The Company established a compensation and benefits committee (the "C&B Committee") on 25 October 2010 with written terms of reference. For the purpose of complying with the Revised CG Code, the Board has adopted revised terms of reference for the C&B Committee on 22 March 2012. The primary duties of the C&B Committee are to review and make recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Company. The compensation and remuneration of all Directors and senior management of the Company is subject to regular review by the C&B Committee to ensure that the levels of their remuneration and compensation are appropriate and none of the Directors determine their own remuneration. The C&B Committee consists of three members, namely, Ms. Zheng Lin, Mr. Shu Wa Tung, Laurence (both are independent non-executive Directors) and Ms. Xu Yiming (a non-executive Director). Ms. Zheng Lin currently serves as the chairman of the C&B Committee.

During the year ended 31 December 2012, the C&B Committee held 2 meetings to review and make recommendation on the remuneration policy and structure relating to Directors and senior management of the Company. And the attendance of each C&B Committee member at the meetings for the year have been set out as follows:

No. of C&B Committee meetings held:	已召開薪酬及福利委員會會議次數：	2
<b>Name of C&amp;B Committee members</b>	<b>薪酬及福利委員會成員姓名</b>	
Ms. Xu Yiming	徐藝銘女士	1/2
Mr. Shu Wa Tung, Laurence	舒華東先生	2/2
Ms. Zheng Lin	鄭琳女士	2/2

#### Remuneration Policy for Directors and Senior Management

The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence.

The emoluments of the Directors are recommended by the C&B Committee, having regard to the Company's operating results, individual performance, experience, responsibility, workload and time devoted to the Company and comparable market statistics. Each of the executive Directors is entitled to a basic salary which is reviewed annually. In addition, each of the executive Directors may receive a discretionary bonus as the Board may recommend. Such amount has to be approved by the C&B Committee.

The Company has adopted a Share Option Scheme on 25 October 2010. The purpose of the Share Option Scheme is to enable the Company to grant options to selected eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high caliber employees and attract human resources that are valuable to the Group and any invested entity.

### 董事委員會(續)

#### 薪酬及福利委員會

##### 組成

本公司的薪酬及福利委員會(「薪酬及福利委員會」)乃於二零一零年十月二十五日成立，並設有書面職權範圍。為遵守經修訂企業管治守則，董事會已於二零一二年三月二十二日採納經修訂的薪酬及福利委員會職權範圍。薪酬及福利委員會的主要職責是就有關本公司所有董事及高級管理層之整體薪酬政策及架構向董事會提供建議。本公司的所有董事及高級管理層的薪金及薪酬均由薪酬及福利委員會定期監察，以確保彼等的薪酬及薪金保持適當水平，且確保概無董事自行擬定自己的薪酬。薪酬及福利委員會目前由三名成員組成，包括鄭琳女士、舒華東先生(二人均為獨立非執行董事)及徐藝銘女士(非執行董事)，而鄭琳女士目前擔任薪酬及福利委員會主席。

截至二零一二年十二月三十一日止年度，薪酬及福利委員會召開2次會議以審閱及建議有關本公司董事及高級管理層的薪酬政策及架構。本年度各薪酬及福利委員會成員出席會議之情況如下：

#### 董事及高級管理層的薪酬政策

本集團的僱員薪酬政策按彼等的價值、資歷及能力而釐定。

董事薪金乃經考慮本公司經營業績、個人表現、經驗、職責、工作量及投入本公司的時間，以及可資比較的市場統計資料後，由薪酬及福利委員會建議。各執行董事均可享底薪，底薪會按年檢討。另外，各執行董事可按董事會的建議收取酌定花紅，酌定花紅須經薪酬及福利委員會審批。

本公司已於二零一零年十月二十五日採納購股權計劃。購股權計劃旨在令本公司向選定合資格參與人士授出購股權，作為彼等對本集團所作出貢獻之鼓勵或獎勵，及/或令本集團能聘用及挽留優秀僱員，以及吸引對本集團及任何投資實體具有價值的人力資源。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Nomination Committee

##### Composition

The Company established a nominating and corporate governance committee on 25 October 2010 (which was renamed as Nomination Committee on 22 March 2012, the "Nomination Committee") with written terms of reference. For the purpose of complying with the Revised CG Code, the Board has adopted revised terms of reference for the Nomination Committee on 22 March 2012. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on a regular basis and to recommend to the Board the suitable candidates for Directors after consideration of the nominees' independence and quality in order to ensure fairness and transparency of all nominations. The Nomination Committee consists of three members, namely Mr. Chi Shaolin (an executive Director), Mr. Shu Wa Tung, Laurence and Mr. Song Lizhong (both are independent non-executive Directors). Mr. Chi Shaolin currently serves as the chairman of the Nomination Committee.

During the year ended 31 December 2012, the Nomination Committee held 2 meetings to review the structure, size and composition of the Board. And the attendance of each Nomination Committee member at the meetings for the year have been set out as follows:

### 董事委員會 (續)

#### 提名委員會

##### 組成

本公司的提名及企業管治委員會(於二零一二年三月二十二日重新命名為提名委員會(「提名委員會」))乃於二零一零年十月二十五日成立，並設有書面職權範圍。為遵守經修訂企業管治守則，董事會已於二零一二年三月二十二日採納經修訂的提名委員會職權範圍。提名委員會的主要職責乃定期檢討董事會的架構、規模及組成，並在考慮提名人的獨立性及質素後向董事會推薦合適的董事候選人，以確保所有提名公平及具透明度。提名委員會由三名成員組成，包括遲少林先生(執行董事)、舒華東先生及宋立眾先生(二人均為獨立非執行董事)組成，而遲少林先生目前擔任提名委員會主席。

截至二零一二年十二月三十一日止年度，提名委員會召開2次會議以檢討董事會的架構、規模及組成。本年度各提名委員會成員出席會議之情況如下：

No. of Nomination Committee meetings held:	已召開提名委員會會議次數：	2
<b>Name of the Nomination Committee members</b>	<b>提名委員會成員姓名</b>	
Mr. Chi Shaolin	遲少林先生	2/2
Mr. Shu Wa Tung, Laurence	舒華東先生	2/2
Mr. Song Lizhong	宋立眾先生	2/2

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Corporate Governance Functions

The Company's corporate governance functions are carried out by the Board pursuant to a set of written terms of reference adopted by the Board in compliance with code provision D.3.1 of the applicable corporate governance codes, which include (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the applicable corporate governance codes and disclosure in the corporate governance report.

### FINANCIAL REPORTING

The Board, supported by the chief financial officer and the finance department, is responsible for the preparation of the Group's financial statements for each financial year which shall give a true and fair view of the financial position, performance and cash flow of the Group for that period. In preparing the financial statements for the year ended 31 December 2012, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The responsibilities of Deloitte Touche Tohmatsu, the Company's external auditor, on the financial statements are set out in the section headed "Independent Auditor's Report" in this annual report.

### 董事委員會 (續)

#### 企業管治職能

董事會根據董事會為符合適用的企業管治守則的守則條文第D.3.1條而採納的書面職權範圍履行本公司的企業管治職能，包括(a)制定及審閱本公司的企業管治政策及慣例，並向董事會提出推薦意見；(b)檢討及監察本集團董事及高級管理層的培訓及持續專業發展；(c)檢討及監察本公司的政策及慣例是否符合法律及監管規定；(d)制定、檢討及監察適用於本集團僱員及董事的行為守則及合規手冊(如有)；及(e)檢討本公司是否遵守適用的企業管治守則及企業管治報告中作出的披露。

### 財務呈報

董事會在財務總監及財務部門的支持下負責編製本集團每個財政年度的財務報表，該等財務報表真實及公正地反映本集團於該期間的財務狀況、表現及現金流量。編製截至二零一二年十二月三十一日止年度的財務報表時，董事會已選取適用會計政策並貫徹使用，並審慎、公允而合理地作出判斷及估計，以及按持續經營基準編製財務報表。董事有責任作出一切合理而必須的步驟，保護本集團的資產，並且防止及偵查欺詐及其他不正常情況。董事會並不知悉任何有關可能對本集團按持續基準繼續經營的能力構成重大疑問的事件或情況的任何重大不明朗因素。

本公司的外聘核數師德勤•關黃陳方會計師行就財務報表之責任載於本年報「獨立核數師報告」一節。

# Corporate Governance Report

## 企業管治報告

### FINANCIAL REPORTING (Continued)

#### External Auditor's Remuneration

During the year ended 31 December 2012, the fees paid or payable to the Company's external auditor, in respect of their audit and non-audit services were as follows:

Type of Services	服務類別	RMB'000 人民幣千元
Non-audit services	非核數服務	1,000
Statutory audit services	法定核數服務	1,500
Total	總計	2,500

### INTERNAL CONTROLS

The Board acknowledges its responsibility for ensuring the reliabilities and effectiveness of the Group's internal control systems on, among other things, financial, operational and compliance controls. The Company has prepared an internal control report, covering all material controls, including financial and operation for the year ended 31 December 2012. The said internal control report compiled by the Company has to be brought to the attention of the Board and the Audit Committee and concluded that the Group operate satisfactorily and has fully complied with provisions of the applicable corporate governance codes regarding internal control systems in general for the year ended 31 December 2012.

### COMPANY SECRETARY

The Company has engaged in a service contract with an external service provider, which Ms. Ho Wing Yan ("Ms. Ho") was appointed as the Company Secretary. Mr. Chi Shaolin, the chairman, executive Director and CEO of the Company, is the primary corporate contact person of the Company with Ms. Ho.

Being the Company Secretary, Ms. Ho plays an important role in supporting the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. Ms. Ho is responsible for advising the Board on corporate governance matters and should also facilitate induction and professional development of Directors.

Ms. Ho is an associate member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Ms. Ho continues to study professional course of corporate governance and has extensive experience in the company secretarial field for listed companies. Ms. Ho is also a holder of the Practitioner's Endorsement issued by The Hong Kong Institute of Chartered Secretaries. According to Rule 3.29 of the Listing Rules, Ms. Ho took more than 15 hours of relevant professional training for the year ended 31 December 2012.

### 財務呈報(續)

#### 外聘核數師酬金

於截至二零一二年十二月三十一日止年度，就核數及非核數服務已付或應付本公司外聘核數師的費用如下：

### 內部監控

董事會知悉其須對確保本集團對包括財務、營運及合規控制在內的內部監控制度的可信性及成效負責。本公司已於截至二零一二年十二月三十一日止年度制定內部監控報告，當中涉及一切重大監控環節，包括財務及營運。上述由本公司制定的內部監控報告須呈交董事會及審核委員會。該報告指出本集團營運理想，且於截至二零一二年十二月三十一日止年度，就內部控制系統而言，本公司整體上已全面遵守適用的企業管治守則之條文。

### 公司秘書

本公司與外聘服務供應商訂立服務合約，據此何詠欣女士（「何女士」）獲委任為公司秘書。本公司主席、執行董事兼總裁遲少林先生，為何女士於本公司之主要企業聯絡人。

作為公司秘書，何女士於支援董事會方面擔當重任，確保董事會成員間有效交流資訊，以及董事會政策及程序得以遵守。何女士負責就企業管治事宜向董事會提供意見，亦應安排董事的入職培訓及專業發展。

何女士為英國特許秘書及行政人員公會及香港特許秘書公會會員。何女士一直修讀企業管治專業課程，並於擔任上市公司之公司秘書方面擁有豐富經驗。何女士亦持有由香港特許秘書公會發出的執業認可證明。根據上市規則第3.29條，於截至二零一二年十二月三十一日止年度，何女士已接受超過十五小時的相關專業培訓。

# Corporate Governance Report

## 企業管治報告

### INVESTORS AND SHAREHOLDERS RELATIONS

The Board recognise the importance of maintaining clear, timely and effective communication with Shareholders and investors. The Board also recognise that effective communication with investors is the key to establish investor confidence and to attract new investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure that the investors and the Shareholders receiving accurate, clear, comprehensive and timely information of the Group by the publication of annual reports, interim reports, announcements and circulars. The Company also publishes all corporate correspondence on the Company's website at <http://www.hong-lin.com.cn>. The Board continues to maintain regular dialogues with institutional investors and analysts from time to time to keep them informed of the Group's strategy, operations, management and plans. The Directors and the members of the Board committees would attend and are available to answer questions at annual general meetings of the Company. Separate resolutions would be proposed at general meetings of the Company on each substantially separate issue.

### Shareholders' Rights

In accordance with the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all votes of the Shareholders at general meetings shall be taken by poll. The results of voting by poll will be declared at the meeting and published on the websites of the Stock Exchange and the Company respectively.

### How Shareholders can convene an extraordinary general meeting and putting forward proposals at Shareholders' meetings

Pursuant to the article 58 of the articles of association of the Company, any one or more Shareholder holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company by mail at 33rd Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

During the year ended 31 December 2012, there has been no significant change in the Company's constitutional documents.

### 投資者及股東關係

董事會認同與股東及投資者保持清晰、及時而有效的溝通的重要性。董事會亦認同與投資者進行有效溝通是建立投資者信心及吸引新投資者的關鍵所在。因此，本集團致力保持高透明度，確保投資者及股東通過刊發年報、中期報告、公告及通函得到準確、清晰、完整而及時的本集團資料，而本公司亦在公司網站 <http://www.hong-lin.com.cn> 刊發全部企業文件。董事會持續與機構投資者及分析員保持定期溝通，不時讓彼等得悉本集團的策略、營運、管理及計劃。董事及董事委員會成員應出席並在本公司的股東週年大會解答問題。各重大議題須以獨立決議案方式於本公司股東大會上提呈。

### 股東權利

根據上市規則，除主席以誠實信用的原則做出決定，容許純粹有關程序或行政事宜的決議案以舉手方式表決外，於股東大會上任何股東必須以投票方式表決。因此，股東於股東大會的所有投票須以點票方式表決。投票結果將於大會上宣佈，並將分別在聯交所及本公司的網站上公佈。

### 股東如何召開股東特別大會及於股東大會上提出建議

根據本公司組織章程細則第58條，任何於發出要求當日持有有權於本公司股東大會上投票的本公司繳足股本不少於十分之一的一個或多個股東，有權透過郵寄至香港灣仔港灣道6-8號瑞安中心33樓向董事會或本公司秘書致函要求董事會召開特別股東大會，以處理該等要求列明的任何事項，而該等會議需在發出要求當日後兩個月內召開。如董事會在發出要求當日後21天內未能召開有關會議，則提出該要求的股東可自行召開會議，且因董事會未能召開會議而產生的所有合理的費用均須由本公司承擔。

於截至二零一二年十二月三十一日止年度，本公司的組織章程文件並無重大變更。

# Corporate Governance Report

## 企業管治報告

### INVESTORS AND SHAREHOLDERS RELATIONS

(Continued)

#### Communication with Shareholders

The Board recognise the importance of maintaining a clear, timely and effective communication with the Shareholders and investors of the Company. The Board also recognise that effective communication with its investors is critical in establishing investor confidence and to attract new investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure the investors of the Company and the Shareholders will receive accurate, clear, comprehensive and timely information of the Group through the publication of annual reports, interim reports, announcements and circulars. The Company also publishes all corporate communications on the Company's website at <http://www.hong-lin.com.cn>. The Board maintains regular dialogues with institutional investors and analysts from time to time to keep them informed of the Group's strategy, operations, management and plans. The Directors and members of various board committees will attend the annual general meeting of the Company to answer questions raised by the Shareholders. The resolution of every important proposal will be proposed at general meetings separately.

Voting at general meetings of the Company are conducted by way of poll in accordance with the Listing Rules. The poll results will be announced at general meetings and published on the websites of the Stock Exchange and the Company, respectively. In addition, the Company regularly meets with institutional investors, financial analysts and financial media, and promptly releases information related to any significant progress of the Company, so as to promote the development of the Company through mutual and efficient communications.

#### Procedures by which enquiries may be put to the Board

Shareholders may put forward their proposals or inquiries to the Board by sending their written request to the Company's correspondence address in Hong Kong.

### 投資者及股東關係(續)

#### 與股東的溝通

董事會深明與股東及本公司投資者保持明確、及時和有效的溝通的重要性。董事會亦深知與投資者的有效溝通，乃建立投資者信心及吸引新投資者的關鍵。因此，本集團致力於保持高透明度、確保股東及本公司投資者通過刊發年報、中期報告、公佈及通函，得到準確、清晰、詳盡而及時的本集團資料。本公司亦在公司網站<http://www.hong-lin.com.cn>刊登全部企業通訊。董事會與機構投資者及分析員不時保持溝通，讓彼等得悉本集團的策略、營運、管理及計劃。董事及各董事會委員會成員均將出席本公司的股東週年大會及解答股東提出的問題。在股東大會上，各項重要議案須以獨立決議案方式提呈。

本公司股東大會表決按照上市規則以投票方式進行。投票的結果將於大會上宣佈，並將分別在聯交所及本公司的網站上公佈。此外，本公司定期與機構投資者、財務分析師及財務媒體會晤，並即時發佈有關本公司任何重大進程的資料，從而透過雙向及高效的聯繫促進本公司的發展。

#### 股東可向董事會提出查詢的程序

股東可將書面要求發送至本公司在香港的通訊地址，藉此向董事會提交建議或諮詢。

# Independent Auditor's Report

## 獨立核數師報告

### TO THE MEMBERS OF HL TECHNOLOGY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of HL Technology Group Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 75 to 188, which comprise the consolidated statement of financial position as at 31 December 2012, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

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

### 致泓淋科技集團有限公司各股東

(於開曼群島註冊成立之有限公司)

吾等已審核第75至188頁所載泓淋科技集團有限公司(「貴公司」)及其附屬公司(以下統稱為「貴集團」)的綜合財務報表，當中載有於二零一二年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合全面收益表、綜合權益變動表、綜合現金流量變動表，以及主要會計政策概要及其他說明資料。

### 董事就綜合財務報表之責任

貴公司董事須負責根據國際會計準則理事會所頒佈的國際財務報告準則及香港公司條例披露規定編製及真實而公平地呈列此等綜合財務報表，且有關內部監控對董事編製綜合財務報表而言乃屬必要，以確保其並無由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師之責任

吾等之責任是作為一個團體根據雙方協定的聘用條款，基於吾等審核之結果，就該等綜合財務報表發表意見，並僅向閣下提供意見，且並無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。吾等已根據國際會計師公會頒佈之國際審計準則進行審核。該等準則要求吾等遵守道德規範，計劃及執行審核工作，以合理確定該等綜合財務報表是否不存有任何重大錯誤陳述。

# Independent Auditor's Report

## 獨立核數師報告

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2012, and of its results 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.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
27 March 2013

審核涉及執行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，包括評估或由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。於作出該等風險評估時，核數師考慮公司編製真實而公平地反映之綜合財務報表相關之內部監控，以設計適當之審核程序，但並非旨在就公司之內部監控之效能發表意見。審核亦包括評估所採用之會計政策之合適性及董事所作出之會計估計之合理性，以及就綜合財務報表之整體呈列方式作出評估。

吾等相信，吾等所獲得之審核憑證是充足及恰當地為吾等之審核意見提供基礎。

### 意見

吾等認為，該等財務報表已根據國際財務報告準則真實而公平地反映 貴集團於二零一二年十二月三十一日的財務狀況，及其截至該日止年度的業績及現金流量，並已按照香港公司條例之披露規定妥為編製。

德勤•關黃陳方會計師行  
執業會計師  
香港  
二零一三年三月二十七日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

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

		Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Revenue	收益	7	<b>1,933,675</b>	1,865,376
Cost of sales	銷售成本		<b>(1,652,420)</b>	(1,486,971)
Gross profit	毛利		<b>281,255</b>	378,405
Other income, other gains and losses	其他收入、其他收益及虧損	8	<b>32,855</b>	22,080
Distribution and selling expenses	分銷及銷售開支		<b>(77,047)</b>	(49,056)
Administrative and general expenses	行政及一般開支		<b>(135,284)</b>	(116,714)
Research and development expenses	研發開支		<b>(81,190)</b>	(62,179)
Finance costs	融資成本	9	<b>(42,664)</b>	(37,536)
Other expenses	其他開支	10	<b>(36,109)</b>	–
(Loss) profit before tax	除稅前(虧損)溢利	11	<b>(58,184)</b>	135,000
Income tax expenses	所得稅開支	13	<b>(4,406)</b>	(15,640)
(Loss) profit for the year	年度(虧損)溢利		<b>(62,590)</b>	119,360
Other comprehensive income (expense)	其他全面收益(支出)			
Exchange difference on translating foreign operations	換算外國業務之匯兌差額		<b>325</b>	(733)
Total comprehensive (expense) income for the year	年度全面(支出)收益總額		<b>(62,265)</b>	118,627
(Loss) profit attributable to:	應佔(虧損)溢利:			
— Owners of the Company	— 本公司擁有人		<b>(48,325)</b>	116,071
— Non-controlling interests	— 非控制權益		<b>(14,265)</b>	3,289
			<b>(62,590)</b>	119,360
Total comprehensive (expense) income attributable to:	應佔全面(支出)收益總額:			
— Owners of the Company	— 本公司擁有人		<b>(48,000)</b>	115,338
— Non-controlling interests	— 非控制權益		<b>(14,265)</b>	3,289
			<b>(62,265)</b>	118,627
(Loss) earnings per share — Basic and diluted (RMB cents)	每股(虧損)盈利 — 基本及攤薄(人民幣分)	15	<b>(6.7)</b>	16.1

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2012

於二零一二年十二月三十一日

			2012	2011
		Notes	二零一二年	二零一一年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	<b>712,507</b>	655,398
Prepaid lease payments	預付租金	17	<b>42,218</b>	47,539
Intangible assets	無形資產	18	<b>16,534</b>	35,431
Goodwill	商譽	19	–	7,746
Deferred tax assets	遞延稅項資產	21	<b>1,744</b>	4,773
Prepayments for acquiring land	收購土地預付款	22	<b>76,251</b>	–
			<b>849,254</b>	750,887
CURRENT ASSETS	流動資產			
Inventories	存貨	23	<b>327,317</b>	319,518
Trade and other receivables	貿易及其他應收款項	24	<b>904,856</b>	1,061,267
Prepaid lease payments	預付租金	17	<b>923</b>	1,014
Other financial assets	其他金融資產	29	<b>156</b>	5,229
Pledged bank deposits	已抵押銀行存款	25	<b>24,180</b>	49,574
Bank balances and cash	銀行結餘及現金	26	<b>82,276</b>	106,650
Assets classified as held for sale	分類為持有待售資產	27	<b>1,339,708</b>	1,543,252
			<b>137,624</b>	–
			<b>1,477,332</b>	1,543,252
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付款項	28	<b>425,081</b>	524,347
Other financial liabilities	其他金融負債	29	–	6,311
Income tax liabilities	所得稅負債		<b>3,643</b>	7,765
Bank borrowings	銀行借貸	30	<b>800,154</b>	653,471
Liabilities associated with assets classified as held for sale	與分類為持有待售資產相關之負債	27	<b>1,228,878</b>	1,191,894
			<b>69,613</b>	–
			<b>1,298,491</b>	1,191,894
NET CURRENT ASSETS	流動資產淨額		<b>178,841</b>	351,358
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		<b>1,028,095</b>	1,102,245

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2012  
於二零一二年十二月三十一日

			2012	2011
		Notes	二零一二年	二零一一年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	31	<b>97,401</b>	97,401
Share premium and reserves	股份溢價及儲備		<b>888,435</b>	934,293
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>985,836</b>	1,031,694
Non-controlling interests	非控制權益		<b>35,197</b>	60,833
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>1,021,033</b>	1,092,527
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	21	<b>7,062</b>	9,718
			<b>1,028,095</b>	1,102,245

The consolidated financial statements on pages 75 to 188 were approved and authorised for issue by the board of directors on 27 March 2013 and are signed on its behalf by:

第75頁至第188頁的綜合財務報表乃經董事會於二零一三年三月二十七日批准及授權刊發，並由以下人士代表簽署：

Chi Shaolin  
遲少林  
DIRECTOR  
董事

Li Jianming  
李建明  
DIRECTOR  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Special reserve	Share awards reserve	Other reserve	Statutory surplus reserve	Foreign currency translation reserve	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	特別儲備	獎勵儲備	其他儲備	盈餘儲備	匯兌儲備	保留溢利	總計	非控制權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Note (a)) (附註(a))		(Note (b)) (附註(b))	(Note (c)) (附註(c))					
As at 1 January 2011	於二零一一年一月一日	97,401	429,549	74,394	(9,039)	4,466	44,224	742	268,151	909,888	13,583	923,471
Profit for the year	年度溢利	-	-	-	-	-	-	-	116,071	116,071	3,289	119,360
Other comprehensive expense for the year	年度其他全面開支	-	-	-	-	-	-	(733)	-	(733)	-	(733)
Total comprehensive (expense) income for the year	年度全面(開支)收益總額	-	-	-	-	-	-	(733)	116,071	115,338	3,289	118,627
Non-controlling interests arising from business combinations (Note 36)	產生自業務合併的非控制權益(附註36)	-	-	-	-	-	-	-	-	-	43,282	43,282
Recognition of equity-settled share-based payments (Note 32)	確認為權益結算的股份支付的款項(附註32)	-	-	-	7,147	-	-	-	-	7,147	-	7,147
Transfer	轉撥	-	-	-	-	-	11,282	-	(11,282)	-	-	-
Acquisition of non-controlling interests (Note (e))	收購非控制權益(附註(e))	-	-	-	-	(679)	-	-	-	(679)	679	-
As at 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及二零一二年一月一日	97,401	429,549	74,394	(1,892)	3,787	55,506	9	372,940	1,031,694	60,833	1,092,527
Loss for the year	年度虧損	-	-	-	-	-	-	-	(48,325)	(48,325)	(14,265)	(62,590)
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	-	-	325	-	325	-	325
Total comprehensive income (expense) for the year	年度全面收益(開支)總額	-	-	-	-	-	-	325	(48,325)	(48,000)	(14,265)	(62,265)
Recognition of equity-settled share-based payments (Note 32)	確認為權益結算的股份支付的款項(附註32)	-	-	-	3,762	-	-	-	-	3,762	-	3,762
Transfer	轉撥	-	-	-	-	-	7,465	-	(7,465)	-	-	-
Dividends to non-controlling shareholder	給予非控股股東的股息	-	-	-	-	-	-	-	(828)	(828)	(5,371)	(6,199)
Disposal of a subsidiary (Note 37)	出售一間附屬公司(附註37)	-	-	-	-	-	(913)	-	913	-	(9,800)	(9,800)
Capital contribution from non-controlling interests of subsidiaries (Note (d))	附屬公司非控制權益注資(附註(d))	-	-	-	-	-	-	-	-	-	5,600	5,600
Acquisition of non-controlling interests (Note (e))	收購非控制權益(附註(e))	-	-	-	-	(792)	-	-	-	(792)	(1,800)	(2,592)
As at 31 December 2012	於二零一二年十二月三十一日	97,401	429,549	74,394	1,870	2,995	62,058	334	317,235	985,836	35,197	1,021,033

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

Notes:

**(a) Special reserve**

Special reserve of the Group represents the difference between the nominal amount of the shares issued by the Company and the aggregate amount of paid-in capital of the subsidiaries acquired pursuant to the group reorganization of the Company in 2008.

**(b) Other reserve**

Other reserve arose from acquisition of non-controlling interests in subsidiaries.

**(c) Statutory surplus reserve**

As stipulated by the relevant laws and regulations for enterprises in the People's Republic of China (the "PRC"), the Company's PRC subsidiaries are required to maintain a statutory surplus reserve fund which is non-distributable. The appropriations to such reserve are made out of net profit after tax of the statutory financial statements of the relevant PRC subsidiaries. The statutory surplus reserve fund can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of capitalization issue.

**(d) Capital contribution from non-controlling interests of subsidiaries**

The amounts represented:

- (i) The capital contribution of RMB4,000,000 from the non-controlling interests of 威海市東晨塑膠新材料有限公司 (Weihai Dongchen Plastic New Materials Limited.\*, "Weihai Dongchen"), a subsidiary of the Company in which the Company owns 60% equity interest in the entity; and
- (ii) The capital contribution of RMB1,600,000 from the non-controlling interests of 深圳市泓淋通訊科技有限公司 (Shenzhen Honglin Communication Technology Co., Ltd.\*, "Shenzhen Communication"), representing the additional capital injection from the non-controlling interests after which the Company owns 72% equity interest in this entity.

**(e) Acquisition of non-controlling interests**

The amounts represented:

- (i) The acquisition of 2.73% equity interest in 惠州市泓淋科技有限公司 (Huizhou Honglin Technology Co., Ltd.\*, "Huizhou Technology") from the non-controlling interests for a total consideration of RMB1,992,000 during the year 2012. Since then, Huizhou Technology became a wholly owned subsidiary of the Company. Huizhou Technology was formerly known as 惠州大亞灣和平通信電纜有限公司 (Huizhou Daya Bay Heping Telecommunication Co., Ltd.\*); and
- (ii) The acquisition of 8% equity interest in Shenzhen Communication after the capital contribution from non-controlling interest completed as note (d)(ii) above, for a total consideration of RMB600,000 during the year 2012.

\* The English names are for identification purpose only.

