

The logo features a yellow oval with a blue 'A' inside, followed by the word 'pollo' in white. Below it, the Chinese characters '年報 2009' and 'Annual Report' are written in white.

Apollo
年報 2009
Annual Report

A photograph showing a large array of solar panels in the foreground, extending towards the horizon. The background is a bright blue sky filled with fluffy white clouds.

鉑陽太陽能技術控股有限公司
Apollo Solar Energy Technology Holdings Limited

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 566)

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EXECUTIVE DIRECTORS

Mr. Chau Kai Man (*Chairman*)
Mr. Xu Guo Jun (*CEO*)
(*appointed on 25 November 2009*)
Mr. Peng Li Bin
(*appointed on 25 November 2009*)
Mr. Lee Kin Fai

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wu Tak Lung
Mr. Chow King Lok
Mr. Jiang Zhesheng
(*appointed on 25 November 2009*)

AUDIT COMMITTEE

Mr. Wu Tak Lung (*Chairman*)
Mr. Chow King Lok
Mr. Jiang Zhesheng
(*appointed on 25 November 2009*)

REMUNERATION COMMITTEE

Mr. Wu Tak Lung (*Chairman*)
Mr. Chow King Lok
Mr. Jiang Zhesheng
(*appointed on 25 November 2009*)

QUALIFIED ACCOUNTANT & COMPANY SECRETARY

Mr. Lee Kin Fai *CPA, FCCA, MBA*

AUDITORS

Grant Thornton

PRINCIPAL BANKERS

Shanghai Commercial Bank Limited
Hang Seng Bank Limited
Industrial Bank Co., Ltd.
China Construction Bank

執行董事

周啟文先生(*主席*)
徐國俊先生(*行政總裁*)
(*於二零零九年十一月二十五日委任*)
彭立斌先生
(*於二零零九年十一月二十五日委任*)
李健輝先生

獨立非執行董事

吳德龍先生
周景樂先生
江哲生先生
(*於二零零九年十一月二十五日委任*)

審核委員會

吳德龍先生(*主席*)
周景樂先生
江哲生先生
(*於二零零九年十一月二十五日委任*)

薪酬委員會

吳德龍先生(*主席*)
周景樂先生
江哲生先生
(*於二零零九年十一月二十五日委任*)

合資格會計師及公司秘書

李健輝先生 *CPA, FCCA, MBA*

核數師

均富會計師行

主要往來銀行

上海商業銀行有限公司
恒生銀行有限公司
興業銀行
中國建設銀行

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PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

Butterfield Corporate Services Limited
Rosebank Centre
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股份過戶及登記總處

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STOCK CODE

566

股份代號

566

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CHAIRMAN'S STATEMENT

主席報告

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APOLLO SOLAR ENERGY TECHNOLOGY HOLDINGS LIMITED
鉑陽太陽能技術控股有限公司

ANNUAL REPORT 2009 二零零九年報

On behalf of Apollo Solar Energy Technology Holdings Limited ("Apollo Solar" or the "Group") (formerly known as RBI Holdings Limited), I am pleased to present this annual report for the year ended 31 December 2009 to our shareholders.

2009 was a significant year for Apollo Solar. We took a major step forward in establishing our presence in the renewable energy field with the acquisition of Apollo Precision Ltd. and its subsidiaries ("Apollo Sub-Group") in November 2009. For the year under review, the loss for the year amounted to HK\$124,494,000 (2008: Loss of HK\$55,677,000).

Venture into Solar Business

In November 2009, the Group seized the opportunity to acquire Apollo Sub-Group, one of the leading companies in providing equipment and turnkey solutions for the manufacturing of amorphous silicon thin film solar modules (the "Acquisition"). The move allowed the Group to successfully tap into the solar energy business. The manufacturing scale and experience, professional team of Apollo Sub-Group, along with advanced technology, contributed to continual improvements in conversion efficiency and reductions in manufacturing costs of the equipments. Subsequent to the completion of the Acquisition, the name of the Group was changed to "Apollo Solar Energy Technology Holdings Limited", which clearly reflected the business nature and direction of the Group.

As the world has been transformed into low-carbon infrastructure to reduce greenhouse effect, using renewable energy has become the future trend. The solar energy business offers huge growth opportunities and profit potential, and we are confident it will generate a new major income source for the Group in the long haul. Our strong reach, professional expertise as well as world-class research and development ("R&D") capability across the amorphous silicon thin film solar business place us in an ideal position to achieve business growth both in China and worldwide. The Group will continue its efforts in R&D to continue leading the industry in technology front and to create compelling value for our customers.

本人欣然代表鉑陽太陽能技術控股有限公司（「鉑陽太陽能」或「本集團」）（以前名為紅發集團有限公司）向各位股東呈報截至二零零九年十二月三十一日止年度之年報。

二零零九年是鉑陽太陽能之重要里程碑，本集團於同年十一月收購Apollo Precision Ltd. 及其附屬公司（「Apollo附屬集團」），藉以進軍可再生能源業務。於本回顧年度，本年度虧損為124,494,000港元（二零零八年：虧損55,677,000港元）。

進軍太陽能業務

於二零零九年十一月，本集團看準時機，成功收購Apollo附屬集團，該公司於製造非晶硅薄膜太陽能光伏組件之生產設備及整線生產方案，是首屈一指之組件供應商（「收購」）。收購令本集團成功涉足太陽能業務。憑藉龐大之生產規模、豐富之經驗、Apollo附屬集團之專業團隊，配以先進科技，以致設備之轉換效率日益進步和生產成本日益減低。收購完成後，本集團易名為「鉑陽太陽能技術控股有限公司」，令業務性質及發展方向一目了然。

為減低溫室效應之影響，世界各地均奉行低碳基建，可再生能源之廣泛使用指日可待。太陽能業務商機無限、潛力優厚，有見及此，本集團深信太陽能業務將為本集團未來主要新收入來源，長期為本集團帶來盈利。本集團不單僱有涉獵極廣之專業人員，更具備非晶硅薄膜太陽能業務之世界級研究及開發（「研發」）水準，令本集團得以在中國以致全世界取得業務增長。本集團將繼往開來，專注研發，令本集團保持業內之領導地位，亦為客戶提供優厚價值。

Downturn of Toy Industry

The revenue from the toy business continued to decrease which was mainly due to a weak toy business environment amidst the severe global economic downturn. The global market for traditional toys continued to decline during the year. As the prospects of the toy industry remain uncertain, Apollo Solar decided to dispose 49% of our toy business in November 2009 to protect the interests of the shareholders.

Prudent Property Investment Scheme

The global economy has undergone drastic changes in 2009 after the global outbreak of financial tsunami. Our property investment business has remained profitable and generated operational cash flow to nurture our business growth. Since the business confidence remains fragile with uncertain property market outlook, the Group plans to dispose of other mature assets and lock in unrealized profit, so that resources could be focused on our mainstream business model and strategy.

Slow Business Growth of Hybrid Bus Businesses

The development of the hybrid bus business has not been as expectedly quick, and more work on R&D front is needed to enhance the market recognition and industry support.

Maximizing Operational Efficiency

While Apollo Solar is not immune from the worldwide economic downturn, it has been putting its utmost efforts in streamlining its operation so as to improve operational efficiency and contain costs.

During the year, the Group implemented numerous efficiency improvement measures including a computerized system to increase productivity. Prudent cost control also contributed to higher operational efficiency.

玩具業務市道低迷

在全球經濟嚴重衰退之陰霾下，玩具業務之經營環境深受打擊，本集團玩具業務之年內收益持續下跌。年內，世界各地之傳統玩具市場市況持續衰退。由於玩具業業務前景仍未明朗，鉑陽太陽能已於二零零九年十一月作出決定，出售玩具業務之49%，盡力保障股東權益。

審慎之物業投資計劃

於二零零九年，金融海嘯席捲全球，各地經濟均出現翻天覆地之變動。本集團之物業投資業務仍有利可圖，並產生足以滋養業務增長之經營現金流。由於物業市場前景有欠秀麗，信心低落，故本集團計劃出售其他較舊資產，套現未變現溢利，從而令資源集中於本集團之主要業務及策略。

混合動力巴士業務增長緩慢

混合動力巴士業務發展速度遜於預期，本集團需要加強研發工作，以取得市場認可及業界支持。

達致最佳經營效率

面對全球經濟倒退，鉑陽太陽能未能獨善其身，故本集團一直致力精簡架構，務求改善經營效率及控制成本。

為達到改善效率之目標，本集團於年內施行多項措施，其中包括採用電腦化系統以增加產能。本集團亦審慎地控制成本，此舉能有效提高營運效率。

CHAIRMAN'S STATEMENT

主席報告

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APOLLO SOLAR ENERGY TECHNOLOGY HOLDINGS LIMITED
鉑陽太陽能技術控股有限公司

ANNUAL REPORT 2009 二零零九年報

PROSPECT

In 2010, the development of the toy business, property investments and hybrid bus will be put on hold. Our resources will therefore need to be rationalized and restructured for focusing on areas that best match organizational capability with market opportunity. In order to maximize the growth and profitability of the Group, we will concentrate our resources on our core business — the solar energy business, in the medium to long term.

Apollo Solar believes that 2010 will be a year of strong growth and performance. The market outlook appears promising as both China and the United States ("U.S.") have pledged support for renewable energy through incentives and regulatory measures. With the strong support from governments, the demand for solar energy is expected to increase substantially in 2010 and thereafter.

Our sound cash flow position place us in a good position to support our growth plans. In the future, we will continue to focus on advancing our technology to increase the conversion efficiency of silicon based thin film solar technology with goals to making solar energy a viable alternative energy to traditional energy sources even without government subsidies. The Group will also expand R&D into other high efficiency solar technology.

A new era is well under way in the solar energy sector. We are well positioned for 2010 and beyond and are confident with the long-term prospects of the solar energy industry. We are striving towards our mission of providing clean, affordable solar electricity while bringing profitable returns to our shareholders.

Chau Kai Man

Chairman

Hong Kong, 21 April 2010

前景

本集團於二零一零年將會暫時擱置玩具業務、物業投資及混合能力巴士之發展。因此，本集團將需調配資源，迎合市場機遇。就中長線發展而言，本集團以盡速增長、取得更佳盈利能力為目標，專注發展太陽能核心業務。

鉑陽太陽能相信本集團將於二零一零年寫下更輝煌一頁。中國及美國透過獎勵計劃及監管規則支持可再生能源，市場前景明朗。在政府大力支持下，預期太陽能之需求將於二零一零年開始飆升。

本集團穩建之現金流狀況為其增長計劃奠定穩固基礎。展望未來，本集團已訂定目標，就算在無需政府補助之情況下，令太陽能變為傳統能源之替代品，本集團向目標邁進，優化科技，增加非晶硅矽基薄膜太陽能技術之轉換效能。本集團亦將加強研發，涉足其他類別之高效率太陽能技術。

太陽能業務將踏入新紀元。本集團已準備就緒，在二零一零年及未來繼續衝刺。而且，本集團對太陽能業之長遠前景極富信心。本集團努力朝目標進發，在提供清潔及可負擔之太陽能之同時，為各股東帶來理想回報。

主席

周啟文

香港，二零一零年四月二十一日

FINANCIAL REVIEW

The Group's turnover for the year increased by about 40% from HK\$511,810,000 to HK\$717,442,000. The increase was due to the revenue generated from the solar energy business acquired during the year.

Gross profit margin for the year was about 21%, representing a significant increase from about 12% last year. The gross profit margin increased mainly because of disposal of loss-making subsidiary and acquisition of solar energy business with higher gross profit margin during the year.

Loss for the year ended 31 December 2009 was approximately HK\$124,494,000 (2008: a loss of HK\$55,677,000). Basic loss per share was HK4.5 cents (2008 (restated): a basic loss per share of HK3.2 cents). The overall performance of the Group was adversely affected by certain accounting treatments as follows:

1. Approximately HK\$181 million of the profit of Apollo Sub-Group is recognised in the inventories and customer contracts upon the Acquisition and recognised in the cost of goods sold upon the recognition of revenue instead of consolidated and recorded in the consolidated statement of comprehensive income of the Group.
2. A major net accounting loss of approximately HK\$83 million resulting from the disposal of equity interests in subsidiaries.
3. Other non-cash items arising from the Acquisition, including the imputed interest expenses on convertible bonds of approximately HK\$22 million and option cost of approximately HK\$39 million. However, as all these items are non-cash items resulting from the acquisition deal, they have minimal impact on the Group's cashflow and have no effect on the Group's booming solar business.

