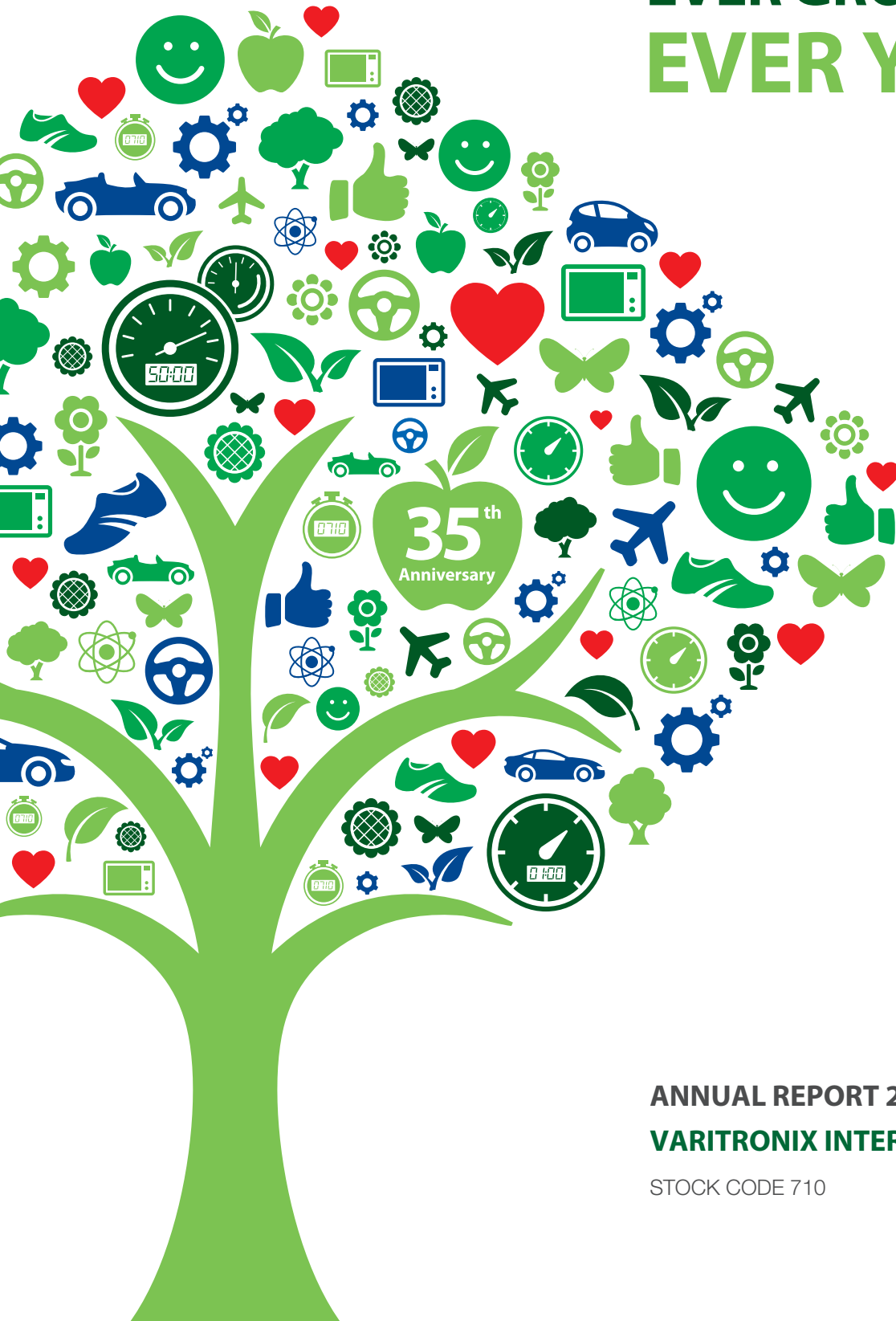




VARITRONIX

EVER GROWING EVER YOUNG



ANNUAL REPORT 2013

VARITRONIX INTERNATIONAL LIMITED

STOCK CODE 710



EVER GROWING EVER YOUNG

To commemorate the Company's 35th Anniversary, a tree planting ceremony was held on 31 October 2013 at our new production plant in Heyuan, Guangdong Province.

During the tree planting activity, 35 colleagues, including our Chief Executive Officer, Mr Tony Tsoi, planted 35 trees in the open space next to the newly built production plant.

The act of tree planting is symbolic in itself in that it embodies vitality. It also signifies the energetic minds of all Varitronix staff and our desire to grow and excel.

Though Varitronix enjoys a leading position in the display industry, we will not rest on our laurels. We remain committed to further improving our quality and workmanship. Like a tree, we strive to consolidate our foundation, in order to support a sturdy trunk and a large and bountiful tree crown.



CONTENTS

2	CHAIRMAN'S STATEMENT
6	MANAGEMENT DISCUSSION AND ANALYSIS
8	REVIEW OF OPERATIONS
12	CORPORATE RESPONSIBILITY REPORT
16	BOARD OF DIRECTORS AND SENIOR MANAGEMENT
18	CORPORATE GOVERNANCE REPORT
23	REPORT OF THE DIRECTORS
28	REPORT OF THE INDEPENDENT AUDITOR
29	CONSOLIDATED STATEMENT OF PROFIT OR LOSS
30	CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
31	CONSOLIDATED STATEMENT OF FINANCIAL POSITION
32	STATEMENT OF FINANCIAL POSITION
33	CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
34	CONSOLIDATED CASH FLOW STATEMENT
35	NOTES TO THE FINANCIAL STATEMENTS
78	FIVE YEAR SUMMARY
79	PROPERTIES HELD BY THE GROUP
80	CORPORATE INFORMATION

CHAIRMAN'S STATEMENT

HIGHLIGHTS		
HK\$ million	2013	2012
Turnover	2,604	2,222
EBITDA ¹	459	269
Profit attributable to shareholders	243	171
Cash balance	555	464
Basic earnings per share	74.7 HK cents	52.7 HK cents
Total dividend per share	50.0 HK cents	28.0 HK cents

¹ EBITDA means profit for the year plus the following to the extent deducted in calculating such profit for the year: finance costs, income tax, depreciation, impairment loss on non-listed available-for-sale equity securities, loss on disposal of non-listed available-for-sale equity securities and associated loans receivable and net gain on disposal of fixed assets.

On behalf of Varitronix International Limited (the "Company") and its subsidiaries ("Varitronix" or the "Group"), I present the Group's results for the year ended 31 December 2013.

During the year under review, turnover of HK\$2,604 million was recorded, representing an increase of 17% as compared to HK\$2,222 million in 2012. EBITDA¹ was HK\$459 million, the highest level in the Group's 35 years of history and also 71% higher than the HK\$269 million recorded for the previous year. Profit attributable to shareholders was HK\$243 million, compared to HK\$171 million in 2012, there was an increase of 42%. Gross profit margin for the year increased to 26% from 21% in 2012.

The Group was able to achieve satisfactory results in 2013. New production lines started operation in phases during the second half of 2013. Though difficulties and challenges arose during the ramp-up period, the Group managed to increase capacity for receiving more orders in the second half of the period under review, which brought about a positive impact on sales performance. During the year under review,

the depreciation of the Japanese yen lowered the cost of certain raw materials. These factors, together with improved production efficiency and design of high value products, contributed to an improved gross profit margin.

As at 31 December 2013, the cash balance of the Group was HK\$555 million, compared to HK\$464 million at the end of 2012. The Group's gearing ratio, being total bank loans over net assets, was 17% as at 31 December 2013.

On 31 December 2013, the Company completed a transaction to sell its entire equity interest in Hydix Technologies Co., Ltd. ("Hydix") and the debt securities issued by Hydix to a wholly owned subsidiary of the majority shareholder of Hydix (the "Buyer") for a consideration of HK\$99.2 million. HK\$21.7 million of the consideration was paid in January 2014 and the remaining HK\$77.5 million is payable by the Buyer in five equal annual instalments starting from 1 July 2014 with a corporate guarantee issued by the ultimate holding company of the Buyer in favour of the Company.

DIVIDENDS

The Board of Directors (the “Board”) has recommended a final dividend of 38.0 HK cents per share (2012: 20.0 HK cents). Together with the interim dividend of 12.0 HK cents (2012: 8.0 HK cents), the total dividend for 2013 amounted to 50.0 HK cents per share (2012: 28.0 HK cents), representing a dividend payout ratio of 67%, higher than the payout ratio of 53% in 2012. This year’s level of dividend payment reflects the strength of our cash flow position.

BUSINESS REVIEW

Automotive Display Business

For the year under review, the automotive display business generated revenue of HK\$1,819 million, an increase of 30% over that of 2012. The automotive display business represented 70% of the Group’s total turnover.

Europe is still the largest contributor to the automotive display business. Although the economic situation has not yet been restored to past levels, the automotive manufacturing industry in Europe developed steadily in 2013. This was especially obvious in Germany. The country plays an important role in the automotive industry, with strong sales of mid to high end automobiles recorded, while in Southern Europe, mid to low end cars are more popular. Automotive display sales performance in Southern Europe continued to languish. Apart from monochrome display orders, the Thin Film Transistor (TFT) display business grew remarkably in the region. Most TFT orders were from Europe.

China is considered to be the market with the strongest growth momentum for the Group’s automotive display business. It has recorded remarkable growth in the past few years. Most of the Group’s customers are joint venture car manufacturers, which are characterised by stable unit price and order quantity. Recently, Chinese customers have tended to order higher value products from the Group, which has

led to a notable growth in revenue. As the business in China has reached a certain scale, we will not expect the same dramatic growth as before. Instead, a sustaining growth pattern will be formed.

Our automotive display business in South Korea was stable in 2013. As the Group has endeavoured to improve product quality and customer service, we have successfully won more orders from existing customers. New automotive customers were also added during the year under review. Thus, the customer base was successfully diversified in South Korea, which led to a more balanced business development.

In Japan, sales for the automotive display business continued to grow and recorded a notable increase. Since its first mass production project was received, the Group has gone through a period of collaboration with Japanese customers over the years, and has built up rapport and trust. We believe the contribution from the Japanese market will become more visible in future years.

Industrial Display Business

Turnover from the industrial display business was HK\$785 million. This business contributed 30% of the total turnover of the Group. Turnover of the industrial display business for the first half of 2013 decreased 16% as compared with the corresponding period in 2012. In the second half of 2013, sales performance improved rapidly and the total turnover for the whole of 2013 approximately corresponded to that of 2012.

The industrial display business can be seen as a barometer of the economy in Europe. As the economic situation in Europe became more stable in the second half of 2013, and the sovereign debt problem in some European countries was contained, orders from industrial customers increased accordingly. This is attributed to the quick response of our sales team. They grasped the business opportunities that arose in the favourable environment, and contributed to the sales growth in the second half of the year.

CHAIRMAN'S STATEMENT

For the year under review, effort was made to reposition the business in the US to develop more high value product business. This has affected the growth of sales revenue for the time being. The industrial customer base of the US is broad, covering the industrial and medical sectors. It is expected our advantage in the US market will be further solidified after the repositioning exercise, and we will gain greater strength to expand the scope of business.

PROSPECTS

Operating Strategy

The automotive industry plays a pivotal role in the economies of developed and developing countries. Both Europe and the US have experienced an economic downturn over the last couple of years, but their automotive industries have remained strong amid the economic uncertainties. Not only an economic contributor, the automotive industry can also be seen as an important driver of economic recovery. In the US for example, with economic data indicating a positive trend towards recovery, General Motors and Ford have recently posted stellar results, showing growth in both sales and profits. As the debt crisis in Europe gradually recedes, the automotive market is expected to grow even more strongly. The main business of Varitronix – the automotive display business – will continue to grow in line with the increasingly buoyant market. Varitronix saw considerable growth in the production ratio of high value display products last year. Given the excellent prospects for the automotive industry, we see upward potential for profit margins driven by our high value products that are expected to become more popular with customers in the future.

In the sale of automotive display products, we have observed that the automotive industries in emerging markets such as China, India and Brazil are rich in potential. With strong domestic demand in those economies, the prospects are excellent for the automotive industries there. Varitronix will take these countries as our target markets to increase sales and thus drive growth in turnover.

Industrial display products are another pillar of our business, characterised by the diversity of our industrial customers and our longstanding and stable relationships with them. We experienced an encouraging improvement in the growth rate of our industrial display products business in the second half of 2013, and we expect the favourable conditions to continue into 2014. Our sales team will work hard to initiate new projects, with the aim of achieving growth in 2014.

Following a period of development, a number of TFT projects went into production in 2013. New projects will be launched in 2014 and beyond, bringing meaningful contributions to Varitronix. Given the growing demand in the automotive and industrial markets for TFT products, we expect the TFT business to account for a growing share of our revenue in the future.

With increasingly wider applications, touch panel displays are considered the Group's product segment with promising growth potential. There has also been an increase in the number of enquiries about touch panel display products from automotive and industrial customers. Varitronix will promote new touch panel applications with existing customers, while actively expanding the customer base for these products.

Market Development

Europe remains an important market for Varitronix, especially for the automotive display business, with growth prospects expected to be quite stable. With the slowly recovering economies of Europe, car makers will step up their efforts in overseas expansion. We expect continued growth in the sales of automotive display and TFT products in Europe. Manpower deployment has also been reinforced in the Group's European sales teams in anticipation of more orders.

The potential for growth in China will remain, and we expect steady expansion in the automotive display business. The Group's sales targets are still mid to high end automotive customers, and we will also step up efforts in marketing higher value products to these customers.

In Asia, and in South Korea in particular, Varitronix will adopt a steadfast defensive strategy. Learning from past experience, we will focus more on quality control and also maintain close communications with our customers to safeguard our hard-won customer base. In Japan, Varitronix sees 2014 as a key period for progress. We have already set up an office there, with the requisite manpower deployment, contact networks and customer base, and 2014 will be ripe for winning a substantial number of orders.

In the US market, industrial customers are still the main focus of our growth strategy, and we expect more marketing opportunities. After a round of repositioning in 2013, turnover is set to improve in 2014. The US automotive industry is already showing positive prospects with the stabilising economy. Varitronix will prudently assess the opportunities in the US automotive industry, with the aim of developing the automotive display business, which has great potential in that market.

Growth Strategy

Our two new production lines have added to the Group's production capacity. There is still room for the application of monochrome display products. With regard to higher value products, Varitronix will continue to invest in equipment to enhance efficiency and performance, and support higher production capacity. These investments will improve our internal systems, customising them for designing and producing high value products, thereby increasing the share of these products in our product mix.

In the process of developing the automotive display business over the past few years, Varitronix has acquired a technological edge in design, production, quality control systems and after-sales service. All facets of our operation are geared towards meeting the stringent requirements of automotive parts. Based on our longstanding relationship with our automotive customers, we may go into developing other automotive parts apart from display products. We will consider capitalising on the growth potential in this area through organic growth or acquisitions.

ACKNOWLEDGEMENTS

In 2013, Varitronix added further strength to its solid foundation for growth, thanks to the tremendous efforts of all of our colleagues. We look forward to an even stronger growth in 2014. Drawing on our strengths and traditions over the past 35 years, Varitronix will continue to be mobilised and agile, moving ahead with the times.

I would like to express my gratitude to all shareholders, customers, suppliers and business partners for supporting Varitronix over the years and contributing to the Group's healthy development. In appreciation of your support, we will remain committed to moving our business forward to achieve even greater success in the future.

Ko Chun Shun, Johnson

Chairman

Hong Kong, 20 March 2014



MANAGEMENT DISCUSSION AND ANALYSIS

TURNOVER

The Group's turnover for the year ended 31 December 2013 increased by 17% to HK\$2,604 million as compared to the previous financial year.

PROFIT FROM OPERATIONS

The profit from operations for the year ended 31 December 2013 was HK\$312 million, an increase of HK\$128 million or 70% as compared to the previous financial year.

During the six-month ended 30 June 2013, the Company made an impairment loss of HK\$41 million on the non-listed available-for-sale equity securities, "Hydis Technologies Co., Ltd." ("Hydis") in South Korea, a company specialises in the manufacturing on thin-film transistor liquid crystal displays ("TFT-LCD").

On 31 December 2013, the Company completed a transaction to sell its entire equity interest in Hydis and the debt securities issued by Hydis to a wholly owned subsidiary of the majority shareholder of Hydis (the "Buyer") for a consideration of HK\$99.2 million. HK\$21.7 million of the consideration was paid in January 2014 and the remaining HK\$77.5 million is payable by the Buyer in five equal annual instalments starting from 1 July 2014 with a corporate guarantee issued by the ultimate holding company of the Buyer in favour of the Company. The Company recorded a loss on disposal of HK\$17.8 million of entire equity interest and debt securities in Hydis. No provision will be made in 2014 and thereafter.

During the financial year 2013, the Group spent HK\$187 million on research and development ("R&D") activities, which represented approximately 7% of the Group's turnover.

NET PROFIT AND DIVIDENDS

The profit attributable to shareholders for the year ended 31 December 2013 was HK\$243 million, as compared to a profit of HK\$171 million in 2012.

Basic earnings per share for the year ended 31 December 2013 were 74.7 HK cents as compared to basic earnings per share of 52.7 HK cents in the previous financial year. During the year, the Group declared and paid the interim dividend of 12.0 HK cents per share, which aggregated to HK\$39 million. The Board have recommended a final dividend of 38.0 HK cents per share, which will aggregate to HK\$124 million. The total dividend for the year amounts to 50.0 HK cents per share.

STRUCTURE OF ASSETS

As at 31 December 2013, the total assets of the Group amounted to HK\$2,636 million (2012: HK\$2,315 million). At the year end, inventories increased by 26% to HK\$464 million (2012: HK\$367 million) while available-for-sale securities decreased by 72% to HK\$30 million (2012: HK\$107 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2013, the total equity of the Group was HK\$1,728 million (2012: HK\$1,549 million). The Group's current ratio, being the proportion of total current assets against total current liabilities, was 2.21 as at 31 December 2013 (2012: 2.31).

At the year end, the Group held a liquid portfolio of HK\$768 million (2012: HK\$601 million) of which HK\$555 million (2012: HK\$464 million) was in cash and cash equivalents and HK\$213 million (2012: HK\$137 million) in securities. The unsecured interest-bearing bank loans amounted to HK\$302 million (2012: HK\$318 million). The gearing ratio (bank loans over net assets) was 17% (2012: 20%).