附註：

**(a) 特別儲備**

本集團的特別儲備指本公司所發行股份的面值與根據本公司於二零零八年進行集團重組所收購附屬公司實繳資本總金額的差額。

**(b) 其他儲備**

其他儲備來自收購附屬公司的非控制權益。

**(c) 法定盈餘儲備**

中華人民共和國(「中國」)企業의 相關法律及法規規定，本公司中國附屬公司須保存不可分派的法定盈餘儲備基金。該等儲備的撥款來自中國相關附屬公司法定財務報表的除稅後純利。法定盈餘儲備基金可用於彌補過往年度虧損(如有)，並可以資本化發行的方式轉換為資本。

**(d) 附屬公司非控制權益的注資**

該等金額代表：

- (i) 威海市東晨塑膠新材料有限公司的非控制權益注資人民幣4,000,000元，該公司為本公司的附屬公司，由本公司擁有60%股權；及
- (ii) 深圳市泓淋通訊科技有限公司之非控制權益注資人民幣1,600,000元，為非控制權益的額外注資，其後本公司擁有該公司的72%股權。

**(e) 收購非控制權益**

該等金額代表：

- (i) 於二零一二年，向非控制權益收購惠州市泓淋科技有限公司(「惠州科技」)的2.73%股權，總代價為人民幣1,992,000元。其後惠州科技成為本公司的全資附屬公司。惠州科技前稱惠州大亞灣和平通信電纜有限公司；及
- (ii) 於二零一二年，非控制權益注資完成後(見上文附註(d)(ii))，收購深圳通訊的8%股權，總代價為人民幣600,000元。

\* 英文名稱僅供識別。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

	Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
<b>Cash flows from operating activities</b>			
(Loss) profit before tax		<b>(58,184)</b>	135,000
Adjustments for:			
Finance costs recognised in profit or loss		<b>42,664</b>	37,536
Interest income recognised in profit or loss		<b>(881)</b>	(10,149)
Depreciation of property, plant and equipment		<b>47,599</b>	36,812
Amortisation of intangible assets		<b>4,596</b>	4,051
Release of prepaid lease payments		<b>976</b>	815
Losses (gains) on disposals of property, plant and equipment		<b>6,130</b>	(1,688)
Gains on disposals of prepaid lease payments		–	(175)
Gains on changes in fair value of derivative financial instruments		<b>(21,155)</b>	(3,594)
Gains on changes in fair value of the Contingent Consideration	36	<b>(13,166)</b>	–
Impairment loss on trade receivables		<b>1,817</b>	16
Write-down of inventories		<b>3,687</b>	–
Exchange gains relating to bank borrowings		<b>(621)</b>	(24,709)
Impairment loss recognised in respect of goodwill		<b>7,488</b>	–
Impairment loss recognised in respect of intangible assets		<b>6,529</b>	–
Impairment loss recognised in respect of property, plant and equipment		<b>20,275</b>	–
Recognition of share-based payments		<b>3,762</b>	7,147
Operating cash flows before movements in working capital		<b>51,516</b>	181,062
Decrease (increase) in trade and other receivables		<b>105,270</b>	(199,545)
Increase in inventories		<b>(94,100)</b>	(91,641)
Decrease in trade and other payables		<b>(13,584)</b>	(2,210)
Settlement of derivative financial instruments		<b>14,688</b>	8,026
Cash from (used in) operations		<b>63,790</b>	(104,308)
Interest paid		<b>(50,435)</b>	(44,152)
Income taxes paid		<b>(8,046)</b>	(19,086)
Net cash from (used in) operating activities		<b>5,309</b>	(167,546)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

			2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
<b>Cash flows from investing activities</b>	<b>來自投資活動現金流量</b>			
Placement of pledged bank deposits	配售已抵押銀行存款		(145,893)	(93,655)
Release of pledged bank deposits	解除已抵押銀行存款		171,287	468,795
Purchase of property, plant and equipment	購買物業、廠房及設備		(181,777)	(211,450)
Purchase of prepaid lease payments	購買預付租金		–	(19,342)
Purchase of intangible assets	購買無形資產		(3,216)	(3,910)
Proceeds on disposals of property, plant and equipment	出售物業、廠房及設備所得款項		878	11,008
Prepayments for acquiring land	收購土地的預付款		(41,751)	–
Proceeds on disposals of prepaid lease payments	出售預付租金所得款項		4,436	899
Proceeds on disposal of a subsidiary	出售附屬公司所得款項	37	901	–
Net cash outflow on acquisition of subsidiaries	收購附屬公司現金流出淨額	36	–	(1,283)
Interest received	已收利息		881	10,149
Net cash (used in) from investing activities	投資活動(所用)所得現金淨額		(194,254)	161,211
<b>Cash flows from financing activities</b>	<b>來自融資活動現金流量</b>			
Proceeds from borrowings	借貸所得款項		1,396,186	1,150,096
Repayments of borrowings	償還借貸		(1,225,788)	(1,197,519)
Acquisition of non-controlling interests	收購非控股權益		(2,592)	–
Capital contribution from non-controlling interests of subsidiaries	附屬公司非控股權益的注資		5,600	–
Net cash from (used in) financing activities	融資活動所得(所用)現金淨額		173,406	(47,423)
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物減少淨值</b>		<b>(15,539)</b>	<b>(53,758)</b>
<b>Cash and cash equivalents at beginning of the year</b>	<b>年初現金及現金等價物</b>		<b>106,650</b>	<b>160,408</b>
<b>Cash and cash equivalents at end of year, representing by bank balances and cash</b>	<b>年終現金及現金等價物，即銀行結餘及現金</b>	38	<b>91,111</b>	<b>106,650</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 1. GENERAL INFORMATION

HL Technology Group Limited (the “Company”) was incorporated in the Cayman Islands on 16 November 2007 as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its parent and ultimate holding company is Chenlin International Joint Stock Company Limited. Its ultimate controlling party is Mr. Chi Shaolin (“Mr. Chi”).

The addresses of the registered office and principal place of business of the Company are disclosed in the corporate profile and corporate information section of the annual report.

The Company acts as an investment holding company and is also engaged in the sales of signal cable assembly, power cord assembly, signal transmission wire and cable products, connectors, antennas, automotive wiring harness and other products. The Group is mainly engaged in the manufacture and sales of signal cable assembly, power cord assembly, signal transmission wire and cable products, connectors, antennas, automotive wiring harness and other products. The principal activities of the subsidiaries of the Company are set out in note 42.

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

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

In the current year, the Group has applied the following revised IFRSs issued by the International Accounting Standards Board (“IASB”):

Amendments to IAS 12	Deferred Tax: Recovery of Underlying Asset; and
Amendments to IFRS 7	Financial Instruments: Disclosures — Transfers of Financial Assets.

Amendments to IFRS 7 “Financial instruments disclosures — Transfers of financial assets”

The Group has applied for the first time the amendments to IFRS 7 “Financial instruments disclosures — Transfers of financial assets” in the current year. The amendments increase the disclosure requirements for transactions involving the transfer of financial assets in order to provide greater transparency around risk exposures when financial assets are transferred.

### 1. 一般資料

泓淋科技集團有限公司(「本公司」)為於二零零七年十一月十六日在開曼群島註冊成立的有限責任公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司的母公司及最終控股公司為晨淋國際股份有限公司。本公司的最終控股方為遲少林先生(「遲先生」)。

本公司註冊辦事處及主要營業地點的地址於年報的公司簡介及公司資料一節中披露。

本公司為投資控股公司，亦從事銷售信號線組件、電源線組件、信號傳輸線纜產品、連接器、天線、汽車線束及其他產品。本集團主要從事製造及銷售信號線組件、電源線組件、傳輸線纜產品、連接器、天線、汽車線束及其他產品。本公司附屬公司之主要業務列載於附註42。

綜合財務報表以人民幣(「人民幣」)呈列。人民幣為本公司功能性貨幣。

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)

於本年度，本集團已採用以下由國際會計準則理事會(「國際會計準則理事會」)頒佈的經修訂國際財務報告準則：

國際會計準則第12號的修訂	遞延稅項：收回相關資產；及
國際財務報告準則第7號的修訂	金融工具：披露 — 轉讓金融資產。

國際財務報告準則第7號「金融工具披露 — 轉讓金融資產」的修訂

本集團於本年度首次應用國際財務報告準則第7號「金融工具披露 — 轉讓金融資產」的修訂。該等修訂增加涉及轉讓金融資產的交易的披露要求，藉以提高金融資產轉讓時相關風險的透明度。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

The Group has discounted bills receivable to banks with full recourse and transferred bills receivable to its suppliers to settle its payables through endorsing the bills to its suppliers with full recourse. Specifically, if the bills receivable are not paid by the issuing banks at maturity, the collecting banks and/or the suppliers would have the right to request the Group to pay the unsettled balances. Therefore, in considering the appropriate accounting treatment, the directors of the Company have taken into consideration, among others, the credit quality of the issuing banks of the bills and the risk and likelihood of non-settlement by the issuing banks on maturity, as well as the relevant PRC practice, rules and regulations should the issuing bank fail to settle the bills on maturity date.

When the Group has transferred the significant risks and rewards relating to those bills receivable, and that the Group has discharged its obligations to suppliers upon settlement by endorsing bills, the Group derecognised these bills receivable and the payables to suppliers in their entirety.

When the Group has not transferred the significant risks and rewards relating to those bills receivable, and that the Group has not discharged its obligations to suppliers upon settlement by endorsing bills, it continues to recognise the full carrying amount of the bills receivable and recognise the cash received on the transfer as a secured borrowing and continue to recognise the payables to suppliers.

The relevant disclosures have been made regarding the transfer of these bills receivables on application of the amendments to IFRS 7 (see note 39).

In accordance with the transitional provisions set out in the amendments to IFRS 7, the Group has not provided comparative information for the disclosures required by the amendments.

The application of the above revised IFRSs in the current year has had no material effect on the amounts reported in the consolidated financial statements and/or disclosures set out in the consolidated financial statements.

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

本集團已向銀行貼現應收票據(附有全額追索權),以及將應收票據轉讓予其供應商,藉向其供應商為票據背書(附有全額追索權),支付應付款項。具體而言,倘應收票據之發出銀行未能於到期時付款,收款銀行及/或供應商應有權要求本集團支付未償付餘額。因此,在考慮適當會計處理時,本公司董事已考慮(其中包括)票據發出銀行之信貸質量及發出銀行於到期時不付款之風險及可能性,以及倘發出銀行未能於到期日償付票據涉及之中國相關慣例、規則及法規。

倘本集團將關於該等應收票據之重大風險及回報轉讓,以及本集團將其對供應商之責任藉為票據背書作結付而解除,則本集團全數終止確認該等應收票據及應付供應商之款項。

倘本集團並無將關於該等應收票據之重大風險及回報轉讓,以及本集團並無將其對供應商之責任藉為票據背書作結付而解除,則繼續確認應收票據之全數賬面值,以及就轉讓收取之現金,作為有抵押借貸,亦繼續確認應付予供應商之款項。

應用國際財務報告準則第7號之修訂時,已就轉讓該等應收票據作出有關披露(見附註39)。

根據國際財務報告準則第7號之修訂列載之過渡性條文,本集團並無提供該等修訂要求之比較資料以供披露。

於本年度應用上述經修訂國際財務報告準則對綜合財務報表報告之金額及/或綜合財務報表列載之披露資料並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

The Group has not early adopted the following new and revised IFRSs that have been issued but are not yet effective:

Amendments to IFRSs	Annual Improvements to IFRSs 2009–2011 Cycle <sup>1</sup>
Amendments to IAS 1	Presentation of Items of Other Comprehensive Income <sup>4</sup>
Amendments to IFRS 7	Disclosures — Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
Amendments to IFRS 9 and IFRS 7	Mandatory Effective Date of IFRS 9 and Transition Disclosures <sup>3</sup>
Amendments to IFRS 10, IFRS 11 and IFRS12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance <sup>1</sup>
Amendments to IFRS10, IFRS 12 and IAS 27	Investment Entities <sup>2</sup>
IFRS 9	Financial Instruments <sup>3</sup>
IFRS 10	Consolidated Financial Statements <sup>1</sup>
IFRS 11	Joint Arrangements <sup>1</sup>
IFRS 12	Disclosure of Interests in Other Entities <sup>1</sup>
IFRS 13	Fair Value Measurement <sup>1</sup>
IAS 19 (as revised in 2011)	Employee Benefits <sup>1</sup>
IAS 27 (as revised in 2011)	Separate Financial Statements <sup>1</sup>
IAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures <sup>1</sup>
Amendments to IAS 32	Offsetting Financial Assets and Financial Liabilities <sup>2</sup>
IFRIC-20	Stripping Costs in the Production Phase of a Surface Mine <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2013

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2014

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2015

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2012

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

本集團並無提早採用以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則的修訂	二零零九年至二零一一年週期國際財務報告準則的年度改進 <sup>1</sup>
國際會計準則第1號的修訂	其他綜合收益項目的呈報 <sup>4</sup>
國際財務報告準則第7號的修訂	披露 — 抵銷金融資產及金融負債 <sup>1</sup>
國際財務報告準則第9號及國際財務報告準則第7號的修訂	國際財務報告準則第9號的強制性生效日期及過渡披露 <sup>3</sup>
國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號的修訂	綜合財務報表、合營安排及披露於其他實體的權益：過渡指引 <sup>1</sup>
國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號的修訂	投資實體 <sup>2</sup>
國際財務報告準則第9號	金融工具 <sup>3</sup>
國際財務報告準則第10號	綜合財務報表 <sup>1</sup>
國際財務報告準則第11號	合營安排 <sup>1</sup>
國際財務報告準則第12號	披露於其他實體的權益 <sup>1</sup>
國際財務報告準則第13號	公平值計量 <sup>1</sup>
國際會計準則第19號 (二零一一年經修訂)	僱員福利 <sup>1</sup>
國際會計準則第27號 (二零一一年經修訂)	獨立財務報表 <sup>1</sup>
國際會計準則第28號 (二零一一年經修訂)	聯營企業及合營企業投資 <sup>1</sup>
國際會計準則第32號的修訂	抵銷金融資產及金融負債 <sup>2</sup>
國際財務報告詮釋委員會第20號	露天採礦場生產階段的剝採成本 <sup>1</sup>

<sup>1</sup> 於二零一三年一月一日或以後開始的年度期間生效

<sup>2</sup> 於二零一四年一月一日或以後開始的年度期間生效

<sup>3</sup> 於二零一五年一月一日或以後開始的年度期間生效

<sup>4</sup> 於二零一二年七月一日或以後開始的年度期間生效

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

#### Amendments to IAS 32 Offsetting Financial Assets and Financial Liabilities and amendments to IFRS 7 Disclosures — Offsetting Financial Assets and Financial Liabilities

The amendments to IAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of “currently has a legally enforceable right of set-off” and “simultaneous realisation and settlement”.

The amendments to IFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement.

The amendments to IFRS 7 are effective for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods. The disclosures should also be provided retrospectively for all comparative periods. However, the amendments to IAS 32 are not effective until annual periods beginning on or after 1 January 2014, with retrospective application required.

The directors of the Company anticipate that the application of these amendments to IAS 32 and IFRS 7 may result in more disclosures being made with regard to offsetting financial assets and financial liabilities in the future others.

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際會計準則第32號的修訂「抵銷金融資產及金融負債」及國際財務報告準則第7號的修訂「披露 — 抵銷金融資產及金融負債」

國際會計準則第32號修訂本澄清與對銷金融資產與金融負債規定有關的現有應用問題。具體而言，有關修訂澄清「現時擁有於法律上可強制執行的對銷權」及「同時變現及結算」的涵義。

國際財務報告準則第7號修訂本規定實體就具有可強制性執行的統一淨額結算協議或類似安排項下的金融工具披露與對銷權及相關安排(如抵押品過賬規定)的有關資料。

國際財務報告準則第7號修訂本於二零一三年一月一日或之後開始的年度期間以及有關年度期間內的中期期間生效，亦須就所有比較期間作出追溯披露。然而，國際會計準則第32號修訂本於二零一四年一月一日或之後開始的年度期間方始生效，並追溯應用。

本公司董事預期，應用該等國際會計準則第32號及國際財務報告準則第7號修訂本或會導致就未來對抵銷金融資產及金融負債作出更多披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### IFRS 9 Financial Instruments

IFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. IFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of IFRS 9 are described as follows:

- All recognised financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

IFRS 9 is effective for annual periods beginning on or after 1 January 2015, with earlier application permitted.

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」) (續)

**國際財務報告準則第9號「金融工具」**  
於二零零九年頒佈之國際財務報告準則第9號引入金融資產分類及計量之新規定。於二零一零年修訂之國際財務報告準則第9號包括金融負債分類及計量以及終止確認之規定。

國際財務報告準則第9號之主要規定說明如下：

- 規定國際會計準則第39號「金融工具：確認及計量」範圍內所有已確認金融資產往後將按攤銷成本或公平值計量。具體而言，按以收取合約現金流為目的之業務模式持有之債務投資，以及擁有合約現金流，且有關現金流純粹為支付本金及未償還本金之利息之債務投資，一般於往後會計期間末按攤銷成本計量。所有其他債務投資及股本投資於往後報告期間末按公平值計量。此外，根據國際財務報告準則第9號，實體可不可撤回地選擇於其他全面收入呈列股本投資(並非持作交易)公平值之其後變動，僅股息收入一般於損益表確認。
- 就指定為按公平值列賬及在收益表處理之金融負債而言，國際財務報告準則第9號規定金融負債信貸風險變動導致該負債公平值變動之金額於其他全面收入呈列，除非在其他全面收入確認負債之信貸風險變動影響會導致或擴大損益之會計錯配，則作別論。金融負債信貸風險變動導致金融負債之公平值變動其後不會重新分類至損益表。根據國際會計準則第39號，指定為按公平值列賬及在收益表處理之金融負債公平值變動全數金額於損益表呈列。

國際財務報告準則第9號由二零一五年一月一日或以後開始之年度期間生效，可提前應用。

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## 綜合財務報表附註

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### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued) IFRS 9 Financial Instruments (Continued)

The directors of the Company anticipate that the adoption of IFRS 9 in the future may have impact on amounts reported in respect of the Group's financial assets and financial liabilities. Regarding the Group's financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed. Changes in the fair value of financial liabilities attributable to changes in credit risk of financial liabilities that are designated as at fair value through profit or loss are disclosed in note 6.

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

In May 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including IFRS 10, IFRS 11, IFRS 12, IAS 27 (as revised in 2011) and IAS 28 (as revised in 2011).

Key requirements of these five standards are described below.

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

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」) (續) 國際財務報告準則第9號「金融工具」 (續)

本公司董事預期在未來採納國際財務報告準則第9號可能會對本集團金融資產及金融負債的報告金額產生影響，關於本集團的金融資產，未完成詳細的審閱，則不適合對該影響提供合理的預期。指定為按公平值列賬及在收益表處理之金融負債之信貸風險變動引致之金融負債公平值變動，於附註6披露。

#### 有關綜合賬目、合營安排、聯營公司及披露事項之新訂及經修訂準則

二零一一年五月頒佈一套五項有關綜合賬目、合營安排、聯營公司及披露事項之準則，包括國際財務報告準則第10號、國際財務報告準則第11號、國際財務報告準則第12號、國際會計準則第27號(於二零一一年修訂)及國際會計準則第28號(於二零一一年修訂)。

該五項準則之主要規定說明如下。

國際財務報告準則第10號取代國際會計準則第27號「綜合及獨立財務報表」處理綜合財務報表之部分。詮釋常務委員會第12號「綜合賬目 — 特設實體」，將於國際財務報告準則第10號之生效日期後撤回。根據國際財務報告準則第10號，合併只有一項基準，即是控制權。此外，國際財務報告準則第10號載有控制權之新定義，當中包括三項元素：(a)對接受投資實體之權力；(b)參與接受投資實體之業務所得可變回報之風險或權利；及(c)對接受投資實體運用其權力影響投資者回報金額之能力。國際財務報告準則第10號已新增多項指引以處理複雜情況。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

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

IFRS 11 replaces IAS 31 Interests in Joint Ventures. IFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. SIC-13 Jointly Controlled Entities — Non-monetary Contributions by Ventures will be withdrawn upon the effective date of IFRS 11. Under IFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. In contrast, under IAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations. In addition, joint ventures under IFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under IAS 31 can be accounted for using the equity method of accounting or proportionate consolidation.

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

In June 2012, the amendments to IFRS10, IFRS11 and IFRS12 were issued to clarify certain transitional guidance on the application of these five IFRSs for the first time.

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

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 有關綜合賬目、合營安排、聯營公司及披露事項之新訂及經修訂準則(續)

國際財務報告準則第11號取代國際會計準則第31號「合營企業權益」。國際財務報告準則第11號處理兩方或以上擁有共同控制權之聯合安排之分類方法。詮釋常務委員會第13號「共同控制實體—合資者之非現金出資」，將於國際財務報告準則第11號生效後撤回。根據國際財務報告準則第11號，合營安排可分類為聯合業務或合營企業，視乎安排各方之權利及義務而定。與此對照，根據國際會計準則第31號，合營安排分為三類：共同控制實體、共同控制資產及共同控制業務。此外，根據國際財務報告準則第11號，合營企業須採用權益會計法入賬，而根據國際會計準則第31號，共同控制實體可採用權益會計法或比例綜合入賬。

國際財務報告準則第12號為一項披露準則，適用於在附屬公司、合營安排、聯營公司及／或未綜合結構實體擁有權益的實體。整體而言，國際財務報告準則第12號所載的披露規定較現行準則所規定者更為全面。

於二零一二年六月，有關方面頒佈國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號之修訂本，澄清首次應用該五項國際財務報告準則之若干過渡性指引。

該五項準則連同關於過渡指引之修訂本由二零一三年一月一日或之後開始之年度期間生效，可提早應用，惟全部五項準則須同時應用。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

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

The directors of the Company anticipate that these five standards will be adopted in the Group's consolidated financial statements for the annual period beginning 1 January 2013. The application of this standard may have significant impact on amounts reported in the consolidated financial statements. However, the directors of the Company have not completed a detailed analysis of the impact of the application of these standards and hence have not been certain about the extent of the impact.

#### IFRS 13 Fair Value Measurement

IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in IFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under IFRS 7 Financial Instruments: Disclosures will be extended by IFRS 13 to cover all assets and liabilities within its scope.

IFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted. The directors of the Company anticipate that IFRS 13 will be adopted in the Group's consolidated financial statements for the annual period beginning 1 January 2013 and that the application of the new standard may not affect the amounts reported in the consolidated financial statements but may result in more extensive disclosures in the consolidated financial statements.

The directors of the Company anticipate that the application of other new or revised standards and interpretations will have no material impact on the results and the financial position of the Group.

### 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 有關綜合賬目、合營安排、聯營公司及披露事項之新訂及經修訂準則(續)

本公司董事預期，本集團的綜合財務報表將於二零一三年一月一日開始的年度期間採納此五項準則。應用此項準則可能對綜合財務報表所呈報的金額造成重大影響。然而，本公司董事並未完成用此等準則之影響之詳盡分析，故未能量化影響程度。

#### 國際財務報告準則第13號「公平值計量」

國際財務報告準則第13號設立有關公平值計量及公平值計量的披露的單一指引。該準則界定公平值、設立計量公平值的框架以及有關公平值計量的披露規定。國際財務報告準則第13號的範圍廣泛，其應用於其他國際財務報告準則規定或允許公平值計量及有關公平值計量披露的金融工具項目及非金融工具項目，惟特定情況除外。整體而言，國際財務報告準則第13號所載的披露規定較現行準則所規定者更為全面。例如，現時僅規限國際財務報告準則第7號金融工具：披露項下的金融工具的三級公平值等級的量化及定性披露將藉國際財務報告準則第13號加以擴展，以涵蓋該範圍內的所有資產及負債。

國際財務報告準則第13號於二零一三年一月一日或之後開始的年度期間生效，並可提早應用。董事預期，本集團的綜合財務報表將於二零一三年一月一日開始的年度期間採納國際財務報告準則第13號，而應用新準則可能不會對綜合財務報表所呈報的金額造成影響，惟可能導致綜合財務報表的披露更為全面。

本公司董事預期採用其他新訂或經修訂的準則及詮釋，不會對本集團業績及財務狀況構成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

The principal accounting policies are set out below:

#### Basis of consolidation

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

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

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

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

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

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

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

### 3. 重大會計政策概要

綜合財務報表已根據國際會計準則理事會頒佈的國際財務報告準則而編製。另外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定的適用披露。

綜合財務報表按歷史成本編製（惟若干財務工具以公平值計量除外），詳情載於以下會計政策。歷史成本一般按照就換取資產所付出代價的公平值釐定。

主要會計政策載列如下：

#### 綜合基準

綜合財務報表包括本公司及本公司所控制實體（其附屬公司）的綜合財務報表。當本公司有權支配實體的財務及經營政策並從其業務中獲益時，即視為擁有該實體的控制權。

於年內收購或出售的附屬公司收入及開支自收購生效日期起及直至出售生效日期止（視情況而定）在綜合全面收益表入賬。

附屬公司的財務報表於必要時會作出調整，致令所採用的會計政策與本集團其他成員公司所採用者一致。

所有集團內公司間的交易、結餘、收入及開支於綜合賬目時對銷。

於附屬公司的非控制權益與其於本集團的權益分開呈列。

#### 將全面收益總額分配至非控制權益

即使會導致非控制權益出現赤字餘額，附屬公司全面收支總額仍歸入本公司擁有人及非控制權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

#### Business combinations

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

### 3. 重大會計政策概要(續)

#### 本集團於現有附屬公司之擁有權權益之變動

倘本集團於附屬公司之擁有權權益之變動並無導致本集團失去附屬公司之控制權，有關變動會入賬列作權益交易。本集團之權益與非控制權益之賬面值會作出調整，以反映彼等於附屬公司之相關權益之變動。非控制權益之調整金額與已付或已收代價公平值之差額乃直接於權益中確認及歸屬於本公司擁有人。

倘本集團失去一間附屬公司之控制權，則其 (i) 於失去控制權當日取消按賬面值確認該附屬公司之資產(包括任何商譽)及負債，(ii) 於失去控制權當日取消確認前附屬公司任何非控股權益(包括彼等應佔之其他全面收益之任何組成部份)之賬面值，及(iii) 確認所收取代價之公平值及任何保留權益之公平值之總額，所產生之差額於損益內確認為本集團應佔之收益或虧損。倘該附屬公司之資產按重估金額或公平值列賬，而相關累計收益或虧損已於其他全面收益內確認並累計入權益，則先前於其他全面收益確認並累計入權益之款額，將按猶如本集團已直接出售相關資產入賬(即根據適用之國際財務報告準則重新分類至損益或直接轉撥至保留溢利)。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據國際會計準則第39號金融工具：確認及計量於其後入賬時被列作初步確認之公平值，或(如適用)於初步確認時之於聯營公司或共同控制實體之投資成本。

#### 業務合併

業務收購乃採用收購法入賬。於業務合併轉撥之代價按公平值計量，而計算方法為本集團所轉撥資產、本集團對被收購方原擁有人產生之負債及本集團就交換被收購方之控制權發行之股權於收購日期之公平值總和。與收購事項有關之成本於產生時在損益賬中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations (Continued)

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

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

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

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

### 3. 重大會計政策概要(續)

#### 業務合併(續)

於收購日期，已收購之可識別資產及已承擔負債於收購日期按其公平值予以確認，惟下列各項除外：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產分別根據國際會計準則第12號「所得稅」及國際會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份為基礎付款安排有關或以本集團以股份為基礎付款安排取代被收購方以股份為基礎付款安排之負債或股本工具乃根據國際財務報告準則第2號「以股份為基礎付款」於收購日期計量(見下文會計政策)；及
- 根據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業務」劃分為持作出售之資產(或出售組合)根據該項準則計量。

商譽是以所轉撥的代價、非控股權益於被收購方中所佔金額、及收購方以往持有的被收購方股權的公平值(如有)的總和，減所收購的可識別資產及所承擔的負債於收購日期的淨值後，所超出的差額計值。倘經過評估後，所收購的可識別資產淨值與所承擔負債於收購日期的淨額高於轉撥的代價，非控股權益於被收購方中所佔金額以及收購方以往持有的被收購方股權的公平值(如有)的總和，則差額即時於損益內確認為議價收購收益。

屬現時擁有權權益且於清盤時賦予其持有人按比例分佔實體資產淨值之非控制股東權益可初步按公平值或非控制股東權益應佔被收購方可識別資產淨值之已確認金額比例計量。計量基準之選擇乃按每次交易為基礎。其他類型之非控制股東權益乃按其公平值或按另一項準則要求之適用基準計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations (Continued)

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39 or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

#### Merger accounting for business combination involving entities under common control

The consolidated financial statements incorporate the financial statements items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

### 3. 重大會計政策概要(續)

#### 業務合併(續)

本集團於一項業務合併轉移的代價包括或然收購代價安排所產生資產或負債，或然代價乃按收購日之公平值計算，被視為合資格作計算期間調整代價之一部分，合資格作計算期間調整的或然代價公平值變動可作追溯調整，亦可就商譽作出相應調整。計算期之調整是於「計算期間」因取得截至收購日出現之事件及環境的額外資訊所作調整。計算期於收購日起計不可超過一年。

其後之或然代價公平值變動之會計賬目於計算期之調整是否符合資格，須視乎或然代價之分類。或然代價被分類為股權時於其後之報告日期不會重新計量，及後之支付則視作於股本之內。或然代價被分類為資產或負債時於其後之報告日期須根據國際會計準則第39號或國際會計準則第37號撥備。或然負債及或然資產(視適用情況而定)重新計量，相關收益或虧損則於損益確認。

#### 涉及共同控制實體業務合併的合併會計法

綜合財務報表包括發生共同控制合併的合併實體或業務的財務報表項目，猶如合併實體或業務從首次受控制方控制當日已被合併。

合併實體或業務的資產淨值已按控制方預期的現有賬面值綜合入賬。以控制方權益持續為限，並無就商譽，或收購方於被收購方的可識別資產、負債及或然負債的公平淨值中的權益超過共同控制合併時成本的部份，確認任何金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Merger accounting for business combination involving entities under common control (Continued)

The consolidated statement of comprehensive income statement includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the end of the previous reporting period or when they first came under common control, whichever is shorter.

#### Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units (the "CGU") (or groups of CGU) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of the each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

### 3. 重大會計政策概要(續)

#### 涉及共同控制實體業務合併的合併會計法(續)

綜合全面收益表包括合併實體或業務各自所呈列的最早日期或自合併實體或業務開始受到共同控制之日以來(以較短期間為準,毋須考慮共同控制合併的日期)的業績。

比較金額於綜合財務報表呈列,猶如實體或業務已於過往報告期末或首次受共同控制起(以較短者為準)合併。

#### 商譽

收購業務產生之商譽按成本減任何累計減值虧損(如有)列賬,並於合併財務狀況表單獨呈列。

就減值測試目的而言,商譽會分配至預期將自合併協同效益獲益之各現金產生單位(「現金產生單位」)(或多個現金產生單位)。

獲分配商譽之現金產生單位將每年及或更頻密,於有跡象顯示單位可能出現減值時進行測試。就於報告期間內收購產生商譽而言,所獲分配商譽之現金產生單位於報告期間結束前進行減值測試。倘現金產生單位之可收回價值少於其賬面值,則分配減值虧損,首先調低分配至該單位之任何商譽賬面值,然後根據單位內各資產之賬面值按比例分配至單位其他資產。任何商譽減值虧損均直接於合併收入表損益賬內確認。商譽確認之減值虧損不會於其後期間撥回。

就出售相關現金產生單位而言,商譽應佔款額會於釐定出售盈虧時考慮。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

#### Revenue recognition

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

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the cost incurred or to be incurred in respect of the transaction can be measured reliably.