財務回顧

本集團之本年度營業額由511,810,000港元增加約40%至717,442,000港元。增加乃主要由於年內所收購太陽能業務產生收益所致。

本年度之毛利率約為21%，較去年顯著增加約12%。毛利率增加乃主要由於年內出售錄得虧損之附屬公司及收購毛利率較高之太陽能業務所致。

截至二零零九年十二月三十一日止年度虧損約為124,494,000港元(二零零八年：虧損55,677,000港元)。每股基本虧損為4.5港仙(二零零八年(經重列)：每股基本虧損3.2港仙)。本集團之整體業績因採納若干會計處理受到不利影響如下：

1. Apollo附屬集團之溢利約181,000,000港元於收購事項後確認為存貨及客戶合約及於確認收益後於銷貨成本中確認，而非綜合計算及於本集團之綜合全面收益表中記賬。
2. 出售附屬公司股本權益引致錄得主要淨會計虧損約83,000,000港元。
3. 其他產生自收購事項之非現金項目，包括可換股債券之估算利息開支約22,000,000港元及購股權成本約39,000,000港元。然而，由於所有該等項目均為產生自收購交易之非現金項目，故對本集團之現金流量影響輕微，對本集團發展蓬勃之太陽能業務亦無影響。

BUSINESS REVIEW

Solar Energy Business

The Group is pleased to report that the acquisition agreement to purchase Apollo Precision Ltd. shares, representing the entire issued share capital of Apollo Precision Ltd. for approximately HK\$4.18 billion, was approved by shareholders in the fourth quarter of 2009. According to the profit guarantee in the acquisition agreement, the actual profit after tax of the Apollo Sub-Group as guaranteed by the vendors of Apollo Precision Ltd. of not less than US\$55 million for the 11 months ending 30 June, 2010. In which, the vendors of Apollo Precision Ltd. guaranteed that the profit attributable to shareholders of Apollo Precision Ltd. as shown in the audited consolidated profit and loss account comprised in the 2009 August to December five months audited accounts of Apollo Sub-Group ("2009 Apollo Sub-Group's Five Months Audited Profit") being not less than US\$15 million. The Group is excited to report that the 2009 Apollo Sub-Group's Five Months Audited Profit amounted to approximately HK\$165,262,000 (equivalent to US\$21,187,000 at exchange rate of US\$1 to HK\$7.8) which exceeds the 2009 profit guarantee by HK\$48,262,000 (equivalent to US\$6,187,000). This strong and promising operating performance further enhance our confidence on the future growth and long-term prospects of solar energy business.

The Solar Energy Business also made a substantial contribution to the financial performance of the Group since the acquisition completion at the end of November 2009. The key highlights of the financial performance from 25 November 2009 to 31 December 2009 of the solar energy business, before any fair value adjustments of work-in-progress and customers contracts, as shown in note 6 to the audited consolidated financial statements, are as follows:

業務回顧

太陽能業務

本集團欣然報告，股東已於二零零九年第四季批准收購協議，以購買Apollo Precision Ltd.股份，相當於Apollo Precision Ltd.全部已發行股本約41.8億港元。根據收購協議之溢利保證，Apollo Precision Ltd.保證Apollo附屬集團截至二零一零年六月三十日止十一個月之實際除稅後溢利不少於55,000,000美元。其中，Apollo Precision Ltd.之賣方保證，Apollo附屬集團二零零九年八月至十二月之五個月經審核賬目包括之經審核綜合損益賬所示之Apollo Precision Ltd.股東應佔溢利（「二零零九年Apollo附屬集團五個月經審核溢利」）不少於15,000,000美元。本集團欣然報告二零零九年Apollo附屬集團五個月經審核溢利約為165,262,000港元（按1美元兌7.8港元之匯率計算相等於21,187,000美元），超越二零零九年溢利保證48,262,000港元（相等於6,187,000美元）。經營業績如此強勁及理想，進一步加強本集團對太陽能業務未來增長及長遠前景之信心。

自於二零零九年十一月底完成收購以來，太陽能業務亦為本集團之財務業績帶來重大貢獻。誠如經審核綜合財務報表附註6所示，太陽能業務於二零零九年十一月二十五日至二零零九年十二月三十一日之主要財務業績摘要（未經任何在制品及客戶合約公平值調整）如下：

		HK\$'000 千港元	%
Revenue	收入	315,292	100
Gross Profit	毛利	234,941	75
Profit before income tax	所得稅前溢利	231,436	73

The total contracts for the purchase of equipment entered into between Apollo Precision (Fujian) Limited, a subsidiary of Apollo Precision Ltd., and its customers amounted to approximately RMB1.019 billion in 2009. In addition, the Group has entered into an agreement to sell two sets of physical vaporized deposition ("PVD") devices to a Japanese customer in fall 2009 for an aggregate value of US\$7.8 million. The signing of this contract marks a milestone of the solar energy business unit of the Group's expansion into overseas market.

Toy Business

The difficult operating environment was clearly reflected in the results for the year. Turnover of this segment dropped significantly from HK\$512 million to HK\$401 million, which was mainly due to the financial tsunami. Unfavorable factors such as RMB appreciation, inflation in the People Republic of China ("PRC") and tougher testing requirements in the U.S. and European countries also adversely affected the Group's toy business.

In view of the loss making position of the toy business and reallocate the resources to invest in other business with high growth potential, the Group has agreed to dispose 49% of its toy business for HK\$71 million during the year.

Property Investment Business

As the local property market was in fairly good shape in 2009, the investment returns of the Group were satisfactory. The properties of the Group are located at Kwai Chung and Tsim Sha Tsui. However, since the property market has risen to fairly high level and risk of property investment is comparatively high, the Group will allocate the financial resources more to its solar energy business and focusing on its R&D. The Group will continue to adopt a prudent investment strategy and may consider possible disposal of the portfolio and divestment programs to create value for the investors.

Energy-saving Related Business

During the year, the Group successfully developed the first generation hybrid bus accessories with strong R&D efforts. However, the project result has been unsatisfactory and more resources will be invested to explore the business opportunities. The market is still difficult and market recognition of our products is still weak. Thus, the Group will study the feasibility of continuing the hybrid bus business cautiously on the way forward.

於二零零九年，Apollo Precision Ltd.之附屬公司福建鉅陽精工設備有限公司與其客戶訂立有關購買設備之合約總值約人民幣10.19億元。此外，本集團已訂立協議，於二零零九年秋季向一名日本客戶出售兩組物理氣相沉積爐(「物理氣相沉積爐」)設備，總值7,800,000美元。簽訂此合約標誌著本集團太陽能業務單位擴充至海外市場之里程碑。

玩具業務

本年度之業績清楚反映經營環境艱困。此分類之營業額由512,000,000港元大跌至401,000,000港元，主要由於受金融海嘯衝擊所致。人民幣升值、中國通脹，再加上美國及歐洲等國家之測試要求日益嚴格等不利因素，亦對本集團之玩具業務構成不利影響。

鑒於玩具業務正錄得虧損及為投放資源予其他具有較高增長潛力之業務，本集團於年內已同意以71,000,000港元出售其玩具業務之49%。

物業投資業務

於二零零九年，由於本港物業市場市道不俗，故本集團之投資回報亦表現理想。本集團之物業位於葵涌及尖沙咀。然而，由於物業市場價格已上升至相當高水平，物業投資風險亦相對較高，因此，本集團將投放更多財務資源在太陽能業務上，並專注於該業務之研發。本集團將貫徹採納審慎投資策略，亦可能會考慮可行之組合出售及撤資計劃，為投資者創造價值。

節能相關業務

年內，憑藉於研發方面之努力，本集團已成功開發第一代混合動力巴士配件。然而，項目結果未如理想，本集團將投放更多資源發掘商機。市況仍然艱難，而本集團產品之市場認受性依舊低落。因此，本集團於未來日子將謹慎研究繼續混合動力巴士配件業務之可行性。

OUTLOOK

The Group will continue to drive revenue growth, particularly in respect of its solar energy business. The Group has signed a memorandum with a Henan customer for the supply of manufacturing equipment for producing an aggregate of 200 MW silicon based thin film solar photovoltaic modules in January 2010. In addition, the Group has successfully secured a 100MW sales and service contracts for a total sum of approximately RMB580 million with a joint venture company in the PRC, the Chinese partner of which is a company controlled by Zhengzhou Municipal People's Government of Henan Province in February 2010. It is anticipated that the solar energy business will become the Group's key growth driver in the future.

LIQUIDITY AND FINANCIAL POSITION

As at the year end, the cash and bank balances amounted to HK\$154 million (2008: HK\$52 million) while there was no bank borrowing (2008: nil).

TREASURY POLICIES

The Group's monetary transactions and deposits continued to be in the form of US dollars, Renminbi and HK dollars. The Group adopted conservative treasury policy and did not enter into any derivatives products during the year.

CHARGE ON ASSET

As at 31 December 2009, leasehold land and buildings with carrying value of HK\$20,265,000 were pledged to secure banking facilities of HK\$55,200,000 which were not drawn down as at 31 December 2009.

展望

本集團將繼續推動收益增長，且將特別著重其太陽能業務之收益增長。於二零一零年一月，本集團已與一名河南客戶簽訂備忘錄，以生產合共200兆瓦之矽基薄膜太陽能光伏組件之生產設備。此外，本集團已於二零一零年二月向一間中國合營公司成功取得100兆瓦銷售及服務合約，總金額約為人民幣580,000,000元，有關合營公司之中方夥伴為受河南省鄭州市人民政府控制之公司。預計太陽能業務將成為本集團之未來主要增長動力。

流動資金及財政狀況

於年終，現金及銀行結存為154,000,000港元（二零零八年：52,000,000港元），無銀行借貸（二零零八年：無）。

庫務政策

本集團之貨幣交易及存款繼續以美元、人民幣及港元結算。本集團採取審慎財務政策，並無於本年度訂立任何衍生產品。

資產質押

於二零零九年十二月三十一日，賬面值為20,265,000港元之土地及物業已予質押，作為銀行融資額55,200,000港元之抵押。於二零零九年十二月三十一日，並無提取該融資額。

The Company charged the shares in the share capital of Apollo Precision Ltd. (the "Shares") and other related assets, including all dividends, interest and other monies payable at any time in respect of the Shares and all other rights, benefits, allotments, accretions, offers, advantages and proceeds in respect of accruing or made or arising or derived from the Shares held by, to the order or on behalf of the Company at any time, as the legal and beneficial owner and by way of first fixed charge in favour of GS-Solar (Cayman) Company Limited (for itself and on behalf of the other holders of the convertible bonds) as a continuing security for the due and punctual performance by the Company of all obligations of the Company contained in the instrument executed constituting the convertible bonds.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2009, information on sales and purchases relating to the major customers and suppliers is summarized as follows:

Sales (Percentage over total sales)	銷售 (佔總銷售百分比)		
The largest customer	最大客戶	44%	7%
Five largest customers	五大客戶	57%	24%
Purchases (Percentage over total purchases)	採購 (佔總採購額百分比)		
The largest supplier	最大供應商	12%	13%
Five largest suppliers	五大供應商	38%	40%

None of the directors of the Company, their associates, or any shareholder which to the knowledge of the directors of the Company owns more than 5% of the Company's issued share capital had a beneficial interest in any of the Group's five largest customers or five largest suppliers for the year ended 31 December 2009.

PERSONNEL

The average number of employees of the Group during the year was approximately 3,800 (2008: 4,600) of whom 570 (2008: 670) were office administration staff. Bonuses are awarded based on individual performance and overall group performance, and are made available to certain employees of the Group.