The Group's inventory turnover ratio for the year was 4.6 times (2012: 5.0 times). Debtor turnover days for the year was 82 days (2012: 76 days).

CASH FLOWS

In the year under review, the Group's cash generated from operations amounted to HK\$389 million (2012: HK\$158 million). The increase in inventories reduced cash flow by HK\$96 million, while the increase in trade and other receivables reduced cash flow by HK\$91 million.

Net cash used in investing activities amounted to HK\$162 million (2012: net cash used in investing activities amounted to HK\$155 million). There was a decrease in payments for the purchase of fixed assets to HK\$118 million (2012: HK\$295 million).

CAPITAL STRUCTURE

The Group's long-term capital comprises shareholders' equity and debt, which includes the bank borrowings. There was no change as to the capital structure of the Group during the year. The Group had repaid the bank borrowings amounted to HK\$268 million during the year and the bank borrowings decreased to HK\$302 million as at 31 December 2013.

FOREIGN CURRENCY EXPOSURE

The Group is exposed to foreign currency risk primarily through sales, purchases, loan receivables and bank loans that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily United State Dollars, Euros, Japanese Yen, Renminbi and Korean Won.

The Group does not engage in the use of any financial instruments for hedging purposes. However, the management monitors foreign exchange exposure from time to time and will consider hedging significant foreign currency exposure when the need arises.

CONTINGENT LIABILITIES

As at 31 December 2013, the Company had contingent liabilities for guarantees given to banks in respect of banking facilities granted to certain subsidiaries, which were utilised to the extent of HK\$302 million (2012: HK\$318 million).

COMMITMENTS

As at 31 December 2013, the Group had capital commitments of HK\$59 million (2012: HK\$93 million), representing the purchase of property, plant and equipment not provided for in the financial statements. The total future minimum lease payments under non-cancellable operating leases for properties payable within one year amounted to HK\$6 million (2012: HK\$7 million).

STAFF

As at 31 December 2013, the Group employed 4,861 staff around the world, of whom 173 were in Hong Kong, 4,647 in the People's Republic of China ("PRC") and 41 were in overseas. The Group remunerates its employees based on their performance, experience and prevailing industry practice. The Group operates an employee share option scheme and provides rent-free quarters to certain of its employees in Hong Kong and the PRC.

The Group adopts a performance-based remuneration policy. Salary adjustments and performance bonuses are based on the evaluation of job performance. The aim is to create an atmosphere that encourages top performers and provides incentives for general employees to improve and excel.

STAFF RETIREMENT SCHEMES

The Group principally participates in defined contribution retirement plans. In Hong Kong, the Group participates in the Mandatory Provident Fund Scheme operated by independent trustees. Contribution at a fixed rate of 5% of the employee's relevant income (the "Relevant Income"), subject to a cap of monthly Relevant Income of HK\$25,000 per employee, are made to the scheme and are vested immediately. The minimum level of the Relevant Income has been increased from HK\$6,500 to HK\$7,100 monthly and the maximum level of the Relevant Income will be increased from HK\$25,000 to HK\$30,000 monthly with effect from 1 November 2013 and 1 June 2014 respectively.

In addition, the Group also operates a Top-Up ORSO scheme, approved by the Inland Revenue Department under Section 87A of the Inland Revenue Ordinance, and both the employer and the employee are required to contribute 5% of the excess of the Relevant Income to the scheme. It is only eligible for employees who joined the Group on or before 30 June 2009.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in central pension schemes operated by the local municipal government. The subsidiaries are required to contribute certain percentage of the payroll costs to the central pension schemes. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the central pension schemes.

During the year, the total retirement scheme cost charged to the Consolidated Statement of Profit or Loss for the year ended 31 December 2013 was HK\$22 million (2012: HK\$18 million). Charges to administer the scheme are deducted from the employer's contributions. Forfeited contributions are used by the employer to offset against future contributions. The amount so utilised during the year ended 31 December 2013 was HK\$23,000 (2012: HK\$15,000) and at 31 December 2013, the balance available to reduce the level of contributions in future amounted to HK\$12,000 (2012: HK\$5,000).



Touch screen solutions with flexible custom-made designs and even a combination of TFT and touch screen panels will see greater demand by customers. The Group has invested in the talent pool and equipment for product design and manufacture. More business relating to these technologies is expected for our automotive business.

Industrial Display Business

The industrial display business in Europe during the year under review recorded similar turnover to 2012. In the first half of 2013, the industrial sector performance was quite flat, but in the second half of the year, the sector showed improvement in the pace of business development. This is especially noticeable in France, traditionally a strong market in our industrial display business.

Looking forward to 2014, we expect an increase of business opportunities in the European region. Efforts will be made in exploring further business cooperation with existing customers and finding new customers for passive LCD opportunities as well as small volume TFT projects.

Like the automotive display business, there are possibilities of developing more touch screen solutions for our industrial customers. The Group's touch panel design is particularly suitable for industrial grade application. Given this advantage, the sales people in the region will aggressively promote the technology to potential users.

The customers of industrial display products are diversified, and thus risk is spread out evenly. It is the Group's strategy to strengthen the industrial display business with an aim to keeping a healthy and balanced split between automotive and industrial display products.



REVIEW OF OPERATIONS

KOREA

The Group's revenue in South Korea in 2013 was HK\$243 million, representing a decrease of 5% when compared with 2012. The revenue from South Korea accounted for 9% of the total turnover of the Group.

Korean automotive brands have built up a good reputation worldwide. It is predicted that the Korean car industry will continue to grow, especially when the global economy is in the process of recovery. This will further boost sales of Korean branded automobiles.

Korean customers welcome innovative solutions to enhance their cost-efficient designs. Hence, customers in this country especially appreciate our R&D and engineering initiatives to add value to automotive display products. In order to further solidify our position in the Korean automotive market, we will resolutely continue to monitor product quality and provide efficient service to accommodate the design and delivery requirements of these valued customers.



In 2013, the Group won new customers for a number of touch panel projects. The Group will put extra effort into strengthening the customer base in TFT and touch panel applications.



AMERICA

Business in North America recorded revenue of HK\$304 million for the year under review, representing a 5% increase as compared to 2012. America accounted for 12% of the Group's overall turnover.

The Group went through a business repositioning exercise for the business in America with an aim to include more high value products in its portfolio in the first half of 2013, thus resulting in fluctuating performance. In the second half of the year, business rebounded upon completing the repositioning exercise and achieved the best Q4 performance in history.

There is sign of economic recovery in the American market, but the indications are not yet strong. It is expected the region will experience slight ups and downs in the process of recovery. Bad weather in the first quarter of 2014 may also slow down the speed of recovery. Despite this, the Group does expect an upward trend in sales due to the projects won in 2013.



The sales team will employ a variety of strategies to further accelerate the pace of business development in the continent. The first will be to increase the number of projects among existing customers; second will be to upgrade the technology applications among existing customers; and third, we will aim to get into new applications such as TFT and touch panels and reach non-LCD users. The sales team has also identified some untapped states or areas with good potential and will deploy sales resources to explore these markets.

THE PRC

Revenue generated from the PRC region reached HK\$914 million, representing a 35% increase compared with the amount recorded in 2012. This region accounted for 35% of the Group's total turnover in 2013. In 2012, the proportion was 30%.

The satisfactory sales figures recorded in 2013 were mainly due to the fact that the design projects approved by customers in the previous year came into mass run stage in 2013. The design engineering teams' efforts in meeting the stringent demands of customers is one of our skills for winning orders from customers. This also paves the way for achieving revenue targets in the forthcoming year.



Government policy traditionally plays a vital role in the development of the automotive industry, and this is especially true in the PRC. The Central Government is determined to support development of electric cars. With more subsidies in sight for the electric car developers, more business opportunities will arise in this particular sector.

With greater effort from the Central Government to support local brands, it is foreseeable that the competition between local brands and joint venture branded cars will become fierce. As the competition grows more intense, the price of those joint venture branded automobiles may experience bigger pressure than before. Thus, the Group's typical customers, which are joint venture manufacturing companies, will become more price sensitive. To counter this effect, the Group will add more value to its products and enhance the promotion of high value displays in order to maintain a reasonable profit margin.

Leveraging on our solid customer relationships and efficient service, the business in this region will continue to experience steady growth along with the demand for mid-to-high end automobiles.

CORPORATE RESPONSIBILITY REPORT



At Varitronix, we believe that bearing corporate responsibility is our natural mission and that implementing our corporate responsibility programme is simply one facet of operating our business in a sustainable way.

In terms of human resources management, our corporate responsibility programmes function as a tool to enhance our Employee Value Proposition (EVP). Through the employer's offerings of rewards and benefits, employees are nourished in many aspects. They not only receive a series of technical, management and personal skills training, they can also experience personal achievement, team spirit and a healthy lifestyle through exercise and sports activities. They are also encouraged to widen their horizons by participating in organised social community service activities. All of these help to strengthen the employer branding.

One thing very particular to Varitronix is the impressive re-joining rate. Of those who joined Varitronix in 2013, 29% had been previously employed by us and were re-joining the Company. This is a strong indicator that Varitronix provides an economically stable and yet agile environment in which employees can grow and develop. Through years of deliberate cultivation, we have built up a brand that can attract and retain employees. This is a key element for sustainable development.

On the environmental front, both the Hong Kong headquarters and the PRC production plant implement environmental protection programmes. Efficient use of energy, pollution reduction and environmental education are among the top responsibilities of management. A top down approach is adopted when carrying out such policies and measures. We believe environmental management paves the way for continuous growth, both for the Group and for the community.

It is our hope that employees and affiliates of the Varitronix Group will benefit from our corporate efforts in maintaining a rewarding and sensible work environment.



ISO14001 environmental management accreditation certificate



HSBC Living Business Community Engagement Award – Certificate of Excellence

STAFF DEVELOPMENT ACTIVITIES IN 2013

82 courses and over 500 training hours were provided for Hong Kong and PRC staff in 2013.



FEB



The Company sponsored 26 runners to join the Standard Chartered Marathon in 2013, nine of whom were full marathon participants.

JUN



The Varitronix 30th Anniversary Scholarship was presented to the winning final project team of the Department of Electronic and Computer Engineering, Hong Kong University of Science and Technology. To continue our efforts to groom skilled personnel in the industry, the Varitronix 35th Anniversary Scholarship will be awarded to the outstanding project team each year for another five years.



The Varitronix Cup Competition was organised, encompassing a series of sports competitions such as basketball, badminton, table tennis and tug-of-war.

JUL



The Hong Kong Cycling Team was formed for riders in the Company.

AUG



As sports atmosphere is vibrant among employees, an Injury Prevention Workshop was organised to focus on some hot topics such as stretching exercises, deep tissue massage and physiotherapy.

NOV



Three Varitronix teams took part in the annual Trailwalker event. All three teams completed the 100km trail within 26 hours.



An "a cappella" interest class was organised for a young group of HK employees. They performed as a group singing without instrumental sound at the HK Annual Dinner in January 2014.

CORPORATE RESPONSIBILITY REPORT

ENVIRONMENTAL ACTIVITIES IN 2013

MAY



A Garbage Classification Information Board Decoration Competition was conducted and departments were encouraged to participate. The competition aimed at stimulating in-depth thinking about the garbage treatment problem worldwide.

AUG



A carbon audit was conducted in the Hong Kong headquarters under a subsidy provided by the Hong Kong Productivity Council. The audit evaluated the carbon loading generated by the office in Hong Kong. Constructive ideas were collected during the audit process.

OCT



To commemorate the 35th Anniversary of Varitronix, the management team and a number of outstanding workers planted 35 trees within the production area, to signify the continuous growth of the Company.

NOV



Varitronix was presented with the HSBC Living Business Green Achievement Award – Certificate of Excellence for the second consecutive year.



A 5-day cycling tour was conducted by the Heyuan Cycling Team. Team members wore an environmental slogan and promoted the concept of good environmental stewardship throughout the journey.

COMMUNITY SERVICE ACTIVITIES IN 2013

A new programme was launched in 2013 in collaboration with ELCHK Sheung Tak Integrated Youth Service Centre, in which Varitronix volunteers became mentors for a group of Indian and Pakistani young people. Varitronix sponsored the funding of the programme and sent volunteers to participate in different activities with these young people. The aim of the programme was to raise awareness about our racial minority groups in the local community, and to show support and care towards them. We aim to realise community inclusion through the project.

MAY



A series of training sessions was conducted for Varitronix volunteers to teach them about the ethnic and cultural characteristics of these Pakistanis and Indians.

AUG



Initial contact with the mentees by making Pakistani milk tea and Western cookies together.

JUL



An opening ceremony was held to signify the launch of the "Understanding Ethnic Neighbours" project. Mr Tony Tsoi, CEO of Varitronix, was presented with a plaque to show the gratitude of the community for our support.

SEP

The Pakistani and Indian kids were taken by their mentors to join the Varitronix company outing to Ocean Park.



A short walk in Pak Tam Chung Country Park in Sai Kung was organised.

OCT



DEC



A party was held to celebrate a Pakistani festival – Eid al-Adha (Feast of the Sacrifice).



An Indian festival, Diwali, was celebrated together by Chinese, Indians and Pakistanis. Knowledge about the festival was shared during the gathering.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

DIRECTOR'S BIOGRAPHICAL INFORMATION

Ko Chun Shun, Johnson

aged 62, was appointed as the Chairman and Executive Director of the Company in June 2005. Mr. Ko is a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Ko is a substantial shareholder of the Company and a director of various subsidiaries of the Group. Mr. Ko is also the Chairman and an Executive Director of Reorient Group Limited, and the Vice Chairman and an Executive Director of DVN (Holdings) Limited and China WindPower Group Limited. The above companies are listed on the Hong Kong Stock Exchange.

Mr. Ko has been redesignated from Chairman to Vice Chairman of DVN (Holdings) Limited in January 2014. The company name of DVN (Holdings) Limited has been changed to Frontier Services Group Limited effective from 6 March 2014.

Tsoi Tong Hoo, Tony

aged 49, was appointed as the Chief Executive Officer and an Executive Director of the Company in March 2005. Mr. Tsoi is a director of various subsidiaries of the Group. Mr. Tsoi graduated from the University of Western Ontario, Canada with an Honours degree in Business Administration in 1986. He was selected as one of the "Hong Kong Young Industrialists" by The Federation of Hong Kong Industries in 2010. Mr. Tsoi is an Executive Director of Reorient Group Limited, a Non-executive Director of China WindPower Group Limited and an Independent Non-executive Director of Fairwood Holdings Limited. He retired as a Non-executive Director of Zhidao International (Holdings) Limited in August 2013. The above companies are listed on the Hong Kong Stock Exchange. Mr. Tsoi is the deputy chairman of the supervisory board of Data Modul AG, which is listed on the Frankfurt Stock Exchange.

Subsequent to the year end, Mr. Tsoi has resigned as a Non-executive Director of China WindPower Group Limited in January 2014.

Yuen Kin

aged 59, was appointed as an Independent Non-executive Director of the Company in March 2005 and re-designated as an Executive Director of the Company and appointed as the Chief Financial Officer of the Group in July 2009. Mr. Yuen was also a member of the Audit Committee of the Company until he became an Executive

Director of the Company. Mr. Yuen holds a Master of Business Administration degree from the University of Toronto, Canada. He is a Chartered Accountant in Canada and a Fellow of the Hong Kong Institute of Certified Public Accountants, and of the Association of Chartered Certified Accountants. Mr. Yuen is an Independent Non-executive Director of China Jiu hao Health Industry Corporation Limited, which is listed on the Hong Kong Stock Exchange.

Ho Te Hwai, Cecil

aged 53, was appointed as an Executive Director and the Company Secretary of the Company in March 2005. He is a director of various subsidiaries of the Group and is also the Qualified Accountant for the Group. Mr. Ho was appointed as a chief financial officer of Reorient Group Limited, which is listed on the Hong Kong Stock Exchange in 2011. Mr. Ho holds a Bachelor of Commerce degree from the University of British Columbia, Canada. He is a member of the Institute of Chartered Accountants of Canada and the Hong Kong Institute of Certified Public Accountants.

Lo Wing Yan, William

aged 53, was appointed as an Independent Non-executive Director of the Company in July 2004. He is the Chairman of the Remuneration Committee, the Audit Committee and the Nomination Committee of the Company. Dr. Lo holds a Master's degree in Molecular Pharmacology and a Doctorate in Genetic Engineering, both of which are obtained from the University of Cambridge in England. Dr. Lo is currently the Vice Chairman of South China Media Group. Dr. Lo was also a Bye-Fellow of Downing College, the University of Cambridge. In 1999, he was appointed as a Justice of Peace (J.P.) by the government of Hong Kong. In 2003, he was appointed as a Member of Shantou Committee of the Chinese People's Political Consultative Conference. Dr. Lo is a governor of an independent school in Hong Kong, the ISF Academy, as well as the Chairman of Junior Achievement Hong Kong. Dr. Lo is currently an Independent Non-executive Director of Nam Tai Electronics, Inc., which is listed on the New York Stock Exchange, SITC International Holdings Company Limited, International Housewares Retail Company Limited and Jingrui Holdings Limited, which are listed on the Hong Kong Stock Exchange, and Westminster Travel Limited, which is listed on the Singapore Stock Exchange. He is also a Non-executive Director of South China Land Limited, which is listed on the Hong Kong Stock Exchange. He retired as an Independent Non-executive Director of LZYE Group plc, which is listed on the London Stock Exchange, in November 2013.

Hou Ziqiang

aged 76, was appointed as an Independent Non-executive Director of the Company in March 2005. He is a member of the Remuneration Committee, the Audit Committee and the Nomination Committee of the Company. Mr. Hou graduated from Peking University in 1958 with a Bachelor's degree in Physics. From 1993 to 1997, Mr. Hou was a Director of the Institute of Acoustics of the Chinese Academy of Sciences. From 1988 to 1993, Mr. Hou was a Secretary General of the Chinese Academy of Sciences.