### 3. 重大會計政策概要(續)

#### 持作出售之非流動資產

非流動資產及出售組別之賬面值如可主要透過出售交易而非透過持續使用而收回，則會分類為持作出售。此條件僅於很可能達成出售及非流動資產(或出售組別)可於現況下即時出售時方告符合。管理層必須對出售作出承擔，而出售預期應可於分類日期起計一年內合資格確認為已完成出售。

當本集團致力進行涉及失去附屬公司控制權之出售計劃時，於符合上述標準之情況下，該附屬公司之全部資產及負債均會被分類為持作出售，而不論本集團是否將於出售後在其前附屬公司保留非控制權益。

分類為持作出售之非流動資產(及出售組別)按其先前賬面值與公平值減出售成本兩者中之較低者計量。

#### 收益確認

收入按已收或應收代價的公平值，並代表在日常業務過程中，就銷售貨品及提供服務經扣除折扣及相關稅項後的應收金額。

銷售貨品之收益於達成以下條件時(即交付貨物及所有權轉移之時)予以確認：

- 本集團已將貨品所有權上之絕大部份風險及回報轉移予買方；
- 本集團並無參與一般與該物業有關的持續管理，亦無保留有關物業的實際控制權；
- 收益金額可以可靠地計量；
- 與交易相關之經濟利益很可能流入該實體；及
- 有關交易所產生或將予產生之成本可以可靠地計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### Property, plant and equipment

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

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than properties under construction less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 3. 重大會計政策概要(續)

#### 收益確認(續)

金融資產的利息收入乃於本集團可取得有關經濟利益及能可靠地計算收入金額時確認。利息收入(按公平值計入損益的金融資產除外)參照未償還本金額及適用的實際利率按時間基準累計。適用的實際利率指將金融資產於整個預計年期內的估計日後現金收入實際折現至該資產首次確認時之賬面淨值的利率。

#### 物業、廠房及設備

物業、廠房及設備及持作生產或供應貨物或服務或作行政用途之樓宇，乃於綜合財務狀況報表按成本減其後之累計折舊及累計減值虧損(如有)列賬。

除在建工程外，物業、廠房及設備項目在計及其剩餘價值後，以其估計可使用年期以直線法折舊以撇銷其成本。估計可使用年期、剩餘價值及折舊方法將於各個報告期末審閱，任何估計變動的影響按相應基準入賬。

在建工程以供生產、供應或作行政用途之物業以成本減任何已確認減值虧損列賬。成本包括專業費，就合資格資產而言亦包括根據本集團會計政策資本化之借貸成本。該等物業於落成及可作擬定用途時分類為物業、廠房及設備之適當類別。此等資產乃於資產可作擬定用途時開始按與其他物業資產相同之基準計提折舊。

物業、廠房及設備項目於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目所產生任何盈虧以出售所得款項與該資產賬面值之差額計算並於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing

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

#### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

### 3. 重大會計政策概要(續)

#### 租賃

凡租賃條款將所有權的絕大部分風險及回報轉移至承租人的租賃，均列作融資租賃。所有其他租賃則列作經營租賃。

#### 本集團作為承租人

經營租賃之款項乃以直線法基準按租期確認為開支，除非另有系統性基準，更能代表租賃資產的經濟利益被消耗之時間模式，則另作別論。經營租賃所產生或然租金於產生期間確認為開支。

當訂立經營租賃時收到租金優惠，該等優惠會確認為負債。所有租金優惠以直線法確認為遞減租金開支，除非另有系統性基準，更能代表租賃資產的經濟利益被消耗之時間模式，則另作別論。

#### 租賃土地及樓宇

當租賃包括土地及樓宇部分，除非顯然兩部分均為經營租賃(在該情況下，整項租賃分類為經營租賃)，否則本集團根據對各部分的擁有權所承擔的絕大部份風險及回報是否已轉移本集團進行的評估，獨立評估各部分分類為融資或經營租賃。具體而言，最低租賃款項(包括任何一次性預付款項)乃按租賃開始時租賃的土地部分及樓宇部分中租賃權益的相對公平值比例，在土地及樓宇部分之間作出分配。

倘能可靠地分配租賃費用，則列作經營租賃的租賃土地的權益將作為「預付租賃款項」於綜合財務狀況表列賬，並按租賃年期以直線法攤銷。倘不能可靠地分配土地及樓宇部分的租賃款項，整項租賃一般分類為融資租賃，並作為物業、廠房及設備列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies

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

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

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

#### Borrowing costs

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

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

### 3. 重大會計政策概要(續)

#### 外幣

編製各集團實體的財務報表時，以非該實體功能貨幣(外幣)進行的交易須按交易當日的匯率以各自的功能貨幣(即該實體經營所在主要經濟環境的貨幣)列賬。於各報告期末，以外幣計值的貨幣項目均按結算日當日的匯率重新換算。以外幣計值按歷史成本計量的非貨幣項目則毋須重新換算。

因結算及重新換算貨幣項目而產生的匯兌差額均於產生期間於損益內確認。

為呈列綜合財務報表，本集團國外業務的資產及負債按報告期末的匯率換算成本集團的呈列貨幣(即人民幣)，而收支則按期內平均匯率換算。所產生匯兌差額(如有)確認為其他全面收益並於股權累計(換算儲備)。

#### 借貸成本

直接用作收購、建造或生產合資格資產(即需要相當長期間以達致其擬定用途或銷售的資產)的借貸成本，加入為該等資產的部分成本，直至該等資產大致用作其擬定用途或銷售。用於合資格資產的特定借款在其尚未支銷時用作暫時投資所賺取的投資收入，乃於合資格資本化的借貸成本內扣除。

所有其他借貸成本於產生期間在損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### Retirement benefit costs

Payments to state-managed retirement benefits schemes are charged as expenses when employees have rendered service entitling them to the contributions.

#### Taxation

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

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

### 3. 重大會計政策概要(續)

#### 政府補助

直至合理確定本集團將會符合政府補助所附的條件及將會收取補助時方確認政府補助。

政府補助乃於本集團確認補助擬補償的相關成本開支期間，有系統於損益內確認。具體而言，政府補助的首要條件為，本集團應購置、興建或以其他方式獲得非流動資產，並在綜合財務狀況表內確認為遞延收入及於有關資產的使用年期轉撥至損益。

政府補助作為彌補已產生開支或損失，以及向本集團提供並無未來相關成本的即時財務援助，於收取期內於損益確認。

#### 退休福利成本

國家管理退休福利計劃的付款乃於僱員提供有權享有供款的服務時作為開支扣除。

#### 稅項

所得稅開支指即期應付稅項與遞延稅項的總和。

即期應付稅項乃根據年內的應課稅溢利計算。由於應課稅溢利不包括須於其他年度應課稅或可扣稅的收入或開支項目，亦不包括毋須課稅或不可扣稅項目，故應課稅溢利與綜合全面收益表內列賬的溢利不同。本集團的即期稅項負債乃採用於各報告期末已實施或實質上已實施的稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss.

### 3. 重大會計政策概要(續)

#### 稅項(續)

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利時採用的相應稅基之間的暫時差額確認。所有應課稅暫時差額一般均確認為遞延稅項負債。倘可能出現應課稅溢利可用作抵銷所有可扣減暫時差額，則一般確認為遞延稅項資產。若因商譽或首次確認一項交易(業務合併除外)之其他資產與負債而產生並無影響應課稅溢利或會計溢利的暫時差額，則不會確認該等資產與負債。

遞延稅項負債按於附屬公司投資的相關應課稅暫時差額確認，惟本集團可控制有關暫時差額撥回且在可見將來可能不會撥回有關暫時差額除外。與該投資相關的可扣減暫時差額所產生的遞延稅項資產，僅於有足夠應課稅溢利可抵銷暫時差額且預期暫時差額會於可見將來撥回時確認。

於各報告期末均會檢討遞延稅項資產的賬面值，並扣減至不可能再有足夠應課稅溢利以收回全部或部分資產為止。

遞延稅項資產及負債基於各報告期末已頒佈或實質上已頒佈的稅率(及稅法)按償還負債或變現資產期間的預期適用稅率計算。遞延稅項負債及資產的計量反映本集團預期於各報告期末收回或結算資產及負債賬面值的方式產生的稅務結果。遞延稅項於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Prepaid lease payments

Prepaid lease payments represent payments for leasehold land and are released over the lease terms on a straight-line basis. Prepaid lease payments which are to be released in the next twelve months or less are classified as current assets.

#### Intangible assets

##### Intangible assets acquired separately

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on non-current assets below).

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

##### Research and development expenditure

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

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

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses/revalued amounts, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

### 3. 重大會計政策概要(續)

#### 預付租金

預付租金指為租賃土地支付的款項，於租期內以直線法轉撥。於未來十二個月或較短期間內轉撥的預付租金分類為流動資產。

#### 無形資產

##### 獨立收購的無形資產

獨立收購且可使用年期有限的無形資產按成本減累計攤銷及任何累計減值虧損列賬。可使用年期有限的無形資產攤銷於其估計可使用年期以直線法計提撥備。相反，無限定可使用年期的無形資產按成本扣除任何其後累計減值虧損列賬(見下文有關非流動資產減值虧損的會計政策)。

無形資產於出售或預期日後不會因使用或出售獲得經濟利益時終止確認。終止確認無形資產所產生的損益按出售所得款項淨額與資產賬面值的差額計量，並於終止確認資產期間於損益確認。

##### 研發開支

研究活動的開支於其產生期間確認為開支。

##### 業務合併所收購的無形資產

業務合併所收購的無形資產與商譽分開確認，並初步按收購日期的公平值(視為其成本)確認。

初步確認後，具備有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損/重估金額(即於重估日期之公平值減其後累計攤銷及任何累計減值虧損)列賬。攤銷具備有限可使用年期之無形資產按直線法於其估計可使用年內內確認。相反，具備無限可使用年期之無形資產按成本減任何其後累計減值虧損列賬(見下文關於有形資產及無形資產減值虧損的會計政策)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of non-current assets other than financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its non-current assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

#### Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is calculated using the weighted average method. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### 3. 重大會計政策概要(續)

#### 非流動資產(金融資產除外)的減值

於報告期末，本集團均會審閱非流動資產之賬面值，以釐定此等資產有否出現減值跡象。倘有任何減值虧損跡象出現，將會評估有關資產之可收回金額，藉以釐定減值虧損(如有)之程度。倘若有關資產之可收回金額估計低於其賬面值，則該資產之賬面值會減至可收回金額。減值虧損即時確認為開支。

倘減值虧損其後撥回，則該資產之賬面值會增加至經修訂估計可收回金額，惟增加後的賬面值不得超出倘以往年度並無就該項資產確認減值虧損而應有的賬面值。減值虧損撥回即時確認為收入。

#### 存貨

存貨按成本及可變現淨值兩者的較低者入賬。成本按加權平均法計算。可變現淨值指存貨估計售價減直至完工的全部估計成本及銷售活動所需成本。

#### 金融工具

當集團實體成為工具合約條文的訂約方時，於綜合財務狀況表確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債(按公平值計入損益的金融資產及金融負債除外)而直接產生的交易成本於首次確認時於該項金融資產或金融負債的公平值中計入或扣除(如適用)。收購按公平值計入損益的金融資產或金融負債而直接應佔的交易成本會即時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets

The Group's financial assets are classified into one of the two categories, including financial assets at fair value through profit or loss ("FVTPL") and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in other gains and losses.

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

Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminated or significant reduces a measurement or recognition inconsistency that would otherwise arise; or

### 3. 重大會計政策概要(續)

#### 金融工具(續)

##### 金融資產

本集團的金融資產分類為按公平值計入損益(「按公平值計入損益」)的金融資產與貸款及應收款項兩類中的一類。分類乃取決於金融資產之性質及目的，並會於首次確認時釐定。所有從正常渠道購買或出售之金融資產以交易日基準確認或不再確認。從正常渠道進行之購買或出售，為須於法例或市場慣例訂立之期間內交付資產所購買或出售之金融資產。

##### 實際利息法

實際利息法為計算債務工具產於有關期間已攤銷成本以及分配利息收入之方法。實際利率指將債務工具於整個預計可使用年期或(倘適用)較短期間內的估計未來現金收入(包括屬於實際利率一部分的所有已付或已收費用、交易成本及其他溢價或折讓)實際折算至首次確認之賬面淨值的利率。

債務工具(分類為按公平值計入損益的金融資產除外)的利息收入按實際利息基準確認，而按公平值計入損益的金融資產的利息收入則計入其他收益及虧損。

##### 按公平值計入損益的金融資產

當金額資產為持作買賣或指定為按公平值計入損益之金融資產，則會分類為按公平值計入損益之金融資產。

滿足下述條件的金融資產(持作買賣的金融資產除外)可在初始確認時被指定為按公平值計入損益：

- 該指定消除或大幅減少了可能出現的計量或確認方面的一致性；或

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets at fair value through profit or loss (Continued)

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

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, bills receivable, consideration receivable from disposal of a subsidiary, dividend receivable from a former subsidiary, receivable from disposal of property, plant and equipment, advances to staff, advances to non-controlling shareholders of a subsidiary, deposits in margin accounts for derivatives, other receivables, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

#### Impairment of financial assets

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

### 3. 重大會計政策概要(續)

#### 金融工具(續)

#### 按公平值計入損益的金融資產(續)

- 該金融資產是一組金融資產或金融負債或金融資產和金融負債組合的一部分，而根據本集團制定的風險管理或投資策略，該項資產的管理和績效評估是以公平值為基礎進行，並且有關分組的信息是按此基礎向內部提供；或
- 其構成包含一項或多項嵌入衍生工具的合同的一部分，而國際會計準則第39號允許將整個組合合同(資產或負債)指定為按公平值計入損益。

按公平值計入損益的金融資產以公平值計量，重新計量產生的公平值變動在產生期間直接在損益確認。於損益確認之盈虧淨額包括該金融資產所賺取之任何股息或利息。

#### 貸款及應收款項

貸款及應收款項為具有固定或可釐定付款之非衍生金融資產，該等資產於活躍市場上並無報價。初次確認後，貸款及應收款項(包括貿易應收款項、應收票據、出售附屬公司的應收代價、應收前附屬公司的股息、出售物業、廠房及設備的應收款項、對員工提供的墊款、對附屬公司非控股股東提供的墊款、衍生工具保證金賬戶之按金、其他應收款項、已抵押銀行存款及銀行結餘及現金)乃使用實際利息法按攤銷成本減任何已識別減值虧損列賬(見下文有關金融資產減值虧損的會計政策)。

#### 金融資產減值

金融資產(按公平值計入損益的金融資產除外)會於各報告期末評定是否有減值跡象。當有客觀證據顯示金融資產之預期未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時，該金融資產視為已減值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Impairment of financial assets (Continued)

For all financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization; or
- disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

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

### 3. 重大會計政策概要(續)

#### 金融工具(續)

#### 金融資產減值(續)

所有金融資產的減值客觀證據可包括：

- 發行人或對方出現重大財政困難；或
- 違反合約如逾期交付或拖欠利息或本金；
- 借款人有可能破產或進行財務重組；或
- 由於出現財政困難，令該項金融資產缺乏活躍市場。

就按攤銷成本列賬之金融資產而言，減值虧損之金額按該資產之賬面值與按原先實際利率折現之估計未來現金流量之金融資產現值間之差額計量。

就按成本列賬之金融資產而言，減值虧損按資產賬面值與同類金融資產按現行市場回報率折現之估計未來現金流量現值間之差額計量。該項減值虧損不會於往後期間撥回。

所有金融資產之減值虧損會直接自金融資產之賬面值扣減，惟貿易應收款項則除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益確認。當貿易應收款項視為不可收回時，其將於撥備賬內撇銷。於其後收回的已撇銷款項將計入損益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Impairment of financial assets (Continued)

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

##### Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

##### Effective interest method

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

Interest expense is recognised on an effective interest basis other than those financial liabilities classified as at FVTPL, of which the interest expense is included in net gains or losses.

### 3. 重大會計政策概要(續)

#### 金融工具(續)

##### 金融資產減值(續)

就按攤銷成本計量的金融資產而言，倘於其後期間其減值虧損之金額減少，而該減少可以客觀地與確認減值虧損後發生之一項事件有關，則先前已確認之減值虧損透過損益撥回，惟該資產撥回減值當日之賬面值不得超過該資產於未確認減值時之攤銷成本。

##### 金融負債及股權工具

集團實體發行之債務及股權工具乃根據合約安排之主旨與金融負債及股權工具之定義分類作金融負債或權益。

##### 股權工具

股權工具乃證明本集團於扣減其所有負債後之資產中擁有剩餘權益之任何合約。本集團發行之股權工具按已收所得款項經扣除直接發行成本後確認。

##### 實際利息法

實際利息法為計算金融負債於有關期間之攤銷成本以及分配利息支出之方法。實際利率指將金融負債於預計可使用年期或(如適用)較短期間內的估計未來現金付款(包括構成實際利率部分的所有已付或已收費用及點子、交易成本及其他溢價或折讓)實際折算至初次確認時的賬面淨值的利率。

利息開支按實際利息基準確認，而分類為按公平值計入損益的金融負債的利息開支計入損益淨額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL on initial recognition.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminated or significant reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 Financial Instruments: Recognition and Measurement permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any interest paid on the financial liabilities.

##### Other financial liabilities

Other financial liabilities (including bank borrowings and trade payables, bills payable, payables for acquisition of property, plant and equipment, payrolls and staff cost payables, advances from non-controlling shareholders of a subsidiary, other payables) are subsequently measured at amortised cost, using the effective interest method.

##### Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

### 3. 重大會計政策概要(續)

#### 金融工具(續)

##### 按公平值計入損益的金融負債

當金融資產於初始確認時為持作買賣或指定為按公平值計入損益之金融負債，則會分類為按公平值計入損益之金融負債。

滿足下述條件的金融負債(持作買賣的金融負債除外)可在初始確認時被指定為按公平值計入損益：

- 該指定消除或大幅減少了可能出現的計量或確認方面的一致性；或
- 該金融負債是一組金融資產或金融負債或金融資產和金融負債組合的一部分，而根據本集團制定的風險管理或投資策略，該項資產的管理和績效評估是以公平值為基礎進行，並且有關分組的信息是按此基礎向內部提供；或
- 其構成包含一項或多項嵌入衍生工具的合同的一部分，而國際會計準則第39號金融工具：確認及計量允許將整個組合合同(資產或負債)指定為按公平值計入損益。

按公平值計入損益之金融負債按公平值計量，重新計量時產生的公平值變動在產生期間直接在損益確認。於損益表確認之損益淨額包括該金融負債之任何已付利息。

##### 其他金融負債

其他金融負債(包括銀行借貸及貿易應付款項、應付票據、收購物業、廠房及設備之應付款項、工資及員工成本應付款項、附屬公司非控股股東提供的墊款、其他應付款項)其後採用實際利率法按攤銷成本計量。

##### 衍生金融工具

衍生工具按公平值於衍生工具合約訂立當日首次確認，其後於各報告期末重新計量至其公平值。所引致之盈虧即時於損益確認，除非衍生工具指定及實際作為對沖工具，則於損益確認的時間取決於對沖關係的性質。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

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

### 3. 重大會計政策概要(續)

#### 金融工具(續)

##### 終止確認

只有當資產現金流的合約權利屆滿時，或將其金融資產或該等資產所有權之絕大部份風險及回報轉移予另一實體時，本集團方會不再確認金融資產。倘本集團並未轉移亦未保留所有權之絕大部份風險及回報，並繼續控制已轉移資產，則本集團會確認其於資產之保留權益及可能需要支付之相關負債款項。倘本集團保留已轉讓金融資產所有權之絕大部份風險及回報，本集團繼續確認金融資產及同時亦就已收取之所得款項確認有抵押借貸。

於不再全面確認金融資產時，資產賬面值與已收及應收代價及已於其他全面收益確認及於權益累計之累計盈虧之總和之差額，將於損益賬中確認。

除全面終止確認外，於終止確認金融資產時，本集團將金融資產之過往賬面值在其仍確認之部份及不再確認之部份之間，按照該兩者於轉讓日期之相關公平值作出分配。不再確認部份獲分配之賬面值與該部份已收代價及其已於其他全面收益確認獲分配之任何累計收益或虧損之總和間的差額，乃於損益內確認。已於其他全面收益確認之累計收益或虧損乃按繼續確認部份及不再確認部份之相關公平值在該兩者間作出分配。

本集團於及僅於有關合約所訂明責任解除、取消或屆滿時終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之差額於損益確認。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Share based payment transactions

##### Equity-settled share-based payment transactions

The fair value of services received determined by reference to the fair value of equity instruments granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share awards reserve).

At the end of the reporting period, the Group revises its estimates of the number of equity instruments that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share awards reserve.

### 4. KEY SOURCES OF ESTIMATION

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the 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.

#### (a) Estimated impairment of inventories

The Group assesses periodically if the inventories have been suffered from any impairment in accordance with the accounting policy stated in note 3. The amount of the impairment loss is measured as the difference between inventories' cost and net realizable values.

### 3. 重大會計政策概要(續)

#### 股份支付之交易

##### 以權益結算股份支付之交易

已收取服務之公平值乃經參考於授出日期已授出股權工具之公平值後釐定，乃按直線法於歸屬期內支銷，並會在股權(股份獎勵儲備)中作出相應增加。

於報告期末，本集團修訂其對預期將最終歸屬之股權工具數目估計。修訂歸屬期間估計之影響(如有)乃於損益確認，並會在股份獎勵儲備中作出相應調整。

### 4. 估計之主要來源

本公司董事於應用附註3所述之本集團會計政策時須就無法直接通過其他來源獲得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設是基於歷史經驗及視為相關之其他因素。實際結果可能與該等估計存在差異。

本集團持續檢討估計及相關假設。如會計估計之修訂僅對修訂期間產生影響，則其影響僅在修訂期間確認；如會計估計之修訂對當期及未來期間均產生影響，則相關影響將在修訂期間和未來期間進行確認。

於報告期末，估計不確定性之主要來源(具有相當風險導致下個財政年度之資產及負債賬面值出現重大調整)如下。

#### (a) 存貨的估計減值

本集團會定時根據附註3所載的會計政策評估存貨是否已經出現任何減值。減值虧損的金額按存貨成本與可變現淨值之間的差額計算。

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### 4. KEY SOURCES OF ESTIMATION (Continued)

#### (a) Estimated impairment of inventories (Continued)

The identification of impairment of inventories requires the use of judgment and estimates of expected net realizable value. Where the actual net realizable value is different from the original estimate, a material impairment loss may arise. As at 31 December 2012, the directors of the Company estimate that the allowance of inventory was recognised amounting to RMB3,687,000 (2011: Nil) for slow moving. As at 31 December 2012, the carrying amount of the inventories is RMB327,317,000 (2011: RMB319,518,000).

#### (b) Estimated impairment of loan and receivables included in trade and other receivables

As explained in note 3, loan and receivables included in trade and other receivables are initially measured at fair value, and are subsequently measured at amortised cost using the effective interest method less impairment. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The amount of the impairment 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 been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition).

The Group does not require collateral or other security against its loan and receivables included in trade and other receivables. The Group performs ongoing evaluation of the financial conditions of the Group's loan and receivables included in trade and other receivables and when the balances would not be settled as expected; the Group would impair the balances and make necessary provision therefore.

### 4. 估計之主要來源(續)

#### (a) 存貨的估計減值(續)

辨別存貨減值須對預計可變現淨值運用判斷及估計。倘實際可變現淨值有別於原先估計，則可能產生重大減值虧損。於二零一二年十二月三十一日，本公司董事估計因滯銷而確認之存貨撥備金額為人民幣3,687,000元(二零一一年：無)。於二零一二年十二月三十一日，存貨之賬面值為人民幣327,317,000元(二零一一年：人民幣319,518,000元)。

#### (b) 計入貿易及其他應收款項的貸款及應收款項的估計減值

如附註3所載，計入貿易及其他應收款項的貸款及應收款項初步按公平值計量，其後按實際利息法以攤銷成本扣除減值計量。倘有客觀證據顯示資產減值，則會對於損益中確認的估計不可收回款項作出適當撥備。減值虧損款項按資產賬面值及按金融資產原實際利率(即首次確認時計算的實際利率)貼現的估計日後現金流量現值(不包括並未涉及的未來信貸虧損)之間的差額計算。

本集團並未就計入其貿易及其他應收款項的貸款及應收款項要求抵押或其他擔保。本集團持續評估計入貿易及其他應收款項的貸款及應收款項的財務狀況，且當結餘不能按預期結算時，本集團會扣減相關計入貿易及其他應收款項的貸款及應收款項的結餘並作出必要撥備。

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#### 4. KEY SOURCES OF ESTIMATION (Continued)

##### (b) Estimated impairment of loan and receivables included in trade and other receivables

(Continued)

The identification of bad and doubtful debts on loan and receivables included in trade and other receivables requires the use of judgment and estimates of expected future cash flows. Where the actual future cash flows are less than expected, a material impairment loss may arise. The directors of the Company are satisfied that this risk is minimal and adequate allowance for doubtful debts was provided during the two years ended 31 December 2011 and 2012. As at 31 December 2012, the carrying amounts of loan and receivables included in trade and other receivables are approximately RMB850,157,000 net of allowances for doubtful debts of approximately RMB2,834,000 (2011: RMB966,179,000, net of allowances for doubtful debts of approximately RMB1,239,000).

##### (c) Useful life and residual value of property, plant and equipment

The management determines the residual value, useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual residual value and useful lives of property, plant and equipment of similar nature and functions and may vary significantly as a result of technical innovation and keen competition from competitors, resulting in higher depreciation charge and/or write-off or write-down of technically obsolete assets when residual value or useful lives are less than previously estimated. As at 31 December 2012, the carrying amount of property, plant and equipment of the Group is approximately RMB712,507,000 (2011: RMB655,398,000).

#### 4. 估計之主要來源(續)

##### (b) 計入貿易及其他應收款項的貸款及應收款項的估計減值(續)

辨別計入貿易及其他應收款項的貸款及應收款項的呆壞賬需要對預計未來現金流量運用判斷及估計。倘實際日後現金流量少於預期，則可能產生重大減值虧損。本公司董事信納該風險甚微，且已就截至二零一一年及二零一二年十二月三十一日止兩個年度期間的呆壞賬計提足夠的撥備。於二零一二年十二月三十一日，計入貿易及其他應收款項之貸款及應收款項之賬面值約為人民幣850,157,000元，已扣除呆賬撥備約人民幣2,834,000元(二零一一年：人民幣966,179,000元，已扣除呆賬撥備約人民幣1,239,000元)。

##### (c) 物業、廠房及設備的可使用年期及剩餘價值

管理層釐定其物業、廠房及設備的剩餘價值、可使用年期及有關折舊費用。有關估計乃根據過往對性質及功能相若的物業、廠房及設備的實際剩餘價值及可使用年期的估計經驗而進行，可能會因技術創新及競爭對手的激烈競爭而出現重大變動，倘剩餘價值或可使用年期低於預先估計，會導致折舊開支增加及／或需撇銷或撇減技術陳舊資產。於二零一二年十二月三十一日，本集團物業、廠房及設備的賬面值約為人民幣712,507,000元(二零一一年：人民幣655,398,000元)。

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## 綜合財務報表附註

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### 4. KEY SOURCES OF ESTIMATION (Continued)

#### (d) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of respective CGUs to which goodwill has been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the CGUs involving various assumptions as detailed in note 20. Where the actual future cash flows are less than expected, impairment loss may arise. As at 31 December 2012, goodwill of RMB7,488,000 (2011: Nil) was impaired.

#### (e) Impairment of non-current assets other than goodwill

Non-current assets include property, plant and equipment, prepaid lease payments, and intangible assets, which are carried at cost less accumulated depreciation/amortisation and accumulated impairment losses, if any, and prepayments for acquiring lands, which are carried at cost less impairment, if any. These carrying amounts are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgment in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

### 4. 估計之主要來源(續)

#### (d) 商譽減值

釐定商譽是否出現減值須估計獲分配商譽之有關現金產生單位之使用價值。計算使用價值時，管理層需估計現金產生單位預期產生之未來現金流量，所涉及之各項假設已於附註20詳述。倘未來現金流量之實際金額少於預期，則會產生減值虧損。於二零一二年十二月三十一日，商譽已減值人民幣7,488,000元(二零一一年：零)。

#### (e) 商譽以外之非流動資產之減值

非流動資產(包括物業、廠房及設備、預付租金及無形資產)按成本減累計折舊／攤銷及累計減值虧損(如有)列賬，而收購土地預付款則按成本減減值(如有)列賬。當發生任何事件或環境出現變化，顯示賬面值可能無法收回時，會就該等項目的賬面值是否發生減值予以審核。若某項資產的賬面值超過其可收回金額時，按其差額確認減值損失。可回收金額以資產的公平值減銷售成本及在用會值兩者中較高者為準。

為確定資產是否存在減值，或之前引致減值的事件是否不再存在，本集團須在資產減值方面作出判斷，尤其是評估：(1)是否已發生可能影響資產價值之事件或影響資產價值之事件是否不再存在；(2)按持續使用資產或終止確認而估計未來之現金流量之淨現值能否支持該項資產之賬面值；以及(3)用於現金流量預測之合適主要假設，包括該等現金流量預測是否採用了適當折現率。改變管理層於確定減值水平所選用之假設，包括現金流量預測中採用之折現率或增長率假設，足以對減值測試中使用的淨現值產生重大影響。

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#### 4. KEY SOURCES OF ESTIMATION (Continued)

##### (f) Deferred tax assets

Deferred tax assets in relation to the impairment loss of assets, tax losses and other temporary differences have been recognised in the consolidated statement of financial position. The realisability of the deferred tax assets mainly depends on whether sufficient profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place. As at 31 December 2012, the carrying amount of deferred tax assets of the Group is approximately RMB1,744,000 (2011: RMB4,773,000).

#### 5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which included borrowings and net of cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure regularly. The Group considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through new share issues as well as rising of new borrowings or the repayment of existing borrowings.

#### 4. 估計之主要來源(續)

##### (f) 遞延稅項資產

與稅項減值虧損、稅務虧損及其他暫時差額有關的遞延稅項資產已於綜合財務狀況表中確認。遞延稅項資產是否能夠變現主要取決於未來是否有足夠可動用溢利或應課稅暫時差額。倘所產生的實際未來溢利少於預期，則可能產生遞延稅項資產重大撥回，並將於撥回期間的損益中確認。於二零一二年十二月三十一日，本集團遞延稅項資產的賬面值約為人民幣1,744,000元(二零一一年：人民幣4,773,000元)。

#### 5. 資本風險管理

本集團管理資本旨在確保集團實體可持續經營，並透過維持債務與股權的最佳平衡而為股東提供最大回報。本集團的整體策略與上一年度保持不變。

本集團的資本架構包括債務淨額(包括借貸扣除現金及現金等價物)和本公司股權持有人應佔股權(包括已發行股本、儲備及保留溢利)。

本公司董事定期檢討資本架構。本集團會考慮資本成本及各類資本相關的風險，亦透過發行新股及舉借新的借貸或償還現有借貸平衡本集團整體資本架構。

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## 綜合財務報表附註

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### 6. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>		
— Loan and receivables (including cash and cash equivalents)	— 貸款及應收款項(包括現金及現金等價物)	<b>956,613</b>	1,122,403
— Financial assets at FVTPL (Note 29)	— 按公平值計入損益的金融資產(附註29)	<b>156</b>	5,229
		<b>956,769</b>	1,127,632
<b>Financial liabilities</b>	<b>金融負債</b>		
— Liabilities measured at amortised cost	— 按攤銷成本計算的負債	<b>1,206,607</b>	1,159,453
— Financial liabilities at FVTPL (Note 29)	— 按公平值計入損益的金融負債(附註29)	—	6,311
		<b>1,206,607</b>	1,165,764

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

The Group's major financial instruments include trade and other receivables, trade and other payables, bank borrowings, derivative financial instruments, bank balances and cash. Details of these financial instruments are disclosed in respective notes.