本公司以第一固定押記方式，以GS-Solar (Cayman) Company Limited (為其本身及代表其他可換股債券持有人)為受益人抵押本公司、其指定之對象或其代表於任何時間作為法定及實益擁有人持有之Apollo Precision Ltd.股本中之股份(「股份」)及其他相關資產，包括於任何時間就股份應付之所有股息、利息及其他股款，以及股份所涉及、累算或作出或產生或衍生之所有其他權利、利益、分配、增益、要約、好處及收益)，作為本公司妥善及準時履行本公司於所簽立構成可換股債券之文據及可換股債券所載之所有義務之持續保證。

主要客戶及供應商

截至二零零九年十二月三十一日止年度，有關主要客戶及供應商之銷售及採購資料概述如下：

	2009 二零零九年	2008 二零零八年
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截至二零零九年十二月三十一日止年度，本公司各董事、彼等之聯繫人士或據本公司董事所知擁有本公司發行股本5%以上之股東概無擁有本集團五大客戶或五大供應商之實際權益。

員工

年內，本集團僱員之平均數目約為3,800人(二零零八年：4,600人)，其中570人(二零零八年：670人)為辦公室行政人員。本集團根據個別表現及全集團表現而向若干僱員發放花紅以示獎勵。

REPORT OF THE DIRECTORS

董事會報告

The directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group's turnover and operating profit were derived principally from (1) providing equipment and turnkey solutions for manufacturing of amorphous silicon thin film solar modules (2) the design, manufacture and sales of toys and moulds, (3) property investment and (4) manufacturing of accessories for hybrid buses.

SEGMENT INFORMATION

An analysis of the Group's turnover by industries and geographical location is set out in note 6 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2009 and the state of the Group's affairs as at that date are set out in the consolidated financial statements on pages 35 to 175.

The Board of directors has resolved not to declare either final dividend (2008: Nil) and interim dividend (2008: Nil) for the year ended 31 December 2009.

SHARE CAPITAL

- i Pursuant to a special resolution passed on 22 April 2009, the share capital of the Company was consolidated by which every five existing shares of HK\$0.05 each were consolidated into one ordinary share of HK\$0.25 each (the "Consolidated Share"). The issued share capital of the Company was reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.24 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.25 to HK\$0.01 (the "Capital Reorganisation"). The Capital Reorganisation was effective on 23 April 2009.
- ii Pursuant to a resolution passed on 4 June 2009, the open offer of 635,610,848 shares of HK\$0.10 each (the "Offer Shares") to the shareholders on a basis of four Offer Shares for every Share of the Company was approved (the "Open Offer"). The Open Offer was completed on 26 June 2009.

董事會全寅欣然提呈截至二零零九年十二月三十一日止年度之報告書連同經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團營業額及經營業績主要來自於(1)製造非晶硅薄膜太陽能光伏組件之生產設備及整線生產方案(2)設計、製造及銷售玩具(3)物業投資及(4)製造混合動力巴士配件。

分部資料

按業務及地區分析本集團營業額詳見於綜合財務報表附註6。

業績及分配

本集團截至二零零九年十二月三十一日止年度業績及本集團於該日之財務狀況載於綜合財務報表第35頁至第175頁。

董事會議決不派發截至二零零九年十二月三十一日止年度之中期股息(二零零八年：無)及末期股息(二零零八年：無)。

股本

- i 本公司於二零零九年四月二十二日通過之特別決議案，合併本公司之股本為每五股每股面值0.05港元之股份合併為一股每股面值0.25港元之普通股(「合併股份」)。透過註銷本公司之繳足股本(每股已發行合併股份註銷0.24港元)而削減本公司之已發行股本，使每股已發行合併股份之面值由0.25港元削減至0.01港元(「股本重組」)。而股本重組於二零零九年四月二十三日生效。
- ii 本公司於二零零九年六月四日通過之決議案，公開發售新股合共635,610,848股，按每股發售股份0.10港元之價格售予股東，基準為每持有一股股份獲發四股發售股份，公開發售於二零零九年六月二十六日完成。

SHARE CAPITAL (Continued)

iii Pursuant to a resolution passed on 4 November 2009 the Company subdivided each of the issued and unissued shares of HK\$0.01 each in the share capital of the Company into 4 shares of HK\$0.0025 each (the "Share Subdivision"). The Share Subdivision took place on 5 November 2009.

Details of movements in the Company's Share capital during the year are set out in note 31 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the 12 months ended 31 December 2009, the Company repurchased 63,900,000 shares of the Company on the Stock Exchange. The repurchased shares were cancelled subsequently in January 2010. Details of the repurchase were as follows:

Month of repurchase 購回月份	Number of repurchased 購回數目 '000 千	Price per share 每股價格		Aggregate price paid 總付出價格 HK\$'000 千港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
December 2009 二零零九年十二月	63,900	1.376	1.2	81,970

股本(續)

iii 本公司於二零零九年十一月四日通過之決議案，分拆本公司原股本中每股面值0.01港元已發行及未發行股份為4股每股面值0.0025港元之股份(「股份拆細」)。此股份拆細於二零零九年十一月五日生效。

本公司之股本在年內期間之變動情況詳情載於綜合財務報表附註31。

購買、出售或贖回上市證券

截至二零零九年十二月三十一日止十二個月，本公司於聯交所購回63,900,000股。購回之股份於二零一零年一月逐步取消。

CONNECTED TRANSACTION

In accordance with the reporting and announcement requirements under Chapter 14A of the Listing Rules, the Group has entered the following connected transactions during the year:

i. Lease of properties

On 30 November 2009, the Group has sold part of its toy business by disposal of 49% of the issued share capital of one of its subsidiaries, RBI Industries Holdings Limited ("RBI"), to an investment holding company incorporated in British Virgin Islands ("BVI") which was owned by Mr. Yip Yun Kuen, the former director of the Company. Upon completion of the disposal, RBI Property Limited, a wholly-owned subsidiary of the Company entered into a lease agreement with RBI to lease the existing principal place of business of RBI and its subsidiaries at a monthly rental (exclusive of rates, government rent, management fees and utility charges) of HK\$295,000.

ii. Transaction with Alfa Faith Investment Limited

The Group has entered into a service agreement with Alfa Faith Investment Limited ("Alfa"), a company which was wholly and beneficially owned by family members of a former director, Mr. Choi Hip Ming, of the Company, who was appointed on 1 January 2009 and was resigned on 22 April 2009. According to the service agreement, Alfa has agreed to provide transportation and logistics services to the Group pursuant to the purchase orders placed by the Group, and the respective service fees should be agreed at arm's length negotiations, subject to an annual cap of HK\$4,000,000. The service fees for the year amounted to HK\$1,995,000.

關連交易

根據上市規則第14A章之呈報及公告要求，本公司須列明以下本年度之關連交易：

i. 租賃物業

於二零零九年十一月三十日，本集團將持有玩具業務之附屬公司 — 紅發實業控股有限公司之已發行股份之49%權益出售予一英屬處女群島註冊之投資控股公司，而該公司則由本集團前董事葉潤權先生所擁有。完成出售後，本公司之全資附屬公司紅發物業投資有限公司與RBI簽定租約為出租現有RBI經營地址，每月租金295,000港元(不包括差餉、地租、管理費用及公共費用)。

ii 與澤輝投資有限公司交易

本集團與澤輝投資有限公司(「澤輝」，由本公司前董事蔡協明先生(於二零零九年一月一日獲委任及其後於二零零九年四月二十二日辭任)之家屬全資實益擁有之公司訂立服務協議。澤輝向本集團提供運輸及物流服務(「該等服務」)。根據該協議，澤輝同意根據本集團開立之採購訂單向本集團提供該等服務，本集團須根據採購訂單條款支付澤輝服務費，條款將由澤輝與本集團按公平原則磋商協定。根據該協議本集團應付澤輝之費用總額年度上限為4,000,000港元，每年度服務費總額為1,995,000港元。

SHARE OPTION

i. Share Option Scheme

Pursuant to the terms of the share option scheme adopted by the Company on 28 August 2007 (the "Share Option Scheme"), the Company may grant option to directors, employees and other participants including consultants, advisers, suppliers and customers of the Group to subscribe for shares of the Company.

Principal terms of Share Option Scheme

The Share Option Scheme will enable the Group to offer valuable incentive to attract and retain quality personnel and other persons to work for the Group so as to increase the value of the shares of the Company. To this end, the Directors may specify the minimum period, if any, for which an option must be held or the performance targets, if any, that must be achieved before the option can be exercised.

Share options may be granted without any initial payment for the share options at an exercise price (subject to adjustments as provided therein) equal to the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Stock Exchange's daily quotations sheet on the date of the grant of the share option; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the share option.

The maximum number of shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10 per cent of the share capital of the Company in issue on 28 August 2007, the date of adoption of the Share Option Scheme, unless a refresh approval of the shareholders is obtained. At a special general meeting of the Company held on 4 August 2009, the shareholders of the Company have approved to refresh the 10% limit. As at the date of this annual report, the total number of shares available for issue upon the exercise of all options granted or to be granted under the Share Option Scheme is 317,805,424 (representing 10% of the issued share capital of the Company as at the date of passing the resolution to refresh the 10% limit) (as adjusted by the Share Subdivision).

The maximum number of the shares (issued and to be issued) in respect of which share options may be granted under the Share Option Scheme to any one grantee in any 12-month period shall not exceed 1 per cent of the share capital of the Company in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Listing Rules.

購股權

i. 購股權計劃

根據於二零零七年八月二十八日公司採納購股權計劃之條款，公司可授予購股權給董事、僱員及其他參與者(包括顧問、諮詢人、供應商及客戶)。

購股權計劃首要條款

購股權計劃將容許本集團提供寶貴鼓勵以吸引及挽留高質素之人員及其他人士為本集團工作，從而增加本公司股份之價值。為達此目的，董事或會指定購股權可獲行使前必須持有之最低限期(如有)或必須達致之表現目標(如有)。

購股權可毋須就該等購股權按行使價(可按本文規定而予以調整)作出初步付款而授出，行使價格將為下列三者中之最高者：(i) 股份之面值；(ii) 每股股份於授出購股權當日在聯交所每日報價表所報之收市價；及(iii) 每股股份於緊接授出購股權當日之前五個營業日在聯交所每日報價表所報之平均收市價。

根據該購股權計劃因行使將予授出全部購股權而可能須發行股份之最高數目不得超過於二零零七年八月二十八日(採納二零零七購股權計劃當日)之本公司已發行股本之10%，惟取得股東之重新批准除外。於二零零九年八月四日召開之特別股東大會上，股東已重新批准10%之限額。於本年報日期，根據該購股權計劃可予發行之股份總數為317,805,424股(代表通過重新批准10%該議案當日已發行股份之10%(已作股份分拆之調整))。

根據該購股權計劃可於任何12個月期間向任何一名承授人授出購股權之有關股份最高數目(已發行及將予發行)不得超過於有關12個月期間最後一日之本公司已發行股本之1%，惟根據上市規則已取得本公司股東之批准除外。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION (Continued)

i. Share Option Scheme (Continued)

The Share Option Scheme was approved by the shareholders of the Company on 28 August 2007 and has a life of 10 years until 27 August 2017.

ii. Other Option

Save for the aforesaid Share Option Scheme, the Company has granted other options to certain consultants upon completion of acquisition of Apollo Sub-Group during the year as incentive of their contribution to the development of Apollo Sub-Group (the "Other Option").

Principal terms of the Other Option

The Other Option entitled the consultants to subscribe for an aggregate of 320,000,000 shares (after the Share Subdivision) at an exercise price of HK\$0.25 (after the Share Subdivision) for a period of 5 years from the date of granting of the Other Option. The vesting period was one year from the date of grant.

iii. Movements of Share Option

Movements of the Share options granted to the participants during the year ended 31 December 2009 are as follows:

Date of grant	Exercise price	Exercise period	Outstanding as at 1 January 2009	Granted during the year	Cancelled/lapsed during the year	Outstanding at 31 December 2009
授出日期	行使價	行使期	於二零零九年一月一日尚未行使	年內行使	年內取消/失效	於二零零九年十二月三十一日尚未行使
(a) the Share Option Scheme 購股權計劃						
13 July 2009 二零零九年七月十三日	HK\$0.18*	13 April 2010 — 12 July 2011 二零一零年 四月十三日至 二零一一年 七月十二日	—	52,992,000*	—	52,992,000*
(b) the Other Option 其他購股權						
25 November 2009 二零零九年十一月二十五日	HK\$0.25*	25 November 2009 — 24 November 2014 二零零九年十一月二十五日至 二零一四年 十一月二十四日	—	320,000,000*	—	320,000,000*

* after the adjustment of Share Subdivision.

None of the grantees is a director, chief executive or substantial shareholder of the Company or an associate (as defined in the Listing Rules) of any of them.