Chau Shing Yim, David

aged 50, was appointed as an Independent Non-executive Director of the Company in July 2009. He is a member of the Audit Committee of the Company. Mr. Chau has over 20 years of experience in corporate finance, working on projects ranging from initial public offering transactions and restructuring of PRC enterprises to cross-border and domestic takeover transactions. Mr. Chau was formerly a partner of one of the big four accounting firms in Hong Kong, holding the position as their Head of Merger and Acquisition and Corporate Advisory. He is a member of the Hong Kong Securities Institute, the Institute of Chartered Accountants of England and Wales ("ICAEW"), and was granted the Corporate Finance Qualification of ICAEW, and the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and was an ex-committee member of the Disciplinary Panel of HKICPA.

Mr. Chau is currently an Independent Non-executive Director of Up Energy Development Group Limited, Lee & Man Paper Manufacturing Limited, Man Wah Holdings Limited and Evergrande Real Estate Group Limited. All the aforesaid companies are listed on the Hong Kong Stock Exchange.

He retired as an Executive Director of Zhidao International (Holdings) Limited, which is listed on the Hong Kong Stock Exchange, in August 2013 and resigned as an Independent Non-executive Director of Shandong Molong Petroleum Machinery Company Limited, which is listed on the Hong Kong Stock Exchange, in June 2013.

SENIOR MANAGEMENT'S BIOGRAPHICAL INFORMATION

Suen Mo Ha, Rossetti

aged 42, is the Chief Operating Officer of the Group. She holds a Master's degree in Statistics from The University of Hong Kong, and a Bachelor's degree in Quantitative Analysis for Business from City Polytechnic University. She joined the Group in December 2000.

Lam Cheuk Yin, Kenneth

aged 39, is the Financial Controller of the Group. He has a Bachelor of Business Administration (Accountancy) from City University of Hong Kong, and is an Associate Member of the HKICPA. He joined the Group in July 2005.

Fung Yeuk Keung

aged 59, is the General Manager – Manufacturing of the Group. He conducted his PhD research study in the Liquid Crystal Institute of Kent State University and obtained a Master and a Doctorate degree in Physics from the same university. Dr. Fung joined the Group in 1995 and resigned in 2006. He rejoined the Group in November 2009.

Park Soo Bin, James

aged 43, is the General Manager – Technical Group. He holds a Bachelor of Physics degree from Sogang University in South Korea. He joined the Group in October 2006.

Lo Pak Chi, Patrick

aged 40, is the Senior Manager – Corporate Development of the Group. He holds a Bachelor's degree in Applied Physics from The Hong Kong Baptist University. He joined the Group in May 1998.

Ng Siu Keung, Ricardo

aged 51, is the Senior Manager – Information Service, Facilities & External Affairs (PRC) of the Group. He holds a Master's degree in Business Administration from International University of America. He joined the Group in September 2006.

Chan Siu Wah, Susana

aged 44, is the Senior Manager – Human Resources & Public Relations of the Group. She holds a Bachelor's degree of Arts from The Chinese University of Hong Kong. She joined the Group in November 2005.

CORPORATE GOVERNANCE REPORT

The Company is committed to achieving and maintaining a high standard of corporate governance. The Board (the “Board”) of Directors (the “Directors”) recognises that such commitment is essential in upholding the accountability and transparency and to achieve a balance of interests between the shareholders, customers, creditors, employees as well as other stakeholders.

CORPORATE GOVERNANCE PRACTICES

The corporate governance standards of the Company are built on the principles of independence, accountability, transparency and fairness. The Company has adopted and complied with the code provision set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”). The Board has taken actions and measures to ensure that the Company is in all aspects in strict compliance.

In the opinion of the Directors, the Company has complied with the code provisions of the CG Code throughout the year ended 31 December 2013.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Following specific enquiry by the Company, all Directors confirmed that they have complied with the required standards as set out in the Model Code throughout the year under review.

BOARD OF DIRECTORS

The Company benefits from the professional management expertise of its Directors. Brief biographies of the Directors are set out in the “Board of Directors and Senior Management” section in this Annual Report. The professional management expertise of the Directors ensures that the Board has the capabilities of sustaining the Company’s continued success.

As at 31 December 2013, the Board comprises four Executive Directors and three Independent Non-executive Directors.

Executive Directors: Mr. Ko Chun Shun, Johnson
(Chairman)
Mr. Tsoi Tong Hoo, Tony
(Chief Executive Officer)
Mr. Yuen Kin
(Chief Financial Officer)
Mr. Ho Te Hwai, Cecil

Independent Non-executive Directors: Dr. Lo Wing Yan, William
Mr. Chau Shing Yim, David
Mr. Hou Ziqiang

All the Independent Non-executive Directors meet the guidelines for assessment of independence as set out in Rule 3.13 of the Listing Rules.

The Board meets at least 4 times a year with additional meetings arranged when necessary to review the financial performance, material investments and other matters of the Group that require the resolution of the Board.

During the financial year ended 31 December 2013, a total of 8 Board meetings and 1 annual general meeting (“2013 AGM”) were held and the attendance of each Director is set out as follows:

Name	Board	Number of meetings attended in 2013			
		2013 AGM	Remuneration Committee	Nomination Committee	Audit Committee
Executive Directors:					
Mr. Ko Chun Shun, Johnson	8/8	1/1	2/2	2/2	N/A
Mr. Tsoi Tong Hoo, Tony	8/8	1/1	N/A	N/A	N/A
Mr. Yuen Kin	8/8	1/1	N/A	N/A	N/A
Mr. Ho Te Hwai, Cecil	8/8	1/1	N/A	N/A	N/A
Independent Non-executive Directors:					
Dr. Lo Wing Yan, William	8/8	1/1	2/2	2/2	3/3
Mr. Chau Shing Yim, David	8/8	1/1	N/A	N/A	3/3
Mr. Hou Ziqiang	8/8	1/1	2/2	2/2	3/3

The Directors have no financial, business, family or other material/relevant relationships among the members of the Board except that:

- (1) Messrs. Ko Chun Shun, Johnson and Tsoi Tong Hoo, Tony are directors of China WindPower Group Limited (“China WindPower”) and Reorient Group Limited, which are listed on the Main Board of the Stock Exchange. Subsequent to the year end, Mr. Tsoi resigned as a non-executive director of China WindPower in January 2014.
- (2) Messrs. Tsoi Tong Hoo, Tony and Chau Shing Yim, David are directors of Zhidao International (Holdings) Limited (“Zhidao”), which is listed on the Main Board of the Stock Exchange. Mr. Tsoi retired as a non-executive director of Zhidao in August 2013. Mr. Chau retired as an executive director of Zhidao in August 2013.

In the Board’s opinion, these relationships do not affect the Directors’ independent judgment and integrity in executing their roles and responsibilities.

Professional Development

Pursuant to A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. Up to the date of this report, all Directors have participated in continuous professional development by attending training course and/or referring materials on the topics related to corporate governance and regulations.

Responsibilities of the Board

The Board has the collective responsibility for leadership and control of, and for promoting the success of, the Company by directing and supervising the Company’s affairs. The Board sets the Group’s overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Company. It also decides on matters such as interim and annual results, major transactions, director appointments or reappointments, and dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group’s businesses to the management.

Corporate Governance Functions

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company’s policies, practices on corporate governance, training and continuous professional development of the Directors and senior management of the Group, the Company’s policies and practices on compliance with legal and regulatory requirements, etc.

The Board held meetings from time to time whenever necessary. At least 14 days notice of regular Board meetings is given to all Directors and they can include matters for discussion in the agenda as they think fit. The agenda accompanying board papers are sent to all Directors at least 3 days before the date of every Board meeting in order to allow sufficient time for the Directors to review the documents.

Minutes of every Board meeting are circulated to all Directors for their perusal and comments prior to confirmation of the minutes. The Board also ensures that it is supplied in a timely manner with all necessary information in a form and of a quality appropriate to enable it to discharge its duties.

Every Board member has full access to the advice and services of the company secretary of the Company with a view to ensuring that board procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman of the Board, Mr. Ko Chun Shun, Johnson and the Chief Executive Officer, Mr. Tsoi Tong Hoo, Tony are separated, with a clear division of responsibilities. The Chairman of the Board is responsible for formulating corporate strategies and overall business development planning. The Chief Executive Officer’s duty is to oversee the execution of daily business activities. The division of responsibilities is to ensure a balance of power and authority.

TERM OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

The Independent Non-executive Directors have been appointed for a fixed term expiring on 31 December 2014 or such other date as agreed by the Independent Non-executive Directors. All Directors are subject to retirement by rotation at least once every three years under the Company’s Bye-laws.

BOARD COMMITTEES

Remuneration Committee

The Remuneration Committee of the Company (the “RC”) is responsible for setting and monitoring the remuneration policy for all Directors and senior management of the Group. The RC comprises Dr. Lo Wing Yan, William (Chairman of the RC), Mr. Hou Ziqiang and Mr. Ko Chun Shun, Johnson. Among the 3 members of the RC, 2 members are Independent Non-Executive Directors. The terms of reference of the RC are available at the websites of the Company and the Stock Exchange.

CORPORATE GOVERNANCE REPORT

The roles and functions of the RC include consulting the Chairman of the Board about their remuneration proposals for other Executive Directors, making recommendation to the Board on the Company's remuneration policy and structure for all Directors' and senior management of the Group and the RC has adopted the approach under B.1.2(c)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual Executive Director and senior management of the Group.

The Company's remuneration policy is to link remuneration packages for Executive Directors with the achievement of annual and long-term performance goals. By providing competitive and performance-linked compensation, the Company seeks to attract, motivate and retain key executives, which is essential to its long-term success.

2 meetings were held in 2013. During the meetings, the RC reviewed the Company's remuneration policy and fixed the remuneration packages for the Executive Directors and senior management of the Group. No change has been proposed to the remuneration policy and the Directors' remuneration. The number of RC meeting held during the year and record of individual attendance of members, on a named basis, at meetings held is set out in section headed "BOARD OF DIRECTORS" above in this report.

Remuneration of Directors and Senior Management

The Director's remuneration is set out in note 7 to the consolidated financial statements of this Annual Report.

The remuneration paid to the members of the senior management by bands in 2013 is set out below:

Remuneration Bands	Number of Individuals
HK\$500,001 to HK\$1,000,000	4
HK\$1,000,001 to HK\$1,500,000	2
HK\$1,500,001 to HK\$2,000,000	1

Nomination Committee

The Nomination Committee of the Company (the "NC") comprises Dr. Lo Wing Yan, William (Chairman of the NC), Mr. Hou Ziqiang and Mr. Ko Chun Shun, Johnson. Among the 3 members of the NC, 2 members are Independent Non-executive Directors. The terms of reference of the NC, which were revised in September 2013, are available at the websites of the Company and the Stock Exchange.

The roles and functions of the NC include reviewing the structure, size and composition of the Board at least annually, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals

suitably qualified to become members of the Board and selecting individuals nominated for directorship (if necessary), assessing the independence of the Independent Non-executive Directors and making recommendations to the Board on the appointment or re-appointment of directors and succession planning for the Directors, in particular the Chairman of the Board and the Chief Executive Officer. New Directors are sought mainly through referrals. In evaluating whether an appointee is suitable to act as a Director of the Company, the Board will review the independence, experience and expertise of the appointee as well as personal ethics, integrity and time commitment of the appointee.

In September 2013, the Board adopted the board diversity policy (the "Board Diversity Policy") which to comply with the CG Code on board diversity effective from September 2013. The Board Diversity Policy was adopted to ensure that diversity in its broadest sense continues to remain a feature of the Board. The NC's assessment of the candidates includes, but is not limited to, consideration of the relevant knowledge and diversity of backgrounds, skills, experience and perspectives that would complement the existing Board.

2 meetings were held in 2013. Issues concerning the structure, size and composition of the Board were discussed and no change has been proposed to the structure, size and composition. The number of NC meeting held during the year and record of individual attendance of members, on a named basis, at meetings held during is set out in section headed "BOARD OF DIRECTORS" above in this report.

Audit Committee

The Audit Committee of the Company (the "AC") comprises 3 Independent Non-executive Directors: Dr. Lo Wing Yan, William (Chairman of the AC), Mr. Chau Shing Yim, David and Mr. Hou Ziqiang. The AC is responsible for appointment of external auditors, review of the Group's financial information and oversight of the Group's financial reporting system and internal control procedures. It is also responsible for reviewing the interim and annual results of the Group prior to recommending them to the Board for approval. It meets regularly to review financial reporting and internal control matters and to this end has unrestricted access to both the Company's internal and external auditors. The terms of reference of the AC are available at the websites of the Company and the Stock Exchange.

The AC held 3 meetings in 2013, in which the Committee reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters so as to ensure that an effective control environment is maintained. The number of AC meeting held during the year and record of individual attendance of members, on a named basis, at meetings held during is set out in section headed "BOARD OF DIRECTORS" above in this report.

The AC also made its recommendation to the Board that the external auditors should be reappointed and approved the remuneration and the terms of engagements of the external auditors.

The internal and external auditors have unrestricted access to the AC, which ensures that their independence remains unimpaired.

There are no disagreement between the Board and the AC on the selection, appointment, resignation or dismissal of the external auditors.

The AC meets and holds discussions with the Executive Directors and other senior management of the Group on the interim results, preliminary results announcement and annual reports. The AC reviews and discusses the management's report and representations with a review to ensure that the Group's consolidated financial statements and prepared in accordance with accounting principles generally accepted in Hong Kong. It also considers reports from the Company's external auditors, KPMG, on the scope and the outcome of their annual audit of the consolidated financial statements.

Accountability and Audit

Financial Reporting

The management provides such explanation and information to the Board and reports regularly to the Board on financial position and prospects of the business of the Company so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibilities (as set out in the Report of the Independent Auditor) for preparing the financial statements for each financial period with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. The Company's financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern and the Board has prepared the financial statements on a going concern basis. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. The reporting responsibilities of KPMG are set out in the Report of the Independent Auditor on page 28 of this Annual Report.

Internal Control and Risk Management

The Board is responsible for the Company's internal control system and risk management procedures and for reviewing the effectiveness of the Company's internal control. The Board has conducted a review of, and is satisfied with the effectiveness of the system of internal controls of the Group. The review covered financial, operational and compliance controls and risk management functions. To further strengthen its control system, the Company has established an Internal Audit Department to perform independent evaluations and reporting of the adequacy and effectiveness of the Company's controls, information system and operations.

Auditors' Remuneration

Total auditors' remuneration in relation to audit and non-audit services provided to the Group amounted to HK\$4 million (2012: HK\$4 million), of which a sum of HK\$3 million (2012: HK\$3 million) was paid to KPMG. Details of the external auditor's fees are set out in note 5(c) to the consolidated financial statements of this Annual Report.

Company Secretary

Mr. Ho Te Hwai, Cecil was appointed as the company secretary of the Company in March 2005. The biographical details of Mr. Ho are set out under the section headed "Board of Directors and Senior Management" in this Annual Report.

According to the Rule 3.29 of the Listing Rules, Mr. Ho has taken no less than 15 hours of relevant professional training during the financial year ended 31 December 2013.

Shareholders' Rights

The general meetings of the Company provide an opportunity for communication between the shareholders of the Company and the Board. The Company holds an annual general meeting ("AGM") every year, and may hold a general meeting known as an extraordinary general meeting ("EGM") whenever necessary.

– Right to convene EGM

Members of the Company 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 sent to the Company's registered office at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda (the "Registered Office") and its principal office at Units A – F, 35th Floor, Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong (the "Principal Office"), for the attention of the company secretary of

CORPORATE GOVERNANCE REPORT

the Company, to require an EGM 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.

The written requisition must state the purposes of the general meeting, signed by the member(s) concerned and may consist of several documents in like form, each signed by one or more of those members.

If the requisition is in order, the company secretary of the Company will ask the Board to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid, the members concerned will be advised of this outcome and accordingly, an EGM will not be convened as requested.

The notice period to be given to all the registered members for consideration of the proposal raised by the member(s) concerned at an EGM varies according to the nature of the proposal, as follows:

- At least 21 clear days' and not less than 10 clear business days' notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to a mere clerical amendment to correct a patent error; and
- At least 14 clear days' and not less than 10 clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.

– Right to put enquiries to the Board

Members of the Company do not generally have any right to put forward enquiries to the Board. There is no procedure set out in the Bermuda Companies Act 1981 or in the Bye-Laws of the Company available for any member to put forward an enquiry to the Board. A member of the Company may, of course, at any time write to the Board and it is up to the Board to decide whether or not to entertain any request made by a member of the Company.

Members of the Company who have enquired about the above procedures or have enquired to put to the Board may write to the company secretary of the Company at Units A – F, 35/F., Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong.

– Right to put forward proposals at shareholders' meetings

Member(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all members having the right to vote at the shareholders' meeting; or (ii) not less than 100 members, can submit a written request stating the resolution intended to be moved

at an AGM; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular shareholders' meeting.

The written request/statements must be signed by the member(s) concerned and deposited at the Registered Office and the Principal Office, for the attention of the company secretary of the Company, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the shareholders' meeting in the case of any other requisition.

If the written request is in order, the company secretary of the Company will ask the Board (i) to include the resolution in the agenda for an AGM; or (ii) to circulate the statement for the shareholders' meeting, provided that the member(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the member(s) concerned in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid or the member(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the member(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the shareholders' meeting.

The procedures for shareholders of the Company to propose a person for election as a director is posted on the Company's website.

INVESTOR RELATIONS

The Company attaches great importance to communicate with shareholders of the Company and a number of means, including regular group meetings and plant tours, are used to promote greater understanding and dialogue with investment community. This also includes the annual general meeting, the annual and interim reports, notices, announcements and circulars. Key executives maintain regular dialogue with institutional investors and analysts to keep them abreast of the Company's development.

The Group's website www.varitronix.com contains an "Investor & Media Relations" section which offers timely access to the Company's press releases, financial reports and major announcements.

The AGM is an important opportunity for communicating with shareholders. The Company's Chairman and Directors are available at the AGM to answer questions from shareholders of the Company.

During the year ended 31 December 2013, there had been no significant change in the Company's constitutional documents.

REPORT OF THE DIRECTORS

The Directors have pleasure in submitting herewith their report together with the audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Group are design, manufacture and sale of liquid crystal displays and related products.

The analysis of the principal activities and geographical locations of the operations of the Group during the financial year are set out in Notes 3, 4 and 13 to the financial statements.

SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2013 are set out in Note 15 to the financial statements.

FINANCIAL STATEMENTS

The results of the Group for the year ended 31 December 2013 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 29 to 77 of this Annual Report.