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below.

The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group's overall strategy remains unchanged from prior year.

### 6. 金融工具

#### (a) 金融工具類別

#### (b) 金融風險管理目標及政策

本集團的主要金融工具包括貿易及其他應收款項、貿易及其他應付款項、銀行借貸、衍生金融工具、銀行結餘及現金。該等金融工具詳情於相關附註披露。

與該等金融工具有關的風險及關於如何減輕該等風險的政策載於下文。

本公司董事管理及監察該等風險，確保及時且有效地採取適當措施。本集團的整體策略與上一年度保持不變。

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### 6. FINANCIAL INSTRUMENTS (Continued)

#### (c) Market risk

The Group's activities expose it primarily to the market risks including interest rate risk (see note 6(c)(i) below), foreign currency risk (see note 6(c)(ii) below) and commodity price risk (see note 6(c)(iii) below).

There has been no change to the Group's exposures to these market risks or the manner in which it manages and measures the risks from prior year.

#### (i) Interest rate risk management

The Group's fair value interest rate risk relates primarily to its fixed rates bank borrowings, interest bearing other receivable and pledged bank deposits.

The Group is also exposed to cash flow interest rate risk through the impact of rate changes on variable interest bearing financial assets and liabilities, mainly bank balances and variable rate bank borrowings which carried at prevailing market interest rates. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the directors of the Company will consider hedging significant interest rate risk should the need arise.

The sensitivity analysis below has been determined based on the exposure to interest rates for variable interest bearing bank balances and variable rates bank borrowings (other than those classified as held for sale) at the end of each reporting period and assumed that the amount of assets and liabilities outstanding at the end of each reporting period was outstanding for the whole year.

### 6. 金融工具(續)

#### (c) 市場風險

本集團業務主要面對的市場風險包括利率風險(見下文附註6(c)(i))、外匯風險(見下文附註6(c)(ii))及商品價格風險(見下文附註6(c)(iii))。

本集團所面臨的該等市場風險或其管理及計量風險的方法與上一年度比較概無任何變動。

#### (i) 利率風險管理

本集團的公平值利率風險主要涉及定息銀行借貸、計息其他應收款項及已抵押銀行存款。

本集團亦因浮動計息金融資產及負債(主要為銀行結餘及浮動利率的銀行借貸)利率變動的影響而面對現金流量利率風險。本集團目前並無使用任何衍生合約以對沖其利率風險。然而，本公司董事將於需要時考慮對沖重大利率風險。

以下敏感度分析乃按照各報告期末浮動計息銀行結餘及浮息銀行借貸(分類為持作出售者除外)所面對的利率風險而釐定，並假設於各報告期末未償還資產及負債的金額於整個年度均未償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. FINANCIAL INSTRUMENTS (Continued)

#### (c) Market risk (Continued)

##### (i) Interest rate risk management (Continued)

If interest rates on bank balances had been 5 basis points higher, and all other variables were held constant, the potential effect on post-tax results is as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Decrease in post-tax loss for the year	年內稅後虧損減少	31	–
Increase in post-tax profit for the year	年內稅後溢利增加	–	69

If interest rates on variable rate bank borrowings had been 50 basis points higher and all other variables were held constant, the potential effect on post-tax profit is as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Increase in post-tax loss for the year	年內稅後虧損增加	1,631	–
Decrease in post-tax profit for the year	年內稅後溢利減少	–	1,984

There would be an equal and opposite impact on the above post-tax results, should the aforesaid interest rates be lower in the above sensitivity analysis.

The above sensitivity analysis represents interest rate used when reporting interest rate risk internally to key management and represents management's assessment of the reasonably possible change in interest rate. In the opinion of the directors of the Company, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposures do not reflect the exposure during the year.

### 6. 金融工具(續)

#### (c) 市場風險(續)

##### (i) 利率風險管理(續)

倘銀行結餘適用的利率上升5個基點，而所有其他變數維持不變，則對稅後業績的潛在影響如下：

倘浮息銀行借貸的利率上升50個基點，而所有其他變數維持不變，則對稅後溢利的潛在影響如下：

倘前述利率低於上述敏感度分析，則會對上述稅後業績有相等及相反之影響。

上述敏感度分析代表向主要管理層內部報告利率風險時採用的利率及代表管理層對利率可能合理變動的評估。本公司董事認為，由於年末風險並不反映年內的風險，故此敏感度分析並不反映內在利率風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. FINANCIAL INSTRUMENTS (Continued)

#### (c) Market risk (Continued)

##### (ii) Foreign currency risk management

Foreign currency risk is the risk that the holding of monetary assets and liabilities and entering into transactions denominated in foreign currencies which will affect the Group's financial position and performance as a result of a change in foreign currency exchange rates. At the end of the financial period, certain trade and other receivables, pledged bank deposits, bank balances and cash, trade and other payables, bank borrowings, exchange contracts and cancellable foreign currency forward swaps contracts of the Group are denominated in or linked to foreign currencies, details of which are set out in respective notes, expose the Group to foreign currency risk.

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

		Assets 資產		Liabilities 負債	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
		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
United States Dollars ("USD")	美元(「美元」)	423,232	265,785	275,340	258,298
Hong Kong Dollars ("HKD")	港元(「港元」)	124	115	-	-
		423,356	265,900	275,340	258,298

The Group is mainly exposed to the currency of the USD and HKD.

The following table details the Group's sensitivity to one percent (2011: one percent) increase in RMB against USD which represents the management's assessment of the reasonable possible change in foreign exchange rates. As the Group's sensitivity to HKD is insignificant, no sensitivity analysis was presented. The sensitivity analysis of the Group's includes outstanding foreign currency denominated monetary items and adjusts their translation for one percent (2011: one percent) change in foreign currency rates at the end of the reporting period.

### 6. 金融工具(續)

#### (c) 市場風險(續)

##### (ii) 外幣風險管理

外幣風險為持有貨幣資產及負債，並以外幣計值訂立交易的風險，將因外幣匯率變動影響本集團的財政狀況及表現。於財政期間結束時，本集團因若干貿易及其他應收款項、已抵押銀行存款、銀行結餘及現金、貿易及其他應付款項、銀行借貸、外匯合約及可撤銷外幣遠期掉期合約承擔外幣風險，該等項目均以外幣計值或與外幣掛鈎，詳情載於相關附註。

本集團於報告期末以外幣計值的貨幣資產及貨幣負債的賬面值如下：

本集團主要面對美元及港元貨幣風險。

下表詳列本集團就人民幣兌美元及匯率升值1%(二零一一年：1%)的敏感度，代表管理層對外匯率的合理潛在變動作出的評估。由於本集團對港元的敏感度並不重大，故並無呈列分析。本集團敏感度分析包括以外幣計值的尚未支付貨幣項目，並於報告期末以外幣匯率之1%(二零一一年：1%)變動調整其換算。

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## 綜合財務報表附註

For the year ended 31 December 2012  
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### 6. FINANCIAL INSTRUMENTS (Continued)

#### (c) Market risk (Continued)

##### (ii) Foreign currency risk management (Continued)

If RMB strengthen one percent (2011: one percent) against USD and all other variables were held constant, the potential effect on post-tax results is as follows:

		2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Increase in post-tax loss for the year	年內稅後虧損增加	1,591	–
Decrease in post-tax profit for the year	年內稅後溢利減少	–	973

There would be an equal and opposite impact on the above post-tax results, should the aforesaid foreign exchange rate be weakened in the above sensitivity analysis.

The above sensitivity analysis represents foreign exchange rate changes used when reporting internally to key management and represents management's assessments of reasonably possible change in foreign exchange rate. In the opinion of the directors of the Company, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposures do not reflect the exposure during the year.

##### (iii) Commodity price risk

The Group's commodity price risk of financial instruments is mainly the exposure to fluctuations in the prevailing market price of copper which are the major raw materials purchased by the Group through the commodity derivative contracts entered and the details of which are set out in note 29(a).

The Group considers that the commodity price risk effect in post-tax profit for the two years ended 31 December 2012 and 2011 is insignificant and no sensitivity analysis is presented.

### 6. 金融工具(續)

#### (c) 市場風險(續)

##### (ii) 外幣風險管理(續)

倘人民幣兌美元升值1%(二零一一年:1%)，而其他變數維持不變，對稅後業績之潛在影響如下：

倘前述外匯利率在上述敏感度分析下跌，則會對上述稅後業績有相等及相反的影響。

上述敏感度分析代表向主要管理層內部報告利率風險時採用的外匯利率及代表管理層對外匯利率可能合理變動的評估。本公司董事認為，由於年末的風險並不反映年內風險，故此敏感度分析並不反映內在外匯風險。

##### (iii) 商品價格風險

本集團金融工具的商品價格風險主要為本集團透過訂立商品衍生工具合約所採購主要原料銅的現行市價波動風險，有關詳情載於附註29(a)。

本集團認為，截至二零一二年及二零一一年十二月三十一日止兩個年度稅後溢利的商品價格風險影響並不重大，故並無呈列敏感度分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 6. FINANCIAL INSTRUMENTS (Continued)

#### (d) Credit risk management

As at 31 December 2012, the Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the respective consolidated statement of financial position. The Group is also exposure to credit risk of endorsed bills arrangement with full recourse in the event of default of the issuing banks with a maximum exposure equal to the carrying amount of the bills.

In order to minimise the credit risk, the directors of the Company have delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up actions are taken to recover overdue debts. In addition, the directors of the Company review the recoverability of each trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

As at 31 December 2012, the Group has concentration of credit risk as the Group's trade receivables of approximately RMB232,966,000 (2011: RMB236,168,000) representing 32% (2011: 27%) of total trade receivables were derived from five major customers, and the Group has credit risk in the event of failure to collect the other receivables with amount of approximately RMB35,000,000 as at 31 December 2012 (2011: RMB6,977,000). In order to minimise the credit risk, the directors of the Company continuously monitor the level of exposure to ensure that follow up actions and/or corrective actions are taken promptly to lower exposure or even to recover the overdue debts. The Group has no significant concentration of credit risk on the remaining trade receivables, with exposure spread over a number of counterparties and customers.

### 6. 金融工具(續)

#### (d) 信貸風險管理

於二零一二年十二月三十一日，倘交易對手未能履行其責任，則本集團就各類已確認金融資產而面對的最大信貸風險，為綜合財務狀況表所列該等資產的賬面值。倘發出銀行違約，則本集團亦因票據背書安排(附有全額追索權)而面對信貸風險，最大風險等同票據之賬面值。

為盡量降低信貸風險，本公司董事已委派一組人員專責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進措施收回逾期債務。此外，於各報告期末，本公司董事會檢討各貿易債項的可收回性，以確保能就不可收回金額作出足夠的減值虧損。就此而言，本公司董事認為本集團的信貸風險已大大降低。

於二零一二年十二月三十一日，本集團的信貸風險集中，乃因本集團貿易應收款項約人民幣232,966,000元(二零一一年：人民幣236,168,000元)(佔貿易應收款項總額的32%(二零一一年：27%)，乃來自五大客戶，而倘本集團未能於二零一二年十二月三十一日收回其他應收款項約為人民幣35,000,000元(二零一一年：人民幣6,977,000元)，則會面對信貸風險。為盡量減輕信貸風險，本公司董事持續監控風險水平，以確保即時採取跟進及/或矯正措施，以減輕風險甚至收回逾期債務。由於風險分散於多名交易對手及訂約方，故本集團餘下貿易應收款項並無重大的集中信貸風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 6. FINANCIAL INSTRUMENTS (Continued)

#### (d) Credit risk management (Continued)

As at 31 December 2012, the Group's concentration of credit risk by geographical locations is mainly in PRC, which accounted for 90% (2011: 88%) of the total trade receivables.

The Group has concentration of credit risk on liquid funds which are deposited mainly with several banks in the PRC. However, the credit risk on bank balances is limited because the majority of the counterparties are banks with good reputation assigned by international credit-rating agencies.

#### (e) Liquidity risk management

Ultimate responsibility for liquidity risk rests with the board of directors of the Company, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. Having considered the forthcoming business plan, the Group manages liquidity risk by maintaining adequate banking facilities and continuously monitoring working capital forecast and actual cash flows. Should there be any significant change in banking facilities available, the Group will adjust the working capital forecast and business plan accordingly to maintain its liquidity.

Other than endorsed bills with full recourse which were derecognised by the Group (see note 39 for details) and discussed elsewhere in these consolidated financial statements, the following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms.

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

### 6. 金融工具(續)

#### (d) 信貸風險管理(續)

於二零一二年十二月三十一日，本集團按地理位置分類的信貸風險集中主要位於中國，佔貿易應收款項總額的90%（二零一一年：88%）。

本集團主要存放於中國數間銀行的流動資金的信貸風險集中。然而因為大部分交易對手為獲國際信貸評級代理授予良好聲譽的銀行，故銀行結餘的信貸風險屬有限。

#### (e) 流動資金風險管理

流動資金風險的最終責任由本公司董事會承擔。本公司董事會將為本集團的短期、中長期資金建立適當的流動資金風險管理框架以及流動資金管理規定。經考慮日後之經營規劃，本集團維持充足銀行融資及持續監督營運資金預測及實際現金流量，藉以管理流動資金風險。倘有可供使用銀行融資出現任何重大變動，本集團將調整營運資金預測及經營計劃，維持其流動性。

除已被本集團終止確認（詳情載於附註39）及此等綜合財務報表其他地方討論之獲背書之票據（附有全額追索權）外，下表詳述根據協定還款期編製之本集團非衍生金融負債之餘下合約到期日。

該等表格根據本集團可被要求支付金融負債之最早日期當日之未貼現現金流量編製。該等表格包括利息及本金現金流。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 6. FINANCIAL INSTRUMENTS (Continued)

#### (e) Liquidity risk management (Continued)

In addition, the following table also details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash inflows and outflows on derivative instruments that settle on a net basis. The liquidity analysis for the Group's derivative financial instruments is prepared based on the contractual maturities as the management considers that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

### 6. 金融工具(續)

#### (e) 流動資金風險管理(續)

此外，下表亦詳列本集團衍生金融工具的流動資金分析，乃基於以淨值結算的衍生工具未貼現合約現金淨值流入量及流出量編製。由於管理層認為合約年期對理解衍生工具現金流的時間至關重要，故本集團衍生金融工具的流動資金分析乃基於合約年期而編製。

		Weighted average interest rate 加權 平均利率 %	On demand or less than 3 months 於通知時或 少於3個月 RMB'000 人民幣千元	3 months to 1 year 3個月 至1年 RMB'000 人民幣千元	1 to 5 years 1至5年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amounts 賬面值 RMB'000 人民幣千元
<b>As at 31 December 2012</b>	<b>於二零一二年 十二月三十一日</b>						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables	貿易及其他應付款項	-	357,960	48,493	-	406,453	406,453
Variable rates borrowings	浮息借貸	5.66	284,512	172,397	-	456,909	434,883
Fixed rates borrowings	定息借貸	5.87	168,572	205,437	-	374,009	365,271
			811,044	426,327	-	1,237,371	1,206,607

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 6. FINANCIAL INSTRUMENTS (Continued)

#### (e) Liquidity risk management (Continued)

### 6. 金融工具(續)

#### (e) 流動資金風險管理(續)

		Weighted average interest rate 加權 平均利率 %	On demand or less than 3 months 於通知時或 少於3個月 RMB'000 人民幣千元	3 months to 1 year 3個月 至1年 RMB'000 人民幣千元	1 to 5 years 1至5年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amounts 賬面值 RMB'000 人民幣千元
<b>As at 31 December 2011</b>	<b>於二零一一年 十二月三十一日</b>						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables	貿易及其他應付款項	–	439,536	66,446	–	505,982	505,982
Variable rates borrowings	浮息借貸	5.13	249,627	204,764	–	454,391	448,773
Fixed rates borrowings	定息借貸	6.46	51,767	156,892	–	208,659	204,698
			740,930	428,102	–	1,169,032	1,159,453
Derivative financial instruments	衍生金融工具						
— net settlement	— 淨額結算						
Commodity derivative contracts	商品衍生工具合約	–	1	–	–	1	1
Cancellable foreign currency forward swaps contract	可撤銷外幣遠期掉期 合約	–	(2,299)	(1,432)	9,772	6,041	5,942
			(2,298)	(1,432)	9,772	6,042	5,943
Derivative financial instruments	衍生金融工具						
— gross settlement	— 總額結算						
Foreign currency exchange contracts	外匯合約						
— inflow	— 流入量	–	(15,574)	–	–	(15,574)	(15,574)
— outflow	— 流出量	–	15,942	–	–	15,942	15,942
			368	–	–	368	368

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮息利率變動與於報告期末釐定之估計利率出現差異，計入上述非衍生金融負債的浮息工具之金額或會變動。

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## 綜合財務報表附註

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### 6. FINANCIAL INSTRUMENTS (Continued)

#### (f) Fair value of financial instruments

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

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis; and
- the fair value of derivative instruments is calculated using quoted prices. Where such prices are not available, use is made of discounted cash flow analysis using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

#### (g) Fair value measurements recognised in the consolidated statement of financial position

The Group's financial instruments that are measured subsequent to initial recognition at fair value are grouped into levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 6. 金融工具(續)

#### (f) 金融工具的公平值

金融資產及金融負債的公平值乃按下列方式釐定：

- 附帶標準條款及條件並於活躍流通市場買賣的金融資產及金融負債之公平值分別參考所報市場買入價及索價釐定；
- 其他金融資產及金融負債的公平值(不包括衍生工具)乃根據已貼現現金流分析按公認定價模式釐定；及
- 衍生工具的公平值採用報價計算。倘未獲提供相關報價，則應使用已貼現現金流量分析法，非期權衍生工具採用工具年期內適用的收益曲線，而期權衍生工具則採用期權定價模式。

#### (g) 綜合財務狀況表內確認的公平值計量

本集團於按公平值首次確認後予以計量的金融工具按公平值可觀察程度分為一至三級：

- 一級公平值計量指按同類資產或負債於活躍市場的報價(未經調整)計量；
- 二級公平值計量指按資產或負債的直接(即價格)或間接(即按價格計算者)可觀察參數(一級計量所用報價除外)計量；及
- 三級公平值計量指計入並非根據可觀察市場數據(不可觀察參數)的資產或負債的估值方法計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. FINANCIAL INSTRUMENTS (Continued)

#### (g) Fair value measurements recognised in the consolidated statement of financial position (Continued)

As at 31 December 2012, the derivative financial assets with carrying values of approximately RMB156,000 (2011: Nil) are Level 2 measurements.

As at 31 December 2011, the derivative financial liabilities with carrying values of approximately RMB1,000 are Level 2 measurements.

As at 31 December 2011, the derivative financial liabilities with carrying values of approximately RMB368,000 are Level 2 measurements. These derivative financial liabilities had been settled during the year ended 31 December 2012.

As at 31 December 2011, the derivative financial liabilities with carrying values of approximately RMB5,942,000 and the financial assets with carrying values of approximately RMB5,229,000 are Level 3 measurements. These derivative financial liabilities had been settled during the year ended 31 December 2012.

### 6. 金融工具(續)

#### (g) 綜合財務狀況表內確認的公平 值計量(續)

於二零一二年十二月三十一日，賬面值約為人民幣156,000元(二零一一年：無)的衍生金融資產屬二級計量。

於二零一一年十二月三十一日，賬面值約為人民幣1,000元的衍生金融負債屬二級計量。

於二零一一年十二月三十一日，賬面值約為人民幣368,000元的衍生金融負債屬二級計量。該等衍生金融負債已於截至二零一二年十二月三十一日止年度結付。

於二零一一年十二月三十一日，賬面值約為人民幣5,942,000元的衍生金融負債及賬面值約為人民幣5,229,000元的金融負債屬三級計量。該等衍生金融負債已於截至二零一二年十二月三十一日止年度結付。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 6. FINANCIAL INSTRUMENTS (Continued)

#### (g) Fair value measurements recognised in the consolidated statement of financial position (Continued)

Reconciliation of Level 3 fair value measurements of financial assets and financial liabilities:

### 6. 金融工具(續)

#### (g) 綜合財務狀況表內確認的公平值計量(續)

第三級金融資產與金融負債公平值計量之對賬：

		Contingent Consideration 或然代價 RMB'000 人民幣千元	Cancellable foreign currency forward swaps contract 可撤銷外幣遠期掉期合約 RMB'000 人民幣千元
<b>Financial assets (liabilities)</b>	<b>金融資產(負債)</b>		
As at 1 January 2011	於二零一一年一月一日	–	–
Total gains (losses) in profit or loss	於損益的總收益(虧損)	5,229	(4,748)
Settlements	償付	–	(1,194)
As at 31 December 2011	於二零一一年十二月三十一日	5,229	(5,942)
Total gains (losses) in profit or loss	於損益的總收益(虧損)	13,166	14,901
Settlements	償付	–	(8,959)
Transfer to assets classified as held for sale (Note 27)	轉撥至分類為持作待售資產(附註27)	(18,395)	–
As at 31 December 2012	於二零一二年十二月三十一日	–	–

Fair value gains or losses on Contingent Consideration (Note 36(a)) and cancellable foreign currency forward swaps contract are included in "Other income, other gains and losses".

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities carried at amortised cost in the consolidated financial statements approximate to their fair values at the end of the reporting period. During the year ended 31 December 2012, there is no transfer between level 1 and level 2.

或然代價(附註36(a))及可撤銷外幣遠期掉期合約的公平值收益或虧損，已納入「其他收入、其他收益或虧損」。

本公司董事認為綜合財務報表中按攤銷成本入賬的金融資產及金融負債賬面值與報告期末的的公平值相若。於截至二零一二年十二月三十一日止年度，一級與二級之間並無轉移。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION

#### (a) Revenue

Revenue represents the net amounts received and receivable for sales of goods sold to customers during the year.

#### (b) Segment information

The chief executive officer of the Company has been identified as the Group's chief operating decision maker (the "CODM") who reviews the business based on the following operating and reportable segments organised by products:

- External signal cable assembly
- Internal signal cable assembly
- Power cord assembly
- Signal transmission wire and cable
- Connectors
- Antennas
- Automotive wiring harness
- Others

The above segments have been identified on the basis of internal management reports prepared and regularly reviewed by the CODM when making decisions about allocating resources and assessing performance of the Group.

### 7. 收益及分部資料

#### (a) 收益

收益指年內銷售予客戶的貨品之已收及應收款項淨額。

#### (b) 分部資料

本公司行政總裁已獲確認為本集團主要經營決策人(「主要經營決策人」)，其根據下列按產品劃分的經營及可報告分部查核業務：

- 外接信號線組件
- 內接信號線組件
- 電源線組件
- 信號傳輸線纜
- 連接器
- 天線
- 汽車線束
- 其他

上述分部在主要經營決策人決定資源分配及評估本集團表現時，根據編製及定期審核的內部管理報告予以識別。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Segment information (Continued)

##### i. Information about reportable segment revenues, results, assets and liabilities

The following table sets forth a breakdown of the Group's revenue and results by operating and reportable segment during the year:

		External	Internal	Power	Signal	Connectors	Antennas	Automotive	Others	Total
		signal cable	signal cable	cord	transmission			wiring		
		assembly	assembly	assembly	wire and			harness		
		外接信號線	內接信號線	電源線	信號傳輸	連接器	天線	汽車線束	其他	總計
		組件	組件	組件	線纜					
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended	截至二零一二年									
31 December 2012	十二月三十一日									
	止年度									
Segment revenue	分部收益	333,816	384,517	463,814	420,956	27,722	71,913	127,454	103,483	1,933,675
Segment results	分部業績	43,459	68,148	67,499	68,264	(3,670)	9,624	20,880	7,051	281,255
Year ended	截至二零一一年									
31 December 2011	十二月三十一日									
	止年度									
Segment revenue	分部收益	337,750	339,859	329,016	488,422	49,928	28,462	156,678	135,261	1,865,376
Segment results	分部業績	67,863	92,270	42,799	101,548	13,273	5,294	35,444	19,914	378,405

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the two years ended 31 December 2011 and 2012.

The segment results represent segment revenue less segment cost of sales, which represents the internally generated financial information regularly reviewed by the CODM. However, the other income and other gains and losses, distribution and selling expenses, administrative and general expenses, research and development expenses, finance costs and other expenses are not allocated to each reportable segment.

### 7. 收益及分部資料(續)

#### (b) 分部資料(續)

##### i. 有關可報告分部收益、業績、資產及負債的資料

下表列示本集團於年內按運營及可報告分部劃分的收益及業績明細：

以上呈報的收益指來自外界客戶的收益。截至二零一一年及二零一二年十二月三十一日止兩個年度概無任何分部間銷售。

分部業績指分部收益減分部銷售成本，為主要經營決策人定期審閱的內部財務資料。然而，其他收入、其他收益及虧損、分銷及銷售開支、行政及一般開支、研發開支、融資成本及其他開支並非分配至各可報告分部。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Segment information (Continued)

##### i. Information about reportable segment revenues, results, assets and liabilities

(Continued)

The reportable segment results are reconciled to (loss) profit for the year of the Group as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Reportable segment results	可報告分部業績	<b>281,255</b>	378,405
Unallocated income and expenses:	未分配收入及開支：		
— Other income, other gains and losses	— 其他收入、其他收益及虧損	<b>32,855</b>	22,080
— Distribution and selling expenses	— 分銷及銷售開支	<b>(77,047)</b>	(49,056)
— Administrative and general expenses	— 行政及一般開支	<b>(135,284)</b>	(116,714)
— Research and development expenses	— 研發開支	<b>(81,190)</b>	(62,179)
— Finance costs	— 融資成本	<b>(42,664)</b>	(37,536)
— Other expenses	— 其他開支	<b>(36,109)</b>	—
(Loss) profit before tax	稅前(虧損)溢利	<b>(58,184)</b>	135,000
Income tax expenses	所得稅開支	<b>(4,406)</b>	(15,640)
(Loss) profit for the year	年度(虧損)溢利	<b>(62,590)</b>	119,360

As no discrete information in respect of segment assets and liabilities and other information is reviewed by the CODM for the assessment of performance and allocation of resources for different reportable segments, thus, other than reportable segment revenue and results as disclosed above, no analysis of segment assets and liabilities is presented.

### 7. 收益及分部資料(續)

#### (b) 分部資料(續)

##### i. 有關可報告分部收益、業績、資產及負債的資料(續)

本年度可報告分部業績與本集團(虧損)溢利之對賬呈列如下：

由於並無有關經公司主要經營決策人審閱的分部資產及負債的個別資料及其他資料可用以評估於不同可報告分部的表現及資源分配，因此除上文所披露的可報告分部收益及業績外，並無呈列分部資產及負債分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Segment information (Continued)

##### ii. Geographical information

The Group's products are produced from the production facilities located in the PRC. Almost all of the Group's non-current assets are located in the PRC and thus, no geographical information has been presented.

The following table provides an analysis of the Group's revenue by geographical location of customers, irrespective of the origin of the goods:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Analyzed by:	按以下地區劃分之分析：		
The PRC, excluding Hong Kong and Taiwan	中國(不包括香港及台灣)	<b>1,310,576</b>	1,265,881
Taiwan	台灣	<b>284,873</b>	211,970
Korea	韓國	<b>213,468</b>	163,506
The United States of America	美國	<b>105,948</b>	8,527
Hong Kong	香港	<b>602</b>	40,318
Other countries and areas	其他國家及地區	<b>18,208</b>	175,174
		<b>1,933,675</b>	1,865,376

### 7. 收益及分部資料(續)

#### (b) 分部資料(續)

##### ii. 地區資料

本集團產品在位於中華人民共和國(「中國」)的生產設施生產。本集團幾乎所有非流動資產均位於中國，因此並無呈列地區資料。

下表為本集團按客戶地理位置劃分的收益分析(無論貨品原產地為何處)：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Segment information (Continued)

##### iii. Information about major customers

The following table sets forth a breakdown of the Group's major customers individually accounted for over 10% of the Group's total revenue during the year ended 31 December 2012 and 31 December 2011:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
— Customer A (Note (i))	— 客戶甲(附註(i))	250,179	250,774
— Customer B (Note (ii))	— 客戶乙(附註(ii))	197,096	*
— Customer C (Note (i))	— 客戶丙(附註(i))	*	211,527

\* The revenue from these customers is not over 10% of the Group's total revenue for the respective year.

Notes:

- (i) Revenue from customer A and customer C is mainly from the revenue of external signal cable assembly segment, internal signal cable assembly segment, power cord assembly segment, signal transmission wire and cable segment, connectors segment, antennas segment and other products segment.
- (ii) Revenue from customer B is mainly from the revenue of external signal cable assembly segment, internal signal cable assembly segment, power cord assembly segment, connectors segment, antennas segment and other products segment.

### 7. 收益及分部資料(續)

#### (b) 分部資料(續)

##### iii. 主要客戶資料

下表列示本集團於截至二零一二年十二月三十一日及二零一一年十二月三十一日止年度個別佔其總收益10%以上的主要客戶分析：

\* 來自此等客戶的收益不超過本集團於該年度總收益的10%。

附註：

- (i) 來自客戶甲及客戶丙的收益，主要來自外接信號線組件分部、內接信號線組件分部、電源線組件分部、信號傳輸線纜分部、連接器分部、天線分部及其他產品分部。
- (ii) 來自客戶乙的收益，主要來自外接信號線組件分部、內接信號線組件分部、電源線組件分部、連接器分部、天線分部及其他產品分部。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 8. OTHER INCOME, OTHER GAINS AND LOSSES 8. 其他收入、其他收益及虧損

		2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest income	利息收入	881	10,149
Government grants (Note)	政府補助(附註)	5,138	7,987
(Losses) gains on disposals of property, plant and equipment	出售物業、廠房及設備(虧損)收益	(6,130)	1,688
Net foreign exchange losses	匯兌虧損淨額	(1,355)	(1,513)
Gains on disposal of prepaid lease payments	出售預付租金之收益	–	175
Gains on changes in fair value of other financial instruments	其他金融工具公平值變動收益	21,155	3,594
Gains on changes in fair value of Contingent Consideration (Note 36(a))	或然代價公平值變動收益(附註36(a))	13,166	–
		<b>32,855</b>	22,080

Note: The amount mainly represents unconditional government grants which are subsidies received from the finance bureau of Weihai Economic Technological Development Zone and committee of Shandong Linyi Economic and Technological Development Zone as incentives for business and technological development of the Group.