購股權(續)

i. 購股權計劃(續)

該購股權計劃已於二零零七年八月二十八日獲本公司股東批准，為期10年，直至二零一七年八月二十七日為止。

ii. 其他購股權

除以上購股權計劃，於完成收購Apollo附屬集團後，本公司授出其他購股權予相關顧問，以鼓勵其對Apollo附屬集團發展之貢獻。

其他購股權之基本條件

其他購股權授予顧問320,000,000股及行使價為0.25港元(股份拆細後)，行使期為授出日期後5年，歸屬期為授出日期後1年。

iii. 購股權變動

以下為截至二零零九年十二月三十一日授出購股權予參與者之變動：

* 經股份拆細調整後。

持購股權者並沒有本公司之董事、高級行政人員、主要持股人或上市規則註解為合夥人。

RESERVES

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity of the consolidated financial statements set out on page 42.

In the opinion of the Directors, the Company's reserves available for distribution to shareholders at 31 December 2009 were as below:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Contributed surplus (Accumulated losses)/retained profits	實繳盈餘 (累計虧損)/留存溢利	262,432 (104,718)	100,635 6,882
		157,714	107,517

The contributed surplus of the Company represents the excess of the carrying value of the subsidiaries acquired over the nominal value of the Company's shares issued which, under the Companies Act 1981 of Bermuda (as amended), is available for distribution to the shareholders of the Company. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if

- (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws although there is no statutory restriction against such rights under the laws in Bermuda.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group during the year are set out in notes 15 and 17 to the consolidated financial statements respectively.

儲備

本集團之儲備於年內之變動情況載於第42頁綜合財務報表中綜合權益變動表內。

董事認為，本公司於二零零九年十二月三十一日可供分派予股東的儲備如下：

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
實繳盈餘指被收購附屬公司之價值超於本公司已發行股份之票面值之數額，並可根據一九八一年百慕達公司法(經修訂)，可分派予本公司之股東。惟本公司不能宣佈或派發股息或將實繳盈餘分派，假若	262,432 (104,718)	100,635 6,882
	157,714	107,517

實繳盈餘指被收購附屬公司之價值超於本公司已發行股份之票面值之數額，並可根據一九八一年百慕達公司法(經修訂)，可分派予本公司之股東。惟本公司不能宣佈或派發股息或將實繳盈餘分派，假若

- (i) 派發後，不能償還到期之負債；或
- (ii) 其資產之可變現價值少於其負債及其已發行股本及股份溢價之總數。

優先購買權

百慕達法例對優先購買權雖無限制，惟本公司之組織章程細則並無此等有關權利之規定。

物業、廠房及設備及投資物業

於本年度內本集團之物業、廠房及設備及投資物業之變動明細分別載於綜合財務報表附註15及17。

REPORT OF THE DIRECTORS

董事會報告

BORROWINGS AND INTEREST CAPITALISED

The Group had no borrowings outstanding at the balance sheet date. No interest was capitalised by the Group during the year.

CHARITABLE DONATIONS

During the year, the Group made charitable donations which amounted to HK\$275,000.

PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2009 are set out in note 18 to the consolidated financial statements.

FINANCIAL SUMMARY

A five year financial summary is shown on page 176.

DIRECTORS

The Directors of the Company during the financial year 2009 and up to the date of this report were:

- Mr. Chau Kai Man (Chairman)
Mr. Lee Kin Fai
Mr. Peng Li Bin
(appointed on 25 November 2009)
Mr. Xu Guo Jun (CEO)
(appointed on 25 November 2009)
Mr. Choi Hip Ming, William
(appointed on 1 January 2009 and resigned on 22 April 2009)
Mr. Yip Yun Kuen
(resigned on 1 January 2009)
Mr. Tsui Ming*
(redesignated as non-executive director on 1 January 2009 and retired on 26 June 2009)
- Mr. Kwong Kwan Ming#
(resigned on 25 November 2009)
Mr. Wu Tak Lung#
Mr. Leung Chi Kin#
(resigned on 25 November 2009)
Mr. Chow King Lok#
Mr. Jiang Zhesheng#
(appointed on 25 November 2009)

* Non-executive directors
Independent non-executive directors

借貸及資本化利息

本集團於結算日並無借貸結欠。本集團於本年度內並無將利息作資本化。

慈善捐款

本集團於年內作出之慈善捐款為275,000港元。

主要附屬公司

於二零零九年十二月三十一日，本公司主要附屬公司之詳情載於綜合財務報表附註18。

財務概要

五年財務概要載於第176頁。

董事

二零零九年財政年度及直至本報告日期之本公司董事如下：

- 周啟文先生(主席)
李健輝先生
彭立斌先生
(於二零零九年十一月二十五日委任)
徐國俊先生(行政總裁)
(於二零零九年十一月二十五日委任)
蔡協明先生
(於二零零九年一月一日委任及於二零零九年四月二十二日辭任)
葉潤權先生
(於二零零九年一月一日辭任)
徐明先生*
(於二零零九年一月一日調任為非執行董事及於二零零九年六月二十六日退任)
鄺坤明先生#
(於二零零九年十一月二十五日辭任)
吳德龍先生#
梁志堅先生#
(於二零零九年十一月二十五日辭任)
周景樂先生#
江哲生先生#
(於二零零九年十一月二十五日委任)

* 非執行董事
獨立非執行董事

DIRECTORS (Continued)

In accordance with the Bye-law 86(2) of the Company, the office of each of Mr. Xu Guo Jun, Mr. Peng Li Bin and Mr. Jiang Zhesheng as Directors will end at the Annual General Meeting. Mr. Xu Guo Jun, Mr. Peng Li Bin and Mr. Jiang Zhesheng, who being eligible, offer themselves for re-election at the Annual General Meeting.

In accordance with the Bye-law 87(1) of the Company, Mr. Chau Kai Man and Mr. Wu Tak Lung will retire from the office of Directors at the Annual General Meeting by rotation. Mr. Chau Kai Man and Mr. Wu Tak Lung, who being eligible, offers himself for re-election at the Annual General Meeting.

DIRECTORS' INTERESTS IN SHARES

As at 31 December 2009, none of the Directors or Supervisors or the chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules of the Stock Exchange (the "Listing Rules").

As at 31 December 2009, the Company had not granted its Directors or Supervisors or chief executive, or their respective spouses or children below the age of 18 any right to subscribe for the shares or debentures of the Company or any of its associated corporations and none of them has ever exercised any such right to subscribe for shares or debentures.

Save as disclosed above and for shares in certain subsidiaries held by directors in trust for their immediate holding companies, at 31 December 2009, none of the directors and chief executive of the Company, or any of their associates, had any interests in the equity or debt securities of the Company or any of its associated corporations as defined in the SFO Ordinance, and none of the directors and chief executives of the Company, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

董事(續)

根據公司細則第86(2)條，徐國俊先生、彭立斌先生及江哲生先生之董事任期將於股東週年大會上屆滿。徐國俊先生、彭立斌先生及江哲生先生合資格並願意於股東週年大會膺選連任。

根據公司細則第87(1)條，周啟文先生及吳德龍先生將於股東週年大會上輪流退任。周啟文先生及吳德龍先生合資格並願意於股東週年大會膺選連任。

董事之股份權益

於二零零九年十二月三十一日，本公司各董事或監事或高級行政人員概無在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有任何記錄於本公司須根據證券及期貨條例第352條存置的登記冊的權益或淡倉，或根據聯交所上市條例(「上市條例」)附錄十所載的上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益或淡倉。

於二零零九年十二月三十一日，本公司概無向其董事或監事或高級行政人員或彼等各自的配偶或十八歲以下的子女授出認購本公司或其任何相聯法團的股份或債券的任何權利，且彼等亦無行使任何認購股份或債券的權利。

除上文所披露者以及董事以信託形式代若干附屬公司之直接控股公司所持有該等附屬公司之股份外，本公司各董事及主要行政總裁、或其聯繫人士，概無於二零零九年十二月三十一日在本公司或其任何相聯公司(根據證券及期貨條例之定義)之股本或債務證券中擁有權益。同樣，並無本公司任何董事及主要行政總裁、或其配偶或未滿十八歲子女，擁有任何認購本公司證券之權利或於期內行使任何該等權利。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the Share Options Scheme section stated above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

MANAGEMENT AND SERVICE CONTRACTS

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

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without the payment of compensation (other than statutory compensation).

RETIREMENT SCHEMES

Details of the Group's retirement scheme are shown in note 2.21 to the consolidated financial statements.

The Group's retirement scheme contributions charged to the consolidated income statement for the year amounted to approximately HK\$5,556,000 (2008: HK\$6,007,000).

董事於重大合約利益

於本年度結算日或年內，本公司或其任何附屬公司概無訂立與本公司董事直接或間接地擁有重大利益之重要合約。

購買股份或債券之安排

除上文「購股權計劃」部份披露外，於年內任何時間本公司或其任何附屬公司並無參與訂立任何其他安排，致使本公司董事可因購買本公司或任何其他法人團體之股份或債券而獲取利益。

管理及服務合約

年內並無訂立或存在有關本公司全部或任何主要部份業務之重大管理或行政合約。

獲提名在即將舉行之股東週年大會重選之董事與本公司或其任何附屬公司概無訂立須作補償(法定賠償除外)方可於一年內終止之服務合約。

退休金計劃

本集團的退休計劃詳見綜合財務報表附註2.21。

年內，本集團退休金計劃供款於綜合收益表中計入約為5,556,000港元(二零零八年：6,007,000港元)。

SUBSTANTIAL SHAREHOLDERS

At 31 December 2009, the following shareholders were interested in 5 per cent or more of the issued share capital of the Company according to the register of interest required to be kept by the Company under section 336 of the SFO:

Long Positions in the Shares of the Company

Name of shareholder 股東名稱	Capacity 權益性質	Number of shares 股份數目	Number of underlying shares under derivatives equity 根據衍生 工具所有的 相關股份	Total interests 合共權益	Percentage of issued share capital 佔已發行股本 百分比 (%)
IDG-Accel China Growth Fund GP II Associates Ltd.	Interest of controlled corporations and interest deemed under section 317 and 318 of the SFO 所控制法團之權益及根據證券及期貨條例第317及318條被視為擁有之權益	—	10,979,274,832	10,979,274,832	238.02%
IDG-Accel China Growth Fund II Associates L.P.	Interest of controlled corporations and interest deemed under section 317 and 318 of the SFO 所控制法團之權益及根據證券及期貨條例第317及318條被視為擁有之權益	—	10,979,274,832	10,979,274,832	238.02%
IDG-Accel China Growth Fund II L.P.	Beneficial owner and interest deemed under section 317 and 318 of the SFO 實益擁有人及根據證券及期貨條例第317及318條被視為擁有之權益	—	10,979,274,832	10,979,274,832	238.02%
IDG-Accel China Investors II L.P.	Beneficial owner and interest deemed under section 317 and 318 of the SFO 實益擁有人及根據證券及期貨條例第317及318條被視為擁有之權益	—	10,979,274,832	10,979,274,832	238.02%
McGovern Patrick J	Interest of controlled corporations and interest deemed under section 317 and 318 of the SFO 所控制法團之權益及根據證券及期貨條例第317及318條被視為擁有之權益	—	10,979,274,832	10,979,274,832	238.02%
Mr. Zhou Quan 周全先生	Interest of controlled corporations and interest deemed under section 317 and 318 of the SFO 所控制法團之權益及根據證券及期貨條例第317及318條被視為擁有之權益	—	10,979,274,832	10,979,274,832	238.02%

主要股東

於二零零九年十二月三十一日，根據證券及期貨條例第336條規定之登記名冊上，持有本公司已發行股本5%或以上權益之股東記錄如下：

持有本公司的好倉股份

REPORT OF THE DIRECTORS

董事會報告

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SUBSTANTIAL SHAREHOLDERS (Continued)

主要股東(續)

Long Positions in the Shares of the Company (Continued)

持有本公司的好倉股份(續)