DIVIDEND

The Board has recommended declaring a final dividend of 38.0 HK cents (2012: 20.0 HK cents) per share as compared to interim dividend of 12.0 HK cents (2012: 8.0 HK cents) per share representing a total of 50.0 HK cents (2012: 28.0 HK cents) per share for the year ended 2013.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 27 May 2014 to Tuesday, 3 June 2014 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM (the "2014 AGM"), all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited ("Computershare"), of Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 26 May 2014.

Subject to the shareholders approving the recommended final dividend at the 2014 AGM of the Company, such dividend will be payable on or around Wednesday, 9 July 2014 to shareholders whose names appear on the register of members of the Company on Friday, 13 June 2014. To determine eligibility for the

final dividend, the register of members of the Company will be closed from Monday, 9 June 2014 to Friday, 13 June 2014 (both days inclusive), during which period no shares can be registered. In order to qualify for the aforementioned final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with Computershare, of Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 6 June 2014.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in Note 27(c) to the financial statements.

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to HK\$422,000 (2012: HK\$144,000).

FIXED ASSETS

Movements in fixed assets during the year are set out in Note 14 to the financial statements.

RESERVES

Details of movements in reserves of the Company during the year are set out in Note 27(a) to the financial statements. Details of movements in reserves of the Group during the year are set out in the Consolidated Statement of Changes in Equity.

DIRECTORS

The Directors during the financial year and up to the date of this Annual Report were:

Executive Directors:

Mr. Ko Chun Shun, Johnson (*Chairman*)
Mr. Tsoi Tong Hoo, Tony
Mr. Yuen Kin
Mr. Ho Te Hwai, Cecil

Independent Non-executive Directors:

Dr. Lo Wing Yan, William
Mr. Chau Shing Yim, David
Mr. Hou Ziqiang

In accordance with Bye-laws of the Company, Mr. Tsoi Tong Hoo, Tony, Mr. Ho Te Hwai, Cecil and Dr. Lo Wing Yan, William shall retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

REPORT OF THE DIRECTORS

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

As at 31 December 2013, the interests of the Directors and chief executive of the Company and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), as recorded in the register required to be maintained by the Company under Section 352 of the SFO or as required, pursuant to the Model Code to be notified to the Company and the Stock Exchange were as follows:

(a) Interests in shares of the Company

Name of Director	Capacity	Number of shares in the Company held	Approximate percentage of the total issued share capital of the Company
Ko Chun Shun, Johnson	Interest of controlled corporations	54,651,000 (Notes)	16.74

Notes:

- (1) Rockstead Technology Limited and Omnicorp Limited, both wholly-owned by Mr. Ko Chun Shun, Johnson, held 43,951,000 shares and 10,700,000 shares of the Company respectively.
- (2) The above interests represented long positions.

Other than the aforesaid and as disclosed under the section headed "Share Option Schemes and Directors' and Chief Executives' Rights to Acquire Shares or Debentures" below, as at 31 December 2013, none of the Directors, chief executives or any of their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEMES AND DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

On 6 June 1991, the Company adopted a share option scheme. This is to provide the Group with a flexible means of giving incentive to rewarding, remunerating, compensating and/or providing benefits to the Group's employees and business associates (the "Participants"). It was subsequently amended on 8 June 1999 and expired on 5 June 2001. A second share option scheme of the Company was adopted on 22 June 2001 and terminated on 12 May 2003.

A third share option scheme of the Company was adopted on 12 May 2003 as an incentive to the Participants. The third share option scheme limit was subsequently refreshed by a resolution passed at the annual general meeting held on 2 June 2010. The maximum number of share options that can be granted by the Company was refreshed to 32,342,220 share options. This scheme expired on 11 May 2013.

A fourth share option scheme of the Company was adopted on 3 June 2013. It shall be valid and effective for a period of 10 years ending 2 June 2023. During the year ended 31 December 2013, no share option was granted under the fourth Share Option Scheme.

The Company can grant share options to the Participants for a consideration of HK\$1.00 for each grant payable by the Participants. The maximum number of shares in respect of which share options may be granted under the fourth share option scheme and any other schemes of the Company may not exceed 10% of the issued share capital of the Company at the date of approval of the fourth share option scheme. The maximum entitlement of each Participant in the total number of shares issued and to be issued upon exercise of share options granted under the fourth share option scheme and any other share option schemes of the Company in any 12-month period shall not exceed 1% of the total number of shares in issue.

Subscription price of the shares in relation to a share option shall not be less than the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date on which the share option is offered to the Participants, which must be a business day; (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the 5 trading days immediately preceding the date of offer; and (iii) the nominal value of the shares. There shall be no minimum period for which the share options must be held before they are exercised but the Board may determine.

As at the date of this Annual Report, the total number of share options that can be granted was 22,254,720, representing 6.81% of the issued share capital of the Company. The total number of shares available for issue under the share option schemes as at 31 December 2013 represents 6.84% (2012: 7.67%) of the issued share capital of the Company at that date. Further details of the share option schemes are set out in Note 26 to the financial statements.

(b) Interests in share options of the Company

Movements in the Company's share options during the year are as follows:

Category	Date of grant	Number of share options at 1 January 2013	Number of share options granted during the year	Number of share options cancelled/lapsed during the year	Number of share options exercised during the year	Number of share options at 31 December 2013	Exercisable period	Price per share to be paid on exercise of share options	Market value per share at date of grant of share options	Weighted average closing price of share options immediately before the dates on which the share options were exercised
Directors										
Ko Chun Shun, Johnson	19 December 2005	3,000,000	–	–	–	3,000,000	19 December 2005 to 18 December 2015	HK\$5.73	HK\$5.65	N/A
	24 June 2010	1,900,000	–	–	–	1,900,000	(Note 1)	HK\$2.50	HK\$2.50	N/A
Tsoi Tong Hoo, Tony	22 July 2005	3,000,000	–	–	–	3,000,000	22 July 2005 to 21 July 2015	HK\$6.60	HK\$6.55	N/A
	24 June 2010	1,900,000	–	–	–	1,900,000	(Note 1)	HK\$2.50	HK\$2.50	N/A
Yuen Kin	24 June 2010	800,000	–	–	(480,000)	320,000	(Note 1)	HK\$2.50	HK\$2.50	HK\$5.24
Ho Te Hwai, Cecil	19 December 2005	3,000,000	–	–	–	3,000,000	19 December 2005 to 18 December 2015	HK\$5.73	HK\$5.65	N/A
	24 June 2010	1,200,000	–	–	–	1,200,000	(Note 1)	HK\$2.50	HK\$2.50	N/A
Lo Wing Yan, William	24 June 2010	400,000	–	–	(160,000)	240,000	(Note 1)	HK\$2.50	HK\$2.50	HK\$6.95
Chau Shing Yim, David	24 June 2010	400,000	–	–	–	400,000	(Note 1)	HK\$2.50	HK\$2.50	N/A
Hou Ziqiang	24 June 2010	400,000	–	–	–	400,000	(Note 1)	HK\$2.50	HK\$2.50	N/A
Others										
Chang Chu Cheng (Note 2)	21 December 2004	300,000	–	–	–	300,000	21 December 2004 to 20 December 2014	HK\$7.45	HK\$7.45	N/A
	19 December 2005	3,000,000	–	–	–	3,000,000	19 December 2005 to 18 December 2015	HK\$5.73	HK\$5.65	N/A
Employees	6 October 2003	126,000	–	(126,000)	–	0	6 October 2003 to 5 October 2013	HK\$7.35	HK\$7.35	N/A
	20 December 2004	1,694,000	–	(21,000)	–	1,673,000	20 December 2004 to 19 December 2014	HK\$7.50	HK\$7.50	N/A
	24 June 2010	3,760,000	–	(100,000)	(1,650,000)	2,010,000	(Note 1)	HK\$2.50	HK\$2.50	HK\$5.55
		<u>24,880,000</u>	<u>–</u>	<u>(247,000)</u>	<u>(2,290,000)</u>	<u>22,343,000</u>				

Notes:

- (1) Exercisable period:
 - (i) the first 20% of the share options shall be exercisable from 1 July 2011 to 30 June 2016;
 - (ii) the second 20% of the share options shall be exercisable from 1 July 2012 to 30 June 2016;
 - (iii) the third 20% of the share options shall be exercisable from 1 July 2013 to 30 June 2016;
 - (iv) the fourth 20% of the share options shall be exercisable from 1 July 2014 to 30 June 2016; and
 - (v) the remaining 20% of the share options shall be exercisable from 1 July 2015 to 30 June 2016.
- (2) Dr. Chang Chu Cheng ("Dr. Chang") retired as Director and became Honorary Chairman on 11 June 2007. The 3,300,000 share options held by Dr. Chang were retained until the end of the expiry of the respective exercisable periods of the share options, and reclassified from the category 'Directors' to 'Others'.
- (3) The share options are lapsed.
- (4) All the interests disclosed above represent long positions.

REPORT OF THE DIRECTORS

Apart from the foregoing, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

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

As at 31 December 2013, other than the interests disclosed under the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" in respect of Mr. Ko Chun Shun, Johnson and Rockstead Technology Limited, so far as is known to the Directors and chief executives of the Company, there were no other companies nor persons who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Section 336 of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO.

DIRECTORS' SERVICE CONTRACTS

Messrs. Ko Chun Shun, Johnson, Tsoi Tong Hoo, Tony and Ho Te Hwai, Cecil have entered into management agreements with the Company which may be terminated by either party to the agreements at three months' notice.

Mr. Yuen Kin has entered into a management agreement with the Company which may be terminated by either party to the agreement at one month's notice.

Independent Non-executive Directors are appointed for a period up to 31 December 2014 or such other date as agreed by the Independent Non-executive Directors and the Company.

No Director proposed for re-election at the forthcoming annual general meeting 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 normal statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company, or any of its subsidiaries was a party, in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and the law of Bermuda.

BANK LOANS

Particulars of bank loans of the Group at 31 December 2013 are set out in Note 24 to the financial statements.

CAPITALISATION OF INTEREST

Particulars of interest expenses was capitalised by the Group during the year are set out in Note 5(a).

PROPERTIES

Particulars of the properties held by the Group are shown on page 79 of this Annual Report.

FIVE YEAR SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 78 of this Annual Report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available and within the knowledge of the Directors, for the year under review, the Company has maintained the prescribed public float under the Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2013, the five largest customers of the Group accounted for 39% of the Group's total turnover while the largest customer of the Group accounted for 10% of the Group's total turnover. In addition, for the year ended 31 December 2013, the five largest suppliers of the Group accounted for 42% of the Group's total purchases while the largest supplier of the Group accounted for 15% of the Group's total purchases.

At no time during the year have the Directors or any shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's total issued share capital) had any interest in these major customers and suppliers.

UPDATE ON DIRECTOR'S INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Mr. Ko Chun Shun, Johnson, the Executive Director of the Company, was re-designated from the Chairman to the Vice Chairman of DVN (Holdings) Limited, which is listed on the Main Board of the Stock Exchange, in January 2014.

Mr. Tsoi Tong Hoo, Tony, the Executive Director of the Company, retired as a non-executive director of Zhidao International (Holdings) Limited and resigned as a non-executive director of China WindPower Group Limited in August 2013 and January 2014 respectively. These companies are listed on the Main Board of the Stock Exchange.

Dr. Lo Wing Yan, William, the Independent Non-Executive Director of the Company, was appointed as an independent non-executive director of Jingrui Holdings Limited and International Housewares Retail Company Limited, which are listed on the Main Board of the Stock Exchange, in August and September 2013 respectively. Dr. Lo retired as an independent non-executive director of LZYE Group plc, which is listed on the London Stock Exchange, in November 2013.

Mr. Chau Shing Yim, David, the Independent Non-Executive Director of the Company, was re-designated from a non-executive director to an independent non-executive director of Up Energy Development Group Limited in June 2013. He retired as an executive director of Zhidao International (Holdings) Limited in August 2013 and resigned as an independent non-executive director of Shandong Molong Petroleum Machinery Company Limited in June 2013. These companies are listed on the Main Board of the Stock Exchange.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2013.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the Independent Non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the Independent Non-executive Directors to be independent.

AUDITORS

KPMG retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of KPMG as auditors of the Company is to be proposed at the forthcoming annual general meeting.

By order of the Board

Ko Chun Shun, Johnson
Chairman

Hong Kong, 20 March 2014

REPORT OF THE INDEPENDENT AUDITOR

Independent auditor's report to the shareholders of Varitronix International Limited

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Varitronix International Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 29 to 77, which comprise the consolidated and company statements of financial position as at 31 December 2013, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2013 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

20 March 2014

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

for the year ended 31 December 2013
(Expressed in Hong Kong dollars)

	Note	2013 \$'000	2012 \$'000
Turnover	3	2,604,172	2,222,380
Other operating (loss)/income	4	(18,456)	33,492
Change in inventories of finished goods and work in progress		102,023	(6,855)
Raw materials and consumables used		(1,654,315)	(1,416,377)
Staff costs		(384,707)	(332,940)
Depreciation		(83,698)	(86,528)
Other operating expenses		(252,790)	(229,642)
Profit from operations		312,229	183,530
Finance costs	5(a)	(2,446)	(2,096)
Share of profits less losses of associates		4,767	9,341
Profit before taxation	5	314,550	190,775
Income tax	6(a)	(71,400)	(19,940)
Profit for the year		243,150	170,835
Attributable to:			
Equity shareholders of the Company	10	243,150	170,835
Non-controlling interests		–	–
Profit for the year		243,150	170,835
Earnings per share (in HK cents)	12		
Basic		74.7 cents	52.7 cents
Diluted		73.5 cents	52.4 cents

The notes on pages 35 to 77 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 27(b).

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2013

(Expressed in Hong Kong dollars)

	Note	2013 \$'000	2012 \$'000
Profit for the year		243,150	170,835
Other comprehensive income for the year (after tax and reclassification adjustments):	11		
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Foreign currency translation adjustments: net movement in the exchange reserve		32,344	11,128
Available-for-sale securities: net movement in the fair value reserve		938	5,000
Other comprehensive income for the year		33,282	16,128
Total comprehensive income for the year		276,432	186,963
Attributable to:			
Equity shareholders of the Company		276,432	186,963
Non-controlling interests		–	–
Total comprehensive income for the year		276,432	186,963

The notes on pages 35 to 77 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

at 31 December 2013
(Expressed in Hong Kong dollars)

	Note	2013 \$'000	2012 \$'000
Non-current assets			
Fixed assets	14		
– Property, plant and equipment		553,095	504,459
– Interest in leasehold land held for own use under operating leases		13,350	13,667
		566,445	518,126
Interest in associates	16	114,247	113,917
Loans receivable	17	62,000	82,848
Other financial assets	18	29,878	131,719
Deferred tax assets	25(b)	725	479
		773,295	847,089
Current assets			
Trading securities	19	141,032	107,578
Inventories	20	464,292	367,450
Trade and other receivables	21	657,022	527,444
Other financial assets	18	41,600	–
Current tax recoverable	25(a)	3,506	1,650
Cash and cash equivalents	22	555,148	464,178
		1,862,600	1,468,300
Current liabilities			
Trade and other payables	23	548,020	437,405
Bank loans	24	243,086	188,217
Current tax payable	25(a)	51,919	8,745
		843,025	634,367
Net current assets			
		1,019,575	833,933
Total assets less current liabilities		1,792,870	1,681,022
Non-current liabilities			
Other payables		–	1,116
Bank loans	24	59,147	129,304
Deferred tax liabilities	25(b)	5,539	1,534
NET ASSETS		1,728,184	1,549,068
CAPITAL AND RESERVES			
Share capital	27(c)	81,621	81,049
Reserves		1,646,319	1,467,775
Total equity attributable to equity shareholders of the Company		1,727,940	1,548,824
Non-controlling interests		244	244
TOTAL EQUITY		1,728,184	1,549,068

Approved and authorised for issue by the board of directors on 20 March 2014

Tsoi Tong Hoo, Tony
Director

Ko Chun Shun, Johnson
Director

The notes on pages 35 to 77 form part of these financial statements.

CONSOLIDATED FINANCIAL STATEMENTS

STATEMENT OF FINANCIAL POSITION

at 31 December 2013
(Expressed in Hong Kong dollars)

	Note	2013 \$'000	2012 \$'000
Non-current assets			
Investments in subsidiaries	15	851,865	685,398
Loans receivable	17	62,000	82,848
Other financial assets	18	–	77,979
		913,865	846,225
Current assets			
Other receivables	21	37,879	761
Cash and cash equivalents	22	2,121	2,027
		40,000	2,788
Current liabilities			
Other payables	23	7,347	6,731
Current tax payable	25(a)	3	–
		7,350	6,731
Net current assets/(liabilities)		32,650	(3,943)
NET ASSETS		946,515	842,282
CAPITAL AND RESERVES			
Share capital	27(c)	81,621	81,049
Reserves	27(a)	864,894	761,233
TOTAL EQUITY		946,515	842,282

Approved and authorised for issue by the board of directors on 20 March 2014

Tsoi Tong Hoo, Tony
Director

Ko Chun Shun, Johnson
Director

The notes on pages 35 to 77 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2013

(Expressed in Hong Kong dollars)

	Attributable to shareholders of the Company								Non-controlling interests	Total equity	
	Share capital (note 27(c)) \$'000	Share premium (note 27(d)(i)) \$'000	Exchange reserve (note 27(d)(iii)) \$'000	Fair value reserve (note 27(d)(iv)) \$'000	Capital reserve (note 27(d)(v)) \$'000	Other reserves (note 27(d)(vi)) \$'000	Retained profits \$'000	Total \$'000			
Note											
Balance at 1 January 2012		81,036	697,582	65,263	8,868	17,030	(2,345)	568,261	1,435,695	244	1,435,939
Changes in equity for 2012:											
Profit for the year		-	-	-	-	-	-	170,835	170,835	-	170,835
Other comprehensive income	11	-	-	11,128	5,000	-	-	-	16,128	-	16,128
Total comprehensive income		-	-	11,128	5,000	-	-	170,835	186,963	-	186,963
Transfer to surplus reserve		-	-	-	-	-	4,510	(4,510)	-	-	-
Dividends approved in respect of the previous year	27(b)(i)	-	-	-	-	-	-	(50,250)	(50,250)	-	(50,250)
Issuance of shares upon exercise of share options	27(c)(i)	13	157	-	-	(45)	-	-	125	-	125
Equity settled share-based transactions		-	-	-	-	2,227	-	-	2,227	-	2,227
Dividends declared in respect of the current year	27(b)(i)	-	-	-	-	-	-	(25,936)	(25,936)	-	(25,936)
Balance at 31 December 2012 and 1 January 2013		81,049	697,739	76,391	13,868	19,212	2,165	658,400	1,548,824	244	1,549,068
Changes in equity for 2013:											
Profit for the year		-	-	-	-	-	-	243,150	243,150	-	243,150
Other comprehensive income	11	-	-	32,344	938	-	-	-	33,282	-	33,282
Total comprehensive income		-	-	32,344	938	-	-	243,150	276,432	-	276,432
Transfer to surplus reserve		-	-	-	-	-	10,301	(10,301)	-	-	-
Dividends approved in respect of the previous year	27(b)(i)	-	-	-	-	-	-	(65,143)	(65,143)	-	(65,143)
Issuance of shares upon exercise of share options	27(c)(i)	572	7,252	-	-	(2,099)	-	-	5,725	-	5,725
Equity settled share-based transactions		-	-	-	-	1,273	-	-	1,273	-	1,273
Dividends declared in respect of the current year	27(b)(i)	-	-	-	-	-	-	(39,171)	(39,171)	-	(39,171)
Balance at 31 December 2013		81,621	704,991	108,735	14,806	18,386	12,466	786,935	1,727,940	244	1,728,184

The notes on pages 35 to 77 form part of these financial statements.