附註：該等金額主要指已收取威海經濟技術開發區財政局及山東臨邑經濟技術開發區委員會作為本集團業務及技術開發獎勵的無條件政府補貼。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 9. FINANCE COSTS

### 9. 融資成本

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Interest on borrowings wholly repayable within five years	須於五年內悉數償還的借貸利息	50,435	44,152
Less: Amount capitalised in respect of cost of qualifying assets	減：有關合資格資產成本的資本化金額	(7,771)	(6,616)
		<b>42,664</b>	37,536

During the year ended 31 December 2012, interest has been capitalised at the rate of interest applicable to general borrowings ranging from 6.83% to 7.17% (2011: 4.20% to 7.57%) per annum.

於截至二零一二年十二月三十一日止年度，利息已按適用於一般借貸介乎每年6.83%至7.17%（二零一一年：4.20%至7.57%）的利率資本化。

### 10. OTHER EXPENSES

### 10. 其他開支

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Impairment loss recognised in respect of property, plant and equipment (Note 16)	物業、廠房及設備確認的減值虧損(附註16)	20,275	—
Impairment loss recognised in respect of intangible assets (Note 18)	無形資產確認的減值虧損(附註18)	6,529	—
Impairment loss recognised in respect of goodwill (Note 19)	商譽確認的減值虧損(附註19)	7,488	—
Impairment loss on trade receivables	貿易應收款項減值虧損	1,817	—
		<b>36,109</b>	—

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 11. (LOSS) PROFIT BEFORE TAX

(Loss) profit before tax has been arrived at after charging:

### 11. 除稅前(虧損)溢利

除稅前(虧損)溢利已扣除以下各項：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Staff cost (including directors' emoluments as disclosed in Note 12)	員工成本(包括於附註12披露之董事薪酬)		
— Salaries and other benefits	— 薪金及其他福利	292,696	226,719
— Retirement benefit scheme contributions	— 退休福利計劃供款	9,738	7,309
— Share-based payments (Note 32)	— 以股份支付的款項(附註32)	3,762	7,147
		<b>306,196</b>	241,175
Depreciation and amortisation:	折舊及攤銷：		
— Property, plant and equipment	— 物業、廠房及設備	47,599	36,812
— Intangible assets (included in administrative and general expenses)	— 無形資產(計入行政及一般開支)	4,596	4,051
		<b>52,195</b>	40,863
Release of prepaid lease payments	預付租金釋放	976	815
Cost of inventories recognised as an expense (Note)	確認為開支的存貨成本(附註)	1,689,025	1,517,099
Auditors' remuneration	核數師酬金	2,889	2,532

Note: During the year ended 31 December 2012, the cost of inventories recognised as an expense included inventories for research and development with the amount of RMB36,605,000 (2011: RMB30,128,000).

附註：於截至二零一二年十二月三十一日止年度，確認為開支的存貨成本包括用作研發的存貨達人民幣36,605,000元(二零一一年：人民幣30,128,000元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

#### (a) Directors' emoluments

Details of the emoluments paid or payable to the directors of the Company are as follows:

### 12. 董事、行政總裁及僱員酬金

#### (a) 董事酬金

已付或應付本公司董事之酬金詳情如下：

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度					
		Director fees	Basic salaries and allowances	Retirement benefit scheme contributions	Discretionary bonus	Share-based payments	Total
		董事袍金	基本薪金及津貼	退休福利計劃供款	酌情花紅	以股份支付的款項	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors:</b>	<b>執行董事：</b>						
— Mr. Chi	— 遲先生	60	221	8	—	—	289
— Mr. Li Jianming	— 李建明先生	60	197	8	—	102	367
— Mr. Jiang Taike	— 蔣太科先生	60	265	8	—	—	333
— Mr. Mao Wanjun*	— 毛萬鈞先生*	15	90	3	—	60	168
— Mr. Kang Jin Won*	— 姜振遠先生*	15	160	—	—	—	175
<b>Non-executive director:</b>	<b>非執行董事：</b>						
— Ms. Xu Yiming	— 徐藝銘女士	36	—	—	—	—	36
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>						
— Mr. Shu Wa Tung, Laurence	— 舒華東先生	162	—	—	—	—	162
— Mr. Song Lizhong	— 宋立眾先生	41	—	—	—	—	41
— Ms. Zheng Lin	— 鄭琳女士	41	—	—	—	—	41
		<b>490</b>	<b>933</b>	<b>27</b>	<b>—</b>	<b>162</b>	<b>1,612</b>

\* These directors have resigned as directors of the Company since 29 May 2012.

\* 此等董事自二零一二年五月二十九日起已辭任本公司董事職務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### (a) Directors' emoluments (Continued)

### 12. 董事、行政總裁及僱員酬金(續)

#### (a) 董事酬金(續)

		Year ended 31 December 2011 截至二零一一年十二月三十一日止年度					
		Director fees	Basic salaries and allowances	Retirement benefit scheme contributions	Discretionary bonus	Share-based payments	Total
		董事袍金	基本薪金及津貼	退休福利計劃供款	酌情花紅	以股份支付的款項	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors:</b>	<b>執行董事：</b>						
— Mr. Chi	— 遲先生	60	279	8	—	—	347
— Mr. Jiang Taike	— 蔣太科先生	60	296	8	—	—	364
— Mr. Li Jianming	— 李建明先生	60	242	8	—	203	513
— Mr. Mao Wanjun	— 毛萬鈞先生	36	195	8	—	293	532
— Mr. Kang Jin Won	— 姜振遠先生	36	583	—	—	—	619
— Mr. Sui Shikai*	— 隋世凱先生*	12	34	3	—	67	116
— Mr. Tseng Chih-ming*	— 曾志銘先生*	12	146	6	—	—	164
<b>Non-executive directors:</b>	<b>非執行董事：</b>						
— Ms. Xu Yiming	— 徐藝銘女士	36	202	—	—	—	238
— Mr. Du Li*	— 杜力先生*	—	—	—	—	—	—
— Mr. Wu Kezhong*	— 吳克忠先生*	—	—	—	—	—	—
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>						
— Mr. Shu Wa Tung, Laurence	— 舒華東先生	163	—	—	—	—	163
— Mr. Song Lizhong	— 宋立眾先生	41	—	—	—	—	41
— Ms. Zheng Lin	— 鄭琳女士	41	—	—	—	—	41
		557	1,977	41	—	563	3,138

\* These directors have resigned as directors of the Company since 28 April 2011.

\* 該等董事於二零一一年四月二十八日辭任董事職務。

During each of the two years ended 31 December 2011 and 2012, no remuneration was paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors of the Company has waived any remuneration during each of the two years ended 31 December 2011 and 2012.

於截至二零一一年及二零一二年十二月三十一日止兩個年度，各個年度本集團並無向本公司任何董事支付酬金作為吸引彼等加入本集團或於加入本集團時的獎勵或離職補償。於截至二零一一年及二零一二年十二月三十一日止兩個年度，概無本公司董事放棄任何薪酬。

Mr. Chi, the chief executive officer, assumes the role as a chief executive and his emoluments for services rendered by him have been included in the above.

行政總裁遲先生擔任主要行政人員職能，其提供服務之薪酬已計入上文。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### (b) Employees' emoluments

Of the five individuals with the highest emoluments in the Group, none (2011: three) was director of the Company for the year ended 31 December 2012.

The emoluments of these five (2011: two) individuals during the year ended 31 December 2012 were as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	2,381	934
Retirement benefit scheme contributions	退休福利計劃供款	46	26
		<b>2,427</b>	960

During each of the two years ended 31 December 2011 and 2012, the emoluments of the five highest paid individuals were within HKD1,000,000.

During each of the two years ended 31 December 2011 and 2012, no remuneration was paid by the Group to the five individuals with the highest emoluments in the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

### 12. 董事、行政總裁及僱員酬金(續)

#### (b) 僱員薪酬

截至二零一二年十二月三十一日止年度，本集團五位最高薪人士中，並無本公司董事(二零一一年：三名)。

截至二零一二年十二月三十一日止年度該五名(二零一一年：兩名)個別人士薪酬如下：

於截至二零一一年及二零一二年十二月三十一日止兩個年度各年，五位最高薪人士薪酬不超過1,000,000港元。

於截至二零一一年及二零一二年十二月三十一日止兩個年度各年，本集團並無向五位最高薪人士支付任何酬金，作為吸引彼等加入本集團或於加入本集團時的獎勵或離職補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 13. INCOME TAX EXPENSES

### 13. 所得稅開支

		2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax	即期稅項		
— PRC Enterprise Income Tax ("EIT")	— 中國企業所得稅(「企業所得稅」)	3,346	18,724
— Under (over) provision of EIT in prior years	— 過往年度企業所得稅撥備不足(超額)	689	(68)
		4,035	18,656
Deferred tax (Note 21)	遞延稅項(附註21)	371	(3,016)
		4,406	15,640

No provision for Hong Kong Profits Tax has been made as the Group did not have any assessable profit arising in Hong Kong in both years ended 31 December 2011 and 2012.

The statutory tax rate of 泓淋科技有限公司 (Honglin Technology Co., Ltd.#, "Honglin Technology"), a company established in Taiwan, is 17% for both years ended 31 December 2011 and 2012. No provision for Taiwan income tax has been made as Honglin Technology did not have any taxable income for these years.

因本集團於截至二零一一年和二零一二年十二月三十一日止兩個年度在香港均並未產生應課稅溢利，故並無就香港利得稅作出撥備。

泓淋科技有限公司(「泓淋科技」，一間於台灣成立的公司)於截至二零一一年及二零一二年十二月三十一日止兩個年度按法定稅率17%繳稅。由於泓淋科技於兩年內概無任何應課稅收入，故未就台灣所得稅作出任何撥備。

# The English name is for identification purpose only.

# 英文名稱僅供識別

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## 綜合財務報表附註

For the year ended 31 December 2012  
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### 13. INCOME TAX EXPENSES (Continued)

Except for the following companies which enjoyed reduced tax rates during 2012 and/or 2011, the subsidiaries of the Company established in the PRC are subject to the PRC EIT of 25% in the following years under review:

### 13. 所得稅開支(續)

除以下公司於二零一二年及/或二零一一年享有稅率減免外，本公司於中國成立之附屬公司於以下回顧年度須按25%之稅率繳納中國企業所得稅：

Name of the subsidiary 附屬公司名稱	2012 二零一二年 % 百分比	2011 二零一一年 % 百分比
威海市泓淋電子有限公司(「威海電子」) (Weihai Honglin Electronic Co., Ltd.# “Weihai Electronic”)	15.0	15.0
常熟泓淋電子有限公司(「常熟電子」) (Changshu Honglin Electronic Co., Ltd.# “Changshu Electronic”)	12.5	12.5
常熟泓淋電纜電纜有限公司(「常熟電纜」) (Changshu Honglin Wire & Cable Co. Ltd.# “Changshu Cable”)	15.0	12.5
常熟泓淋連接技術有限公司(「常熟連接技術」) (Changshu Honglin Connecting-Technology Co., Ltd.# “Changshu Connecting-Technology”)	12.5	12.5
德州泓淋電子有限公司(「德州電子」) (Dezhou Honglin Electronic Co., Ltd.# “Dezhou Electronic”)	15.0	12.5
武漢市泓淋電子有限公司(「武漢電子」) (Wuhan Honglin Electronic Co., Ltd.# “Wuhan Electronic”)	25.0	12.0
重慶市泓淋科技有限公司(「重慶科技」) (Chongqing Honglin Technology Co., Ltd.# “Chongqing Technology”)	15.0	25.0

# The English names are for identification purpose only.

# 英文名稱僅供識別。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 13. INCOME TAX EXPENSES (Continued)

The tax expenses can be reconciled to the (loss) profit before tax per the consolidated statement of comprehensive income as follows:

### 13. 所得稅開支(續)

稅項開支與綜合全面收益表的除稅前(虧損)溢利對賬如下：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
(Loss) profit before tax	除稅前(虧損)溢利	<b>(58,184)</b>	135,000
Tax at PRC EIT rate of 25% (Note (a))	按25%之中國企業所得稅稅率計算的稅項(附註(a))	<b>(14,546)</b>	33,750
Under (over) provision for EIT in respect of prior years	過往年度企業所得稅不足(超額)撥備	<b>689</b>	(68)
Tax effect of expenses that are not deductible for tax purpose	就稅項而言不可扣減開支的稅務影響	<b>19</b>	24
Effect of tax exemption and concessionary rates for the Group	本集團稅項豁免及優惠稅率的影響	<b>(3,090)</b>	(16,794)
Effect of tax losses and temporary difference not recognised	未確認稅項虧損及暫時差額之影響	<b>21,526</b>	–
Reversal of tax losses previously recognised	過往確認之稅務虧損的轉回	<b>4,379</b>	–
Tax effect of concession deductions relating to research and development expenses	與研發開支有關的優惠減免的稅務影響	<b>(4,571)</b>	(1,272)
		<b>4,406</b>	15,640

Notes:

- (a) The PRC EIT rate of 25% for each of the two years ended 31 December 2011 and 2012 represent the statutory tax rate in the PRC as the Group's operations conducted substantially in the PRC throughout these years.
- (b) In accordance with the PRC tax circular (Guoshuihan [2008]112) effective from 1 January 2008, PRC withholding income tax at the rate of 10% is applicable to dividends payable by the Company's PRC operating subsidiaries based on their profits generated from 1 January 2008 onwards to their "non-resident" investors who do not have an establishment or place of business in the PRC.

As at 31 December 2012, the aggregate amount of temporary differences associated with the undistributed earnings of the PRC subsidiaries of approximately RMB306 million (2011: RMB287 million) for which deferred tax liabilities have not been recognised. No liability has been recognised in respect of these temporary differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

附註：

- (a) 截至二零一一年及二零一二年十二月三十一日止兩個年度各年的中國企業所得稅稅率為25%，為本集團於該兩個年度中國大部分業務的中國法定稅率。
- (b) 根據中國稅務通知(國稅函[2008]112號)，自二零零八年一月一日起生效，在中國境內未設立機構或營業場所的「非居民」投資者的股息(將由本公司中國營運附屬公司按二零零八年一月一日之後所得溢利為基準支付)須按10%的稅率繳付中國預扣所得稅。

於二零一二年十二月三十一日，與中國附屬公司未分派溢利(並無就其確認遞延稅項負債)相關的暫時差額總額約為人民幣306百萬元(二零一一年：人民幣287百萬元)。本集團並無就該等暫時差額確認任何負債，此乃因為本集團現時正控制該暫時差額的收回進度，且該等差額很可能於可見未來無法收回。

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## 綜合財務報表附註

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### 14. DIVIDENDS

No dividend has been paid or proposed by the Company during the year ended 31 December 2012 nor has any dividend been proposed since the end of the reporting period (2011: Nil).

### 15. (LOSS) EARNINGS PER SHARE

The calculation of the basic loss per share for the year ended 31 December 2012 is based on the loss attributable to owners of the Company for the year ended 31 December 2012 (2011 basic earnings per share: profit attributable to owners of the Company) and on the weighted average of 720,000,000 shares (2011: 720,000,000 shares) in issue during the year.

Diluted (loss) earnings per share is the same as basis (loss) earnings per share as there were no potential dilutive shares in existence during the year ended 31 December 2012 and 31 December 2011.

### 14. 股息

於截至二零一二年十二月三十一日止年度內，本公司概無派付或建議派付股息，自報告期末起亦無擬派付任何股息（二零一一年：無）。

### 15. 每股（虧損）盈利

截至二零一二年十二月三十一日止年度之每股基本虧損的計算是基於本公司擁有人截至二零一二年十二月三十一日止年度應佔虧損（二零一一年每股基本盈利：本公司擁有人應佔溢利），以及基於本年度已發行股份720,000,000股（二零一一年：720,000,000股）的加權平均值。

每股攤薄（虧損）盈利與每股基本（虧損）盈利相同，因為截至二零一二年十二月三十一日及二零一一年十二月三十一日止兩個年度，並無潛在攤薄股份。

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## 綜合財務報表附註

For the year ended 31 December 2012  
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### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Buildings	Plant and equipment	Motor vehicles	Equipment and other facilities	Construction in process	Total
		樓宇	廠房及設備	汽車	設備及其他設施	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>The Group</b>	<b>本集團</b>						
COST	成本						
As at 1 January 2011	於二零一一年一月一日	148,463	215,936	8,725	48,345	125,212	546,681
Acquired on acquisition of subsidiaries (Note 36)	收購附屬公司所得 (附註36)	20,759	20,041	1,158	3,218	12	45,188
Additions	添置	1,423	25,715	3,954	6,026	170,349	207,467
Transfer	轉撥	77,832	20,198	-	5,541	(103,571)	-
Disposals	出售	(9,863)	(12,550)	(3,480)	(1,739)	-	(27,632)
As at 31 December 2011	於二零一一年十二月三十一日	238,614	269,340	10,357	61,391	192,002	771,704
Additions	添置	19	48,188	1,794	9,202	115,507	174,710
Transfer	轉撥	164,620	45,211	-	7,586	(217,417)	-
Disposals	出售	-	(28,192)	(1,520)	(21,466)	(380)	(51,558)
Reclassified as held for sale (Note 27)	重新分類為持作出售 (附註27)	-	(3,654)	(675)	(2,586)	-	(6,915)
Disposal of a subsidiary (Note 37)	出售附屬公司(附註37)	-	(20,151)	(591)	(887)	-	(21,629)
As at 31 December 2012	於二零一二年十二月三十一日	403,253	310,742	9,365	53,240	89,712	866,312
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值						
As at 1 January 2011	於二零一一年一月一日	18,947	61,914	3,481	13,464	-	97,806
Provided for the year	年內撥備	7,363	17,761	1,883	9,805	-	36,812
Eliminated on disposals	出售時抵銷	(4,865)	(9,226)	(3,093)	(1,128)	-	(18,312)
As at 31 December 2011	於二零一一年十二月三十一日	21,445	70,449	2,271	22,141	-	116,306
Provided for the year	年內撥備	10,885	24,827	2,130	9,757	-	47,599
Eliminated on disposals	出售時抵銷	-	(7,430)	(748)	(10,719)	-	(18,897)
Reclassified as held for sale (Note 27)	重新分類為持作出售 (附註27)	-	(300)	(161)	(371)	-	(832)
Disposal of a subsidiary (Note 37)	出售附屬公司(附註37)	-	(10,105)	(258)	(283)	-	(10,646)
Impairment losses recognised in profit or loss	確認於損益的減值虧損	9,580	10,498	155	42	-	20,275
As at 31 December 2012	於二零一二年十二月三十一日	41,910	87,939	3,389	20,567	-	153,805
CARRYING VALUES	賬面值						
As at 31 December 2012	於二零一二年十二月三十一日	361,343	222,803	5,976	32,673	89,712	712,507
As at 31 December 2011	於二零一一年十二月三十一日	217,169	198,891	8,086	39,250	192,002	655,398

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### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, other than construction in progress, after taking into account of their estimated residual values and impairment, are depreciated on a straight-line basis over the following estimated useful lives:

Buildings	20 to 35 years
Plant and equipment	10 years
Motor vehicles	5 years
Equipment and other facilities	2 to 10 years

As at 31 December 2012, the Group has pledged its property, plant and equipment with a carrying value of approximately RMB325,736,000 (2011: RMB157,055,000) to secure for general banking facilities granted to the subsidiaries of the Group.

The above buildings are situated in the PRC and held under medium-term lease. The Group is in the process of obtaining the relevant building ownership certificates with the carrying amount of RMB8,583,000 as at 31 December 2012 (2011: RMB19,936,000). The directors of the Company are of the view that the Group is entitled to lawfully and validly occupy and use the above-mentioned buildings without incurring significant costs. The directors of the Company are also of the opinion that the aforesaid matter will not have any significant impact on the Group's financial position as at 31 December 2011 and 2012.

### 16. 物業、廠房及設備(續)

上述物業、廠房及設備(在建工程除外)乃經計及其估計剩餘價值及減值後，以直線法按以下估計可使用年期折舊：

樓宇	20至35年
廠房及設備	10年
汽車	5年
設備及其他設施	2至10年

於二零一二年十二月三十一日，本集團抵押賬面值約人民幣325,736,000元(二零一一年：人民幣157,055,000元)的物業、廠房及設備，以作為本集團附屬公司獲授一般銀行信貸的擔保。

上述樓宇位於中國，並以中期租約持有。本集團正在申領有關樓宇所有權證，於二零一二年十二月三十一日，樓宇之賬面值為人民幣8,583,000元(二零一一年：人民幣19,936,000元)。本公司董事認為本集團有權合法及有效地佔用上述樓宇，而不會產生重大費用。本公司董事亦認為上述事項將不會對本集團於二零一一年及二零一二年十二月三十一日的財務狀況構成任何重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 17. PREPAID LEASE PAYMENTS

### 17. 預付租金

		2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Analyzed for reporting purposes as:	申報分析：		
— Non-current assets	— 非流動資產	42,218	47,539
— Current assets	— 流動資產	923	1,014
		<b>43,141</b>	48,553

The amounts represent land use rights in respect of lands situated in the PRC and held under medium-term leases. Prepaid lease payments are released on a straight-line basis over the relevant terms of the land use rights certificate.

As at 31 December 2012, the Group has pledged its land use rights with a carrying value of approximately RMB43,141,000 (2011: RMB8,460,000) to banks to secure for banking facilities granted to the subsidiaries of the Group.

該等金額乃位於中國及以中期租約持有土地的土地使用權。預付租金按直線法於土地使用權證的相關年期內轉撥。

於二零一二年十二月三十一日，本集團向銀行抵押賬面值約人民幣43,141,000元(二零一一年：人民幣8,460,000元)的土地使用權，以作為本集團附屬公司獲授銀行信貸的擔保。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 18. INTANGIBLE ASSETS

### 18. 無形資產

		Software 軟件 RMB'000 人民幣千元	Trademarks 商標 RMB'000 人民幣千元	Licenses 許可證 RMB'000 人民幣千元	Customer relationships 客戶關係 RMB'000 人民幣千元	Technology knowhow 專有技術 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost</b>	<b>成本</b>						
As at 1 January 2011	於二零一一年一月一日	2,334	134	9,894	-	-	12,362
Acquired on acquisition of subsidiaries (Note 36)	收購附屬公司所得 (附註36)	-	-	-	15,430	10,470	25,900
Additions	添置	30	-	3,880	-	-	3,910
As at 31 December 2011	於二零一一年十二月三十一日	2,364	134	13,774	15,430	10,470	42,172
Additions	添置	290	-	2,926	-	-	3,216
Disposal of a subsidiary (Note 37)	出售附屬公司(附註37)	(15)	-	-	-	-	(15)
Reclassified as held for sale (Note 27)	重新分類為持作出售(附註27)	-	-	-	(7,540)	(6,180)	(13,720)
As at 31 December 2012	於二零一二年十二月三十一日	2,639	134	16,700	7,890	4,290	31,653
<b>ACCUMULATED AMORTISATION AND IMPAIRMENT</b>	<b>累計攤銷及減值</b>						
As at 1 January 2011	於二零一一年一月一日	919	33	1,738	-	-	2,690
Charge for the year	年內攤銷	120	13	1,197	1,674	1,047	4,051
As at 31 December 2011	於二零一一年十二月三十一日	1,039	46	2,935	1,674	1,047	6,741
Charge for the year	年內攤銷	251	13	1,480	1,805	1,047	4,596
Disposal of a subsidiary (Note 37)	出售附屬公司(附註37)	(3)	-	-	-	-	(3)
Reclassified as held for sale (Note 27)	重新分類為持作出售(附註27)	-	-	-	(1,508)	(1,236)	(2,744)
Impairment losses recognised in profit or loss	確認於損益的減值虧損	-	-	-	4,364	2,165	6,529
As at 31 December 2012	於二零一二年十二月三十一日	1,287	59	4,415	6,335	3,023	15,119
<b>Carrying Values</b>	<b>賬面值</b>						
As at 31 December 2012	於二零一二年十二月三十一日	1,352	75	12,285	1,555	1,267	16,534
As at 31 December 2011	於二零一一年十二月三十一日	1,325	88	10,839	13,756	9,423	35,431

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 18. INTANGIBLE ASSETS (Continued)

The above intangible assets have definite useful lives and are amortised on a straight-line basis over the following estimated useful lives:

Software	5 to 10 years
Trademarks	5 years
Licenses	5 to 10 years
Customer relationships	5 to 10 years
Technology knowhow	10 years

### 18. 無形資產(續)

上述無形資產的可使用年期有限，並可於以下估計可使用年按直線法攤銷：

軟件	5至10年
商標	5年
許可證	5至10年
客戶關係	5至10年
專有技術	10年

### 19. GOODWILL

### 19. 商譽

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
<b>COST</b>			
Balance at beginning of year	年初結餘	7,746	–
Additional amounts recognised from business combinations in prior period (Note 36)	前期發生業務合併確認的額外金額(附註36)	–	7,746
Reclassified as held for sale (Note 27)	重新分類為持作出售(附註27)	(258)	–
Balance at end of year	年終結餘	7,488	7,746
<b>ACCUMULATED IMPAIRMENT LOSSES</b>			
Balance at beginning of year	年初結餘	–	–
Impairment losses recognised in the profit or losses (Note 20)	於損益確認的減值虧損(附註20)	7,488	–
Balance at end of year	年終結餘	7,488	–
<b>CARRYING VALUES</b>			
Balance at end of year	年終結餘	–	7,746

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 19. GOODWILL (Continued)

The goodwill was arose from acquisitions of 天津日拓汽車電裝有限公司 (Tianjin Rituo Automotive Electronics Co., Ltd.#, "Rituo Automotive") and Huizhou Technology and has been allocated to the automotive wiring harness and signal-transmission wire and cable CGUs as to RMB1,823,000 and RMB5,923,000, respectively. Details of these acquisitions are set out in note 36.

During the year, impairment of goodwill of RMB1,565,000 and RMB5,923,000 was recognised for the automotive wiring harness CGU and signal-transmission wire and cable CGU, respectively, together with the property, plant and equipment and intangible assets associated with these CGUs. Details of which have been set out in note 20.

### 20. IMPAIRMENT TESTING ON GOODWILL AND ASSOCIATED PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

For the purposes of impairment testing on the Group's goodwill and associated property, plant and equipment and intangible assets (including customer relationships and technology knowhow), those assets have been allocated to two individual CGUs included in the automotive wiring harness CGU and signal transmission wire and cable CGU, respectively. The carrying amounts of these assets as at 31 December 2012 allocated to these units are as follows:

		2012 二零一二年	
		Automotive Wiring harness 汽車線束 RMB'000 人民幣千元	Signal transmission wire and cable 信號傳輸線纜 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	3,732	25,598
Intangible assets	無形資產		
— Customer relationships	— 客戶關係	1,555	—
— Technology knowhow	— 專有技術	1,267	—
Goodwill	商譽	—	—
		<b>6,554</b>	<b>25,598</b>

# The English name is for identification purpose only.

# 英文名稱僅供識別

### 19. 商譽(續)

該等商譽因收購天津日拓汽車電裝有限公司(「日拓汽車」)及惠州科技而產生，並已分配至汽車線束及信號傳輸線纜現金產生單位，金額分別為人民幣1,823,000元及人民幣5,923,000元。該等收購之詳情載於附註36。

年內，已就汽車線束現金產生單位及信號傳輸線纜現金產生單位，連同與該等現金產生單位相關之物業、廠房及設備及無形資產，分別確認商譽減值，金額為人民幣1,565,000元及人民幣5,923,000元。有關詳情載於附註20。

### 20. 對商譽及相關物業、廠房及設備與無形資產之減值測試

就對本集團之商譽及相關物業、廠房及設備及無形資產(包括客戶關係及專有技術)進行減值測試而言，該等資產已分配予兩個獨立現金產生單位，並分別納入汽車線束現金產生單位及信號傳輸線纜現金產生單位。該等資產於二零一二年十二月三十一日分配予該等單位之賬面值列載如下：

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## 綜合財務報表附註

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### 20. IMPAIRMENT TESTING ON GOODWILL AND ASSOCIATED PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(Continued)

#### Automotive wiring harness CGU

During the year ended 31 December 2012, the Group recognised impairment loss of RMB13,025,000 in relation to goodwill and associated property, plant and equipment and intangible assets of customer relationships and technology knowhow in the automotive wiring harness CGU, as the recoverable amount of this unit is less than the carrying amount of net assets. It incurred impairment loss of RMB1,565,000 in relation to goodwill, impairment loss of RMB6,634,000 in relation to property, plant and equipment and impairment loss of RMB4,826,000 in relation to intangible assets of customer relationships and technology knowhow.

#### Signal transmission wire and cable CGU

During the year ended 31 December 2012, the Group recognised impairment loss of RMB21,267,000 in relation to goodwill and associated property, plant and equipment and intangible assets of customer relationships and technology knowhow in the signal transmission wire and cable CGU, as the recoverable amount of this unit is less than the carrying amount of net assets. It incurred impairment loss of RMB5,923,000 in relation to goodwill, impairment loss of RMB13,641,000 in relation to property, plant and equipment and impairment loss of RMB1,703,000 in relation to intangible assets of customer relationships and technology knowhow.

The recoverable amounts of the aforesaid CGUs are both determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the directors of the Company covering a five-year period.

The discount rates are 17.0% and 16.0% per annum for automotive wiring harness CGU and signal transmission wire and cable CGU respectively. Other key assumptions for the cash flow projections during the budget period include growth rate, gross margins rate and raw materials price inflation throughout the budget period that have been updated from last year to reflect the current circumstances. The directors of the Company believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the unit to exceed the aggregate recoverable amount of the CGU.

### 20. 對商譽及相關物業、廠房及設備與無形資產之減值測試(續)

#### 汽車線束現金產生單位

於截至二零一二年十二月三十一日止年度，因汽車線束現金產生單位的可收回金額低於其淨資產的賬面值，本集團就該單位的商譽及相關物業、廠房及設備與無形資產(客戶關係及專有技術)，確認減值虧損人民幣13,025,000元，包括關於商譽之減值虧損人民幣1,565,000元、關於物業、廠房及設備之減值虧損人民幣6,634,000元及關於無形資產(客戶關係及專有技術)之減值虧損人民幣4,826,000元。

#### 信號傳輸線纜現金產生單位

於截至二零一二年十二月三十一日止年度，因信號傳輸線纜現金產生單位的可收回金額低於其淨資產之賬面值，本集團就該單位的商譽及相關物業、廠房及設備與無形資產(客戶關係及專有技術)，確認減值虧損人民幣21,267,000元，包括關於商譽之減值虧損人民幣5,923,000元、關於物業、廠房及設備之減值虧損人民幣13,641,000元及關於無形資產(客戶關係及專有技術)之減值虧損人民幣1,703,000元。

前述現金產生單位之可收回金額乃根據使用價值計算法，採用預測現金流量釐定，而預測現金流量乃以本公司董事所批准之五年期財政預算作為基準。

就汽車線束現金產生單位及信號傳輸線纜現金產生單位而言，折現率均為每年17.0%及16.0%。預算期內現金流量預測之其他主要假設包括預算期內之增長率、毛利率及原材料價格通脹率，均已自去年起更新，以反映當前情況。本公司董事相信，在計算可收回金額之主要假設所出現之任何合理可能變動，將不會導致現金產生單位之賬面值超出其可收回總額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 20. IMPAIRMENT TESTING ON GOODWILL AND ASSOCIATED PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(Continued)

The key assumptions used in the value in use calculations for the CGUs are as follows:

Growth rate	Cash flows beyond that five-year period have been extrapolated using a steady 3% per annum growth rate for both CGUs.
Expected gross margin	Average gross margins achieved in the period immediately before the budget period, adjusted for expected efficiency improvements, increase of overhead cost and direct labor cost for both CGUs.