Name of shareholder 股東名稱	Capacity 權益性質	Number of shares 股份數目	Number of underlying shares under derivatives equity 根據衍生 工具所有的 相關股份	Total interests 合共權益	Percentage of issued share capital 佔已發行股本 百分比 (%)
GS-Solar (BVI) Company Limited	Beneficial owner 實益擁有人 Interest of controlled corporations and interest deemed under section 317 and 318 of the SFO 所控制法團之權益及根據證券及 期貨條例第317及318條 被視為擁有之權益	—	7,292,731,916	7,292,731,916	158.10%
Mr. Lin Chaohui 林朝暉先生	Interest of controlled corporations and interest deemed under section 317 and 318 of the SFO 所控制法團之權益及根據證券及 期貨條例第317及318條 被視為擁有之權益	—	7,292,731,916	7,292,731,916	158.10%
Affluent Capital Holdings Limited	Beneficial owner and interest deemed under section 317 and 318 of the SFO 實益擁有人及根據證券及 期貨條例第317及318條 被視為擁有之權益	—	4,703,520,276	4,703,520,276	101.97%
Mr. Lin Jianfang 林建芳先生	Interest of controlled corporations and interest deemed under section 317 and 318 of the SFO 所控制法團之權益及根據證券及 期貨條例第317及318條 被視為擁有之權益	—	4,703,520,276	4,703,520,276	101.97%
GS-Solar (Cayman) Company Limited	Beneficial owner and interest deemed under section 317 and 318 of the SFO 實益擁有人及根據證券及 期貨條例第317及318條 被視為擁有之權益	—	4,309,441,552	4,309,441,552	93.43%
Big Sunlight Limited	Beneficial owner and interest deemed under section 317 and 318 of the SFO 實益擁有人及根據證券及 期貨條例第317及318條 被視為擁有之權益	—	2,542,443,392	2,542,443,392	55.12%
Mr. Zhang Honghui 張鴻輝先生	Interest of controlled corporations and interest deemed under section 317 and 318 of the SFO 所控制法團之權益及根據證券及 期貨條例第317及318條 被視為擁有之權益	—	2,542,443,392	2,542,443,392	55.12%

SUBSTANTIAL SHAREHOLDERS (Continued)

主要股東(續)

Long Positions in the Shares of the Company (Continued)

持有本公司的好倉股份(續)

Name of shareholder 股東名稱	Capacity 權益性質	Number of shares 股份數目	Number of underlying shares under derivatives equity 根據衍生 工具所有的 相關股份	Total interests 合共權益	Percentage of issued share capital 佔已發行股本 百分比 (%)
Total Joy Holdings Limited	Beneficial owner 實益擁有人	314,494,124	448,238,892	762,733,016	16.54%
Mr. Zhang Yiqin 張一勤先生	Interest of controlled corporation 所控制法團之權益	314,494,124	448,238,892	762,733,016	16.54%
Ever Delight Limited	Beneficial owner 實益擁有人	384,624,892	168,089,584	552,714,476	11.98%
Mr. Yang Yu Sheng 楊與勝先生	Interest of controlled corporation 所控制法團之權益	384,624,892	168,089,584	552,714,476	11.98%
DnB NOR Asset Management (Asia) Limited	Beneficial owner 實益擁有人	281,472,000	—	281,472,000	6.10%
Mr. Dai Hai Dong 戴海東先生	Beneficial owner 實益擁有人	318,000,000	—	318,000,000	6.89%

Notes:

Other than as disclosed above, the Company has not been notified of any other interests representing 5% or more of the Company's issued share capital or short positions in the shares or underlying shares of the Company as at 31 December 2009.

附註：

除以上披露外，本公司未獲通知任何於二零零九年十二月三十一日在本公司股份及相關股份中擁有本公司發行股本5%或以上之權益或淡倉。

CORPORATE GOVERNANCE

Information on the Company's corporate governance practices is set out in the "Corporate Governance Report" from pages 25 to 30.

企業管治

有關企業管治請見載於第25頁至第30頁的企業管治報告。

REPORT OF THE DIRECTORS

董事會報告

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APOLLO SOLAR ENERGY TECHNOLOGY HOLDINGS LIMITED
鉅陽太陽能技術控股有限公司

ANNUAL REPORT 2009 二零零九年報

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS OF THE COMPANY

The Company had adopted its code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in the Model Code of the Listing Rules as then in force, and after having made specific enquiry to all directors of the Company, the directors of the Company are satisfied that the required standard set out in the Model Code and its code of conduct regarding directors' securities transactions has been fully complied with.

AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises three independent non-executive directors.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and with the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

EVENTS AFTER REPORTING DATE

Details of the Group's events after reporting date are set out in note 44 to the consolidated financial statements

AUDITORS

Grant Thornton was appointed by the Directors to conduct audit on the financial statements of the Company for the years ended 2007, 2008 and 2009. A resolution will be submitted to the forthcoming annual general meeting to re-appoint Grant Thornton as auditors of the Company.

On behalf of the board

Chau Kai Man
Chairman

Hong Kong, 21 April 2010

董事進行公司證券交易守則

本公司已就董事的證券交易活動自行採納一套不低於上市條例標準守則所訂標準的行為守則(「行為守則」)，及經向所有本公司董事作出特定的查詢後，所有本公司董事均滿意各董事已遵守「標準守則」及「行為守則」中所要求的標準。

審核委員會

本公司已按照上市規則第3.21條成立審核委員會，負責審閱並監督本公司之財務申報及內部監控。審核委員會成員包括本公司三名獨立非執行董事。

公眾持股

根據本公司所擁有之公眾資料並就董事所知悉，於本報告日期，本公司已發行股份之公眾持股為上市規則所規定的不少於25%。

報告日後事項

本集團之報告日後事項詳情載於綜合財務報表附註44。

核數師

均富會計師行獲委任審核本公司二零零七、二零零八年及二零零九年帳目。即將舉行之股東週年大會將提呈一項決議案以續聘均富會計師行為本公司核數師。

代表董事會

主席
周啟文

香港，二零一零年四月二十一日

The Board of Directors (the “Board”) is charged with providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders.

The Board has appointed the following Committee to oversee different areas of the Company’s affairs. The composition of the Board and the Committee are given below and their respective responsibilities are discussed later in this report. The terms of references of these Committees adopted by the Board are published on the Company’s website (www.apollosolar.com.hk).

At 31 December 2009, the members of the Board and the Committee are as follows:

Board of Directors

Executive Directors

Mr. Chau Kai Man
 Mr. Lee Kin Fai[®]
 Mr. Xu Guo Jun[#]
 Mr. Peng Li Bin[#]

Independent Non Executive Directors

Mr. Wu Tak Lung
 Mr. Chow King Lok
 Mr. Jiang Zhesheng[#]

* Chairman of the Committee
[®] appointed on 1 January 2009
[#] appointed on 25 November 2009

The Board sets the Group’s objectives and strategies and monitors its performance. The Board also decides on matters such as annual and interim results, major transactions, director appointments, and dividend and accounting policies. The Board has delegated the authority and responsibility of managing and overseeing the Group’s day to day operations to the Executive Directors and certain management committees of the Company and respective directors of principal subsidiaries of the Group.

董事會(「董事會」)負責為本公司提供有效及負責任之領導。董事必須個別及共同秉承行事，以本公司及其股東之最佳利益為依歸。

董事會已委任以下委員會監管本公司不同範疇之事務。董事會及各委員會之成員載於下文，而其各自之職責將於本報告下文論述。該等委員會職權範圍已獲董事局採納，並刊於本公司網站(www.apollosolar.com.hk)。

於二零零九年十二月三十一日，董事會及各委員會之成員如下：

Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
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董事會

執行董事

周啟文先生
 李健輝先生[®]
 徐國俊先生[#]
 彭立斌先生[#]

獨立非執行董事

吳德龍先生
 周景樂先生
 江哲生先生[#]

* 獲委任為委員會之主席
[®] 於二零零九年一月一日獲委任
[#] 於二零零九年十一月二十五日獲委任

董事會設定本集團之目標及策略，並監管其表現。董事會亦會對有關年度及中期業績、主要交易、董事委任、以及股息及會計政策作出決定。董事會將管理及監督本集團日常營運之權力及責任授權予本公司執行董事及有關管理委員會及本集團主要附屬公司各自之董事。

The Company had received annual confirmation from each of the independent non-executive directors as regards their independence to the Company and considers that each of the Independent Non-executive Directors (“INEDs”) is independent to the Company.

The Company Secretary assists the Chairman in setting the agenda of Board Meetings and each Director is invited to present any businesses that they wish to discuss or propose at the meetings. All Directors have timely access to all relevant information of the meetings and may take professional advice if necessary.

THE BOARD

The Board held 5 full Board Meetings for the year ended 31 December 2009. Attendances of the full Board meetings are as follows:

		No. of meetings attended 出席會議次數
Mr. Chau Kai Man (<i>Chairman</i>) [#]	周啟文先生(主席) [#]	5/5
Mr. Lee Kin Fai	李健輝先生	5/5
Mr. Xu Guo Jun (<i>CEO</i>) ^{##}	徐國俊先生(行政總裁) ^{##}	0/5
Mr. Peng Li Bin	彭立斌先生	0/5
Mr. Wu Tak Lung	吳德龍先生	5/5
Mr. Chow King Lok	周景樂先生	5/5
Mr. Jiang Zhesheng	江哲生先生	0/5

[#] appointed as the chairman and chief executive officer (“CEO”) on 1 January 2009 and resigned as the CEO of the Company on 25 November 2009

^{##} appointed as the CEO in place of Mr. Chau Kai Man on 25 November 2009

本公司已接獲各獨立非執行董事有關其獨立於本公司之年度確認，並認為各獨立非執行董事(「獨立董事」)均獨立於本公司。

公司秘書協助主席擬備董事會會議之會議議程，而各董事均會獲邀提出任何彼等擬於會上討論或提呈之事項。全體董事均可迅速取得所有有關會議之資料，亦可於需要時尋求專業意見。

董事會

於截至二零零九年十二月三十一日止年度，董事會已舉行5次全體董事會會議。全體董事會會議之出席紀錄如下：

[#] 於二零零九年一月一日獲委任為主席兼行政總裁及於二零零九年十一月二十五日退任行政總裁

^{##} 於二零零九年十一月二十五日獲委任為行政總裁，接替周啟文先生之職務

The full Board participates in the selection and approval of new Directors and therefore has not established a Nomination Committee. The Board takes into consideration criteria such as expertise, experience, integrity and commitment when selecting new directors.

Non-executive Directors have been appointed for a non-specific term, which is subject to re-election. Under the Bye-laws of the Company, with the exception of the Chairman, all the Directors are currently required to offer themselves for re-election by rotation at least once every three years. All Directors appointed to fill a casual vacancy should be subject to election at the first general meeting after their appointment.

由於全體董事會均會參與挑選及批准新任董事，故並無成立提名委員會。董事會於挑選新任董事時，會對專業知識、經驗、品格正直及義務承擔等準則作出考慮。

非執行董事並無特定任期，但須輪流退任。根據本公司之公司細則，除主席外，全體董事現時須至少每三年輪流接受一次選舉。所有為填補臨時空缺而獲委任之董事應在接受委任後首次股東大會上進行選舉。

AUDIT COMMITTEE

The audit committee was established to review the Group's financial reporting, internal controls and corporate governance issues and make relevant recommendations to the Board. The audit committee comprises of three INEDs. The committee members possess appropriate professional qualifications, accounting or related financial management expertise as required under the Listing Rules. Please refer to biography section of Directors for further details of the committee members.

The audit committee may elect to ask its external auditors to attend its meetings. During the year, the audit committee has met with the external auditors with no executive directors present.

審核委員會

審核委員會乃成立以審閱本集團之財務申報、內部監控及企業管治事宜，並對董事會提出相關建議。審核委員會包括三名獨立非執行董事。委員會成員具備上市規則所規定之適當專業資格、會計或相關財務管理專業知識。委員會成員之進一步詳情請參閱董事履歷一節。

審核委員會可選擇要求外聘核數師出席審核委員會會議。於本年度，審核委員會已與外聘核數師舉行執行董事不得出席之會議。

		No. of meetings attended 出席會議次數
Mr. Wu Tak Lung (<i>Chairman</i>)	吳德龍先生(主席)	4/4
Mr. Chow King Lok	周景樂先生	4/4
Mr. Jiang Zhesheng	江哲生先生	1/4

AUDITORS' REMUNERATION

The following remuneration was paid by the Group to its principal auditor, Grant Thornton, and its affiliated firms:

核數師之酬金

本集團已向其主要核數師均富會計師行及其聯屬公司支付以下酬金：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Statutory audit and interim review	法定審核及中期審閱	1,448	800
Taxation services	稅務服務	61	45
Others	其他	564	5
		2,073	850

REMUNERATION COMMITTEE

The remuneration committee was established to review the remuneration of Directors and the Group's salary policy. All members are INEDs. To minimize any conflict of interest, any member who is interested in any given proposed motion is required to abstain from voting on such motion.