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 December 2013

(Expressed in Hong Kong dollars)

Note	2013 \$'000	2012 \$'000
Operating activities		
Cash generated from operations	22(b) 388,821	157,781
Tax paid		
– Hong Kong Profits Tax paid	(6,173)	(7,188)
– People's Republic of China ("PRC") income taxes paid	(12,372)	(8,087)
– Tax paid in respect of jurisdictions outside Hong Kong and the PRC	(7,778)	(6,498)
Net cash generated from operating activities	362,498	136,008
Investing activities		
Proceeds from disposal of fixed assets	64	96,656
Payment for the purchase of fixed assets	(118,064)	(295,188)
Payment for the purchase of certificates of deposits	(46,731)	–
Proceeds from redemption of certificates of deposits	31,115	–
Proceeds from sale of trading securities	10,831	41,623
Payment for the purchase of trading securities	(52,567)	(9,537)
Dividends received from investments in trading and available-for-sale securities	2,924	1,165
Dividends received from associates	4,252	4,117
Interest received	5,953	5,931
Net cash used in investing activities	(162,223)	(155,233)

Note	2013 \$'000	2012 \$'000
Financing activities		
Issuance of shares upon exercise of share options 27(c)(ii)	5,725	125
Proceeds from new bank loans	259,245	281,348
Repayment of bank loans	(267,910)	(109,652)
Interest paid	(4,528)	(5,694)
Dividends paid	(104,314)	(76,186)
Net cash (used in)/ generated from financing activities	(111,782)	89,941
Net increase in cash and cash equivalents	88,493	70,716
Cash and cash equivalents at 1 January	464,178	391,479
Effect of foreign exchange rates changes	2,477	1,983
Cash and cash equivalents at 31 December	22(a) 555,148	464,178

The notes on pages 35 to 77 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2013 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that financial instruments classified as available-for-sale or as trading securities and derivative financial instruments are stated at their fair value (see notes 1(g) and (h)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Judgements made by management in the application of HKFRSs that have a significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

(c) Changes in accounting policies

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group’s financial statements:

- Amendments to HKAS 1, Presentation of financial statements – Presentation of items of other comprehensive income
- HKFRS 10, Consolidated financial statements
- HKFRS 12, Disclosure of interests in other entities
- HKFRS 13, Fair value measurement
- Amendments to HKFRS 7 – Disclosures – Offsetting financial assets and financial liabilities

Amendments to HKAS 1, Presentation of financial statements – Presentation of items of other comprehensive income

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of profit or loss and other comprehensive income in these financial statements has been modified accordingly.

In addition, the Group has chosen to use the new titles “statement of profit or loss” and “statement of profit or loss and other comprehensive income” as introduced by the amendments in these financial statements.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(c) Changes in accounting policies (continued)

HKFRS 10, Consolidated financial statements

HKFRS 10 replaces the requirements in HKAS 27, Consolidated and separate financial statements relating to the preparation of consolidated financial statements and HK-SIC 12 Consolidation – Special purpose entities. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of HKFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

HKFRS 12, Disclosure of interests in other entities

HKFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required by HKFRS 12 are generally more extensive than those previously required by the respective standards. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in note 16.

HKFRS 13, Fair value measurement

HKFRS 13 replaces existing guidance in individual HKFRSs with a single source of fair value measurement guidance. HKFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in note 28. The adoption of HKFRS 13 does not have any material impact on the fair value measurements of the Group's assets and liabilities.

Amendments to HKFRS 7 – Disclosures – Offsetting financial assets and financial liabilities

The amendments introduce new disclosures in respect of offsetting financial assets and financial liabilities. Those new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32, Financial instruments: Presentation and those that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments and transactions, irrespective of whether the financial instruments are set off in accordance with HKAS 32.

The adoption of the amendments does not have an impact on these financial statements because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of HKFRS 7 during the periods presented.

The Group has not applied any amendments or new standard that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(k)).

1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the associate's identified net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post-acquisition change in the Group's share of the associate's net assets and any impairment loss relating to the investment (see notes 1(f) and (k)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of associates and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of associates' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that associate, with a resulting gain or loss being recognised in profit or loss.

(f) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(k)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(g) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries and associates, are as follows:

Investments in debt and equity securities are initially stated at fair value, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in the profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the accounting policies set out in notes 1(u)(ii) and 1(u)(iii) respectively.

Dated debt securities that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated at amortised cost less impairment losses (see note 1(k)).

Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the statement of financial position at cost less impairment losses (see note 1(k)).

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(g) Other investments in debt and equity securities (continued)

Investments in securities which do not fall into the above category are classified as available-for-sale securities. At the end of each reporting period date the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve except foreign exchange gains and losses resulting from changes in the amortised cost of monetary items such as debt securities which are recognised directly in profit or loss. Dividend income from these investments is recognised in profit or loss in accordance with the policy set out in note 1(u)(ii) and, where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss in accordance with the policy set out in note 1(u)(iii). When these investments are derecognised or impaired (see note 1(k)), the cumulative gain or loss is reclassified from equity to profit or loss.

Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

(h) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

(i) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(k)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(x)).

Construction in progress is stated at cost, which comprises construction expenditure, including interest costs on related borrowed funds, to the extent that they are regarded as an adjustment to interest costs during the construction period, and the cost of related equipment. Capitalisation of these costs ceases and the construction in progress is transferred to relevant categories of fixed assets when the asset is substantially ready for its intended use, notwithstanding any delays in the issue of the relevant commissioning certificate by the appropriate authorities. No depreciation is provided in respect of construction in progress.

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

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual values, if any, using the straight line method over their estimated useful lives as follows:

– Land and buildings	40 years
– Plant and machinery	2 to 8 years
– Tools and equipment	2 to 5 years
– Others	2 to 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(j) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exception:

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(j) Leased assets (continued)

(ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the lease term. Impairment losses are recognised in accordance with the accounting policy set out in note 1(k).

(k) Impairment of assets

(i) Impairment of investments in debt and equity securities and other receivables

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in associates accounted for under the equity method in the consolidated financial statements (see note 1(e)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(k)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(k)(ii).

- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset, where the effect of discounting is material. Impairment losses for equity securities at cost are not reversed.

- For trade and other receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of the asset), where the effect of discounting is material. This assessment is made collectively where financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

- For available-for-sale securities, the cumulative loss that had been recognised in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised directly in other comprehensive income.

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversal of impairment losses in such circumstances are recognised in profit or loss.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(k) Impairment of assets (continued)

(i) Impairment of investments in debt and equity securities and other receivables (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivable included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for bad and doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- prepaid interest in leasehold land classified as being held for own use under operating leases;
- goodwill; and
- investments in subsidiaries and associates in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

– Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

– Reversal of impairment losses

In respect of assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year.

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

(l) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in first-out method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(l) Inventories (continued)

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period in which the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(m) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment losses of doubtful debts (see note 1(k)), except where the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(n) Loans receivable

Loans receivable are recognised initially at fair value and thereafter stated at amortised cost using the effective interest method, less any identified impairment losses. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired (see note 1(k)(i)).

(o) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(p) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(t)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(r) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(t) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(t)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

(ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

(u) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Sale of goods

Revenue is recognised at the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of returns and any trade discounts.

(ii) Dividends

Dividend income from listed investments is recognised when the share price of the security goes ex-dividend. Dividend income from unlisted investments is recognised when the shareholder’s right to receive payment is established.

(iii) Interest income

Interest income is recognised as it accrues using the effective interest method.

(iv) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

(v) Research and development

Research and development expenditure is recognised as an expense in the period in which it is incurred.

(w) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(w) Translation of foreign currencies (continued)

The results of operations with functional currency other than Hong Kong dollars are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of an operation with functional currency other than Hong Kong dollars, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the gain or loss on disposal is recognised.

(x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(y) Related parties

- (1) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

- (2) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (1).
- (vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

(z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2. ACCOUNTING JUDGEMENT AND ESTIMATES

Notes 9, 18, 26 and 28(g) contain information about assumptions and their risk factors relating to valuation of other non-current financial assets, fair value of share options granted and financial instruments. Other key sources of estimation uncertainty are as follows:

(a) Impairment of assets

Internal and external sources of information are reviewed by the Group at the end of each reporting period to assess whether there is any indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated to determine impairment losses on the asset. Changes in facts and circumstances may result in revisions to the conclusion of whether an indication of impairment exists and revised estimates of recoverable amounts, which would affect profit or loss in future years.

(b) Write-down of inventories

The Group reviews the carrying amounts of the inventories at the end of each reporting period to determine whether the inventories are carried at lower of cost and net realisable value in accordance with the accounting policy set out in note 1(l). Management estimates net realisable value based on the current market situation and historical experience on similar inventories. Any change in the assumptions would increase or decrease the amount of inventories write-down or the related reversal of write-down made in prior years and affect the Group's net asset value and profit or loss.

(c) Depreciation

Property, plant and equipment are depreciated on a straight line basis over the estimated useful lives of the assets. The Group reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives and residual values are based on the Group's technological experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimations.

(d) Recognition of deferred tax assets

The Group has recognised deferred tax assets which arose from deductible temporary differences as set out in note 25(b). The realisability of the deferred tax assets mainly depends on whether it is probable that future taxable profits or taxable temporary differences will be available against which the assets can be utilised. In case where the actual future taxable profits or taxable temporary differences generated are less than expected, a reversal of deferred tax assets may arise, which will be recognised in profit or loss for the period in which such a reversal takes place.

3. TURNOVER

The principal activity of the Company is investment holding. The principal activities of the Group are the design, manufacture and sale of liquid crystal displays ("LCDs") and related products.

Turnover represents the invoiced value of goods supplied to customers by the Group less returns and discounts.

The Group's customer base is diversified and includes only one customer with whom transactions have exceeded 10% of the Group's revenues in 2013 (2012: Nil). In 2013 revenues from sales to this customer in terms of sales amount, including sales to entities which are known to the Group to be under common control with such customer, amounted to approximately \$265,913,000 (2012: \$188,681,000). Details of concentrations of credit risk are set out in note 28(a).

Further details regarding the Group's segment reporting are disclosed in note 13 to these financial statements.

4. OTHER OPERATING (LOSS)/INCOME

	2013 \$'000	2012 \$'000
Dividend income from listed equity securities	2,924	1,165
Interest income from listed debt securities	2,295	1,880
Interest income from non-listed debt securities	2,727	7,343
Other interest income	931	1,361
Net gain on disposal of fixed assets (note (a))	64	87,820
Impairment loss on non-listed available-for-sale equity securities (note 9(a))	(40,700)	(77,000)
Loss on disposal of non-listed available-for-sale equity securities and associated loans receivable (note 9(b))	(17,770)	–
Net realised and unrealised gain/(losses) on trading securities	2,246	(9,184)
Net exchange gain	11,447	18,678
Government grants	9,165	–
Other income	8,215	1,429
	(18,456)	33,492

(a) Net gain on disposal of fixed assets

During the year ended 31 December 2012, the Group disposed of certain properties to independent third parties at a consideration of \$95,356,000 which resulted in a net gain of \$86,918,000 included in net gain on disposal of fixed assets.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

5. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

	2013 \$'000	2012 \$'000
(a) Finance costs		
Interest on bank advances and other borrowings wholly repayable within five years	4,725	5,694
Less: interest expense capitalised into construction in progress*	(2,279)	(3,598)
	2,446	2,096

* The borrowing costs have been capitalised at a rate of 1.30 – 1.73% (2012: 1.49 – 1.58%) per annum.

	2013 \$'000	2012 \$'000
(b) Impairment losses recognised/(written-back)		
Trade and other receivables in respect of:		
– allowance for doubtful debts	–	590
– allowance for sales return provision	1,042	(92)

	2013 \$'000	2012 \$'000
(c) Other items		
Cost of inventories (note 20(b))	1,916,528	1,751,141
Auditors' remuneration:		
– audit services fees	3,390	3,220
– non-audit services fees	300	300
Research and development costs	186,890	164,739
Operating lease charges:		
– minimum lease payments		
– hire of assets (including property rentals)	6,283	3,036
Contributions to defined contribution retirement plans	21,558	17,652
Equity settled share-based payment expenses	1,273	2,227

6. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represents:

	2013 \$'000	2012 \$'000
Current tax – Hong Kong Profits Tax		
Provision for the year	44,546	7,113
Over-provision in respect of prior years	(264)	(5,263)
	44,282	1,850
Current tax – the PRC income taxes		
Provision for the year	21,541	10,477
Over-provision in respect of prior years	(3,394)	(1,656)
	18,147	8,821
Current tax – Jurisdictions outside Hong Kong and the PRC		
Provision for the year	6,327	8,135
Over-provision in respect of prior years	(1,115)	(3)
	5,212	8,132
Deferred tax		
Origination and reversal of temporary differences (note 25(b))	3,759	1,137
	71,400	19,940

(i) Hong Kong Profits Tax

The provision for Hong Kong Profits Tax for 2013 is calculated at 16.5% (2012: 16.5%) of the estimated assessable profits for the year.

(ii) PRC income taxes

According to the Corporate Income Tax Law of the PRC with effect from 1 January 2008, the standard corporate income tax rate for enterprises in the PRC is 25%.

6. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(CONTINUED)

(a) Taxation in the consolidated statement of profit or loss represents: (continued)

(ii) PRC income taxes (continued)

Varitronix (Heyuan) Display Technology Limited (“Varitronix Heyuan”), a subsidiary of the Group, had been granted a tax holiday where it is fully exempted from the PRC Corporate Income Tax for two years from its first profit-making year of operations and then subject to a reduced tax rate at 50% of the applicable income tax rate for the following three years. Varitronix Heyuan has its first profit-making year for tax purpose in the calendar year ended 31 December 2008 and the applicable tax rate for the year ended 31 December 2012 was 12.5%.

On 22 November 2012, Varitronix Heyuan was designated as high and new technology enterprise, which qualified for a reduced Corporate Income Tax rate of 15%. Accordingly, Varitronix Heyuan’s applicable tax rate is 15% for the year ended 31 December 2013 and such status is valid until the year ending 31 December 2014.

Withholding tax is levied on dividend distributions arising from profit of Varitronix Heyuan earned after 1 January 2008 based on an applicable tax rate at 5%.

(iii) Jurisdictions outside Hong Kong and the PRC

Taxation for subsidiaries with operations outside Hong Kong and the PRC is charged at the appropriate current rates of taxation ruling in the relevant countries.

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2013 \$'000	2012 \$'000
Profit before taxation	314,550	190,775
Notional tax expense on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned	77,533	28,345
Tax effect of non-deductible expenses	12,285	14,590
Tax effect of non-taxable income	(4,323)	(11,471)
Tax effect of prior year's tax losses utilised this year	–	(196)
Tax effect of tax rates differentials in respect of tax expenses for jurisdictions outside local operations	(12,343)	(4,668)
Tax effect of unused tax losses not recognised	3,021	262
Over-provisions in respect of prior years	(4,773)	(6,922)
Actual tax expense	71,400	19,940

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

7. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance and the requirements of the Listing Rules is as follows:

Year ended 31 December 2012

	Directors' fees \$'000	Salaries, allowances and benefits in kind \$'000	Discretionary bonuses \$'000	Retirement scheme contributions \$'000	Share-based payments \$'000	Total \$'000
Executive Directors						
Ko Chun Shun, Johnson	–	2,779	400	120	370	3,669
Tsoi Tong Hoo, Tony	–	5,200	4,000	240	370	9,810
Ho Te Hwai, Cecil	–	1,440	300	12	233	1,985
Yuen Kin	–	2,080	300	14	156	2,550
Non-executive Directors						
Dr. Lo Wing Yan, William	200	–	–	–	78	278
Hou Ziqiang	200	–	–	–	78	278
Chau Shing Yim, David	200	–	–	–	78	278
Total	600	11,499	5,000	386	1,363	18,848

Year ended 31 December 2013

	Directors' fees \$'000	Salaries, allowances and benefits in kind \$'000	Discretionary bonuses \$'000	Retirement scheme contributions \$'000	Share-based payments \$'000	Total \$'000
Executive Directors						
Ko Chun Shun, Johnson	–	2,779	400	120	226	3,525
Tsoi Tong Hoo, Tony	–	5,200	5,000	240	226	10,666
Ho Te Hwai, Cecil	–	540	300	12	142	994
Yuen Kin	–	2,061	300	15	95	2,471
Non-executive Directors						
Dr. Lo Wing Yan, William	200	–	–	–	47	247
Hou Ziqiang	200	–	–	–	47	247
Chau Shing Yim, David	200	–	–	–	47	247
Total	600	10,580	6,000	387	830	18,397

8. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, three (2012: four) are Directors, whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other two (2012: one) individuals are as follows:

	2013 \$'000	2012 \$'000
Salaries and allowances	3,889	1,831
Retirement scheme contributions	113	96
	4,002	1,927

The emoluments of the two (2012: one) individuals with the highest emoluments are within the following band:

	2013 Number of individual	2012 Number of individual
\$1,500,001 – \$2,500,000	2	1

9. INVESTMENT IN NON-LISTED AVAILABLE-FOR-SALE EQUITY SECURITIES

At 31 December 2012, the Company held investments in a private company, Hydís Technologies Co., Ltd. (“Hydís”) which comprised a combination of debt and a 10.42% equity interest summarised as follows:

	Note	2012 \$'000
Available-for-sale non-listed equity securities, carried at cost less impairment loss	18	77,979
Loans receivable	17	82,848
Total investments in Hydís		160,827

(a) Impairment loss on investment in equity in Hydís

During the year ended 31 December 2012, the Directors became aware that Hydís incurred operating loss which indicated a failure to meet the business forecast for the period. The Directors considered that there was an adverse operating environment against Hydís which indicated that the investment might be impaired. The Company engaged an external professional appraiser to estimate the future cash flows based on a revised business plan of Hydís, discounted at the prevailing market rate of return for similar financial assets (the “Estimated Future Cash Flows”). After comparing the carrying amount of the equity investment in Hydís of \$154,979,000 and the Estimated Future Cash Flows at 31 December 2012, the Company recognised an impairment loss of \$77,000,000.