### 20. 對商譽及相關物業、廠房及設備與無形資產之減值測試(續)

現金產生單位之使用價值計算法所用之主要假設如下：

增長率	就兩個現金產生單位而言超過該五年期的現金流量乃以每年3%之穩定增長率進行推斷。
預計毛利率	就兩個現金產生單位而言緊接預算期前期間所取得之平均毛利率，按預期效率改善調整，增加經營成本及直接工資。

### 21. DEFERRED TAXATION

The following are the Group's major deferred tax assets (liabilities) recognised and the movements thereon, during the year.

### 21. 遞延稅項

以下為本集團於年內的主要遞延稅項資產(負債)及相關變動：

		Deferred tax assets 遞延稅資產					Deferred tax liabilities 遞延稅負債		
		Pre-operating expenses	Impairment loss of assets	Tax losses	Others	Total	Fair value adjustments on property, plant and equipment and intangible assets	Fair value adjustments on contingent consideration	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (see note below) (見下文附註)	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2011	於二零一一年一月一日	108	365	2,219	24	2,716	-	-	-
Additions relating to the acquisition of Rituo Automotive and Huizhou Technology (Note 36)	有關收購日拓汽車及惠州科技的添置(附註36)	-	-	-	-	-	(10,677)	-	(10,677)
(Charge) credit to profit or loss	於損益(扣除)計入	(108)	4	2,160	1	2,057	959	-	959
As at 31 December 2011	於二零一一年十二月三十一日	-	369	4,379	25	4,773	(9,718)	-	(9,718)
(Charge) credit to profit or loss	於損益(扣除)計入	-	405	(3,442)	10	(3,027)	5,948	(3,292)	2,656
Reclassified as held for sale (Note 27)	重新分類至持作出售(附註27)	-	(2)	-	-	(2)	-	-	-
As at 31 December 2012	於二零一二年十二月三十一日	-	772	937	35	1,744	(3,770)	(3,292)	(7,062)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 21. DEFERRED TAXATION (Continued)

Note: As at 31 December 2012, the Group has unused tax losses amounting to RMB99,672,000 (31 December 2011: RMB18,542,000) available for offset against future profits. A deferred tax asset with an amount of RMB937,000 (31 December 2011: RMB4,379,000) in respect of tax losses has been recognised. No deferred tax asset has been recognised in respect of tax losses with RMB94,952,000 (31 December 2011: Nil) due to the unpredictability of future profit streams, which will expire in the following years set below.

### 21. 遞延稅項(續)

附註：於二零一二年十二月三十一日，本集團可用於抵銷未來溢利的未動用稅項虧損為人民幣99,672,000元(二零一一年十二月三十一日：人民幣18,542,000元)。已就稅項虧損確認遞延稅項資產人民幣937,000元(二零一一年十二月三十一日：人民幣4,379,000元)。概無就稅項虧損人民幣94,952,000元(二零一一年十二月三十一日：無)確認遞延稅項資產，因為未來溢利流難以預測，並將於以下列載的年度到期。

		Amount 金額 RMB'000 人民幣千元
Until 31 December 2013	直至二零一三年十二月三十一日	8,859
Until 31 December 2016	直至二零一六年十二月三十一日	11,485
Until 31 December 2017	直至二零一七年十二月三十一日	74,608
		94,952

At the end of the reporting period, the Group has deductible temporary difference of RMB11,000,000 (31 December 2011: Nil). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

於報告期末，本集團有可扣減暫時差額人民幣11,000,000元(二零一一年十二月三十一日：無)。概無就該等可扣減暫時差額確認遞延稅項資產，因為不大可能有應課稅溢利可供可扣減暫時差額使用作抵銷。

### 22. PREPAYMENTS FOR ACQUIRING LAND

As at 31 December 2012, the amounts represent prepayments made to 威海錦源銘業房地產開發有限公司 (Weihai Jinyuan Mingye Property Development Co., Ltd. "Weihai Jinyuan") and 臨邑經濟開發區管理委員會 (Linyi Economic and Technology Development Zone Committee, "Linyi Committee") amounting to RMB41,751,000 and RMB34,500,000, respectively.

### 22. 收購土地預付款

於二零一二年十二月三十一日，該等金額代表分別支付予威海錦源銘業房地產開發有限公司(「威海錦源」)及臨邑經濟開發區管理委員會(「臨邑委員會」)的預付款，金額為人民幣41,751,000元及人民幣34,500,000元。

#### (a) Prepayment to Weihai Jinyuan

The amount is for acquiring a piece of land in Weihai, the PRC, and constructing buildings thereon pursuant to the Construction Cooperation Agreement dated 16 August 2012 between the Company's subsidiary, Weihai Electronic, and Weihai Jinyuan.

#### (a) 向威海錦源支付預付款

該筆款項用於根據本公司附屬公司威海電子與威海錦源於二零一二年八月十六日訂立的建築合作協議，收購中國威海市一幅土地，並在土地上興建樓宇。

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### 22. PREPAYMENTS FOR ACQUIRING LAND

(Continued)

#### (a) The prepayment to Weihai Jinyuan (Continued)

Further details are set out in the Company's announcement on 22 March 2013.

Weihai Jinyuan is a company established in the PRC with limited liability held by 北京錦源銘業房地產開發有限公司 (Beijing Jinyuan Mingye Property Development Co., Ltd., "Beijing Jinyuan"), a company established in the PRC, and Mr. Miao Junjie, independent third parties, (collectively the "Vendors"), respectively, as to 90% and 10%.

Subsequent to the end of the reporting period, Weihai Electronic, on 22 March 2013, entered into an agreement with the Vendors, pursuant to which Weihai Electronic agreed to acquire, in aggregate, the entire equity interest in Weihai Jinyuan for an aggregate cash consideration of RMB6,000,000 and Beijing Jinyuan will assign its rights of shareholders' loan to Weihai Electronic. Upon completion of this acquisition, Weihai Jinyuan will become a wholly-owned subsidiary of the Company and the Group will have 100% interest in the prepaid lease payment in respect of the land in Weihai. Further details of which are also set out in note 43(c).

#### (b) Prepayment to Linyi Committee

The amount is for acquiring a piece of land in Linyi Economic and Technology Development Zone adjacent to the production plant of the Company's subsidiary, Dezhou Electronic, in Shandong province, the PRC (the "Adjacent Land").

### 22. 收購土地預付款 (續)

#### (a) 向威海錦源支付預付款 (續)

更多詳情載於本公司於二零一三年三月二十二日的公佈。

威海錦源為於中國成立的有限責任公司，由北京錦源銘業房地產開發有限公司(「北京錦源」，於中國成立的公司)及苗俊傑先生(獨立第三方)(統稱為「賣方」)持有，雙方持有的股權分別為90%及10%。

報告期末後，威海電子於二零一三年三月二十二日與賣方訂立股份買賣協議，據此，威海電子同意合共收購威海錦源之全部股權，總現金代價為人民幣6,000,000元，而北京錦源將轉讓持有之股東貸款之權利予威海電子。完成該項收購後，威海錦源將成為本公司的全資附屬公司，而本集團將擁有威海一幅土地之預付租金的100%權益。有關更多詳情亦載於附註43(c)。

#### (b) 向臨邑委員會支付的預付款項

該筆款項用於收購中國山東省鄰近本公司附屬公司德州電子生產廠房的臨邑經濟技術開發區一幅土地(「鄰近土地」)。

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## 綜合財務報表附註

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### 22. PREPAYMENTS FOR ACQUIRING LAND

(Continued)

#### (b) The prepayment to Linyi Committee (Continued)

Pursuant to a previous agreement dated 23 February 2011 among Dezhou Electronic, Beijing Jinyuan and Linyi Committee, Dezhou Electronic paid RMB25,000,000 and, through Beijing Jinyuan, RMB13,500,000 to Linyi Committee for another piece of land in 2011 (the "Original Land"). Subsequently, as Dezhou Electronic considered to develop the Adjacent Land and to discontinue the aforesaid agreement for the Original Land, having discussed with Linyi Committee, the prepayment for the Original Land as included in the trade and other receivables of at 31 December 2011, should be refunded to Dezhou Electronic. In 2012, RMB4,000,000 was refunded.

Based on the recent discussion with Linyi Committee, the issue of the relevant certificates for the Adjacent Land is processing and the prepayment from Dezhou Electronic can be used to offset the consideration of the Adjacent Land. As management decided to develop the Adjacent Land, the prepayment of RMB34,500,000 as at 31 December 2012 is reclassified as non-current assets.

### 22. 收購土地預付款 (續)

#### (b) 向臨邑委員會支付的預付款 (續)

根據德州電子、北京錦源及臨邑委員會先前於二零一一年二月二十三日訂立之協議，於二零一一年，就另一幅土地（「原土地」），德州電子支付人民幣25,000,000元及經北京錦源支付人民幣13,500,000元予臨邑委員會。其後由於德州電子考慮開發鄰近土地，以及終止原土地的前述協議，經過與臨邑委員會磋商後，該原土地的預付款項（已計入二零一一年十二月三十一日的貿易及其他應收款項人民幣38,500,000元中）應退還予德州電子。於二零一二年，人民幣4,000,000元已退還。

根據最近與臨邑委員會的磋商，就鄰近土地出具有關證書正在辦理中，而德州電子支付的預付款項可用於抵銷鄰近土地的代價。由於管理層決定發展鄰近土地，二零一二年十二月三十一日的預付款人民幣34,500,000元被分類為非流動資產。

### 23. INVENTORIES

### 23. 存貨

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Raw materials and consumables	原材料及消耗品	92,131	120,238
Work in progress	在製品	76,537	65,049
Finished goods	製成品	158,649	134,231
		<b>327,317</b>	319,518

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### 24. TRADE AND OTHER RECEIVABLES

### 24. 貿易及其他應收款項

			2012	2011
		Notes	二零一二年	二零一一年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Trade receivables	貿易應收款項	(a)	<b>725,715</b>	888,812
Less: Allowances for doubtful debts	減：呆賬撥備		<b>(2,834)</b>	(1,239)
			<b>722,881</b>	887,573
Bills receivable	應收票據	(b)	<b>39,768</b>	59,327
Advance to suppliers	墊款予供應商	(c)	<b>27,674</b>	38,118
Prepayment for acquiring land (Note 22(b))	收購土地預付款 (附註22(b))		–	38,500
Value added tax (“VAT”) receivable	應收增值稅(「增值稅」)		<b>20,977</b>	8,608
Consideration receivable from disposal of a subsidiary (Note 37)	出售附屬公司之應收代價 (附註37)	(d)	<b>8,730</b>	–
Dividend receivable from a former subsidiary	前附屬公司的應收股息	(e)	<b>4,145</b>	–
Receivable from disposal of property, plant and equipment	出售物業、廠房及設備 的應收款項		<b>25,653</b>	–
Deposits in margin accounts for derivatives	於衍生工具保證金賬戶 的按金	(f)	<b>12,579</b>	7,588
Deposits and prepayments	按金及預付款項		<b>6,048</b>	9,862
Advances to staff	墊款予員工		<b>1,401</b>	2,812
Advances to non-controlling shareholders of a subsidiary	墊款予一間附屬公司之 非控股股東	(g)	–	1,902
Other receivables	其他應收款項	(h)	<b>35,000</b>	6,977
			<b>904,856</b>	1,061,267

Notes:

**(a) Trade receivables**

The Group's trade receivables at the end of each reporting period comprise amounts receivable from the sales of goods.

No interest is charged on the trade receivables.

Before accepting any new customer, the Group gathers and assesses the credit information of the potential customer in considering the customer's quality and determining the credit limits for that customer.

The Group generally allows a credit period ranging from 60 days to 180 days to its trade customers. Also, for certain major customers with good credit, upon maturity of the initial credit period, the Group accepts bank bills arranged by these customers which has the effect of extending the credit term further for up from 60 days to 180 days.

附註：

**(a) 貿易應收款項**

本集團於各報告期末的貿易應收款項包括銷售貨物的應收款項。

貿易應收款項不計息。

在接納任何新客戶前，本集團將收集及評估潛在客戶的信貸資料，以考慮客戶的信貸質素及釐定該客戶的信貸額度。

本集團一般給予貿易客戶介乎60日至180日的信貸期。此外，就具有良好信譽的若干主要客戶而言，於初步信貸期到期時，本集團接受此等客戶安排的銀行票據，以致將信貸期由60日進一步延長至180日。

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### 24. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

#### (a) Trade receivables (Continued)

The aged analysis of the Group's trade receivables (net of allowances for doubtful debts) presented based on the invoice date as at the end of the reporting period are as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Within 3 months	三個月內	576,583	724,709
Over 3 months but within 6 months	三個月至六個月	142,212	154,175
Over 6 months but within 1 year	六個月至一年	2,200	8,689
Over 1 year but within 2 years	一年至兩年	1,886	–
		<b>722,881</b>	<b>887,573</b>

Aging of the Group's trade receivables which are past due but not impaired are as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Within 3 months	三個月內	16,103	12,301
Over 3 months but within 6 months	三個月至六個月	4,265	39,103
Over 6 months but within 1 year	六個月至一年	647	6,564
Over 1 year but within 2 years	一年至兩年	1,886	–
		<b>22,901</b>	<b>57,968</b>

Movements of the Group's allowances for doubtful debts during the two years are as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
As at 1 January	於一月一日	1,239	1,308
Allowances for doubtful debts	呆賬撥備	1,817	16
Amount written off	已撇銷款項	(222)	(85)
As at 31 December	於十二月三十一日	<b>2,834</b>	<b>1,239</b>

Other than the above allowances for doubtful debts, the Group did not provide any allowance on the remaining past due receivables as, in the opinion of the directors of the Company, there has not been a significant change in credit quality and the amounts are still considered recoverable based on the historical experience. The Group does not hold any collateral over these balances.

### 24. 貿易及其他應收款項(續)

附註：(續)

#### (a) 貿易應收款項(續)

於報告期末，本集團根據發票日期呈列的貿易應收款項(已扣除呆賬撥備)的賬齡分析如下：

本集團逾期但未減值的貿易應收款項的賬齡如下：

本集團於該兩個年度的呆賬撥備變動如下：

除上述呆賬撥備外，因本公司董事認為信貸質素未有重大改變，且基於過往經驗該等金額仍視為可收回，故本集團並無就餘下逾期應收款項計提任何撥備。本集團並無就該等結餘持有任何抵押品。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 24. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

#### (a) Trade receivables (Continued)

Furthermore, in the opinion of the directors of the Company, there has not been a significant change in credit quality of the Group's trade receivables which are neither past due nor impaired and the amounts are still considered recoverable based on the historical experience.

The Group's trade receivables denominated in currencies other than RMB, the functional currency of the relevant group companies, was as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
<b>Currency:</b>	<b>貨幣:</b>		
USD	美元	386,282	240,217

At 31 December 2012, trade receivables amounting to approximately RMB58,502,000 (2011: RMB104,178,000) have been pledged to banks as the security in respect of the Group's bank borrowings.

#### (b) Bills receivable

The Group's bills receivable at the end of the reporting period is analysed as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Bills on hand	手頭票據	23,923	54,231
Bills discounted to banks (Note 30)	向銀行貼現的票據(附註30)	15,845	5,096
		<b>39,768</b>	<b>59,327</b>

The aged analysis of the Group's bills receivable presented based on the received date as at the end of the reporting period are as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Within 3 months	三個月內	19,608	27,267
Over 3 months but within 6 months	三個月至六個月	20,160	32,060
		<b>39,768</b>	<b>59,327</b>

### 24. 貿易及其他應收款項(續)

附註:(續)

#### (a) 貿易應收款項(續)

此外,本公司董事認為,本集團並無過期亦無減值的貿易應收款項的信貨質素並無重大變化,且根據過往經驗有關金額仍視為可收回。

本集團以相關集團公司功能貨幣人民幣以外貨幣計值的貿易應收款項如下:

於二零一二年十二月三十一日,約人民幣58,502,000元(二零一一年:人民幣104,178,000元)的貿易應收款項已抵押予銀行作為本集團銀行借貸的擔保。

#### (b) 應收票據

於報告期末,本集團之應收票據分析如下:

於報告期末,本集團按收取日期呈列的應付票據賬齡分析如下:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 24. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

- (c) **Advance to suppliers**  
The Group's advance to suppliers represents deposits for purchase of raw materials.
- (d) **Consideration receivable from disposal of a subsidiary**  
The amount is unsecured, interest-free and is repayable on demand.
- (e) **Dividend receivable from a former subsidiary**  
The amount is unsecured, interest-free and is repayable on demand.
- (f) **Deposits in margin accounts for derivatives**  
As at 31 December 2012, the amount is in the margin accounts for commodity derivative contracts.
- (g) **Advances to non-controlling shareholders of subsidiaries**  
The amounts were unsecured, interest-free and were fully settled in the year 2012.
- (h) **Other receivables**  
Included in the other receivables as at 31 December 2012 are advances to 威海大榮建築工程有限公司 (Weihai Darong Construction Engineering Co., Ltd\*, "Weihai Darong") of RMB15,183,000 (2011: Nil) and 東莞攸特電子有限公司 (Dongguan U&T Electronic Co., Ltd\*, "Dongguan U&T") of RMB15,080,000 (2011: RMB3,000,000).

Weihai Darong had been the Group's constructor for certain production plant and the Group's advance to Weihai Darong is unsecured, bears interest at 8% per annum and is repayable in 31 October 2013.

The Group plans to cooperate with Dongguan U&T for products development. The advance to Dongguan U&T is unsecured, interest-free and is repayable in the year 2013.

The Group did not provide any allowance on the other receivables as, in the opinion of the directors of the Company, there has not been a significant change in credit quality and the amounts are still considered recoverable.

\* The English names are for identification purpose only.

### 24. 貿易及其他應收款項(續)

附註：(續)

- (c) **墊款予供應商**  
本集團給予供應商的墊款指採購原材料的按金。
- (d) **來自處置附屬公司的應收代價**  
金額為無抵押、免息及須按要求償還。
- (e) **來自前附屬公司的應收股息**  
金額為無抵押、免息及須按要求償還。
- (f) **衍生工具保證金賬戶的按金**  
於二零一二年十二月三十一日，該款項於商品衍生合約之保證金賬戶。
- (g) **向附屬公司非控股股東提供的墊款**  
該等款項乃無抵押、免息及須於二零一二年內全數償還。
- (h) **其他應收款項**  
二零一二年十二月三十一日的其他應收款項包括提供墊款予威海大榮建築工程有限公司(「威海大榮」)，金額為人民幣15,183,000元(二零一一年：無)，以及予東莞攸特電子有限公司(「東莞攸特」)，金額為人民幣15,080,000元(二零一一年：人民幣3,000,000元)。

威海大榮為本集團若干生產廠房的建築商，而本集團提供予威海大榮的墊款為無擔保，按年利率8%計息，須於二零一三年十月三十一日償還。

本集團計劃就產品發展與東莞攸特合作。提供予東莞攸特的墊款為無擔保、免息及須於二零一三年償還。

因本公司董事認為信貸質素未有重大改變，且該等金額仍視為可收回，故本集團並無就其他應收款項計提任何撥備。

\* 英文名稱僅供識別

### 25. PLEDGED BANK DEPOSITS

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Pledged bank deposits	已抵押銀行存款	24,180	49,574

As at 31 December 2012, the Group's pledged bank deposits carry fixed interest rates ranging from 1.2% to 3.5% (2011: 1.2% to 3.5%) per annum.

於二零一二年十二月三十一日，本集團已抵押銀行存款的固定年利率介乎1.2%至3.5%(二零一一年：1.2%至3.5%)。

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### 25. PLEDGED BANK DEPOSITS (Continued)

As at the end of the reporting period, the Group's pledged bank deposits have been pledged to secure for the Group's short-term bank borrowings, bills payable and letters of credit as following:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Pledged bank deposits for	以下各項的已抵押銀行存款：		
— Short-term bank borrowings	— 短期銀行借貸	600	25,800
— Bills payable	— 應付票據	8,187	7,403
— Letters of credit	— 信用證	15,393	16,371
		<b>24,180</b>	49,574

The pledged bank deposits will be released upon the settlement of relevant bank borrowings, bill payable and letter of credit.

The Group's pledged bank deposits denominated in currencies other than functional currency of the relevant group companies, RMB, was as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
<b>Currency:</b>	<b>貨幣：</b>		
— USD	— 美元	3,554	1,556

### 26. BANK BALANCES AND CASH

The Group's bank balances and cash comprise cash and short-term bank deposits with an original maturity of three months or less.

As at 31 December 2012, the bank balances carry market interest rates ranging from 0.05% to 0.385% (2011: from 0.36% to 0.5%) per annum.

### 25. 已抵押銀行存款(續)

於報告期末，已抵押作本集團短期銀行借貸、應付票據及信用證擔保的本集團已抵押銀行存款如下：

已抵押銀行存款將於償付有關銀行借貸、應付票據及信用證時解除。

本集團以相關集團公司的功能貨幣人民幣之外的貨幣計值的已抵押銀行存款如下：

### 26. 銀行結餘及現金

本集團及的銀行結餘及現金包括原屆滿期為三個月或少於三個月的現金及短期銀行存款。

於二零一二年十二月三十一日，銀行結餘的市場年利率介乎0.05%至0.385%（二零一一年：0.36%至0.5%）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 26. BANK BALANCES AND CASH (Continued)

The Group's bank balances and cash denominated in currencies other than functional currency of the relevant group companies were as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
<b>Currency:</b>	<b>貨幣</b>		
— USD	— 美元	<b>33,396</b>	24,012
— HKD	— 港元	<b>124</b>	115
		<b>33,520</b>	24,127

### 26. 銀行結餘及現金(續)

本集團以相關集團公司功能貨幣人民幣以外貨幣計值的銀行結餘及現金如下：

### 27. ASSETS AND LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Assets of Rituo Automotive classified as held for sale	日拓汽車的資產，分類為持有待售	<b>119,229</b>	—
Contingent Consideration (Note 36(a)) classified as held for sale	或然代價(附註36(a))，分類為持有待售	<b>18,395</b>	—
		<b>137,624</b>	—
Liabilities associated with assets held for sale	與持有待售資產有關的負債	<b>69,613</b>	—

### 27. 與分類為持有待售資產有關的資產及負債

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### 27. ASSETS AND LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Continued)

On 20 November 2012, Weihai Electronic entered into an equity transfer agreement with 王祥 (Mr. Wang Xiang), who was the non-controlling shareholder of Rituo Automotive. On 7 January 2013, Weihai Electronic entered a supplement agreement with Mr. Wang Xiang, 王衛國 (Mr. Wang Weiguo), a non-controlling shareholder of Rituo Automotive, and Rituo Automotive. The aforesaid agreements hereinafter collectively referred to as the "Agreements". According to the Agreements, Weihai Electronic disposes of its 55% equity interest in Rituo Automotive to Mr. Wang Xiang for a total consideration of RMB58,600,000 (the "Rituo Automotive Disposal").

On 20 November 2012, Weihai Electronic entered into an acquisition agreement with Rituo Automotive to purchase 100% equity interest of 天津市日拓高科技有限公司 (Tianjin Rituo High Technology Co., Ltd. "Rituo Technology") at a consideration of RMB15,000,000 (the "Rituo Technology Acquisition"). Rituo Technology is a wholly-owned subsidiary of Rituo Automotive and these companies are collectively referred to as the "Tianjin Rituo Group". The Rituo Technology Acquisition is subject to the completion of the Rituo Automotive Disposal.

On 12 January 2013 the shareholders of the Company approved the Rituo Automotive Disposal and Rituo Technology Acquisition as disclosed above and in note 43(b).

As the consideration of Rituo Automotive expected to exceed that the net carrying amount of the relevant assets and liabilities attributable to the Group in the disposal and the Contingent Consideration (as defined in note 36(a)), accordingly, no impairment loss has been recognised.

### 27. 與分類為持有待售資產有關的資產及負債(續)

於二零一二年十一月二十日，威海電子與王祥先生訂立股權轉讓協議。王祥先生為日拓汽車的非控股股東。於二零一三年一月七日，威海電子與王祥先生、日拓汽車的非控股股東王衛國先生及日拓汽車訂立補充協議。上述協議在下文統稱為「該等協議」。根據該等協議，威海電子出售所持有的日拓汽車的55%權益予王祥先生，總代價為人民幣58,600,000元（「日拓汽車處置」）。

於二零一二年十一月二十日，威海電子與日拓汽車訂立收購協議，收購天津市日拓高科技有限公司（「日拓高科技」）的100%股權，代價為人民幣15,000,000元（「日拓高科技收購」）。日拓高科技為日拓汽車的全資附屬公司，而該等公司統稱為「天津日拓集團」。日拓高科技收購須待日拓汽車處置完成後方告完成。

於二零一三年一月十二日，本公司股東批准日拓汽車處置及日拓高科技收購，詳情於上文及附註43(b)披露。

由於日拓汽車的代價預期將超過處置交易中本集團應佔之有關資產及負債以及或然代價（定義見36(a)）的賬面淨值，據此，概無須確認減值虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 27. ASSETS AND LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Continued)

The assets and liabilities attribute to Rituo Automotive has been reclassified as assets and liabilities held for sale and are separately presented in the consolidated statement of financial position.

Details of assets of Rituo Automotive classified as held for sale as at 31 December 2012 were as follows:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	6,083
Intangible assets	無形資產	10,976
Goodwill	商譽	258
Deferred tax assets	遞延稅項資產	2
Inventories	存貨	77,742
Trade and other receivables	貿易及其他應收款項	15,333
Bank balances and cash	銀行結餘及現金	8,835
Assets of Rituo Automotive classified as held for sale	日拓汽車的資產，分類為持有待售	<b>119,229</b>

Details of liabilities directly associated with Rituo Automotive classified as held for sale as at 31 December 2012 were as follows:

		RMB'000 人民幣千元
Trade and other payables	貿易及其他應付款項	55,802
Income tax liabilities	所得稅項負債	111
Bank borrowings	銀行借貸	13,700
Liabilities associated with Rituo Automotive classified as held for sale	與日拓汽車有關而分類為持有待售的負債	<b>69,613</b>

### 27. 與分類為持有待售資產有關的資產及負債(續)

屬於日拓汽車的資產及負債已重新分類為持有待售資產及負債，以及於綜合財務狀況表獨立呈列。

於二零一二年十二月三十一日，分類為持有待售的日拓汽車的資產詳情如下：

於二零一二年十二月三十一日，直接與日拓汽車相關而分類為持有待售的負債的詳情如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 28. TRADE AND OTHER PAYABLES

### 28. 貿易及其他應付款項

			2012	2011
		Notes	二零一二年	二零一一年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Trade payables	貿易應付款項	(a)	<b>328,553</b>	406,318
Bills payable	應付票據	(b)	<b>48,442</b>	55,691
Receipts in advance from customers	預收客戶款項	(c)	<b>406</b>	4,781
Other tax payables	其他應付稅款		<b>582</b>	4,457
Payables for acquisition of property, plant and equipment	收購物業、廠房及設備的應付款項		<b>5,152</b>	19,990
Payrolls and staff cost payables	應付工資及員工成本		<b>21,376</b>	15,909
Advances from non-controlling shareholders of a subsidiary	附屬公司非控股權益股東墊款	(d)	–	5,737
Accrued expenses	應計開支		<b>17,640</b>	9,127
Other payables	其他應付款項		<b>2,930</b>	2,337
			<b>425,081</b>	524,347

Notes:

**(a) Trade payables**

The Group's trade payables principally comprise amounts outstanding for trade purchases. Payment terms with suppliers are mainly on credit within 90 days from the time when the goods are received from suppliers.

The aged analysis of the Group's trade payables presented based on the invoice date as at the end of the reporting period are as follows:

附註：

**(a) 貿易應付款項**

本集團的貿易應付款項主要包括貿易採購的未償還款項。與供應商的支付條款主要為信貸形式，信貸期為自供應商收取貨品時起計90日內。

於報告期末，本集團按發票日期呈列的貿易應付款項的賬齡分析如下：

			2012	2011
			二零一二年	二零一一年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Within 3 months	三個月內		<b>224,608</b>	380,999
Over 3 months but within 1 year	三個月至一年		<b>97,063</b>	23,782
Over 1 year but within 2 years	一年至兩年		<b>6,504</b>	1,528
Over 2 years	超過兩年		<b>378</b>	9
			<b>328,553</b>	406,318

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 28. TRADE AND OTHER PAYABLES (Continued)

Notes: (Continued)

#### (a) Trade payables (Continued)

The Group's trade payables denominated in currencies other than functional currency of the relevant group companies were as follows:

		2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Currency:</b>	<b>貨幣：</b>		
— USD	— 美元	<b>84,187</b>	66,695

#### (b) Bills payable

The aged analysis of the Group's bills payable presented based on the issue date as at the end of the reporting period are as follows:

		2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	三個月內	<b>23,891</b>	15,504
Over 3 months but within 6 months	三個月至六個月	<b>24,551</b>	40,187
		<b>48,442</b>	55,691

#### (c) Receipts in advance from customers

The Group's receipts in advance from customers represent deposits for supply of goods to customers.

#### (d) Advances from non-controlling shareholders of a subsidiary

The amounts were unsecured, interest-free and were fully settled during the year ended 31 December 2012.