Mr. Wu Tak Lung (<i>Chairman</i>)	吳德龍先生(主席)
Mr. Chow King Lok	周景樂先生
Mr. Jiang Zhesheng	江哲生先生

薪酬委員會

薪酬委員會成立以審閱董事酬金及本集團薪酬政策。所有成員都是獨立董事。為將利益衝突減至最低，任何成員如於所提早之動議中擁有權益，則須就該項動議放棄投票。

No. of meetings attended
出席會議次數

Mr. Wu Tak Lung (<i>Chairman</i>)	吳德龍先生(主席)	2/2
Mr. Chow King Lok	周景樂先生	2/2
Mr. Jiang Zhesheng	江哲生先生	0/2

ACCOUNTABILITY AND AUDIT

Financial Reporting

The annual and interim results of the Company are published in a timely manner and within four months and three months respectively of the year end and interim periods.

The responsibility of Directors in relation to the financial statements is set out below. It should be read in conjunction with, but distinguished from, the Independent Auditor's Report on pages 33 and 34 which acknowledges the reporting responsibility of the Group's Auditor.

Annual Report and Accounts

The Directors acknowledge their responsibility for the preparation of the Annual Report and financial statements of the Company to ensure that these financial statements give a true and fair presentation in accordance with Hong Kong Companies Ordinance and the applicable accounting standards.

問責性與審核

財務報告

本公司年度及中期業績分別於年結日及中期期間結束後各自於四個月及三個月時限內按時刊發。

董事就財務報表所承擔的責任載列如下。下文與第33頁及第34頁獨立核數師報告內集團核數師確認其報告責任有所不同，但兩者應一併閱讀。

年報及賬目

董事確認其有責任為本公司編製年報及財務報表，以確保此等財務報表能根據香港公司條例及適用會計準則，真實而公平地呈列資料。

ACCOUNTABILITY AND AUDIT (Continued)

Accounting Policies

The Directors consider that in preparing the financial statements, the Group has applied appropriate accounting policies that are consistently adopted and made judgements and estimates that are reasonable and prudent in accordance with the applicable accounting standards.

Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which disclose the financial position of the Group upon which financial statements of the Group could be prepared in accordance with the Group's accounting policies.

Safeguarding Assets

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities within the Group.

Going Concern

The Directors, having made appropriate enquiries, are of the view that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for the Group to adopt the going concern basis in preparing the financial statements.

INTERNAL CONTROL

The Board has an overall responsibility for maintaining a sound and effective internal control system (the "System") of the Group. The System is designed not only to achieve the Group's objectives with facilitating an effective and efficient business operation to ensure a reliable financial reporting and compliance with applicable rules and regulations, but also to provide reasonable, but not absolute, assurance on preventing material misstatement or loss as well as managing and minimizing risks of failure in operational system.

問責性與審核(續)

會計政策

董事認為，集團在編製財務報表時應用一貫採納的適當會計政策，並根據適用的會計準則作出合理及審慎的判斷及評估。

會計記錄

董事負責確保集團保存可披露集團的財政狀況的會計記錄，而此等記錄，讓集團得以按照集團的會計政策編製財務報表。

保護資產

董事負責採取一切合理及必要的措施保護集團資產，並防範及查察集團內的詐騙行為及其他違規事項。

持續營運

經適當的查詢後，董事認為集團擁有足夠資源在可見未來繼續營運，因此集團適宜採納持續營運的基準來編製財務報表。

內部控制

董事會負全責維持集團穩健而有效之內部監控系統(「系統」)。此系統旨在透過促進有效及高效之業務運作，確保可靠之財務報告及確保遵守各項適用法律法規以達致集團目標，同時亦旨在提供合理(但非絕對)保證，以防範重大失實陳述或損失，以及理順及減低本集團營運系統失靈的風險。

INTERNAL CONTROL (Continued)

The Board should at least annually conduct a review on the effectiveness of the system including all relevant financial, operational and compliance controls and risk management functions.

The Directors, through the audit committee and the internal audit department, have continued to review the effectiveness of the Group's system of financial and non-financial controls. The system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. Controls are monitored by management review and by a programme of internal audits.

COMPLIANCE WITH THE CODE OF BEST PRACTICE

The Company has complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules throughout the year ended 31 December 2009, with deviations from code provisions A2.1 and A4.1 of the Code.

Code Provision A2.1

Under the code provision A2.1, the roles of Chairman and CEO should be separated and should not be performed by the same individual.

Upon completion of acquisition of Apollo Sub-Group during the year, Mr. Xu Guo Jun was appointed to replace Mr. Chau Kai Man as the CEO of the Company, and Mr. Chau Kai Man remained as the Chairman of the Company. The roles of Chairman and CEO were separated thereafter.

Code Provision A4.1

None of the existing non-executive directors is appointed for specific term. However, as the directors are subject to the retirement by rotation provisions under the bye-laws of the Company, the directors consider that sufficient measures have been in place to ensure that the Company's corporate governance practices are not less exacting than the Code.

內部控制(續)

董事會須至少每年對該系統(包括所有相關財務、營運及合規控制及風險管理功能)之有效性進行一次檢討。

董事一直透過審核委員會及其內部審計部檢討本集團財務及非財務監控系統是否有效。內部監控系統旨在管理而不能消除未能達成業務目標的風險，並可提供合理但非絕對的無重大錯誤陳述或虧損保證。監控措施由管理人員檢討及透過內部核數程序進行監督。

遵守最佳應用守則

於截至二零零九年十二月三十一日止年度，本公司一直遵守上市規則附錄十四所載之企業管治常規守則(「守則」)，惟偏離守則之守則條文A2.1及A4.1。

守則條文A2.1

根據守則條文A2.1，主席與行政總裁之角色應有區分，並不應由一人同時兼任。

收購Apollo附屬集團完成後，徐國俊先生已獲委任為本公司之行政總裁，接替周啟文先生之職務，而周啟文先生仍為本公司之主席。於有關委任後，主席與行政總裁之角色已有所區分。

守則條文A4.1

現任非執行董事均並非按指定任期委任。然而，由於董事需根據本公司細則之有關條文輪席退任，故董事認為已有足夠措施以確保本公司之企業管治常規與企管守則同樣嚴謹。

EXECUTIVE DIRECTORS

Mr. Chau Kai Man, aged 53, is the chairman of the Company and is responsible for overseeing the Group's business operations and strategic development. Mr. Chau resigned as CEO of the Company since November 2009. Mr. Chau has over 20 years' experience in sales and marketing and around eight years' experience in company secretarial matters. Prior to joining the Group, he worked as a sales director of a textile company. Mr. Chau joined the Group in 2007.

Mr. Xu Guo Jun, aged 38, is the CEO of the Group since November 2009. Mr. Xu obtained a degree in Economics from Xiamen University in 1993. Mr. Xu has over 10 years of experience in international trading of minerals and chemical products. Before joining the Group and Apollo Sub-Group, Mr. Xu was the head of International Logistics and Procurement Department of GS-Solar Fujian Company Limited ("GS-Solar Fujian") for one year and before that, he was the head of the International Trading Department of Fujian Minerals Trading Company for more than ten years.

Mr. Peng Li Bin, aged 44, is the chairman of Apollo Sub-Group. Mr. Peng obtained a degree in Economics from Hunan Finance and Economics Institute (currently known as Hunan University) in 1989. Mr. Peng has over 10 years of experience in the power generation industry in the PRC. Before joining the Apollo Group, Mr. Peng was the President of the Administrative Department of GS-Solar Fujian for around two years, and has previously held various positions in a number of power companies, namely, the vice economist and assistant to the Chief of Guangdong Electric Power Plant.

Mr. Lee Kin Fai, aged 37, is the financial controller and company secretary of the Company. Mr. Lee is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. He holds a Master degree in Business Administration from the University of Manchester, UK. Prior to joining the Company, he worked in a Listed Company on the Main Board of the Stock Exchange and an international accounting firm. He has more than 10 years' experience in accounting, audit and taxation field. Mr. Lee joined the Group in 2004.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wu Tak Lung, aged 44, is a fellow member of The Association of Chartered Certified Accountants, The Hong Kong Institute of Chartered Secretaries and The Taxation Institute of Hong Kong. Mr. Wu is also a full member of the Hong Kong Securities Institute and an associate member of The Hong Kong Institute of Certified Public Accountants. He is also an independent non-executive director of Neo-Neon Holdings Limited (1868), China Water Industry Group Limited (1129), Finet Group Limited (8317), Aupu Group Holding Company Limited (477) and iMerchants Limited (8009). He is currently a director and Head of Investment Banking of CSC Asia Limited.

執行董事

周啟文先生，53歲，為本公司主席負責監督集團的業務及策略發展。周先生於二零零九年十一月退任行政總裁。周先生於銷售及市場推廣方面擁有超過20年經驗，並擁有約八年經驗公司秘書經驗。於加入本集團前，他曾於一間紡織公司任職銷售總監。周先生於二零零七年加入本集團。

徐國俊先生，38歲，徐先生於二零零九年十一月獲委任為本集團之行政總裁。徐先生於一九九三年畢業於廈門大學，取得經濟學學位。徐先生於礦產及化學品之國際貿易擁有逾十年經驗。於加入本集團及Apollo附屬集團前，徐先生曾擔任福建鈞石能源有限公司（「福建鈞石」）國際物流及採購部總監一職，任期為一年。在此之前，他曾任福建五金礦產進出口公司國際貿易部之主管，任期逾十年。

彭立斌先生，44歲，為Apollo附屬集團之主席。彭先生於一九八九年在湖南財經學院（現稱為湖南大學）取得經濟學學位。彭先生於中國電力行業擁有逾十年經驗。於加入Apollo集團前，彭先生曾擔任福建鈞石附屬行政部總裁一職，任期約為兩年，彼曾在多間電力公司任職多個不同職位，包括於廣東省電力一局出任副總經濟師及局長助理。

李健輝先生，37歲，本公司財務總監及公司秘書。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。他持有英國 University of Manchester 工商管理碩士學位。在加入本公司前，李先生曾於一間在聯交所之主板上市公司及一間國際會計師事務所任職。李先生擁有超過十年會計、審計及稅務經驗。彼於二零零四年加入本集團。

獨立非執行董事

吳德龍先生，44歲，為英國特許公認會計師公會、香港特許秘書公會及香港稅務學會資深會員。吳先生亦為香港證券專業學會之正式會員，及香港會計師公會會員。吳先生亦為真明麗控股有限公司(1868)，中國水業集團有限公司(1129)，財華社集團有限公司(8317)，奧普集團控股有限公司(477)及菱控有限公司(8009)之獨立非執行董事。吳先生現時為群益亞洲有限公司投資銀行部主管及董事。

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Jiang Zhesheng, aged 69, is appointed as an Independent Non-executive Director. Mr. Jiang is the Secretary General of the National Electricity Technology Market Association, a professor grade senior engineer and a senior member of the Chinese Society for Electrical Engineering. He had held various senior positions in the Technology Division of Ministry of Water Resources and Electricity, the Technology Division of Ministry of Energy, the Technology Division of Ministry of Electricity and the Environmental Technology Division of the State Electricity Corporation in the past 20 years.

Mr. Chow King Lok, aged 63, is currently a registered technical director of Hong Kong Building Department, a committee member of Hong Kong Shatin Industries and Commerce Association Ltd., and a director of an engineering company. He has a bachelor degree in Mechanical Engineering from Cheng Kung University, Taiwan.

SENIOR MANAGEMENT

Dr. Li Yuan-Min, aged 51 is the chief technology officer of the Apollo Sub-Group. Dr. Li graduated in modern physics from University of Science and Technology of China in 1982 and obtained a master's degree in physics from Harvard University in 1984 and obtained Ph.D. in applied physics from Harvard University in 1989. Dr. Li has over 26 years of experience in international thin film materials preparation, characterisation and deposition technologies, PV devices design, synthesis, analysis and optimisation, large-area PV module manufacturing and related process engineering, displays and optoelectronic devices and materials. Dr. Li was also the president and chief technology officer of a thin film PV company in New Jersey, the United States of America and was a consultant to a number of PV companies in the PRC, Taiwan and the United States of America. Dr. Li joined the Group in 2009.