During the six-month ended 30 June 2013, the Company reassessed the Estimated Future Cash Flows at 30 June 2013 and recognised an additional impairment loss of \$40,700,000.

(b) Disposal of investments in Hydís

On 31 December 2013, the Company completed a transaction to sell its entire equity interest in Hydís and the debt securities issued by Hydís to a wholly owned subsidiary of the majority shareholder of Hydís (the “Buyer”) for a consideration of US\$12,800,000 (equivalent to \$99,200,000). US\$2,800,000 (equivalent to \$21,700,000) of the consideration is payable in January 2014 and the remaining US\$10,000,000 (equivalent to \$77,500,000) is payable by the Buyer in five equal annual instalments starting from 1 July 2014 with a corporate guarantee issued by the ultimate holding company of the Buyer in favour of the Company.

The Company initially recognised the consideration receivable at present value discounted at the prevailing market rate of return for similar financial assets and recorded a loss on disposal of \$17,770,000 after comparing the consideration and the carrying amounts of the investments in Hydís. The consideration receivable is included in “Loans receivable”.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

10. PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to equity shareholders of the Company includes a loss of \$62,451,000 (2012: loss of \$62,141,000) which has been dealt with in the financial statements of the Company.

Reconciliation of the above amount to the Company's profit for the year:

	2013 \$'000	2012 \$'000
Amount of consolidated profit attributable to equity shareholders dealt with in the Company's financial statements	(62,451)	(62,141)
Dividends from subsidiaries attributable to the profits of subsidiaries, approved and paid during the year	264,000	125,000
Company's profit for the year (note 27(a))	201,549	62,859

11. OTHER COMPREHENSIVE INCOME

There are no tax effects in respect of the components of other comprehensive income.

Components of other comprehensive income are as follows:

	2013 \$'000	2012 \$'000
Foreign currency translation adjustments:		
Exchange differences on translation of financial statements of operations outside Hong Kong	32,344	11,128
Available-for-sale securities:		
Changes in fair value recognised during the year	938	5,000

12. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the consolidated profit attributable to equity shareholders of the Company of \$243,150,000 (2012: \$170,835,000) and the weighted average number of shares of 325,607,204 shares (2012: 324,183,560 shares) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

	2013	2012
Issued ordinary shares at 1 January	324,195,204	324,145,204
Effect of share options exercised	1,412,000	38,356
Weighted average number of ordinary shares at 31 December	325,607,204	324,183,560

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the consolidated profit attributable to equity shareholders of the Company of \$243,150,000 (2012: \$170,835,000) and the weighted average number of shares of 330,912,087 shares (2012: 325,748,687 shares), calculated as follows:

Weighted average number of ordinary shares (diluted)

	2013	2012
Weighted average number of ordinary shares at 31 December	325,607,204	324,183,560
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	5,304,883	1,565,127
Weighted average number of ordinary shares (diluted) at 31 December	330,912,087	325,748,687

13. SEGMENT REPORTING

(a) Operating segment results

The Group manages its business as a single unit and, accordingly, the design, manufacture and sale of liquid crystal displays and related products is the only reporting segment and virtually all of the turnover and operating profits is derived from this business segment. The consolidated financial statements are already presented in a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment. Accordingly, no separate business segment information is disclosed.

The chief operating decision-maker has been identified as the Board. The Board reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined that a single operating segment exists based on this internal reporting.

The Board assesses the performance of the operating segments based on turnover which is consistent with that in the consolidated financial statements. Other information, being the total assets excluding deferred tax assets, loans receivable, other financial assets, trading securities, current tax recoverable and the interest in associates, all of which are managed on a central basis, are provided to the Board to assess the performance of the operating segment.

(b) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenues from external customers and (ii) the Group's fixed assets and interest in associates ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment and the location of operations, in the case of interest in associates.

(i) Group's revenues from external customers

	2013 \$'000	2012 \$'000
The PRC (place of domicile)	913,846	674,728
Europe	947,475	857,730
America	304,436	290,195
Korea	242,894	256,442
Others	195,521	143,285
	1,690,326	1,547,652
Consolidated turnover	2,604,172	2,222,380

Revenue from external customers located in Europe is analysed as follows:

	2013 \$'000	2012 \$'000
France	194,698	192,451
United Kingdom	112,053	91,375
Germany	93,048	116,795
Italy	67,492	73,212
Other European countries	480,184	383,897
	947,475	857,730

(ii) Group's specified non-current assets

	2013 \$'000	2012 \$'000
The PRC (place of domicile)	563,183	514,910
Germany	109,048	109,481
Korea	5,199	4,436
Others	3,262	3,216
	680,692	632,043

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

14. FIXED ASSETS

The Group

	Land and buildings held for own use \$'000	Construction in progress \$'000	Plant, machinery, tools and equipment \$'000	Others \$'000	Sub-total \$'000	Interest in leasehold land held for own use under operating leases \$'000	Total \$'000
Cost:							
At 1 January 2012	94,983	–	868,140	170,142	1,133,265	20,724	1,153,989
Exchange adjustments	638	–	4,087	831	5,556	138	5,694
Additions	1,809	73,655	254,332	6,786	336,582	–	336,582
Disposals	(15,315)	–	(18,486)	(30,599)	(64,400)	–	(64,400)
At 31 December 2012	82,115	73,655	1,108,073	147,160	1,411,003	20,862	1,431,865
At 1 January 2013	82,115	73,655	1,108,073	147,160	1,411,003	20,862	1,431,865
Exchange adjustments	2,152	2,376	25,225	3,164	32,917	552	33,469
Additions	38,468	–	66,507	6,821	111,796	–	111,796
Transfer	75,946	(76,031)	–	85	–	–	–
Disposals	–	–	(1,570)	(1,372)	(2,942)	–	(2,942)
At 31 December 2013	198,681	–	1,198,235	155,858	1,552,774	21,414	1,574,188
Accumulated amortisation and depreciation:							
At 1 January 2012	31,798	–	695,319	141,425	868,542	6,440	874,982
Exchange adjustments	198	–	6,417	1,156	7,771	22	7,793
Charge for the year	2,916	–	74,449	8,430	85,795	733	86,528
Written back on disposals	(7,885)	–	(17,358)	(30,321)	(55,564)	–	(55,564)
At 31 December 2012	27,027	–	758,827	120,690	906,544	7,195	913,739
At 1 January 2013	27,027	–	758,827	120,690	906,544	7,195	913,739
Exchange adjustments	712	–	10,622	1,790	13,124	124	13,248
Charge for the year	4,018	–	69,886	9,049	82,953	745	83,698
Written back on disposals	–	–	(1,570)	(1,372)	(2,942)	–	(2,942)
At 31 December 2013	31,757	–	837,765	130,157	999,679	8,064	1,007,743
Net book value:							
At 31 December 2013	166,924	–	360,470	25,701	553,095	13,350	566,445
At 31 December 2012	55,088	73,655	349,246	26,470	504,459	13,667	518,126

14. FIXED ASSETS (CONTINUED)

The Group (continued)

- (a) Other fixed assets comprise mainly leasehold improvements, furniture, fixtures, office equipment and motor vehicles.
- (b) The analysis of the net book value of properties is as follows:

	2013 \$'000	2012 \$'000
In Hong Kong		
– medium-term leases	267	275
Outside Hong Kong		
– freehold	7,340	7,641
– medium-term leases	172,667	60,839
	180,007	68,480
	180,274	68,755
Representing:		
Land and buildings held for own use	166,924	55,088
Interest in leasehold land held for own use under operating leases	13,350	13,667
	180,274	68,755

15. INVESTMENTS IN SUBSIDIARIES

	The Company	
	2013 \$'000	2012 \$'000
Non-listed shares, at cost	101,453	101,453
Amounts due from subsidiaries	750,412	583,945
	851,865	685,398

All of these are controlled subsidiaries as defined under note 1(d) and have been consolidated into the Group's financial statements.

The amounts due from subsidiaries are unsecured, interest free and have no fixed repayment terms but the Company will not demand repayment within 12 months from the end of the reporting period.

The following list contains only particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of company	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Proportion of ownership interest			Principal activities
			Group's effective interest	Held by the Company	Held by a subsidiary	
In Achieve Investments Limited	British Virgin Islands/ Hong Kong	1,000 ordinary shares of US\$1 each	100%	–	100%	Holding of investment securities
Kingstep Asia Limited	Hong Kong	1 ordinary share of \$1	100%	–	100%	Holding of investment securities
Link Score Investment Limited	Hong Kong	100 ordinary shares of \$1 each	100%	–	100%	Investment holding
Polysources Properties Limited	Hong Kong	2 ordinary shares of \$100 each 154 non-voting deferred ordinary shares of \$100 each	100%	–	100%	Property holding
Selamead Holdings Limited	British Virgin Islands/ Hong Kong	100 ordinary shares of US\$1 each	100%	–	100%	Holding of investment securities
Starel Trading Limited	Republic of Cyprus/ United Kingdom	1,000 shares of €1.71 each	100%	–	100%	Property holding
Steding Limited	British Virgin Islands/ Hong Kong	1,000 ordinary shares of US\$1 each	100%	–	100%	Holding of investment securities
Varitronix Limited	Hong Kong	2 ordinary shares of \$1,000 each 1,848 non-voting deferred ordinary shares of \$1,000 each	100%	–	100%	Design and sale of LCDs and related products
Varitronix (B.V.I.) Limited	British Virgin Islands/ Hong Kong	18,480 ordinary shares of US\$1 each	100%	100%	–	Investment holding
Varitronix Finance Limited	British Virgin Islands/ Hong Kong	100 ordinary shares of US\$1 each	100%	–	100%	Provision of financial co-ordination services for group companies and holding of investment securities
Varitronix France SAS	France	2,500 ordinary shares of €15.25 each	100%	–	100%	Marketing and sales consultants
Varitronix GmbH	Germany	100,000 shares of €0.51 each	100%	–	100%	Marketing and sales consultants

15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The following list contains only particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated. (continued)

Name of company	Place of incorporation/operation	Particulars of issued share capital/registered capital	Proportion of ownership interest			Principal activities
			Group's effective interest	Held by the Company	Held by a subsidiary	
* Varitronix (Heyuan) Display Technology Limited	The People's Republic of China	Paid-up registered capital RMB674,854,843	100%	–	100%	Manufacture and sale of LCDs and related products
Varitronix Investment Limited	British Virgin Islands/Hong Kong	5,000 ordinary shares of US\$1 each	100%	–	100%	Holding of investment securities
Varitronix Italy s.r.l.	Italy	12,000 ordinary shares of €1 each	100%	–	100%	Marketing and sales consultants
Varitronix (Switzerland) GmbH	Switzerland	Registered capital CHF30,000	100%	–	100%	Marketing and sales consultants
Varitronix (U.K.) Limited	United Kingdom	100 ordinary shares of GBP10 each	100%	–	100%	Marketing and sales consultants
VL Electronics, Inc.	United States	5,000 common stock of US\$10 each	100%	–	100%	Marketing and sales consultants

# Name of company	Type of legal entity
Varitronix (Heyuan) Display Technology Limited	Wholly owned foreign enterprise

16. INTEREST IN ASSOCIATES

	The Group	
	2013 \$'000	2012 \$'000
Share of net assets	112,938	112,625
Amount due from an associate	1,309	1,292
	114,247	113,917

The amount due from an associate is unsecured, interest free and has no fixed repayment terms but the Group will not require repayment within 12 months from the end of the reporting period.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

16. INTEREST IN ASSOCIATES (CONTINUED)

(a) Particulars of the associates

Set out below are the particulars of the associates, which principally affected the results or assets of the Group:

Name of associate	Place of incorporation and operation	Particulars of issued share capital/ registered capital	Attributable indirect equity interest % held	Principal activity
New On Technology Company Limited	Korea	40,000 ordinary shares of KRW5,000 each	50%	Trading of electronic components
Data Modul AG* ("Data Modul")	Germany	3,394,000 common stock of no-par value bearer shares	20%	Manufacturing of complete flat display monitors in liquid crystal displays and plasma technology for the industrial and professional areas

* Data Modul is considered as a material associate and its shares are listed on the Frankfurt Stock Exchange. The market price of Data Modul's shares as at 31 December 2013 was Euro 16.59 (2012: Euro 17.00) per share. The market value of the Group's effective interest in Data Modul as at 31 December 2013 is Euro 11,703,000 (2012: Euro 11,989,000) (equivalent to \$124,992,000 (2012: \$122,767,000)).

(b) Summary of financial information on associates

Summarised financial information of Data Modul, adjusted for any differences in accounting policies and fair value adjustments recognised on the date of acquisition, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

	2013 \$'000	2012 \$'000
Gross amounts of Data Modul's		
Current assets	812,992	689,784
Non-current assets	172,670	190,923
Current liabilities	(409,728)	(260,260)
Non-current liabilities	(30,694)	(73,042)
Equity	545,240	547,405
Revenue	1,523,923	1,400,725
Profit from continuing operations	20,320	44,890
Other comprehensive income	(1,787)	(140)
Total comprehensive income	18,533	44,750
Dividend received from Data Modul	4,252	4,117
Reconciled to the Group's interests in Data Modul:		
Gross amounts of net assets of Data Modul	545,240	547,405
Group's effective interest	20%	20%
Group's share of net assets of Data Modul in the consolidated financial statements	109,048	109,481

Information of associate that is not individually material:

	2013 \$'000	2012 \$'000
Carrying amount of the individually immaterial associate in the consolidated financial statements	5,199	4,436
Amounts of the Group's share of that associate's:		
– Profit from continuing operations	703	363
– Other comprehensive income	–	–
Total comprehensive income	703	363

17. LOANS RECEIVABLE

Loans receivable at 31 December 2012 represented loans made to Hydix which were unsecured and interest bearing at 4% per annum.

Loans receivable at 31 December 2013 represents consideration of US\$10,000,000 (equivalent to \$77,500,000) receivable from the Buyer by five equal annual instalments starting from 1 July 2014 in relation to the disposal of investments in Hydix as described in note 9. Such loan is interest free and guaranteed by the ultimate holding company of the Buyer.

The loans receivable are repayable as follows:

	The Group		The Company	
	2013 \$'000	2012 \$'000	2013 \$'000	2012 \$'000
Within 1 year*	15,500	–	15,500	–
After 1 year but within 5 years	62,000	82,848	62,000	82,848
	77,500	82,848	77,500	82,848

* The current portion of loans receivable has been included in trade and other receivables (note 21).

18. OTHER FINANCIAL ASSETS

	The Group		The Company	
	2013 \$'000	2012 \$'000	2013 \$'000	2012 \$'000
Non-current portion				
Available-for-sale debt securities				
Listed outside Hong Kong, carried at fair value	10,388	8,712	–	–
Available-for-sale mutual funds				
Non-listed, carried at fair value	7,168	6,556	–	–
Available-for-sale equity securities				
Listed in Hong Kong	12,322	13,672	–	–
Non-listed, carried at cost less impairment	–	77,979	–	77,979
	12,322	91,651	–	77,979
Held-to-maturity debt securities				
Listed outside Hong Kong, carried at amortised cost	–	24,800	–	–
Total other non-current financial assets	29,878	131,719	–	77,979
Current portion				
Held-to-maturity debt securities				
Listed outside Hong Kong, carried at amortised cost	25,600	–	–	–
Certificates of deposits				
Issued by financial institutions in Hong Kong	16,000	–	–	–
Total current financial assets	41,600	–	–	–

The held-to-maturity debt securities are not past due or impaired.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

19. TRADING SECURITIES

	The Group	
	2013	2012
	\$'000	\$'000
Listed debt securities at fair value		
– outside Hong Kong	3,835	3,859
Listed equity securities at fair value		
– in Hong Kong	137,197	103,719
Total	141,032	107,578

20. INVENTORIES

(a) Inventories in the statement of financial position comprise:

	The Group	
	2013	2012
	\$'000	\$'000
Raw materials	174,949	180,130
Work in progress	116,305	79,930
Finished goods	173,038	107,390
	464,292	367,450

21. TRADE AND OTHER RECEIVABLES

	The Group		The Company	
	2013	2012	2013	2012
	\$'000	\$'000	\$'000	\$'000
Trade debtors and bills receivable	595,647	472,337	–	–
Less: Allowance for doubtful debts	(2,475)	(2,475)	–	–
Allowance for sales returns	(6,210)	(5,168)	–	–
	586,962	464,694	–	–
Other receivables	59,847	49,618	37,549	422
Deposits and prepayments	10,213	13,132	330	339
	657,022	527,444	37,879	761

Except for the Group's rental deposit of \$1,020,000 (2012: \$1,020,000), all of the trade and other receivables are expected to be recovered or recognised as expense within 12 months from the end of the reporting period.

(b) The analysis of the amount of inventories recognised as an expense is as follows:

	The Group	
	2013	2012
	\$'000	\$'000
Carrying amount of inventories sold	1,920,674	1,774,555
Write-down of inventories	15	1,016
Reversal of write-down of inventories	(4,161)	(24,430)
	1,916,528	1,751,141

The reversal of write-down of inventories made in prior years is due to an increase in the estimated net realisable value of certain thin-film transistor LCDs as a result of changes in customer preferences.