### 28. 貿易及其他應付款項(續)

附註：(續)

#### (a) 貿易應付款項(續)

本集團以相關集團公司功能貨幣人民幣以外貨幣計值的貿易應付款項如下：

#### (b) 應付票據

於報告期末，本集團按發行日期呈列的應付票據賬齡分析如下：

#### (c) 預收客戶款項

本集團的預收客戶款項指向客戶供應貨品時所收取的按金。

#### (d) 一間附屬公司非控股股東提供的墊款

該等款項乃無抵押、免息及已於截至二零一二年十二月三十一日止年度內全數償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 29. OTHER FINANCIAL ASSETS AND LIABILITIES 29. 其他金融資產及負債

			2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
		Notes 附註		
Other financial assets	其他金融資產			
— Contingent Consideration (Note 36(a))	— 或然代價 (附註36(a))		—	5,229
— Commodity derivative contracts	— 商品衍生合約	(a)	156	—
			156	5,229
Other financial liabilities	其他金融負債			
— Foreign currency exchange contracts	— 外匯合約	(b)	—	368
— Commodity derivative contracts	— 商品衍生合約	(a)	—	1
— Cancellable foreign currency forward swaps contract	— 可撤銷外幣遠期掉期合約	(c)	—	5,942
			—	6,311

Notes:

**(a) Commodity derivative contracts**

The Group uses commodity derivative contracts (standard copper futures contracts in London Metal Exchange) to manage its exposure against copper price fluctuations. This arrangement is designated to address significant fluctuations in the price of copper concentrate and copper related products which move in line with the price of copper. However, this arrangement is not considered as an effective hedge and is not accounted for under hedge accounting according to the Group's accounting policies.

Details of the contract value and the related terms are summarised as follows:

附註：

**(a) 商品衍生合約**

本集團使用商品衍生合約(倫敦金屬交易所標準銅期貨合約)以管理因銅價波動而面對的風險。此安排是為管理隨著銅價波動而可能引起的銅精礦及銅相關產品價格重大波動的風險。然而，根據本集團的會計政策，此安排不會視為實際對沖且不會根據對沖會計處理入賬。

合約價值及相關條款詳情概述如下：

		2012 二零一二年	2011 二零一一年
Commodity derivative sale contracts (net settled):	商品衍生銷售合約(結付淨額)：		
— Volume (tons)	— 量(噸)	115	5
— Executed contract value (RMB'000)	— 已執行的合約價值(人民幣千元)	6,655	277
— Fair value of derivative financial assets (RMB'000)	— 衍生金融資產公平值(人民幣千元)	156	(1)
Contract maturity date	合約到期日	April 2013 二零一三年四月	May 2012 二零一二年五月

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 29. OTHER FINANCIAL ASSETS AND LIABILITIES

(Continued)

Notes: (Continued)

#### (b) Foreign currency exchange contracts

As at 31 December 2011, the Group had the following foreign exchange forward contracts with certain commercial banks in the PRC to mitigate its foreign currency exposure:

Notional amount	名義金額	Maturity 到期日	Exchange rates 匯率
<b>As at 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>		
Sell RMB15,942,000	出售人民幣 15,942,000 元	11 January 2012 二零一二年 一月十一日	US\$1:RMB6.4730 1美元兌 人民幣 6.4730 元

#### (c) Cancellable foreign currency forward swaps contract

During the year of 2011, the Group entered into a cancellable foreign currency forwards swaps contract (the "Swaps Contracts"), with a bank (the "Bank") for a national amount of USD10,000,000, that the Group should pay to the Bank forward exchange of an amount receivable from the Bank in USD equivalent to RMB64.05 million translated at the spot rate published by Reuters on monthly basis throughout to October 2013. The contract will be settled in net amount.

Pursuant to the Swaps Contract, both of the Group and the Bank have the cancellation options as following:

- The Group is eligible to terminate the Swaps Contracts at the 20th day of January, April, July and October each year from January 2012 to September 2013 for the total loss of the entire Swaps Contracts not more than USD15,000,000.
- The Bank is eligible to terminate the Swaps Contract at the 20th day of each month of each year commencing 20 October 2012 at discretion at nil cost.
- On 20 November 2012, the Swaps Contract has been cancelled by the Bank.

### 29. 其他金融資產及負債(續)

附註：(續)

#### (b) 外匯合約

於二零一一年十二月三十一日，本集團擁有與若干中國商業銀行簽署的以下外匯合約以減輕其外匯風險：

#### (c) 可撤銷外匯遠期掉期合約

於二零一一年，本集團與一間銀行(「該銀行」)就 10,000,000 美元的估算金額訂立可撤銷外幣遠期掉期合約(「掉期合約」)，據此，本集團須每月以美元向該銀行支付該銀行應收根據路透社公佈的即期匯率相等於人民幣 64.05 百萬元的外匯款項，直至二零一三年十月為止。該合約將以淨額償付。

根據掉期合約，本集團及該銀行均有撤銷選擇權如下：

- 本集團有權由二零一二年一月至二零一三年九月期間每年的一月、四月、七月及十月第二十日止掉期合約，而全份掉期合約的虧損總額不得超過 15,000,000 美元。
- 該銀行有權自二零一二年十月二十日開始每年的每月第二十日期情及無償終止掉期合約。
- 於二零一二年十一月二十日，掉期合約已被銀行取消。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 30. BANK BORROWINGS

### 30. 銀行借款

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Bank borrowings, due within one year:	銀行借貸(一年內到期):		
— Secured (Note)	— 已擔保(附註)	<b>668,869</b>	317,316
— Unsecured	— 未擔保	<b>131,285</b>	336,155
		<b>800,154</b>	653,471
The exposure of bank borrowings:	銀行借貸風險:		
— Fixed rates borrowings	— 固定利率借貸	<b>365,271</b>	204,698
— Variable rates borrowings	— 浮動利率借貸	<b>434,883</b>	448,773
		<b>800,154</b>	653,471

Note: Included in the secured bank borrowings are advance from banks for discounted bills amounting to RMB15,845,000 (2011: RMB5,096,000). (See note 24(b) and note 39).

附註: 有抵押銀行貸款包括銀行就貼現票據, 金額為人民幣15,845,000元(二零一一年: 人民幣5,096,000元), 所提供之墊款(見附註24(b)及附註39)。

The Group's bank borrowings denominated in currencies other than RMB, the functional currency of the relevant group companies, were as follows:

以相關集團公司功能貨幣人民幣以外貨幣計值的本集團銀行借款如下:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Currency:	貨幣:		
USD	美元	<b>191,153</b>	185,293

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 30. BANK BORROWINGS (Continued)

The range of effective interest rates (which are also equal to contracted interest rates) of the Group's bank borrowings are as follows:

		2012 二零一二年 % per annum 年利率%	2011 二零一一年 % per annum 年利率%
<b>Effective interest rates:</b>	<b>實際利率：</b>		
Fixed rates borrowings	固定利率借貸	<b>0.25–7.54</b>	2.50–11.60
Variable rates borrowings	浮動利率借貸	<b>1.51–7.22</b>	2.50–8.20

### 30. 銀行借款(續)

本集團銀行借款的實際利率(亦等於合約利率)範圍如下：

### 31. SHARE CAPITAL

		Number of shares 股份數目	Share capital 股本 US\$'000 千美元
Ordinary shares <i>Authorised</i> As at 1 January 2011, 31 December 2011 and 2012 (USD0.02 each)	普通股 法定 於二零一一年一月一日、 二零一一年及二零一二年 十二月三十一日 (每股0.02美元)	2,500,000,000	50,000

### 31. 股本

		Number of shares 股份數目	Share capital 股本 US\$'000 千美元      RMB'000 人民幣千元	
<i>Issued and fully paid</i> As at 1 January 2011, 31 December 2011 and 2012 (USD0.02 each)	已發行及繳足 於二零一一年一月一日、 二零一一年及 二零一二年 十二月三十一日 (每股0.02美元)	720,000,000	14,400	97,401

All of the ordinary shares rank pari passu in all respects.

所有普通股在各方面享有同等權利。

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## 綜合財務報表附註

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### 32. EMPLOYEE SHARE SCHEME

On 30 September 2008, an employees' share scheme (the "Employee Share Scheme") was adopted by the Company. Pursuant to the Employee Share Scheme, on 8 October 2008, Chenlin International Joint Stock Company Limited (a company owned by Mr. Chi) transferred a total of 6,280,000 ordinary shares of the Company (the "Employee Shares") to Hongxin Joint Stock Company Limited in respect of certain directors of the Company and employees (the "Employee Shareholders") in recognition of their contributions to the growth of the Group at a consideration of RMB6.37 each, of which RMB2.37 each was paid for by each of the Employee Shareholders with their own funds and RMB4.00 each was paid for by Weihai Electronic and 威海市泓淋電線電纜有限公司 (Weihai Honglin Wire & Cable Co., Ltd<sup>#</sup>, "Weihai Cable") respectively, as bonus and subsidy to Employee Shareholders.

Hongxin Joint Stock Company Limited holds the Employee Shares in trust for the Employee Shareholders pursuant to a trust deed dated 28 May 2010 (the "Trust Deed").

The Employee Share Scheme and Trust Deed imposed certain restrictions on the Employee Shares and the details are summarised in the paragraphs headed "Employee Shares" under section III "Further Information about Directors, Management and Staff" in Appendix VI "Statutory and General Information" to the prospectus of the Company dated 3 November 2010.

### 32. 僱員股份計劃

於二零零八年九月三十日，本公司採納僱員股份計劃（「僱員股份計劃」）。根據僱員股份計劃，於二零零八年十月八日，晨淋國際股份有限公司（一間由遲先生擁有的公司）就本公司若干董事及僱員（「僱員股東」）將總計 6,280,000 股本公司普通股（「僱員股份」）以代價每股人民幣 6.37 元轉讓予泓鑫股份有限公司。鑒於彼等對本集團發展的貢獻，各僱員股東自行支付每股人民幣 2.37 元，而另外每股人民幣 4.00 元分別由威海電子及威海市泓淋電線電纜有限公司（「威海電線」）支付，作為僱員股東的花紅及補貼。

根據二零一零年五月二十八日的信託契約（「信託契約」），泓鑫股份有限公司以信託方式代僱員股東持有僱員股份。

僱員股份計劃及信託契約對僱員股份有若干限制，詳情概述於本公司日期為二零一零年十一月三日的招股章程附錄六「法定及一般資料」第三節「有關董事、管理層及員工的其他資料」「僱員股份」一段。

<sup>#</sup> The English name is for identification purpose only.

<sup>#</sup> 英文名稱僅供識別

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 32. EMPLOYEE SHARE SCHEME (Continued)

Details of the movements of the Employee Shares awarded and the outstanding balances at the end of the reporting period are as follows:

		Numbers of outstanding Employee Shares balances 未償還僱員股份結餘數目	
		Directors 董事	Employees 僱員
As at 1 January 2011	於二零一一年一月一日	3,543,791	33,247,131
Transfer (Note)	轉撥(附註)	(1,026,889)	1,026,889
As at 31 December 2011	於二零一一年十二月三十一日	2,516,902	34,274,020
Transfer (Note)	轉撥(附註)	(1,486,471)	1,486,471
As at 31 December 2012	於二零一二年十二月三十一日	1,030,431	35,760,491

Note: During the year ended 31 December 2012, one director (2011: one) resigned from directorship remains as an employee of the Group.

The estimated fair value of the Employee Shares at the date of grant was approximately RMB42,187,000, or approximately RMB6.72 each. The payment of RMB4.00 each (RMB25,120,000 in total) made by Weihai Electronic and Weihai Cable as bonus and subsidy to Employees Shareholders has been charged to "share awards reserve" in equity during the year ended 31 December 2008.

The difference between the fair value of RMB6.72 each and RMB2.37 each which was paid for by each of the Employee Shareholders, amounting to approximately RMB27,303,000, would be charged to the consolidated statement of comprehensive income on a straight-line basis over the service periods of the service contracts for those Employees Shareholders from October 2008 to September 2013.

### 32. 僱員股份計劃(續)

於報告期末，已授出僱員股份及未償還結餘的變動詳情如下：

附註：於截至二零一二年十二月三十一日止年度，一名(二零一一年：一名)已辭任董事職務的董事仍為本集團僱員。

僱員股份於授出日期的估計公平值約為人民幣42,187,000元，或每股約為人民幣6.72元。威海電子及威海電線向僱員股東支付每股人民幣4.00元(總計人民幣25,120,000元)作為花紅及補貼已於截至二零零八年十二月三十一日止年度自權益的「股份獎勵儲備」中扣除。

公平值每股人民幣6.72元與由各僱員股東支付的每股人民幣2.37元之差額約為人民幣27,303,000元，將由二零零八年十月至二零一三年九月在該等僱員股東的服務合約服務期間以直線法從綜合全面收益表中扣除。

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## 綜合財務報表附註

For the year ended 31 December 2012  
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### 32. EMPLOYEE SHARE SCHEME (Continued)

During the year ended 31 December 2012, the Group recognised share-based payments of approximately RMB3,762,000 (2011: RMB7,147,000) in relation to the Employee Shares.

During the year ended 31 December 2012, no director or employee of the Group exercises their rights under the Employee Share Scheme.

### 32. 僱員股份計劃(續)

截至二零一二年十二月三十一日止年度，本集團確認與僱員股份有關的以股份支付的款項為人民幣3,762,000元(二零一一年：人民幣7,147,000元)。

於截至二零一二年十二月三十一日止年度，概無董事或本集團僱員行使僱員購股權計劃下之權利。

### 33. OPERATING LEASES

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Minimum lease payments paid under operating leases during the year	年內根據經營租約已付最低租金	<b>7,084</b>	3,596

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Within one year	一年內	<b>2,291</b>	4,197
Over one year but within two years, inclusive	一年至兩年(包括首尾兩年)	<b>3,495</b>	5,815
		<b>5,786</b>	10,012

Operating lease payments represent rentals payable by the Group for the Group's warehouse and office premise. Leases are negotiated for lease terms ranging from one to two years at inception.

### 33. 經營租約

於報告期末，本集團根據不可撤銷經營租約擁有日後最低租金之承擔，不可撤銷經營租約到期情況如下：

經營租約付款指本集團應付的倉庫及辦公室租金。租約經商定的租期介乎一至兩年。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 34. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following outstanding capital commitments:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Capital expenditure in respect of acquisition of property, plant and equipment:	有關收購物業、廠房及設備的資本開支：		
— contracted for but not provided in the consolidated financial statements	— 已簽約但並未於綜合財務報表中撥備	<b>58,077</b>	60,355
— authorised but not contracted for	— 已授權但未簽約	—	10,922
Acquisition of equities	關於收購股本	<b>533,053</b>	—
		<b>591,130</b>	71,277

### 34. 資本承擔

於報告期末，本集團未償還資本承擔如下：

### 35. RETIREMENT BENEFIT SCHEMES

The employees of the Group in the PRC are members of a state-managed retirement benefits scheme operated by the PRC Government. The Group is required to contribute a specified percentage of its basic payroll costs up to a rate determined by respective local government authority to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions under the scheme.

The amounts of contributions made by the Group in respect of the retirement benefit scheme during the two years are disclosed in note 11.

As at 31 December 2012, contributions of RMB64,000 (2011: RMB29,000) due in respect of the reporting period had not been paid over to the schemes.

### 35. 退休福利計劃

本集團中國僱員均為中國政府管理的國家退休福利計劃成員。本集團須按僱員基本工資的指定百分比至各地方政府機關釐定的利率向退休福利計劃供款。本集團於退休福利計劃的責任僅為根據計劃作出指定供款。

本集團於兩個年度期間的退休福利計劃供款金額披露於附註11。

於二零一二年十二月三十一日，於報告期到期的注資額人民幣64,000元(二零一一年：人民幣29,000元)，尚未支付予該等計劃。

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## 綜合財務報表附註

For the year ended 31 December 2012  
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### 36. ACQUISITION OF SUBSIDIARIES

In 2011, the Group had made the following acquisitions:

#### (a) Acquisition of 55% equity interest in Rituo Automotive (the "Tianjin Rituo Group Acquisition")

On 21 February 2011, Weihai Electronic entered into a capital increase agreement (the "Tianjin Rituo Capital Increase Agreement") with two independent third parties, Mr. Wang Xiang and 王衛國 (Mr. Wang Weiguo) (collectively referred to as the "Tianjin Rituo Founders") and pursuant to which Weihai Electronic made a capital contribution of RMB58,600,000 to Rituo Automotive, and in return the Group acquired 55% of equity interest in Tianjin Rituo Group. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB1,823,000 (see below). Tianjin Rituo Group is established in the PRC which principally engaged in the manufacture and sale of automotive wiring harness products.

Consideration transferred

		RMB'000 人民幣千元
Cash	現金	58,600
Contingent Consideration Arrangement (Note)	或然代價安排(附註)	(5,229)
<b>Total</b>	<b>總計</b>	<b>53,371</b>

Note: The Tianjin Rituo Founders provided guarantee to Weihai Electronic that the aggregate amount of the audited net profit after tax of Tianjin Rituo Group for the two years ending 31 December 2012 (the "Actual Profit") will not be less than RMB40,000,000 (the "Target Profit"). If the Actual Profit is less than the Target Profit, the Tianjin Rituo Founders shall pay Weihai Electronic 34.4% of the difference between the Actual Profit and the Target Profit (hereinafter collectively referred to as the "Contingent Consideration"), and Weihai Electronic will have to contribute such sum back into Tianjin Rituo through increasing the registered capital of Rituo Automotive, while the Tianjin Rituo Founders will proportionally contribute capital to Rituo Automotive according to the sum that Weihai Electronic contributed; or,

### 36. 收購附屬公司

於二零一一年，本集團作出以下收購：

#### (a) 收購日拓汽車55%的權益(「天津日拓集團收購」)

於二零一一年二月二十一日，威海電子與兩名第三方王祥先生及王衛國先生(統稱為「天津日拓創辦人」)訂立增資協議(「天津日拓增資協議」)，據此，威海電子向日拓汽車注資人民幣58,600,000元，而本集團則收購天津日拓集團的55%權益。該收購已使用收購法入賬。該收購產生的商譽金額為人民幣1,823,000元(見下文)。於中國成立的天津日拓集團主要從事製造及銷售汽車配線產品。

已轉撥代價

附註：天津日拓創辦人向威海電子提供擔保，截至二零一二年十二月三十一日止兩個年度，天津日拓集團經審核除稅後純利總額(「實際溢利」)將不少於人民幣40,000,000元(「目標溢利」)。倘實際溢利少於目標溢利，天津日拓創辦人須向威海電子支付實際溢利及目標溢利差額的34.4%(下文統稱為「或然代價」)，及威海電子將必須透過增加日拓汽車已註冊資本向天津日拓注入有關金額，而天津日拓創辦人將根據威海電子注資總額按比例向日拓汽車注資；或

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2012  
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### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (a) Acquisition of 55% equity interest in Rituo Automotive (the "Tianjin Rituo Group Acquisition") (Continued)

Consideration transferred (Continued)

Note: (Continued)

On the other hand, if the Actual Profit is higher than the Target Profit, Weihai Electronic shall pay the Tianjin Rituo Founders 28.1% of the difference between the Target Profit and the Actual Profit, which is capped at RMB22,500,000. Subsequently, the Tianjin Rituo Founders will have to contribute such sum back into Rituo Automotive through increasing the registered capital of Rituo Automotive while Weihai Electronic will proportionally contribute capital to Rituo Automotive according to the sum that the Tianjin Rituo Founders contributed.

The above arrangement in relation to the Contingent Consideration is referred to the "Contingent Consideration Arrangement".

A valuation report relating to the Tianjin Rituo Group Acquisition (the "Tianjin Rituo Group Acquisition Valuation") was received in early 2012 and the fair value of the Contingent Consideration at the date of acquisition and as at 31 December 2011 was determined to be RMB5,229,000.

As at 31 December 2012, the Actual Profit is less than the Target Profit and thus, the Contingent Consideration attributable to Tianjin Rituo Group Acquisition as at December 2012 is RMB 18,395,000 resulting in fair value gain of RMB13,166,000 recognised in the year ended 31 December 2012.

### 36. 收購附屬公司(續)

#### (a) 收購日拓汽車55%的權益(「天津日拓集團收購」)(續)

已轉撥代價(續)

附註：(續)

另一方面，倘實際溢利高於目標溢利，威海電子須向天津日拓創辦人支付目標溢利及實際溢利差額的28.1%，最高為人民幣22,500,000元。隨後，天津日拓創辦人將必須透過增加日拓汽車已註冊資本注入有關金額予天津日拓，而威海電子將根據天津日拓創辦人注資總額按比例注資予日拓汽車。

上述有關或然代價之安排，請參閱「或然代價安排」一項。

於二零一二年初獲得天津日拓集團收購的估值報告(「天津日拓集團收購估值」)，於收購日期及二零一一年十二月三十一日，或然代價的公平值釐定為人民幣5,229,000元。

於二零一二年十二月三十一日，實際溢利少於目標溢利，因此，於二零一二年十二月三十一日，天津日拓集團收購應佔或然代價為人民幣18,395,000元，令截至二零一二年十二月三十一日止年度錄得公平值收益人民幣13,166,000元。

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## 綜合財務報表附註

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### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (a) Acquisition of 55% equity interest in Rituo Automotive (the "Tianjin Rituo Group Acquisition") (Continued)

Assets acquired and liabilities recognised at the date of acquisition are as follows:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	8,957
Intangible assets (Note)	無形資產(附註)	23,280
Inventories	存貨	28,601
Trade receivables	貿易應收款項	63,741
Bank balances and cash	銀行結餘及現金	65,350
Trade and other payables	貿易及其他應付款項	(81,547)
Bank borrowings	銀行借貸	(8,502)
Deferred taxation liabilities	遞延稅項負債	(6,156)
		93,724

Note: Intangible assets represent customer relationships of approximately RMB12,810,000 and technology knowhow of approximately RMB10,470,000.

附註：無形資產指客戶關係約人民幣12,810,000元及專有技術約人民幣10,470,000元。

Goodwill arising on acquisition

收購產生的商譽

		RMB'000 人民幣千元
Consideration transferred	已轉撥代價	53,371
Add: Non-controlling interests	加：非控制權益	42,176
Less: Recognised amount of identified net assets acquired, including Weihai Electronic's capital injection of RMB58,600,000 to Tianjin Rituo	減：已收購之可識別資產淨值之已確認金額，包括威海電子向天津日拓注資人民幣58,600,000元	(93,724)
Goodwill arising on Tianjin Rituo Group Acquisition	天津日拓集團收購產生的商譽	1,823
Goodwill related to Rituo Automotive	有關日拓汽車的商譽	1,565
Goodwill related to Rituo Technology	有關日拓高科技的商譽	258
Total	總計	1,823

### 36. 收購附屬公司(續)

#### (a) 收購日拓汽車55%的權益(「天津日拓集團收購」)(續)

收購日期已收購資產及已確認負債如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	8,957
Intangible assets (Note)	無形資產(附註)	23,280
Inventories	存貨	28,601
Trade receivables	貿易應收款項	63,741
Bank balances and cash	銀行結餘及現金	65,350
Trade and other payables	貿易及其他應付款項	(81,547)
Bank borrowings	銀行借貸	(8,502)
Deferred taxation liabilities	遞延稅項負債	(6,156)
		93,724

Note: Intangible assets represent customer relationships of approximately RMB12,810,000 and technology knowhow of approximately RMB10,470,000.

附註：無形資產指客戶關係約人民幣12,810,000元及專有技術約人民幣10,470,000元。

Goodwill arising on acquisition

收購產生的商譽

		RMB'000 人民幣千元
Consideration transferred	已轉撥代價	53,371
Add: Non-controlling interests	加：非控制權益	42,176
Less: Recognised amount of identified net assets acquired, including Weihai Electronic's capital injection of RMB58,600,000 to Tianjin Rituo	減：已收購之可識別資產淨值之已確認金額，包括威海電子向天津日拓注資人民幣58,600,000元	(93,724)
Goodwill arising on Tianjin Rituo Group Acquisition	天津日拓集團收購產生的商譽	1,823
Goodwill related to Rituo Automotive	有關日拓汽車的商譽	1,565
Goodwill related to Rituo Technology	有關日拓高科技的商譽	258
Total	總計	1,823

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## 綜合財務報表附註

For the year ended 31 December 2012  
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### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (a) Acquisition of 55% equity interest in Rituo Automotive (the "Tianjin Rituo Group Acquisition") (Continued)

*Goodwill arising on acquisition (Continued)*

The 45% non-controlling interest in Tianjin Rituo Group recognised at the acquisition date was measured by reference to the proportionate share amounts of net assets of Tianjin Rituo Group of RMB93,724,000 (including Weihai Electronic capital injection of RMB58,600,000 to Tianjin Rituo) amounting to RMB42,176,000.

Goodwill arose on the acquisition of Tianjin Rituo Group because the acquisition included the workforce of Tianjin Rituo Group. This asset could not be separately recognised from goodwill because they are not capable of being separated from the Group and sold, transferred, licensed, rented or exchanged, either individually or together with any related contracts. The goodwill is not expected to be deductible for tax purpose.

During the year ended 31 December 2012, the directors of the Company conducted a review on the Group's goodwill related to Rituo Technology, having regarding to the losses of the operation of automotive wiring harness CGU. Accordingly, an impairment loss of RMB1,565,000 has been recognised to the extent that the carrying amount exceeded the recoverable amount of the automotive wiring harness CGU based on the best estimate by the directors of the Company. The impairment loss has been included in the line item of other expenses in the consolidated statement of comprehensive income for the year ended 31 December 2012 and particulars regarding impairment testing on goodwill are set out in note 20.

### 36. 收購附屬公司(續)

#### (a) 收購日拓汽車55%的權益(「天津日拓集團收購」)(續)

*收購產生的商譽(續)*

於收購日期確認的天津日拓集團45%非控制權益參考天津日拓資產淨值所佔比例金額人民幣93,724,000元計量(包括威海電子向天津日拓集團注資人民幣58,600,000元)為人民幣42,176,000元。

由於收購包括天津日拓集團的勞力，故商譽於收購天津日拓集團時產生。該資產不能單獨確認自商譽，由於彼等不能單一或連同任何有關合約獨立於本集團及出售、轉讓、或牌照、出租或交換。該商譽預期不可扣稅。該等收購產生的商譽預期概不可扣稅。

於截至二零一二年十二月三十一日止年度，本公司董事對本集團關於日拓高科技的商譽進行檢視，並考慮汽車線束現金產生單位錄得之虧損。據此，已確認減值虧損人民幣1,565,000元，即根據本公司董事的最佳估計，汽車線束現金產生單位的可收回金額超過賬面值的差額。減值虧損已計入截至二零一二年十二月三十一日止年度綜合全面收益其他開支項目內，而有關商譽減值虧損測試的詳情載於附註20。

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## 綜合財務報表附註

For the year ended 31 December 2012  
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### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (a) Acquisition of 55% equity interest in Rituo Automotive (the "Tianjin Rituo Group Acquisition") (Continued)

Net cash inflow arising from acquisition

		RMB'000 人民幣千元
Cash and cash equivalents acquired (Note)	所得現金及現金等價物	65,350
Less: Cash contributed by Weihai Electronic	減：威海電子注入現金	(58,600)
		6,750

Note: Weihai Electronic made a capital injection of RMB58,600,000 to Tianjin Rituo which did not consider as a cash inflow nor outflow of the Group.

#### Impact of acquisition on the result of the Group

Included in the revenue and profit of the Group for the year ended 31 December 2011 are RMB138,282,000 and RMB2,759,000, respectively, attributable to Tianjin Rituo.

Had the acquisition of Tianjin Rituo been effected on 1 January 2011, the revenue and profit of the Group for the year ended 2011 would have been RMB1,883,819,000 and RMB123,648,000, respectively. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2011, nor is intended to be a projection of future results.

In determining the "pro forma" revenue and profit of the Group had Tianjin Rituo been acquired on 1 January 2011, the directors of the Company calculated depreciation of property, plant and equipment and amortization of intangible assets based on the recognised amounts of property, plant and equipment and intangible assets at the date of acquisition.

### 36. 收購附屬公司(續)

#### (a) 收購日拓汽車55%的權益(「天津日拓集團收購」)(續)

收購產生的現金流入淨額

		RMB'000 人民幣千元
Cash and cash equivalents acquired (Note)	所得現金及現金等價物	65,350
Less: Cash contributed by Weihai Electronic	減：威海電子注入現金	(58,600)
		6,750

附註：威海電子向天津日拓注資的人民幣58,600,000元不被視為本集團現金流入或流出額。

#### 收購對本集團業績影響

計入本集團截至二零一一年十二月三十一日止年度的收入及溢利分別為天津日拓應佔的人民幣138,282,000元及人民幣2,759,000元。

倘收購天津日拓於二零一一年一月一日生效，本集團截至二零一一年止年度的收入及溢利將分別為人民幣1,883,819,000元及人民幣123,648,000元。備考資料僅供說明目的，及並不代表倘收購於二零一一年一月一日結束，本集團將可能達到的收入及經營業績實際，亦不代表預測未來業績。

於釐定假設天津日拓於二零一一年一月一日被收購，本集團的備考收入及溢利時，本公司董事已根據物業、廠房、設備及無形資產於收購日期的已確認金額計算物業、廠房、設備的折舊以及無形資產的攤銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (b) Acquisition of 87% equity interest in Huizhou Technology and the capital injection to Huizhou Technology (the “Huizhou Technology Acquisition”)

On 4 May 2011, Weihai Electronic entered into the acquisition and capital injection agreements (the “Huizhou Technology Acquisition and Capital Injection Agreements”) with certain independent third parties, including 田洪鎮 (Mr. Tian Hongzhen), 周紹華 (Mr. Zhou Shaohua), 袁火有 (Mr. Yuan Huoyou), 王家沾 (Mr. Wang Jiazhan) and 武月龍 (Mr. Wu Yuelong) (hereinafter collectively referred to as the “Huizhou Technology Vendors”) and pursuant to which, Weihai Electronic acquired an aggregate of 87% equity interest in Huizhou Technology from the Huizhou Technology Vendors for a total consideration of approximately RMB13,328,000, which was paid in 2011. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was RMB5,923,000 (see below). Huizhou Technology is a company established in the PRC which is principally engaged in the designs, research and development, manufacture and sale of communication wire and cable related products catering to the telecommunication industry, belonging to the signal transmission wire and cable segment of the Group. Upon the completion of the acquisition, Huizhou Technology was owned as to 87% by Weihai Electronic, 5% by Mr. Zhou Shaohua and 8% by Mr. Yuan Huoyou, respectively.

Consideration transferred

### 36. 收購附屬公司(續)

#### (b) 收購惠州科技87%的權益及向惠州科技注資(「惠州科技收購」)

於二零一一年五月四日，威海電子與若干獨立第三方訂立收購及注資協議(「惠州科技收購及注資協議」)，該等獨立第三方包括田洪鎮先生、周紹華先生、袁火有先生、王家沾先生及武月龍先生(下文統稱「惠州科技賣方」)，據此，威海電子向惠州科技賣方收購於惠州科技合共87%的權益，總代價約為人民幣13,328,000元，已於二零一一年支付。該項收購已採用收購法入賬。因收購產生的商譽金額為人民幣5,923,000元(見下文)。惠州科技為於中國成立的公司，主要從事通信線纜及相關產品的設計、研發、製造及銷售，歸入本集團「信號傳輸線纜」分部。於收購事項完成後，惠州科技分別由威海電子持有87%的權益、由周紹華先生持有5%的權益及由袁火有先生持有8%的權益。

已轉撥代價

		RMB'000 人民幣千元
Cash	現金	13,328

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (b) Acquisition of 87% equity interest in Huizhou Technology and the capital injection to Huizhou Technology (the "Huizhou Technology Acquisition") (Continued)

##### Consideration transferred (Continued)

Note: The fair values of the identifiable assets and liabilities at the date of acquisition were determined on provisional basis in the preparation of the condensed consolidated financial statements of the Group for the six months ended 30 June 2012.