Mr. Yip Yun Kuen, aged 60, is the CEO of the toy business of the Group and has more than 30 years' experience in the toy industry. He is the co-founder of the Group. He holds a Master Degree in Science and is a member of The Institution of Engineering and Technology (UK) and a Industrial Fellow (2004-2006) of the University of Warwick (UK). Mr. Yip is the ex-president of The Toys Manufacturers' Association of Hong Kong.

Dr. Hui Ka Wah, Ronnie J.p., aged 46, is the chief financial officer of the Group. Dr. Hui is a specialist in Paediatrics. Dr. Hui is also a CFA Charterholder and holds a MBA degree conferred by Universitas 21 Global. Dr. Hui joined the Group in 2009.

獨立非執行董事(續)

江哲生先生，69歲，獲委任為獨立非執行董事。江先生為全國電力技術市場協會秘書長、教授級高級工程師及中國電機工程學會榮譽會員。彼於過往20年曾於水利電力部科技司、能源部科技司、電力部科技司及國家電力公司科技環保部擔任多個高級職位。

周景樂先生，63歲，現年六十歲，現為香港屋宇署註冊技術總監、香港沙田工商業聯合會有限公司委員會成員，以及一間工程公司之董事。彼持有台灣省立成功大學機械工程學士學位。

高級管理人員

李沅民博士，51歲，為Apollo附屬集團之首席技術總監。李博士於一九八二年畢業於中國科技大學現代物理學系，並分別在一九八四年及一九八九年於美國哈佛大學取得物理學碩士學位及應用物理學博士學位。李博士在國際薄膜材料製備，表徵和沉積技術，太陽能光伏設備的設計、合成、分析和優化，大面積光伏組件製造和相關工藝技術，顯示器，光電器件和材料擁有超過26年經驗。他曾擔任美國新澤西州其中一家薄膜光伏公司的總裁及首席技術總監，而彼亦曾經為中國國內，台灣及美國多間光伏公司擔任顧問。李博士於二零零九年加入本集團。

葉潤權先生，60歲，為本集團玩具業務之行政總裁。並擁有超過30年玩具業經驗。彼與其他人士共同創辦本集團。葉先生持有理科碩士學位並為英國工程及科技學會會員及英國華威大學之(2004-2006)工業院士。葉先生為前任香港玩具廠商會主席。

許家驊醫生 太平紳士，46歲，許醫生為本集團之首席財務官。許醫生為兒科專科醫生。彼亦持有執業財務分析員之資格，並獲Universitas 21 Global頒授工商管理碩士學位及持有特許財務分析師資格。許醫生於二零零九年加入本集團。



To the members of Apollo Solar Energy Technology Holdings Limited

鉅陽太陽能技術控股有限公司
(formerly known as RBI Holdings Limited 紅發集團有限公司)
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Apollo Solar Energy Technology Holdings Limited (formerly known as RBI Holdings Limited) (the "Company") and its subsidiaries (collectively the "Group") set out on pages 35 to 175, which comprise the consolidated and company statements of financial position as at 31 December 2009, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with 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. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion 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.

致：鉅陽太陽能技術控股有限公司
(前稱紅發集團有限公司)
(於百慕達註冊成立之有限公司)
全體股東

本核數師行已審核列載於第35頁至第175頁之鉅陽太陽能技術控股有限公司(前稱紅發集團有限公司)(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，此財務報表包括於二零零九年十二月三十一日之綜合及公司財務狀況表與截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量報表，以及主要會計政策概要及其他附註解釋。

董事就財務報表之責任

貴公司董事須根據香港會計師公會頒佈之香港財務報告準則及按照香港公司條例的披露規定，負責編製並真實公平地呈列財務報表。此責任包括設計、實施及維持與編製並真實公平地呈列財務報表有關之內部監控，以使財務報表不存在由欺詐或錯誤而導致之重大錯誤陳述；選擇及應用適當之會計政策；以及按情況作出合理之會計估計。

核數師之責任

本核數師行之責任是根據吾等之審核，對該等財務報表作出意見，並按照百慕達一九八一年公司法第90條，僅向作為整體股東報告，除此之外本報告不可用作其他用途，本行不會就本報告內容向任何其他人士作出承擔或負上任何責任。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

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APOLLO SOLAR ENERGY TECHNOLOGY HOLDINGS LIMITED
鉅陽太陽能技術控股有限公司

ANNUAL REPORT 2009 二零零九年報

AUDITORS' RESPONSIBILITY (Continued)

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

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

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

OPINION

In our opinion, the 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 2009 and of the Group's loss 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.

Grant Thornton

Certified Public Accountants
6th Floor, Nexus Building
41 Connaught Road Central
Hong Kong

21 April 2010

核數師之責任(續)

本核數師行已按照香港會計師公會所頒佈之香港審計準則進行審核工作。該等準則要求本核數師行遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

審核涉及執行情序以取得與財務報表所載金額及披露事項有關的審核憑證。所選定的程序取決於核數師的判斷，包括評估由欺詐或錯誤而導致財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師將考慮與公司編製並真實公平地呈列財務報表有關的內部監控，以設計適當審核程序，但並非為對公司內部監控效能發表意見。審核亦包括評價董事所採用之會計政策之適合性及所作出之會計估計之合理性，並就財務報表的整體呈列作出評估。

本核數師行相信，本行所獲得之審核憑証乃充足及適當地為本行之審核意見提供基礎。

意見

本核數師行認為，綜合財務報表均真實公平地反映 貴集團於二零零九年十二月三十一日結算時之財務狀況及貴集團截至該日止年度之虧損及現金流量，並已按照香港財務報告準則之規定及香港公司條例的披露規定妥善編製。

均富會計師行

執業會計師
香港
干諾道中41號
盈置大廈6樓

二零一零年四月二十一日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Revenue	收入	5	717,442	511,810
Cost of sales	銷售成本		(566,337)	(450,160)
Gross profit	毛利		151,105	61,650
Other income	其他收入	7	4,354	3,207
Revaluation gain on investment properties	投資物業 重估收益	17	1,746	—
Selling and distribution costs	分銷費用		(30,697)	(31,818)
Administrative expenses	行政費用		(126,054)	(81,725)
Development costs	發展費用		(4,263)	—
Net loss on disposal of equity interests in subsidiaries	出售附屬公司股本權益 淨虧損	35	(83,187)	—
Operating loss	經營虧損		(86,996)	(48,686)
Finance costs	財務費用	8	(22,403)	(605)
Loss before income tax	所得稅前虧損	9	(109,399)	(49,291)
Income tax expense	所得稅務開支	10	(15,095)	(6,386)
Loss for the year	本年度虧損		(124,494)	(55,677)
Other comprehensive income, including reclassification adjustments	其他全面收益， 包括重分類調整			
Reversal of exchange reserve upon disposal of a subsidiary	出售附屬公司時沖回 匯兌儲備	35	(13,451)	—
Exchange (loss) /gain on translation of financial statements of foreign operations	換算海外業務財務報表 之匯兌(虧損)/收益		(590)	8,917
Other comprehensive income for the year, including reclassification adjustments	其他全面收益， 包括重分類調整		(14,041)	8,917
Total comprehensive income for the year	本年度全面收益 總額		(138,535)	(46,760)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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APOLLO SOLAR ENERGY TECHNOLOGY HOLDINGS LIMITED
鉅陽太陽能技術控股有限公司

ANNUAL REPORT 2009 二零零九年年報

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

			2009 二零零九年	2008 二零零八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Loss for the year attributable to:	應佔本年度虧損：			
Owners of the Company	本公司擁有人	11	(122,102)	(55,677)
Minority interest	少數股東權益		(2,392)	—
			(124,494)	(55,677)
Total comprehensive income attributable to:	應佔全面收益總額：			
Owners of the Company	本公司擁有人		(136,208)	(46,760)
Minority interest	少數股東權益		(2,327)	—
			(138,535)	(46,760)
			<i>HK Cents</i> 港仙	<i>HK Cents</i> 港仙 (Restated) (重列)
Loss per share for loss attributable to the owners of the Company during the year	本公司擁有人應佔年內虧損之每股虧損			
Basic	基本	12	(4.5)	(3.2)
Diluted	攤薄	12	N/A 不適用	N/A 不適用

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

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As at 31 December 2009

於二零零九年十二月三十一日

			2009 二零零九年	2008 二零零八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
ASSETS AND LIABILITIES	資產與負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	112,267	174,319
Prepaid lease payments for land	預付土地租金	16	26,768	43,728
Investment properties	投資物業	17	30,000	—
Goodwill	商譽	19	7,882,953	—
Intangible assets	無形資產	20	435,441	—
Deferred tax assets	遞延稅項資產	30	6,686	9,196
			8,494,115	227,243
Current assets	流動資產			
Prepaid lease payments for land	預付土地租金	16	932	1,064
Inventories	存貨	21	225,742	112,169
Trade and other receivables	貿易及其他應收款項	22	211,530	52,341
Bills receivable	應收票據	23	3,574	2,486
Deposits and prepayments	按金及預付款項		12,143	5,206
Financial assets at fair value through profit or loss	按公平值列賬於損益之金融資產	24	3,806	—
Pledged bank deposits	已抵押銀行存款	25	864	—
Cash and bank balances	現金及銀行結存	25	153,637	51,770
			612,228	225,036
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	26	55,085	24,431
Bills payable	應付票據	27	711	—
Deposits and accruals	按金及應計費用	28	210,898	38,028
Tax payable	應付稅項		49,740	3,175
			316,434	65,634
Net current assets	流動資產淨額		295,794	159,402
Total assets less current liabilities	資產總額減流動負債		8,789,909	386,645

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2009

於二零零九年十二月三十一日

			2009 二零零九年	2008 二零零八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	29	2,802,885	—
Deferred tax liabilities	遞延稅項負債	30	82,881	4,008
			2,885,766	4,008
Net assets	資產淨額		5,904,143	382,637
Equity	權益			
Share capital	股本	31	11,532	39,726
Reserves	儲備		5,713,654	342,911
Equity attributable to Company's owners	本公司擁有人應佔權益		5,725,186	382,637
Minority interest	少數股東權益		178,957	—
Total equity	權益總額		5,904,143	382,637

Chau Kai Man
周啟文
Director
董事

Xu Guo Jun
徐國俊
Director
董事

STATEMENT OF FINANCIAL POSITION

財務狀況表

As at 31 December 2009

於二零零九年十二月三十一日

			2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
		Notes 附註		
ASSETS AND LIABILITIES	資產與負債			
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	18	8,377,358	107,146
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項	18	73,505	169,807
Deposits and prepayments	按金及預付款項		3,640	88
Tax recoverable	可退回稅項		—	126
Cash and bank balances	現金及銀行結存	25	669	4
			77,814	170,025
Current liabilities	流動負債			
Deposits and accruals	按金及應計費用	28	1,698	64
Tax payable	應付稅項		56	—
			1,754	64
Net current assets	流動資產淨額		76,060	169,961
Total assets less current liabilities	資產總額減流動資產		8,453,418	277,107
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	29	2,802,885	—
Net assets	淨資產		5,650,533	277,107
Equity	資本			
Share capital	股本	31	11,532	39,726
Reserves	儲備	33	5,639,001	237,381
Total equity	資本總額		5,650,533	277,107