21. TRADE AND OTHER RECEIVABLES

(CONTINUED)

(a) Ageing analysis

As at the end of the reporting period, the ageing analysis of trade debtors and bills receivable which are included in trade and other receivables, based on the invoice date and net of allowance for doubtful debts, is as follows:

	The Group	
	2013 \$'000	2012 \$'000
Within 60 days of the invoice issue date	397,379	348,397
61 to 90 days after the invoice issue date	115,501	75,333
91 to 120 days after the invoice issue date	58,260	27,836
More than 120 days but less than 12 months after the invoice issue date	15,822	13,128
	586,962	464,694

Trade debtors and bills receivable are generally due within 60 to 90 days from the date of billing. Further details on the Group's credit policy are set out in note 28(a).

(b) Impairment of trade debtors and bills receivable

Impairment losses in respect of trade debtors and bills receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors and bills receivable directly (see note 1(k)).

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

	The Group	
	2013 \$'000	2012 \$'000
At 1 January	2,475	1,885
Impairment loss recognised	–	590
At 31 December	2,475	2,475

The movement in the allowance for sales returns during the year, including both specific and collective estimation of sales returns, is as follows:

	The Group	
	2013 \$'000	2012 \$'000
At 1 January	5,168	5,260
Allowance for sales returns recognised/(reversed)	1,042	(92)
At 31 December	6,210	5,168

At 31 December 2013, the Group's trade debtors and bills receivable of \$2,475,000 (2012: \$2,475,000) were individually determined to be impaired. The individually impaired receivables related to customers those were in financial difficulties and management assessed that none of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of \$2,475,000 (2012: \$2,475,000) were recognised.

(c) Trade debtors and bills receivable that are not impaired

The ageing analysis of trade debtors and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

	The Group	
	2013 \$'000	2012 \$'000
Neither past due nor impaired	398,371	348,999
Less than 1 month	115,527	76,447
1 to 2 months	58,480	28,096
More than 2 months but less than 12 months	20,794	16,320
	194,801	120,863
	593,172	469,862

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

Receivables that were past due but not impaired related to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

22. CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

	The Group		The Company	
	2013 \$'000	2012 \$'000	2013 \$'000	2012 \$'000
Deposits with banks and other financial institutions	104,240	83,110	–	–
Cash at banks and in hand	450,908	381,068	2,121	2,027
Cash and cash equivalents in the statements of financial position and consolidated cash flow statement	555,148	464,178	2,121	2,027

(b) Reconciliation of profit before taxation to cash generated from operations:

	Note	2013 \$'000	2012 \$'000
Profit before taxation		314,550	190,775
Adjustments for:			
Depreciation		83,698	86,528
Finance costs	5(a)	2,446	2,096
Dividend income from listed equity securities	4	(2,924)	(1,165)
Interest income		(5,953)	(10,584)
Net realised and unrealised (gain)/losses on trading securities	4	(2,246)	9,184
Impairment loss on non-listed available-for-sale equity securities	4	40,700	77,000
Loss on disposal of non-listed available-for-sale equity securities and associated loans receivable	4	17,770	–
Share of profits less losses of associates		(4,767)	(9,341)
Net gain on disposal of fixed assets	4(a)	(64)	(87,820)
Equity settled share-based payment expenses	5(c)	1,273	2,227
Foreign exchange gain		(5,278)	(6,339)
		439,205	252,561
Changes in working capital:			
Increase in inventories		(96,412)	(30,855)
Increase in trade and other receivables		(91,399)	(88,658)
Increase in trade and other payables		137,427	24,733
Cash generated from operations		388,821	157,781

23. TRADE AND OTHER PAYABLES

	The Group		The Company	
	2013 \$'000	2012 \$'000	2013 \$'000	2012 \$'000
Trade creditors	452,296	321,071	–	–
Accrued charges and other payables	95,724	116,334	7,347	6,731
	548,020	437,405	7,347	6,731

All creditors and accrued charges of the Group are expected to be settled or recognised as income within one year or are repayable on demand.

As at the end of the reporting period, the ageing analysis of trade creditors and bills payable (which are included in trade and other payables), based on the invoice date, is as follows:

	The Group	
	2013 \$'000	2012 \$'000
Within 60 days of supplier invoice date	351,786	254,039
61 to 120 days after supplier invoice date	92,484	63,079
More than 120 days but within 12 months after supplier invoice date	6,920	3,630
More than 12 months after supplier invoice date	1,106	323
	452,296	321,071

24. BANK LOANS

At 31 December 2013, the unsecured and interest-bearing bank loans are repayable as follows:

	The Group	
	2013 \$'000	2012 \$'000
Current portion		
Within 1 year or on demand	243,086	188,217
Non-current portion		
After 1 year but within 2 years	59,147	91,318
After 2 years but within 5 years	–	37,986
	59,147	129,304
	302,233	317,521

All of the Group's banking facilities are subject to the fulfilment of covenants relating to the Group's statement of financial position ratios which are commonly found in lending arrangements with financial institutions. In the event that the Group breaches the covenants, the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Such banking facilities amounted to \$628,394,000 (2012: \$730,472,000) as at 31 December 2013. The facilities were utilised to the extent of \$302,233,000 (2012: \$317,521,000). Further details of the Group's management of liquidity risk are set out in note 28(b). As at 31 December 2013 and 2012, none of the covenants relating to drawn down facilities has been breached.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

25. INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the statement of financial position represents:

	The Group		The Company	
	2013 \$'000	2012 \$'000	2013 \$'000	2012 \$'000
Provision for Hong Kong Profits Tax for the year	44,546	7,113	–	–
Provisional Hong Kong Profits Tax paid	(6,860)	(7,536)	–	–
	37,686	(423)	–	–
Balance of Hong Kong Profits Tax relating to prior years	4,722	4,722	–	–
Taxation in respect of PRC income taxes	9,183	3,408	–	–
Taxation in respect of jurisdictions outside Hong Kong and the PRC	(3,178)	(612)	3	–
	48,413	7,095	3	–
Current tax recoverable	(3,506)	(1,650)	–	–
Current tax payable	51,919	8,745	3	–
	48,413	7,095	3	–

(b) Deferred tax assets and liabilities recognised:

The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Depreciation allowances in excess of the related depreciation \$'000	Provisions \$'000	Unremitted earnings \$'000	Total \$'000
Deferred tax arising from:				
At 1 January 2012	138	(220)	–	(82)
(Credited)/charged to profit or loss (note 6(a))	(68)	–	1,205	1,137
At 31 December 2012	70	(220)	1,205	1,055
At 1 January 2013	70	(220)	1,205	1,055
(Credited)/charged to profit or loss (note 6(a))	(36)	–	3,795	3,759
At 31 December 2013	34	(220)	5,000	4,814

The reconciliation to the consolidated statement of financial position is as follows:

	2013 \$'000	2012 \$'000
Net deferred tax assets recognised in the consolidated statement of financial position	(725)	(479)
Net deferred tax liabilities recognised in the consolidated statement of financial position	5,539	1,534
	4,814	1,055

25. INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (CONTINUED)

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 1(s), the Group has not recognised deferred tax assets in respect of cumulative tax losses of \$48,529,000 (2012: \$30,236,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdictions and entities for the foreseeable future. None of the tax losses expire under the current tax legislation.

26. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company adopted a share option scheme (the “first Share Option Scheme”) for the employees of the Group on 6 June 1991 which was subsequently amended on 8 June 1999 and expired on 5 June 2001. The options under the first Share Option Scheme are exercisable for a period of ten years following the date of grant. A second share option scheme (the “second Share Option Scheme”) of the Company for the employees of the Group was adopted on 22 June 2001 and terminated on 12 May 2003. The options under the second Share Option Scheme are exercisable for a period of ten years following the date of grant.

A third share option scheme (the “third Share Option Scheme”) of the Company was adopted on 12 May 2003 as an incentive for the Group’s employees and business associates. The Directors are authorised, at their discretion, to invite any employee, director, including executive and non-executive directors or business associate of any company in the Group (the “Current Participants”) to take up options to subscribe for shares in the Company at a price determined by the Board and notified to each grantee and which will not be less than the closing price of the shares on the Stock Exchange of Hong Kong (the “Stock Exchange”) on the date of offer of the option granted to such grantee or the average of the closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of offer of the option granted to such grantee or the nominal value of the shares, whichever is higher.

The maximum number of shares in respect of which options may be granted under the third Share Option Scheme and any other Share Option Schemes of the Company may not exceed 10 percent of the issued share capital of the Company at the date of approval of the third Share Option Scheme. The options under the third Share Option Scheme are exercisable for a period of ten years from the date of grant.

On 24 June 2010, the Company granted 11,700,000 share options to the Current Participants under the third Share Option Scheme. Each share option entitles the holder to subscribe for one share of \$0.25 of the Company at an exercise price of \$2.50. The contractual life of these share options is the period from the date on which an option certificate is issued after acceptance by the grantees and expiring on 30 June 2016. Among the 11,700,000 share options granted, 7,000,000 share options were granted to the Directors. Further details are set out in the Company’s announcement dated 24 June 2010.

A fourth Share Option Scheme of the Company was adopted on 3 June 2013. It shall be valid and effective for a period of 10 years ending 2 June 2023.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

26. EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

- (a) The terms and conditions of the grants that existed during the years are as follows, whereby all options are settled by physical delivery of shares:

	Number of options	Vesting conditions	Contractual life of options
Options granted to directors:			
– 22 July 2005	3,000,000	Immediate from the date of grant	10 years
– 19 December 2005	6,000,000	Immediate from the date of grant	10 years
– 24 June 2010	7,000,000	Exercisable in five equal tranches immediately from 1 July of each year from 2011 to 2015	Expire at the close of business on 30 June 2016
Options granted to employees:			
– 30 August 2001	96,500	Immediate from the date of grant	10 years
– 13 September 2002	99,000	Immediate from the date of grant	10 years
– 6 October 2003	126,000	Immediate from the date of grant	10 years
– 20 December 2004	1,697,000	Immediate from the date of grant	10 years
– 24 June 2010	4,700,000	Exercisable in five equal tranches immediately from 1 July of each year from 2011 to 2015	Expire at the close of business on 30 June 2016
Others:			
– 30 October 2002	1,000,000	One day from the date of grant	10 years
– 21 December 2004	300,000	Immediate from the date of grant	10 years
– 19 December 2005	3,000,000	Immediate from the date of grant	10 years

- (b) The number and weighted average exercise prices of share options are as follows:

	2013		2012	
	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
Outstanding at the beginning of the year	\$4.59	24,880,000	\$4.58	26,032,000
Exercised during the year	\$2.50	(2,290,000)	\$2.50	(50,000)
Forfeited during the year	\$3.37	(121,000)	\$7.50	(3,000)
Lapsed during the year	\$7.35	(126,000)	\$4.54	(1,099,000)
Outstanding at the end of the year	\$4.79	22,343,000	\$4.59	24,880,000
Exercisable at the end of the year		17,763,000		18,010,000

There was no option granted during the year ended 31 December 2013 (2012: Nil).

The weighted average share price at the date of exercise for share options exercised during the year was \$5.61 (2012: \$3.92).

The options outstanding at 31 December 2013 had an exercise price which ranged from \$2.50 to \$7.50 (2012: \$2.50 to \$7.50) and a weighted average remaining contractual life of 2.02 years (2012: 3.07 years).

26. EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted was measured based on the Black-Scholes pricing model. The contractual life of the share option and expectations of early exercise were incorporated into the Black-Scholes pricing model.

Fair value of and assumptions for share options granted on 24 June 2010	
Fair value at measurement date	\$0.94
Share price	\$2.50
Exercise price	\$2.50
Weighted average volatility	43.89% – 50.29%
Weighted average share option life	3.52 – 5.52 years
Expected dividends	0.8%
Risk-free interest rate (based on Exchange Fund Notes)	1.30% – 1.80%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends were based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition had not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

27. CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

Note	Share capital \$'000	Share premium 27(d)(i) \$'000	Contributed surplus 27(d)(ii) \$'000	Capital reserve 27(d)(v) \$'000	Retained profits/ (accumulated losses) \$'000	Total \$'000
	81,036	697,582	51,636	17,030	5,973	853,257
Changes in equity for 2012:						
Final dividend approved in respect of the previous year	27(b)(ii)	–	–	–	(50,250)	(50,250)
Profit and total comprehensive income for the year	10	–	–	–	62,859	62,859
Issuance of shares under share option scheme	27(c)(ii)	13	157	(45)	–	125
Equity settled share-based transactions		–	–	2,227	–	2,227
Interim dividend declared in respect of the current year	27(b)(i)	–	–	–	(25,936)	(25,936)
	81,049	697,739	51,636	19,212	(7,354)	842,282

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

27. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(a) Movements in components of equity (continued)

	Note	Share capital \$'000	Share premium 27(d)(i) \$'000	Contributed surplus 27(d)(ii) \$'000	Capital reserve 27(d)(v) \$'000	Retained profits/ (accumulated losses) \$'000	Total \$'000
Balance at 1 January 2013		81,049	697,739	51,636	19,212	(7,354)	842,282
Changes in equity for 2013:							
Final dividend approved in respect of the previous year	27(b)(ii)	-	-	-	-	(65,143)	(65,143)
Profit and total comprehensive income for the year	10	-	-	-	-	201,549	201,549
Issuance of shares under share option scheme	27(c)(ii)	572	7,252	-	(2,099)	-	5,725
Equity settled share-based transactions		-	-	-	1,273	-	1,273
Interim dividend declared in respect of the current year	27(b)(i)	-	-	-	-	(39,171)	(39,171)
Balance at 31 December 2013		81,621	704,991	51,636	18,386	89,881	946,515

(b) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the year

	2013 \$'000	2012 \$'000
Interim dividend declared and paid of 12.0 HK cents (2012: 8.0 HK cents) per share	39,171	25,936
Final dividend proposed after the end of reporting period of 38.0 HK cents (2012: 20.0 HK cents) per share	124,140	65,143
	163,311	91,079

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2013 \$'000	2012 \$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of 20.0 HK cents (2012: 15.5 HK cents) per share	65,143	50,250

27. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Share capital

(i) Authorised and issued share capital

	2013		2012	
	No. of shares '000	Amount \$'000	No. of shares '000	Amount \$'000
Authorised:				
Ordinary shares of \$0.25 each	400,000	100,000	400,000	100,000
Ordinary shares, issued and fully paid:				
At 1 January	324,195	81,049	324,145	81,036
Issuance of shares under share option scheme	2,290	572	50	13
At 31 December	326,485	81,621	324,195	81,049

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(ii) Issuance of shares under share option scheme

During the year ended 31 December 2013, options have been exercised to subscribe for 2,290,000 ordinary shares (2012: 50,000 ordinary shares) in the Company at a consideration of \$5,725,000 (2012: \$125,000) of which \$572,000 (2012: \$13,000) was credited to share capital and the balance of \$5,153,000 (2012: \$112,000) was credited to the share premium account. \$2,099,000 (2012: \$45,000) has been transferred from the capital reserve to the share premium account in accordance with policy set out in note 1(r)(ii).

(iii) Terms of unexpired and unexercised share options at the end of the reporting period

Exercise period	Exercise price HK\$	2013 Number	2012 Number
6 October 2003 to 5 October 2013	7.35	–	126,000
20 December 2004 to 19 December 2014	7.50	1,673,000	1,694,000
21 December 2004 to 20 December 2014	7.45	300,000	300,000
22 July 2005 to 21 July 2015	6.60	3,000,000	3,000,000
19 December 2005 to 18 December 2015	5.73	9,000,000	9,000,000
1 July 2011 to 30 June 2016	2.50	8,370,000	10,760,000
		22,343,000	24,880,000

Each option entitles the holder to subscribe for one ordinary share in the Company. Further details of these options are set out in note 26 to the financial statements.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

27. CAPITAL, RESERVES AND DIVIDENDS

(CONTINUED)

(d) Nature and purpose of reserves

(i) Share premium

The application of the share premium account is governed by sections 150 and 157 of the Company's Articles of Association and the Companies Act 1981 of Bermuda.

(ii) Contributed surplus

The excess value of the shares of the subsidiaries acquired pursuant to the Group reorganisation scheme in 1991 over the nominal value of the new shares of the Company issued in exchange is credited to the contributed surplus account. Under the Companies Act 1981 of Bermuda (as amended) and the Bye-laws of the Company, the contributed surplus is distributable to shareholders. However, the Directors have no current intention to distribute this surplus.

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policies set out in note 1(w).

(iv) Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale securities held at the end of the reporting period and is dealt with in accordance with the accounting policies in notes 1(g) and 1(k).

(v) Capital reserve

The capital reserve comprises the fair value of the actual or estimated number of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for share based payments in note 1(r)(ii).

(vi) Other reserves

Other reserves comprise statutory reserves required in respect of a subsidiary in accordance with the relevant rules and regulations in the PRC and the premium paid for the acquisition of non-controlling interests.

(vii) Distributability of reserves

At 31 December 2013, the aggregate amount of reserves available for distribution to shareholders of the Company was \$141,517,000 (2012: \$44,282,000).

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose the Group defines net debt as total debt (which includes interest-bearing loans and borrowings and trade and other payables) plus unaccrued proposed dividends, less trading securities and cash and cash equivalents. Adjusted capital comprises all components of equity less unaccrued proposed dividends.

During 2013, the Group's strategy, which was unchanged from 2012, was to maintain a stable net debt-to-adjusted capital ratio. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

27. CAPITAL, RESERVES AND DIVIDENDS

(CONTINUED)

(e) Capital management (continued)

The adjusted net debt-to-capital ratio at 31 December 2013 and 2012 was as follows:

	Note	The Group 2013 \$'000	2012 \$'000
Current liabilities			
Trade and other payables	23	548,020	437,405
Bank loans	24	243,086	188,217
		791,106	625,622
Non-current liabilities			
Bank loans	24	59,147	129,304
Other payables		–	1,116
Total debt		850,253	756,042
Add: Proposed dividends		124,140	65,143
Less: Trading securities	19	(141,032)	(107,578)
Cash and cash equivalents	22	(555,148)	(464,178)
Net debt		278,213	249,429
Total equity		1,728,184	1,549,068
Less: Proposed dividends		(124,140)	(65,143)
Adjusted capital		1,604,044	1,483,925
Adjusted net debt-to-capital ratio		17%	17%

The Company is not subject to any externally imposed capital requirements. The Group is subject to certain externally imposed capital requirements to maintain the value of net assets at a level specified in its bank loan covenants (note 24).