The valuation of the identifiable assets and liabilities of Huizhou Technology was decreased from the provisional amount of RMB19,959,000 to RMB8,511,000, resulting in a goodwill RMB5,923,000.

Assets acquired and liabilities recognised at the date of acquisition are as follows:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	36,231
Intangible assets (note below)	無形資產(下文附註)	2,620
Inventories	存貨	20,735
Trade receivables	貿易應收款項	72,453
Bank balances and cash	銀行結餘及現金	5,295
Trade and other payables	貿易及其他應付款項	(71,040)
Bank borrowings	銀行借貸	(53,262)
Deferred taxation liabilities	遞延稅項負債	(4,521)
		8,511

Note: Intangible assets represent customer relationships of approximately RMB2,620,000.

### 36. 收購附屬公司(續)

#### (b) 收購惠州科技87%的權益及向惠州科技注資(「惠州科技收購」)(續)

##### 已轉撥代價(續)

附註：於收購日期，可識別資產及負債的公平值按臨時基準釐定，藉以準備本集團截至二零一二年六月三十日止六個月的簡明綜合財務報表。

惠州科技可識別資產及負債的估值由臨時金額人民幣19,959,000元減至人民幣8,511,000元，產生商譽人民幣5,923,000元。

收購日期已收購資產及已確認負債如下：

附註：無形資產指客戶關係約人民幣2,620,000元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (b) Acquisition of 87% equity interest in Huizhou Technology and the capital injection to Huizhou Technology (the "Huizhou Technology Acquisition") (Continued)

Goodwill arising on acquisition

Pursuant to the Huizhou Technology Acquisition Valuation, the following items are restated:

### 36. 收購附屬公司(續)

#### (b) 收購惠州科技87%的權益及向惠州科技注資(「惠州科技收購」)(續)

收購產生的商譽

根據惠州科技收購估值，以下各項予以重列：

		RMB'000 人民幣千元
Consideration transferred	已轉撥代價	13,328
Add: Non-controlling interests	加：非控制權益	1,106
Less: Recognised amount of identified net assets acquired	減：已收購之可識別資產淨值之已確認金額	(8,511)
Goodwill arising on Huizhou Technology Acquisition 惠州科技收購產生的商譽		5,923

The 13% non-controlling interest in Huizhou Technology recognised at the acquisition date was measured by reference to the proportionate share of amounts of net assets of Huizhou Technology of RMB8,511,000 amounting to RMB1,106,000.

Goodwill arose on the acquisition of Huizhou Technology because the acquisition included the workforce of Huizhou Technology. This asset could not be separately recognised from goodwill because they are not capable of being separated from the Group and sold, transferred, licensed, rented or exchanged, either individually or together with any related contracts. The goodwill is not expected to be deductible for tax purpose.

In August and December 2011, Weihai Electronic further injected RMB20,000,000 and RMB43,200,000 into Huizhou Technology, which have diluted the shareholdings held by the non-controlling interests. An amount of RMB679,000 was adjusted to reflect the change in non-controlling interests as shown in the Group's consolidated statement of changes in equity. The percentage of equity interest of Huizhou Technology held by the Group increased to 97.27% at the end of 31 December 2011.

於收購日期確認的惠州科技13%非控制權益參考惠州科技資產淨值按比例所佔金額人民幣8,511,000元計量為人民幣1,106,000元。

收購惠州科技產生商譽，因為收購包括惠州科技的勞力。該項資產不可與商譽分離確認，因為不能獨立於本集團，以及獨立或連同任何其他合約出售、轉讓、特許、出租或轉讓。並不預期商譽可作扣稅用途。

於二零一一年八月及十二月，威海電子進一步向惠州科技注入人民幣20,000,000元及人民幣43,200,000元，攤薄非控股權益持有的股權。一筆人民幣679,000元的款項已作調整，反映非控股權益的變動，並載入本集團的綜合權益變動表。本集團持有的惠州科技股權百分比於二零一一年十二月三十一日結束時，增至97.27%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (b) Acquisition of 87% equity interest in Huizhou Technology and the capital injection to Huizhou Technology (the "Huizhou Technology Acquisition") (Continued)

*Goodwill arising on acquisition (Continued)*

In 2012, Weihai Electronic had acquired the remaining 2.73% equity interest in Huizhou Technology from the non-controlling interests with a cash consideration of approximately RMB1,992,000. Since then, Huizhou Technology became a wholly owned subsidiary of the Company.

During the year ended 31 December 2012, the directors of the Company conducted a review on the Group's goodwill attributable to Huizhou Technology Acquisition, having regarding to the losses of the operation of signal transmission wire and cable CGU. Accordingly, an impairment loss of RMB5,923,000 has been recognised to the extent that the carrying amount exceeded the recoverable amount of the signal transmission wire and cable CGU based on the best estimate by the directors of the Company. The impairment loss has been included in the line item of other expenses in the consolidated statement of comprehensive income for the year ended 31 December 2012 and particulars regarding impairment testing on goodwill are set out in note 20.

*Net cash outflow arising from acquisition*

		RMB'000 人民幣千元
Consideration paid in cash	以現金支付的代價	13,328
Less: Cash and cash equivalent acquired	減：所得現金及現金等價物	(5,295)
		8,033

### 36. 收購附屬公司(續)

#### (b) 收購惠州科技87%的權益及向惠州科技注資(「惠州科技收購」)(續)

*收購產生的商譽(續)*

於二零一二年，威海電子向非控股權益收購惠州科技餘下2.73%股權，現金代價約人民幣1,992,000元。由其時起，惠州科技成為本公司的全資附屬公司。

於截至二零一二年十二月三十一日止年度，本公司董事審視惠州科技收購應佔的本集團商譽，經考慮信號傳輸線纜現金產生單位的營運虧損。因此，根據本公司董事的最佳估計，按信號傳輸線纜現金產生單位賬面值超過可收回金額的幅度，確認減值虧損人民幣5,923,000元。減值虧損已計入截至二零一二年十二月三十一日止年度的綜合全面收益表的其他開支項目內，而有關商譽減值測試的詳情載於附註20。

*收購產生的現金流出淨額*

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 36. ACQUISITION OF SUBSIDIARIES (Continued)

#### (b) Acquisition of 87% equity interest in Huizhou Technology and the capital injection to Huizhou Technology (the "Huizhou Technology Acquisition") (Continued)

*Impact of acquisition on the result of the Group*

Included in the revenue and profit of the Group for the year ended 31 December 2011 are RMB114,588,000 and a loss of RMB1,979,000, respectively attributable to Huizhou Daya Bay.

Had the acquisition of Huizhou Daya Bay been effected on 1 January 2011, the revenue of the Group from continuing operations for the year ended 2011 would have been RMB1,922,411,000, and the profit for the period from continuing operations would have been RMB125,003,000.

The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2011, nor is intended to be a projection of future results.

In determining the "pro-forma" revenue and profit of the Group had Huizhou Daya Bay been acquired on 1 January 2011, the directors of the Company calculated depreciation of property, plant and equipment and amortisation of intangible assets based on the recognised amounts of property, plant and equipment and intangible assets at the date of acquisition.

### 37. DISPOSAL OF A SUBSIDIARY

Pursuant to an agreement amongst Changshu Connecting-Technology and non-controlling shareholder 吳江華銳精密電子有限公司 (Wujiang Huarui Precision Electronics Co., Ltd.#, "Wujiang Huarui") on 17 December 2012, the Group disposed its 51% equity interests in 蘇州華淳精密電子有限公司 (Suzhou Huachun Precision Electronics Co., Ltd.#, "Suzhou Huachun") to Wujiang Huarui for a total cash consideration of RMB10,200,000. The disposal of Suzhou Huachun was completed on 26 December 2012.

# The English names are for identification purpose only.

### 36. 收購附屬公司 (續)

#### (b) 收購惠州科技87%的權益及向惠州科技注資(「惠州科技收購」) (續)

*收購對本集團業績的影響*

計入本集團截至二零一一年十一月三十一日止年度的收入及溢利分別為惠州科技應佔的人民幣114,588,000元及虧損人民幣1,979,000元。

倘收購惠州科技於二零一一年一月一日生效，本集團截至二零一一年止年度的收入將為人民幣1,922,411,000元，及持續經營期間的溢利將可能為人民幣125,003,000元。

備考資料僅供說明目的，及並不代表倘收購於二零一一年一月一日結束，本集團的收入及經營業績實際將可能達到，亦不代表預測未來業績。

於釐定假設惠州科技於二零一一年一月一日被收購，本集團的「備考」收入及溢利時，本公司董事根據物業、廠房及設備及無形資產於收購日期確認的金額，計算物業、廠房及設備的減值及無形資產的攤銷。

### 37. 出售附屬公司

根據常熟連接技術與非控股股東吳江華銳精密電子有限公司(「吳江華銳」)於二零一二年十二月十七日訂立之協議，本集團出售蘇州華淳精密電子有限公司(「蘇州華淳」)的51%股權予吳江華銳，總現金代價為人民幣10,200,000元。出售蘇州華淳於二零一二年十二月二十六日完成。

# 英文名稱僅供識別

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 37. DISPOSAL OF A SUBSIDIARY (Continued)

Analysis of assets and liabilities of Suzhou Huachun over which control was lost:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	10,983
Intangible assets	無形資產	12
Inventories	存貨	4,872
Trade receivables	貿易應收款項	33,874
Bank balances and cash	銀行結餘及現金	569
Trade and other payables	貿易及其他應收款項	(21,241)
Bank borrowings	銀行借貸	(9,069)
		20,000

Net cash inflow arising on disposal

出售產生的淨現金流出

		RMB'000 人民幣千元
Cash consideration received	已收現金代價	1,470
Less: Bank balances and cash disposed of	減：已出售銀行結餘及現金	(569)
Net cash consideration received during the year ended 31 December 2012	於截至二零一二年十二月三十一日止年度收取的淨現金代價	901

Gain on disposal of a subsidiary:

出售附屬公司的收益：

		RMB'000 人民幣千元
Cash consideration received	已收現金代價	1,470
Cash consideration receivable (note 24(d))	應收現金代價(附註24(d))	8,730
Net asset disposal of	已出售淨資產	(20,000)
Non-controlling interests	非控股權益	9,800
		-

# The English names are for identification purpose only.

# 英文名稱僅供識別

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 38. CASH AND CASH EQUIVALENTS

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Bank balance and Cash	銀行結餘及現金	82,276	106,650
Bank balance and cash classified as held for sale	分類為持有待售的 銀行結餘及現金	8,835	–
		<b>91,111</b>	106,650

### 38. 現金及現金等價物

### 39. TRANSFERS OF FINANCIAL ASSETS

The following were the Group's financial assets as at 31 December 2012 that were transferred to banks by discounting those bills receivable on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these bills receivable, it continues to recognise the full carrying amount of the bills receivable and has recognised the cash received on the transfer as a secured borrowing. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

31 December 2012

### 39. 轉讓金融資產

以下為本集團於二零一二年十二月三十一日藉貼現該等應收票據而轉讓予銀行之金融資產(附有全數追索權)。由於本集團並無轉讓關於該等應收票據之重大風險及回報，故此繼續確認該等應收票據之全數賬面值，並確認於轉讓時收取之現金為有抵押借貸。該等金融資產於本集團之綜合財務狀況表按攤銷成本列賬。

於二零一二年十二月三十一日

		Bills receivable discounted to banks 向銀行貼現的 應收票據 RMB'000 人民幣千元
Carrying amount of transferred assets	已轉讓資產的賬面值	15,845
Carrying amount of associated liabilities	相關負債的賬面值	15,845
Net position	持倉淨額	–

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 39. TRANSFERS OF FINANCIAL ASSETS (Continued)

In addition to the above, as discussed in note 2, as at 31 December 2012, the Group has transferred certain bills receivable to its suppliers to settle its payables through endorsing the bills to its suppliers with full recourse. The Group has derecognised these bills receivable and the payables to suppliers in their entirety as in the opinion of the directors of the Company, the Group has transferred substantially all the risks and rewards of ownership of these bills and has discharged its obligation of the payables to its suppliers under the relevant PRC practice, rule and regulations. In the opinion of the directors of the Company, the Group has limited exposure in respect of the settlement obligation of these bills receivable under relevant PRC rules and regulations should the issuing bank fail to settle the bills on maturity date. The Group considered the issuing banks of the bills are of good credit quality and the non-settlement of these bills by the issuing banks on maturity is not probable.

As at 31 December 2012, the Group's maximum exposure to loss and cash outflow, which is same as the amount payable by the Group to banks or the suppliers in respect of the endorsed bills, should the issuing banks fail to settle the bills on maturity date, amounted to RMB41,096,000.

All the bills receivable endorsed to suppliers of the Group have a maturity date of less than six months from the end of the reporting period.

### 40. RELATED PARTY TRANSACTIONS

Other than the transactions and balances with related parties disclosed elsewhere in these consolidated financial statements, the Group also had the following significant transactions with related parties during the year:

#### Compensation of key management personnel:

The remuneration of directors of the Company and other members of key management of the Group during the years ended 31 December 2012 and 31 December 2011 were as follows:

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Salaries and other benefits	工資及其他福利	3,182	3,539
Contributions to retirement benefits schemes	退休福利計劃供款	102	114
Share-based payments	以股份支付的款項	532	816
		<b>3,816</b>	<b>4,469</b>

### 39. 轉讓金融資產(續)

除上述者外，如附註2討論，於二零一二年十二月三十一日，本集團已轉讓若干應收票據予其供應商，藉為票據背書而結付應付予供應商之款項(附有全額追索權)。本集團已全數終止確認該等應收票據及應付供應商之款項，因為本公司董事認為該等票據之擁有權風險及回報已幾近全部轉讓，而根據中國有關常規、規則及法規，亦已解除其向供應商付款的責任。本公司董事認為，根據中國有關規則及法規，倘發出銀行未能於到期日結付票據，本集團就償付該等應收票據之償付責任所面對之風險亦屬有限。本集團認為票據發出銀行具備良好信貸質素，故此發出銀行不大可能不結付該等票據。

於二零一二年十二月三十一日，本集團因虧損及現金流出涉及之最大風險，金額等同倘發出銀行未能於到期日結付票據，本集團須就獲背書的票據應付銀行或供應商的款項，即人民幣41,096,000元。

向本集團供應商背書的所有票據的到期日由報告期末起計，均少於六個月。

### 40. 關連方交易

除於本綜合財務報表其他部分披露與關連方之交易及結餘外，於本年度，本集團亦與關連方進行以下重大交易：

#### 主要管理人員的薪酬：

於截至二零一二年十二月三十一日及二零一一年十二月三十一日止年度，本公司董事及本集團主要管理層其他成員的薪酬如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 41. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

### 41. 有關本公司財務狀況表資料

於報告期末，有關本公司財務狀況表的資料包括：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Unlisted investments in subsidiaries	附屬公司非上市投資	678,293	678,293
CURRENT ASSETS	流動資產		
Other financial liabilities	其他融資負債	152	–
Trade and other receivables	貿易及其他應收款項	35,685	22,152
Pledged bank deposits	已抵押銀行存款	–	16,000
Bank balances and cash	銀行結餘及現金	1,434	2,042
		37,271	40,194
CURRENT LIABILITIES	流動負債		
Trade and other payables	貿易及其他應付款項	15,462	7,342
Bank borrowings	銀行借貸	–	15,122
Income tax liabilities	其他流動負債	5,816	5,816
Other financial liabilities	其他金融負債	–	6,311
		21,278	34,591
NET CURRENT ASSETS	流動資產淨額	15,993	5,603
		694,286	683,896
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	97,401	97,401
Reserves	儲備	596,885	586,495
		694,286	683,896

		Share capital 股本 RMB 人民幣	Share premium 股份溢價 RMB 人民幣	Capital reserve 資本儲備 RMB 人民幣	Retained profits 保留溢利 RMB 人民幣	Total 總計 RMB 人民幣
At 31 December 2010	於二零一零年十二月三十一日	97,401	429,549	106,715	48,148	681,813
Profit and total comprehensive income for the year	年度溢利及全面收益總額	–	–	–	2,083	2,083
At 31 December 2011	於二零一一年十二月三十一日	97,401	429,549	106,715	50,231	683,896
Profit and total comprehensive income for the year	年度溢利及全面收益總額	–	–	–	10,390	10,390
At 31 December 2012	於二零一二年十二月三十一日	97,401	429,549	106,715	60,621	694,286

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 42. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY

Particulars of the Company's subsidiaries as at the end of the reporting period are as follows:

### 42. 本公司附屬公司的詳情

於報告期末，本公司附屬公司的詳情如下：

Name of subsidiary 附屬公司名稱	Place of establishment/ incorporation 成立/註冊 成立地點	Fully paid share/ registered capital 已繳足的股份/ 註冊資本	Attributable equity interest held by the Company as at 31 December 2012 於二零一二年十二月三十一日 本公司應佔股權		Principal activities 主要業務
			2012 二零一二年 %	2011 二零一一年 %	
<i>Directly held by the Company</i> 本公司直接持有					
Weihai Electronic®	PRC	USD59,483,265	100	100	Manufacture and sales of power cord assembly, signal transmission wire and cable products and connectors and investment holding
威海電子®	中國	59,483,265美元	100	100	製造及銷售電源線組件、信號傳輸線纜產品及連接器以及投資控股
Hongxin International Limited	Hong Kong	HKD1.00	100	100	Trading of signal cable assembly, power cord assembly, signal transmission wire and cable products and other products
	香港	1.00港元	100	100	買賣信號線組件、電源線組件、信號傳輸線纜產品及其他產品
Honglin Technology	Taiwan	TWD70,000,000	100	100	Marketing, research and developments of signal cable assembly, power cord assembly, signal transmission wire and cable products and other products
泓淋科技	台灣	70,000,000新台幣	100	100	推廣及研發信號線組件、電源線組件、信號傳輸線纜產品及其他產品
Wuhan Honglin Technology Co., Ltd#	PRC	USD8,000,000	100	100	Manufacture and sales of signal cables and wiring harness
武漢市泓淋科技有限公司#	中國	8,000,000美元	100	100	製造及銷售信號線及配線
<i>Indirectly held by the Company</i> 本公司間接持有					
Chenhong International Co., Ltd (Chenhong International)	Hong Kong	HKD0.00	100	100	Provision of treasury services of Group Companies
	香港	0.00港元	100	100	為集團公司提供財務服務
Changshu Electronic #	PRC	USD14,000,000	100	100	Manufacture and sales of signal cables and wiring harness
常熟電子#	中國	14,000,000美元	100	100	製造及銷售信號線及配線

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 42. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY (Continued) 42. 本公司附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place of establishment/ incorporation 成立/註冊 成立地點	Fully paid share/ registered capital 已繳足的股份/ 註冊資本	Attributable equity interest held by the Company as at 31 December 2012 於二零一二年十二月三十一日 本公司應佔股權		Principal activities 主要業務
			2012 二零一二年 %	2011 二零一一年 %	
<i>Indirectly held by the Company (Continued)</i> 本公司間接持有(續)					
Changshu Cable #	PRC	USD6,500,000	100	100	Manufacture and sales of power cord assembly, signal transmission wire and cable products and connectors
常熟電線#	中國	6,500,000美元	100	100	製造及銷售電源線組件、信號傳輸線纜產品及連接器
Changshu Connecting-Technology #	PRC	USD12,500,000	100	100	Manufacture and sales of power cord assembly, signal transmission wire and cable products and connectors
常熟連接技術#	中國	12,500,000美元	100	100	製造及銷售電源線組件、信號傳輸線纜產品及連接器
Dezhou Electronic #	PRC	USD18,000,000	100	100	Manufacture and sales of power cord assembly, signal transmission wire and cable products and connectors
德州電子#	中國	18,000,000美元	100	100	製造及銷售電源線組件、信號傳輸線纜產品及連接器
Wuhan Electronic #	PRC	USD1,000,000	100	100	Manufacture and sales of power cord assembly, signal transmission wire and cable products and connectors
武漢市泓淋電子#	中國	1,000,000美元	100	100	製造及銷售信號電源線組件、線纜產品及連接器
Shenzhen Communication##	PRC	RMB10,000,000	80	80	Manufacture and sales of router antenna, WIFI antenna and telephone antenna
深圳通訊科技##	中國	人民幣10,000,000元	80	80	製造及銷售路由器天線、無線天線及電話天線
Suzhou Huachun ##	PRC	N/A	N/A	51	Manufacture and sales of Iron panel and aluminum plate useful for computer keyboards
蘇州華淳##	中國	不適用	不適用	51	製造及銷售電腦鍵盤用鐵板及鋁板

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 42. PARTICULARS OF THE SUBSIDIARIES OF THE COMPANY (Continued) 42. 本公司附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place of establishment/ incorporation 成立/註冊 成立地點	Fully paid share/ registered capital 已繳足的股份/ 註冊資本	Attributable equity interest held by the Company as at 31 December 2012 於二零一二年十二月三十一日 本公司應佔股權		Principal activities 主要業務
			2012 二零一二年 %	2011 二零一一年 %	
<i>Indirectly held by the Company (Continued)</i> 本公司間接持有(續)					
Chongqing Technology **	PRC	RMB24,000,000	100	100	Manufacture and sales of signal cables assembly and wiring harness
重慶科技 **	中國	人民幣 24,000,000 元	100	100	製造及銷售信號線組件、電源線組件及線束
Huizhou Honglin Communication Technology Co., Ltd**	PRC	RMB5,000,000	100	100	Manufacture and sales of router antenna, WIFI antenna and telephone antenna
惠州泓淋通訊科技有限公司 **	中國	人民幣 5,000,000 元	100	100	製造及銷售路由器天線、無線天線及電話天線
Rituo Automotive**	PRC	RMB11,111,111	55	55	Manufacture and sales of automotive wiring harness
日拓汽車 **	中國	人民幣 11,111,111 元	55	55	製造及銷售汽車線束
Rituo Technology**	PRC	RMB15,000,000	55	55	Manufacture and sales of automotive wiring harness
日拓高科技 **	中國	人民幣 15,000,000 元	55	55	製造及銷售汽車線束
Huizhou Technology **	PRC	RMB80,000,000	100	97.27	Manufacture and sales of communication wire and cable and related products
惠州科技 **	中國	人民幣 80,000,000 元	100	97.27	製造及銷售信號線相關產品
Weihai Dongchen **	PRC	RMB10,000,000	60	N/A	Manufacture and sales of plastic materials and related products
威海東晨 **	中國	人民幣 10,000,000 元	60*	不適用	製造及銷售塑膠物料及相關產品

Note: With the exception of Hongxin International and Chenhong International incorporated in Hong Kong, and Honglin Technology incorporated in Taiwan, with limited liability, the other subsidiaries of the Company were established in the PRC in one of the following legal forms:

- ⊙ Wholly foreign-owned limited liabilities enterprises
- # Sino-foreign joint ventures
- \*\* Domestic limited liability enterprises
- \* Newly established in 2012

附註：除 Hongxin International 及 Chenhong International 於香港註冊成立；及泓淋科技於台灣註冊成立，均為有限公司外，本公司其他附屬公司均以下列其中一種法律形式在中國成立：

- ⊙ 外商獨資有限公司
- # 中外合資企業
- \*\* 境內有限責任公司
- \* 於二零一二年新成立

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 43. EVENTS AFTER THE REPORTING PERIOD

- (a) Acquisition of the entire issued share capital of Rosy Sun Investments Limited (“Rosy Sun”) and its certain subsidiaries, New Postcom Technology Company Limited (“New Postcom”) and 沈陽新郵通信設備有限公司 (Shenyang New Postcom Co., Ltd, “Shenyang New Postcom”) (hereinafter collectively referred to as the “Rosy Sun Group”)

On 28 October 2012, the Company entered into a conditional sales and purchase agreement (together with its supplemental agreement, collectively referred to as the “Rosy Sun Acquisition Agreements”) with Mr. Chi for the acquisition of the entire issued share capital of the Rosy Sun and the shareholder’s loan (if any) at a consideration of HKD650,000,000 which is satisfied by the Company’s issuance of a promissory note with principal amount of HKD650,000,000 (the “Rosy Sun Acquisition”). The promissory note is non-interest bearing and will be mature within 5 years from the date of issuance. Pursuant to the Rosy Sun Acquisition Agreements, Mr. Chi guarantees that the consolidated profit attributable to owners of the Rosy Sun (the “Net Profit”) for the year ending 31 December 2013, prepared under IFRSs, shall be not less than RMB85,000,000 (the “Guarantee Profit”). Should the Net Profit be less than the Guarantee Profit, Mr. Chi shall pay to the Company the sum representing the difference between the actual Net Profit and the Guarantee Profit. Further details of this transaction are set out in the Company’s circular dated 31 December 2012.

The Rosy Sun Group is principally engaged in (i) the research and development, manufacturing and sale of cell phones, which can run on 2G and/or 3G networks such as GSM, IS-95, CDMA2000 and TS-SCDMA in the PRC; (ii) the sale of network equipment to the top three telecommunication services providers in the PRC, such as core network equipment, IPRAN and xPON; and (iii) the provision of services to major telecommunication services providers in the PRC, such as the installation, maintenance and upgrade of the network equipment and/or wireless network optimization in their existing network systems.

### 43. 期後事項

- (a) 收購 Rosy Sun Investments Limited (「Rosy Sun」) 及其若干附屬公司 — 新郵通信技術有限公司 (「新郵通信」) 及沈陽新郵通信設備有限公司 (「沈陽新郵通信」) (下文統稱「Rosy Sun 集團」) 的全部已發行股本

於二零一二年十月二十八日，本公司與遲先生訂立有條件買賣協議(連同其補充協議，統稱「Rosy Sun 收購協議」)，收購 Rosy Sun 之全部已發行股本及股東貸款(如有)，代價為 650,000,000 港元，將由本公司發行承兌票據支付，承兌票據之本金額為 650,000,000 港元(「Rosy Sun 收購事項」)。承兌票據為不計息，由發行日期起計，五年內到期。根據 Rosy Sun 收購事項，遲先生擔保截至二零一三年十二月三十一日止年度，根據國際財務報告準則編製之 Rosy Sun 擁有人應佔綜合溢利(「純利」)，須不少於人民幣 85,000,000 元(「擔保溢利」)。倘純利少於擔保溢利，遲先生將向本公司支付一筆款項，金額等同實際純利與擔保溢利之差額。該項交易之更多詳情載於本公司於二零一二年十二月三十一日之通函。

Rosy Sun 集團主要從事(i)於中國研發、製造及銷售手機，該手機可應用於 2G 及／或 3G 網絡，如 GSM、IS-95、CDMA2000 及 TD-SCDMA；(ii)向中國三大電訊服務供應商銷售網絡設備，如核心網絡設備、IPRAN 設備及 xPON 設備；及(iii)向中國主要電訊服務供應商供應網絡設備安裝、維護、升級及／或現有網絡系統的無線網絡優化服務。

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## 綜合財務報表附註

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

### 43. EVENTS AFTER THE REPORTING PERIOD

(Continued)

- (a) **Acquisition of the entire issued share capital of Rosy Sun Investments Limited (“Rosy Sun”) and its certain subsidiaries, New Postcom Technology Company Limited (“New Postcom”) and 沈陽新郵通信設備有限公司 (Shenyang New Postcom Co., Ltd, “Shenyang New Postcom”) (hereinafter collectively referred to as the “Rosy Sun Group”)** (Continued)

The Rosy Sun Group was acquired by Mr. Chi from an independent third party on 13 June 2012 and was controlled by Mr. Chi since 13 June 2012. As a result, the directors of the Company consider that it would be a business combination under common control as at that time and before and after the Rosy Sun Acquisition, both the Company and the Rosy Sun Group were continued to be ultimately controlled by Mr. Chi. Therefore, the directors of the Company believe it appropriate to apply merger accounting for the Rosy Sun Acquisition which is under common control.

Further details of the Rosy Sun Acquisition are set out in the Company’s circular dated 31 December 2012.

On 31 January 2013, the Rosy Sun Acquisition was completed. The initial accounting of the Rosy Sun Group and the assessment of financial impact of such acquisition to the Group are still in process at the time these consolidated financial statements are authorised for issue.

- (b) **Rituo Automotive Disposal and Rituo Technology Acquisition**

On 12 January 2013, the shareholders of the Company approved the Rituo Automotive Disposal and Rituo Technology Acquisition as disclosed in note 27. The Directors expect a profit of approximately RMB10,000,000 upon completion of the Rituo Disposal.

- (c) **Acquisition of the entire equity interest in Weihai Jinyuan**

On 22 March 2013, as disclosed in note 22(a), Weihai Electronic, Beijing Jinyuan and Mr. Miao Junjie have entered into the sale and purchase agreement, pursuant to which Weihai Electronic will acquire, in aggregate, the entire equity interest in Weihai Jinyuan at a cash consideration of RMB6,000,000.

### 43. 期後事項 (續)

- (a) **收購 Rosy Sun Investments Limited (「Rosy Sun」) 及其若干附屬公司 — 新郵通信技術有限公司 (「新郵通信」) 及沈陽新郵通信設備有限公司 (「沈陽新郵通信」) (下文統稱「Rosy Sun 集團」) 的全部已發行股本 (續)**

Rosy Sun 集團由遲先生於二零一二年六月十三日向獨立第三方收購，由二零一二年六月十三日起由遲先生控制。因此，本公司董事認為，該項交易屬於共同控制下之業務合併，因為於 Rosy Sun 收購事項前後，本公司與 Rosy Sun 集團均繼續由遲先生最終控制，故此本公司董事相信對 Rosy Sun 收購事項 (受共同控制) 採用合併會計法，實屬適合。

Rosy Sun 收購事項之更多詳情載於本公司於二零一二年十二月三十一日之通函。

於二零一三年一月三十一日，Rosy Sun 收購事項已完成。在本綜合財務報表授權刊發之時，Rosy Sun 集團首次入賬及評估收購對本集團的財務影響正在進行中。

- (b) **日拓汽車處置及日拓高科技收購**

於二零一三年一月十二日，本公司股東批准日拓汽車處置及日拓高科技收購，詳情於附註27披露。董事預期日拓處置完成將帶來約人民幣10,000,000的利潤。

- (c) **收購威海錦源全部股權**

正如附註22(a)所披露，於二零一三年三月二十二日，威海電子、北京錦源及苗俊傑先生訂立買賣協議，據此，威海電子將合共收購威海錦源的全部股權，現金代價為人民幣6,000,000元。



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