28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate, currency and equity price risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to cash at bank, deposits with banks and other financial institutions, trade and other receivables, loans receivable and investments in debt and equity securities. Management has a credit policy in place and exposures to these credit risks are monitored on an ongoing basis.

Investments are normally only in liquid securities quoted on a recognised stock exchange, except where entered into for long term strategic purposes. Given their high credit standing, management does not expect any investment counterparty to fail to meet its obligations. Cash at bank and deposits with banks and other financial institutions are placed with licensed financial institutions with high credit ratings. The Group monitors the exposure to each financial institution.

In respect of trade and other receivables, credit evaluations are performed on all customers requiring credit over a certain amount. The status of the receivable is closely monitored to minimise any credit risk associated with these receivables. Trade receivables are generally due within 60 to 90 days from the date of billing. Normally, the Group does not obtain collateral from customers.

In respect of loans receivable, the Group reviews the borrowers' financial information periodically. Management considers the credit quality of such loans to be good since the borrowers have a good repayment history.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 3% (2012: 6%) and 19% (2012: 21%) of the total trade and other receivables were due from the Group's largest customer and the five largest customers respectively.

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset, in the statement of financial position after deducting any impairment allowance. Except for the financial guarantees given by the Group as set out in note 30, the Group does not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of reporting period is disclosed in note 30.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 21.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and cash equivalents and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of reporting period of the Group's and the Company's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates currently applicable at the end of reporting period) and the earliest date that the Group and the Company can be required to pay:

The Group

	2013					2012				
	Contractual undiscounted cash outflow				Carrying amount at 31 December	Contractual undiscounted cash outflow				Carrying amount at 31 December
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Non-derivative liabilities:										
– Bank loans	245,062	59,781	–	304,843	302,233	190,612	92,796	38,362	321,770	317,521
– Trade and other payables	548,020	–	–	548,020	548,020	437,405	1,116	–	438,521	438,521
	793,082	59,781	–	852,863	850,253	628,017	93,912	38,362	760,291	756,042

The Company

	2013					2012				
	Contractual undiscounted cash outflow				Carrying amount at 31 December	Contractual undiscounted cash outflow				Carrying amount at 31 December
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Other payables	7,347	–	–	7,347	7,347	6,731	–	–	6,731	6,731
Financial guarantees issued:										
Maximum amount guaranteed (note 30)	245,062	59,781	–	304,843	302,233	190,612	92,796	38,362	321,770	317,521

28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank borrowings issued at variable rates which expose the Group to cash flow interest rate risk. Loans receivable of \$62,000,000 (2012: \$82,848,000) and held-to-maturity debt securities of \$25,600,000 (2012: \$24,800,000) bear interest at fixed rates and are carried at amortised cost. Accordingly, they do not expose the Group to cash flow interest rate risk on their interest income or fair value interest rate risk on their carrying amounts. In respect of available-for-sale debt securities of \$10,388,000 (2012: \$8,712,000) carried at fair value, they bear fixed interest rates and do not expose the Group to cash flow interest rate risk but expose the Group to fair value interest rate risk. The Group regularly reviews its strategy on interest rate risk management in light of prevailing market conditions.

(i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

	The Group			
	2013		2012	
	Effective interest rate %	\$'000	Effective interest rate %	\$'000
Fixed rate borrowings:				
Bank loans	1.72	118,294	–	–
Variable rate borrowings:				
Bank loans	1.31	183,939	1.43	317,521
Total net borrowings		302,233		317,521
Net fixed rate borrowings as a percentage of total net borrowings		39.1%		–

(ii) Sensitivity analysis

At 31 December 2013, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after taxation and its retained profits by approximately \$1,536,000 (2012: \$2,651,000). Other components of equity would not be materially affected by the changes in interest rates.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments held by the Group. The impact on the Group's profit after taxation (and retained profits) and other components of consolidated equity is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis has been performed on the same basis for 2012.

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The Group is also exposed to currency risk through bank loans drawn and other financial assets acquired which are denominated in a foreign currency. The currencies giving rise to these risks are primarily United States dollars, Euros, Japanese Yen, Renminbi and Korean Won.

There is currently no hedging policy adopted by the Group with respect to its foreign exchange exposure. Most of the sales and purchases are made in the respective functional currency of each group entity, except for group entities whose functional currency is Hong Kong dollars, certain transactions are denominated in United States dollars and Japanese Yen. Given the Hong Kong dollar is pegged to the United States dollar, the Group does not expect that there will be any significant currency risk associated with such United States dollars denominated transactions. In respect of balances denominated in other currencies, the Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(d) Currency risk (continued)

(i) Exposure to currency risk

The following table details the Group's and the Company's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of operations outside Hong Kong into the Group's presentation currency are excluded.

	2013					2012				
	Exposure to foreign currencies (expressed in Hong Kong dollars)					Exposure to foreign currencies (expressed in Hong Kong dollars)				
	United States	Euro	Japanese Yen	Renminbi	Korean Won	United States	Euro	Japanese Yen	Renminbi	Korean Won
	Dollars \$'000	\$'000	\$'000	\$'000	\$'000	Dollars \$'000	\$'000	\$'000	\$'000	\$'000
The Group										
Trade and other receivables	490,883	-	-	-	-	338,125	244	-	3	-
Other financial assets	-	-	-	25,600	-	-	-	-	24,800	77,979
Loans receivable	-	-	-	-	-	-	-	-	-	82,848
Cash and cash equivalents	299,747	11,996	24	13,227	-	202,779	11,129	4,328	2,825	-
Trade and other payables	(199,659)	(486)	(80,871)	-	-	(133,037)	(323)	(90,765)	-	-
Bank loans	(211,749)	-	(37,151)	-	-	(160,812)	-	(37,543)	-	-
	379,222	11,510	(117,998)	38,827	-	247,055	11,050	(123,980)	27,628	160,827
The Company										
Other receivables	99,200	-	-	-	-	-	-	-	-	-
Cash and cash equivalents	1,832	-	-	-	-	1,839	-	-	-	-
Other financial assets	-	-	-	-	-	-	-	-	-	77,979
Loans receivable	-	-	-	-	-	-	-	-	-	82,848
	101,032	-	-	-	-	1,839	-	-	-	160,827

In addition, the Group exposed to currency risk arising from inter-company receivables and payables denominated in currency other than the functional currency of either the lender or the borrower. The net inter-company receivables/(payables) amounted to United States dollars 10,002,000 and Renminbi (233,263,000) (2012: United States dollars 8,304,000 and Renminbi (164,790,000)).

28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(d) Currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after taxation (and retained profits) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies for group entities whose functional currency is Hong Kong dollars.

	2013			2012		
	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after taxation and retained profits \$'000	Increase/ (decrease) in other components of equity \$'000	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after taxation and retained profits \$'000	Increase/ (decrease) in other components of equity \$'000
The Group						
United States dollars	10%	19,972	–	10%	5,912	–
	(10)%	(19,972)	–	(10)%	(5,912)	–
Euros	10%	1,159	–	10%	1,105	–
	(10)%	(1,159)	–	(10)%	(1,105)	–
Japanese Yen	10%	(10,465)	–	10%	(10,900)	–
	(10)%	10,465	–	(10)%	10,900	–
Renminbi	10%	(22,243)	–	10%	(15,117)	–
	(10)%	22,243	–	(10)%	15,117	–
Korean Won	10%	–	–	10%	8,285	7,798
	(10)%	–	–	(10)%	(8,285)	(7,798)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after taxation and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to remeasure those financial instruments held by the Group which expose the Group to currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of operations outside Hong Kong into the Group's presentation currency. The analysis has been performed on the same basis for 2012.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(e) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as trading securities (see note 19) and available-for-sale securities (see note 18). Other than unquoted securities held for strategic purposes, all of these investments are listed or with quoted market price provided by financial institutions.

Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the relevant stock indexes and other industry indicators, as well as the Group's liquidity needs. Listed investments held in the available-for-sale portfolio have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations.

The Group's unquoted investments were held for long term strategic purposes. Their performance was assessed at least bi-annually against performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's long term strategic plans.

With regards to securities held as trading securities and available-for-sale securities, as at 31 December 2013 it is estimated that an increase/decrease of 3% in the relevant stock market index (for listed investments) with all other variables held constant would have increased/decreased the Group's profit after taxation and retained profits by approximately \$2,093,000 (2012: \$2,314,000). Other components of equity would not be materially affected.

The sensitivity analysis indicates the instantaneous change in the Group's profit after taxation (and retained profits) and other components of consolidated equity that would arise assuming that the changes in the stock market index or other relevant risk variables had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to equity price risk at the end of the reporting period. It is also assumed that the fair values of the Group's equity investments would change in accordance with the historical correlation with the relevant stock market index or the relevant risk variables, that none of the Group's available-for-sale investments would be considered impaired as a result of the decrease in the relevant stock market index or other relevant risk variables, and that all other variables remain constant.

The analysis has been performed on the same basis for 2012.

(f) Fair values

Financial instruments carried at fair value

The following table represents the carrying value of the financial instruments measured at fair value at the end of the reporting period across the three levels of the fair value hierarchy defined in HKFRS 7, Financial instruments: Disclosures, with the fair value of each financial instruments categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

- Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments
- Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data
- Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data

28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(f) Fair values (continued)

Financial instruments carried at fair value (continued)

	The Group		
	Level 1 \$'000	Level 2 \$'000	Total \$'000
2013			
Assets			
Non-listed available-for-sale mutual funds	–	7,168	7,168
Listed available-for-sale debt securities	10,388	–	10,388
Listed available-for-sale equity securities	12,322	–	12,322
Trading securities	141,032	–	141,032
	163,742	7,168	170,910

	The Group		
	Level 1 \$'000	Level 2 \$'000	Total \$'000
2012			
Assets			
Non-listed available-for-sale mutual funds	–	6,556	6,556
Listed available-for-sale debt securities	8,712	–	8,712
Listed available-for-sale equity securities	13,672	–	13,672
Trading securities	107,578	–	107,578
	129,962	6,556	136,518

During the year there were no significant transfers between instruments in Level 1 and Level 2.

Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2013 and 2012 except as follows:

	2013		2012	
	Carrying amount \$'000	Level 1 fair value \$'000	Carrying amount \$'000	Level 1 fair value \$'000
The Group				
Held-to-maturity debt securities	25,600	25,349	24,800	21,018

The Group and the Company have no intention of disposing of the held-to-maturity debt securities which are listed on the Singapore Exchange Securities Trading.

The fair values of non-listed available-for-sale equity securities at 31 December 2012 had not been disclosed because they did not have a quoted market price in an active market. Such investments were stated at cost or amortised cost less impairment losses.

Notes to the financial statements

(Expressed in Hong Kong dollars unless otherwise indicated)

28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(g) Estimation of fair values

The following summarises the major methods and assumptions used in estimating the fair values of financial instruments.

(i) Securities

Fair value is based on quoted market prices at the end of the reporting period without any deduction for transaction costs.

(ii) Interest-bearing loans and borrowings

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

(iii) Financial guarantees

The fair value of financial guarantees issued is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made.

29. COMMITMENTS

- (a) Capital commitments outstanding at the end of the reporting period not provided for in the financial statements were as follows:

	The Group	
	2013	2012
	\$'000	\$'000
Contracted for	31,331	87,506
Authorised but not contracted for	27,948	5,639
	59,279	93,145

- (b) At 31 December 2013, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	The Group	
	2013	2012
	\$'000	\$'000
Within 1 year	5,721	6,542
After 1 year but within 5 years	3,294	8,848
	9,015	15,390

All operating leases are for properties. The leases typically run for an initial period of 1 to 3 years, with an option to renew the leases when all terms are renegotiated. Lease payments are usually increased every year to reflect market rentals. None of the leases includes contingent rentals.

30. CONTINGENT LIABILITIES

Financial guarantees issued

As at the end of the reporting period, the Company has issued guarantees to banks in respect of banking facilities granted to certain subsidiaries.

As at the end of the reporting period, the Directors do not consider it probable that a claim will be made against the Company under any of the guarantees. The maximum liability of the Company at the end of the reporting period under the guarantees issued and the facilities drawn down by the subsidiaries is \$302,233,000 (2012: \$317,521,000).

The Company has not recognised any deferred income in respect of the guarantees as their fair value cannot be reliably measured using observable market data.

31. MATERIAL RELATED PARTY TRANSACTIONS

(a) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Directors is disclosed in note 7 and certain of the highest paid employees is disclosed in note 8.

(b) Recurring transactions

During the year, the Group sold goods amounting to \$52,011,000 (2012: \$63,403,000) to Data Modul AG, an associate of the Group. The Directors of the Company are of the opinion that this related party transaction was conducted on normal commercial terms with reference to prevailing market prices, and in the ordinary course of business.

(c) Applicability of the Listing Rules relating to connected transactions

None of the above related party transactions falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

32. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2013

Up to the date of issue of these financial statements, the HKICPA has issued a few amendments and a new standard which are not yet effective for the year ended 31 December 2013 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group:

	Effective for accounting periods beginning on or after
Amendments to HKAS 32, Financial instruments: Presentation – Offsetting financial assets and financial liabilities	1 January 2014
HKFRS 9, Financial instruments	Not yet determined

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

FIVE YEAR SUMMARY

(expressed in Hong Kong dollars)

	Year ended 31 December				2013 \$'000
	2009 \$'000	2010 \$'000	2011 \$'000	2012 \$'000	
Results:					
<i>Continuing operations</i>					
Turnover	1,817,172	2,255,851	2,131,410	2,222,380	2,604,172
Profit from operations	53,255	267,930	187,865	183,530	312,229
Finance costs	(3,514)	(3,358)	(1,754)	(2,096)	(2,446)
Share of profits less losses of associates	(21,809)	2,210	8,932	9,341	4,767
Profit before taxation	27,932	266,782	195,043	190,775	314,550
Income tax	(11,212)	(46,935)	(27,016)	(19,940)	(71,400)
Profit for the year from continuing operations	16,720	219,847	168,027	170,835	243,150
<i>Discontinued operation</i>					
Loss for the year from discontinued operation	(285,441)	(9,652)	–	–	–
(Loss)/profit for the year	(268,721)	210,195	168,027	170,835	243,150
Attributable to:					
Equity shareholders of the Company	(268,325)	210,496	168,027	170,835	243,150
Non-controlling interests	(396)	(301)	–	–	–
(Loss)/profit for the year	(268,721)	210,195	168,027	170,835	243,150
Assets and liabilities:					
Fixed assets	359,239	321,029	279,007	518,126	566,445
Interest in associates	99,384	101,905	107,673	113,917	114,247
Loans receivable	123,055	70,201	71,918	82,848	62,000
Other financial assets	182,798	186,083	203,519	131,719	29,878
Deferred tax assets	2,198	213	237	479	725
Net current assets	440,917	683,455	775,954	833,933	1,019,575
Total assets less current liabilities	1,207,591	1,362,886	1,438,308	1,681,022	1,792,870
Non-current bank loans	(37,000)	–	–	(129,304)	(59,147)
Non-current other payables	(4,104)	(3,186)	(2,214)	(1,116)	–
Deferred tax liabilities	(2,282)	(3,123)	(155)	(1,534)	(5,539)
Net assets	1,164,205	1,356,577	1,435,939	1,549,068	1,728,184
Capital and reserves					
Share capital	80,856	80,856	81,036	81,049	81,621
Reserves	1,068,524	1,267,223	1,354,659	1,467,775	1,646,319
Amounts accumulated in equity relating to a discontinued operation	6,026	–	–	–	–
Total equity attributable to equity shareholders of the Company	1,155,406	1,348,079	1,435,695	1,548,824	1,727,940
Non-controlling interests	8,799	8,498	244	244	244
Total equity	1,164,205	1,356,577	1,435,939	1,549,068	1,728,184
Earnings/(loss) per share (in HK cents)					
<i>Continuing operations</i>					
Basic	5.3	68.1	51.9	52.7	74.7
Diluted	5.3	68.1	51.3	52.4	73.5
<i>Discontinued operation</i>					
Basic	(88.3)	(3.0)	–	–	–
Diluted	(88.3)	(3.0)	–	–	–

PROPERTIES HELD BY THE GROUP

	Location	Existing use	Percentage holding
1.	Flat G, 22nd Floor, Tower 1, Yue Man Centre, Nos. 300 and 302 Ngau Tau Kok Road, Kwun Tong, Kowloon	Staff quarters	100%
2.	128 Heyuan Road, Yuancheng District Heyuan City, Guangdong, The People's Republic of China	Industrial	100%
3.	Unit 3 Milbanke Court, Milbanke Way, Bracknell, Berkshire, United Kingdom	Office	100%

Note: The above properties are either freehold, held on long or medium-term leases or have no specified lease term.

CORPORATE INFORMATION

HONORARY CHAIRMAN

Chang Chu Cheng

BOARD OF DIRECTORS

Ko Chun Shun, Johnson (*Chairman*)

Tsoi Tong Hoo, Tony

Yuen Kin

Ho Te Hwai, Cecil

Lo Wing Yan, William*

Chau Shing Yim, David*

Hou Ziqiang*

* Independent Non-executive Directors

COMPANY SECRETARY

Ho Te Hwai, Cecil

QUALIFIED ACCOUNTANT

Ho Te Hwai, Cecil

AUDIT COMMITTEE

Lo Wing Yan, William (*Chairman*)

Chau Shing Yim, David

Hou Ziqiang

REMUNERATION COMMITTEE

Lo Wing Yan, William (*Chairman*)

Hou Ziqiang

Ko Chun Shun, Johnson

NOMINATION COMMITTEE

Lo Wing Yan, William (*Chairman*)

Hou Ziqiang

Ko Chun Shun, Johnson

INDEPENDENT AUDITORS

KPMG

Certified Public Accountants

PRINCIPAL BANKERS

The Bank of Tokyo-Mitsubishi UFJ Ltd

Hang Seng Bank Limited

The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units A – F, 35/F., Legend Tower

No. 7 Shing Yip Street

Kwun Tong, Kowloon

Hong Kong

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