Chau Kai Man
周啟文
Director
董事

Xu Guo Jun
徐國俊
Director
董事

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量報表

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cash flow from operating activities	經營業務現金流量			
Loss before income tax	稅前虧損		(109,399)	(49,291)
Adjustments for:	調整：			
Interest expense	利息支出	8	22,403	605
Interest income	利息收入	7	(251)	(397)
Amortisation of prepaid lease payments for land	預付土地租金攤銷		932	1,064
Amortisation of intangible assets	無形資產攤銷		19,627	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊		27,766	28,149
Revaluation gain on investment properties	投資物業重估利益		(1,746)	—
Equity settled share based payment expenses	權益結算股份支付款項		39,137	—
Net loss on disposal of equity interests in subsidiaries	出售附屬公司股本權益利益之淨虧損	35	83,187	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損		1,523	459
Gain on disposal of prepaid lease payments for land	出售預付土地租金之收入		(117)	—
Allowance for doubtful debts	壞帳準備		—	2,917
Bad debts recovery	壞帳收回		(1,027)	—
Allowance for slow moving inventories	滯銷存貨準備		—	19,061
Reversal of allowance for slow moving inventories	滯銷存貨準備撥回		(4,972)	—
Fair value gains on financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產		(455)	—
Operating profit before working capital changes	營運資金變動前之經營現金流量		76,608	2,567
Changes in inventories	存貨變動		291,392	29,481
Increase in trade and other receivables	貿易及其他應收款項增加		(50,524)	(1,246)
(Increase)/Decrease in bills receivable	應收票據(增加)/減少		(1,088)	3,536
Increase in deposits and prepayments	按金及預付款項增加		(6,213)	(303)
Decrease in trade and other payables	貿易及其他應付款項減少		(313,843)	(4,224)
Increase in bills payable	應付票據增加		568	—
Increase in deposits and accruals	按金及應計費用增加		67,803	136
Cash generated from operations	經營活動產生之現金		64,703	29,947
Income tax paid	已付稅項		(1,510)	(1,824)
Interest paid	已付利息		(27)	(605)
Net cash generated from operating activities	經營業務產生之現金淨額		63,166	27,518

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量報表

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cash flow from investing activities	投資項目現金流量			
Interest received	已收利息		251	397
Purchase of property, plant and equipment	增購物業、廠房及設備		(14,338)	(6,745)
Purchase of investment properties	增購投資物業		(28,254)	—
Acquisition of subsidiaries	收購附屬公司	34	29,892	—
Changes in pledged bank deposits	已抵押銀行存款變動		2,794	—
Purchase of trading securities	增購貿易證券		(40,369)	—
Proceeds from sales of trading securities	出售貿易證券		37,018	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		601	13
Proceeds from sales of investment properties	出售投資物業所得款項		—	12,542
Proceeds from disposal of prepaid lease payments for land	出售預付土地租金		537	—
Proceeds received from minority shareholders	出售少數股東收益		71,000	—
Net cash generated from investing activities	投資項目之現金收入淨額		59,132	6,207
Cash flow from financing activities	融資項目現金流量			
Shares repurchases	股份購回		(81,970)	—
Repayment of bank loans	償還銀行貸款		—	(40,000)
Proceeds from issuance of share capital	發行股本所得款項		63,561	34,980
Share issue expenses	股份發行支出		(1,589)	(973)
Net cash used in financing activities	融資項目之現金使用淨額		(19,998)	(5,993)
Net increase in cash and cash equivalents	現金及現金等價物之增加淨額		102,300	27,732
Cash and cash equivalents at beginning of the year	年初之現金及現金等價物		51,770	24,038
Effect of foreign exchange rate changes	海外匯兌匯率變動影響		(433)	—
Cash and cash equivalents at end of the year	年終之現金及現金等價物		153,637	51,770
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘之分析			
Cash and bank balances	現金及銀行結存	25	153,637	51,770

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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		Attributable to owners of the Company 公司擁有人應佔												
		Share capital 股本 HK\$'000 千港元	Share premium account 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Contributed surplus 實收盈餘 HK\$'000 千港元	Convertible bonds equity reserve 可換取債券權益儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits/(Accumulated losses) 留存溢利/(累計虧損) HK\$'000 千港元	Total 合計 HK\$'000 千港元	Minority interest 少數股東權益 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	33,126	96,254	6,203	40,269	—	—	25,575	—	193,963	395,390	—	395,390	
Issue of shares (note 31(i))	發行股份 (附註31(i))	6,600	28,380	—	—	—	—	—	—	—	34,980	—	34,980	
Share issue expense	股份發行費用	—	(973)	—	—	—	—	—	—	—	(973)	—	(973)	
Transactions with owners	與擁有人之交易	6,600	27,407	—	—	—	—	—	—	—	34,007	—	34,007	
Loss for the year	本年虧損	—	—	—	—	—	—	—	—	(55,677)	(55,677)	—	(55,677)	
Other comprehensive income	其他全面收益	—	—	—	—	—	—	—	—	—	—	—	—	
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表匯兌收益	—	—	—	—	—	—	8,917	—	—	8,917	—	8,917	
Total comprehensive income for the year	本年全面收益總額	—	—	—	—	—	—	8,917	—	(55,677)	(46,760)	—	(46,760)	
At 31 December 2008	於二零零八年十二月三十一日	39,726	123,661	6,203	40,269	—	—	34,492	—	138,286	382,637	—	382,637	
At 1 January 2009	於二零零九年一月一日	39,726	123,661	6,203	40,269	—	—	34,492	—	138,286	382,637	—	382,637	
Capital reorganisation (note 31(iii))	資本重組 (附註31(iii))	(38,136)	(123,661)	—	—	161,797	—	—	—	—	—	—	—	
Issue of new shares upon open offer (note 31(iv))	以公開招股發行新股 (附註31(iv))	6,356	57,205	—	—	—	—	—	—	—	63,561	—	63,561	
Share issue expenses (note 31(iv))	股份發行費用 (附註31(iv))	—	(1,589)	—	—	—	—	—	—	—	(1,589)	—	(1,589)	
Issue of share options to business consultants (note 32)	發行購股權予業務顧問 (附註32)	—	—	—	—	—	—	—	2,863	—	2,863	—	2,863	
Issue of consideration shares (note 31(v))	發行代價股份 (附註31(v))	2,791	1,125,418	—	—	—	—	—	—	—	1,128,209	—	1,128,209	
Issue of commission shares (note 31(vii))	發行佣金股份 (附註31(vii))	795	450,765	—	—	—	—	—	—	—	451,560	—	451,560	
Issue of convertible bonds (note 29)	發行可換取債券 (附註29)	—	—	—	—	3,886,118	—	—	—	—	3,886,118	—	3,886,118	
Issue of share options to consultants of Apollo Sub-Group (note 32)	發行購股權予Apollo附屬集團顧問 (附註32)	—	—	—	—	—	—	—	36,274	—	36,274	—	36,274	
Share repurchase and pending for cancellation (note 31(viii))	股份購回及撥入取消 (附註31(viii))	—	—	—	—	—	(81,970)	—	—	—	(81,970)	—	(81,970)	
Disposal of partial equity interest in a subsidiary (note 35(iii))	出售附屬公司股份股本權益 (附註35(iii))	—	—	—	—	—	—	—	—	—	—	181,284	181,284	
Transactions with owners	與擁有人之交易	(28,194)	1,508,138	—	—	161,797	3,886,118	(81,970)	—	39,137	5,485,026	181,284	5,666,310	
Loss for the year	本年度虧損	—	—	—	—	—	—	—	—	(122,102)	(122,102)	(2,392)	(124,494)	
Other comprehensive income, including reclassification adjustments	其他全面收益，包括重分類調整	—	—	—	—	—	—	—	—	—	—	—	—	
Reversal of exchange reserve upon disposal of a subsidiary (note 35)	出售附屬公司時沖回匯兌儲備 (附註35)	—	—	—	—	—	—	(13,451)	—	—	(13,451)	—	(13,451)	
Exchange loss on translation of financial statements of foreign operations	換算海外業務報表之匯兌虧損	—	—	—	—	—	—	(655)	—	—	(655)	65	(590)	
Total comprehensive income for the year	本年全面收益總額	—	—	—	—	—	—	(14,106)	—	(122,102)	(136,208)	(2,327)	(138,535)	
Reversal of capital reserve upon disposal of a subsidiary (note 35)	出售附屬公司時沖回資本儲備 (附註35)	—	—	—	(6,269)	—	—	—	—	—	(6,269)	—	(6,269)	
Appropriation to capital reserve (note 33(i))	撥入資本儲備 (附註33(i))	—	—	—	17,105	—	—	—	—	(17,105)	—	—	—	
At 31 December 2009	於二零零九年十二月三十一日	11,532	1,631,799	6,203	51,105	161,797	3,886,118	(81,970)	20,386	39,137	5,725,186	178,957	5,904,143	

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1. GENERAL INFORMATION

Apollo Solar Energy Technology Holdings Limited (the "Company") was incorporated in Bermuda as an exempted company with limited liability. The address of its registered office is Clarendon House, Church Street, Hamilton HM11, Bermuda and its principal place of business is 7/F, Tower 1, 75 Mody Road, Tsimshatsui East, Hong Kong. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Pursuant to the special resolution passed on 23 November 2009 and with the approval of the Registrar of Companies of Bermuda given on 27 November 2009, the name of the Company was changed from "RBI Holdings Limited" to "Apollo Solar Energy Technology Holdings Limited" and the adoption of the Chinese name "鉑陽太陽能技術控股有限公司" for identification purpose only to replace the existing Chinese name "紅發集團有限公司" effective on 25 November 2009.

On 25 November 2009, the Company had completed the acquisition of Apollo Precision Limited ("Apollo Precision") and its subsidiaries (collectively "Apollo Sub-Group") (the "Acquisition"). The principal activities of Apollo Sub-Group are manufacturing of equipment and turnkey production lines for the manufacturing of silicon based thin film solar photovoltaic modules in the People's Republic of China (the "PRC").

The principal activities of the Company and its subsidiaries (collectively the "Group") after the Acquisition include manufacturing of equipment and turnkey production lines for manufacturing of silicon based thin film solar photovoltaic modules, the design, manufacture and sale of toys, production of hybrid bus accessories and property investment. The Group's operations are based in Hong Kong and the PRC. Details of the principal subsidiaries are set out in note 18 to the financial statements.

The financial statements for the year ended 31 December 2009 were approved for issue by the board of directors on 21 April 2010.

1. 一般資料

鉑陽太陽能技術控股有限公司(「本公司」)於百慕達註冊成立為獲豁免有限公司，本公司註冊辦事處為Clarendon House, Church Street, Hamilton HM11, Bermuda及主要營業地點為香港尖沙咀東部麼地道75號南洋商業中心1座7樓。本公司股份在香港聯合交易所有限公司(「聯交所」)上市。

根據於二零零九年十一月二十三日通過之特別決議案及百慕達公司註冊處處長於二零零九年十一月二十七日發出之批准，本公司之名稱由「RBI Holdings Limited」更改為「Apollo Solar Energy Technology Holdings Limited」，以及採納中文名稱「鉑陽太陽能技術控股有限公司」(僅供識別)，以取代現有中文名稱「紅發集團有限公司」，已於二零零九年十一月二十五日生效。

於二零零九年十一月二十五日，本公司已完成收購Apollo Precision Limited(「Apollo Precision」)及其附屬公司(統稱「Apollo附屬集團」)(「收購」)。Apollo附屬集團之主要業務為於中華人民共和國(「中國」)製造矽基薄膜太陽能光伏組件製造用設備及組裝完備生產線。

本公司及其附屬公司(統稱「本集團」)於收購後之主要業務包括製造矽基薄膜太陽能光伏組件製造用設備及組裝完備生產線、設計、生產及銷售玩具、製造混合動力巴士配件及物業投資。本集團以香港及中國為營運基地。主要附屬公司之詳情載於財務報表附註18。

截至二零零九年十二月三十一日止年度之財務報表已於二零一零年四月二十一日獲董事會批准刊發。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements on pages 35 to 175 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s financial statements, if any, are disclosed in note 3.

The financial statements have been prepared on the historical cost basis except for investment properties and financial assets at fair value through profit or loss which are stated at fair values.

The measurement bases are fully described in the accounting policies below.

2. 主要會計政策概要

2.1 編製基準

載於35至175頁之財務報表已按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」,包括所有適用之個別香港財務報告準則、香港會計準則及詮釋)編製。財務報表亦載有香港公司條例及聯交所證券上市規則(「上市規則」)規定之適用披露事項。

編製本財務報表所使用之主要會計政策概述如下。除另有指明外,該等政策已於所呈報的各個年度貫徹採用。新訂或經修訂香港財政報告準則之採納及對本集團財務報表之影響(如有)於附註3披露。

財務報表已按照歷史成本基準編製,惟投資物業及按公平值於損益列賬之金融資產乃按公平值列賬。

計量基準於下文之會計政策全面闡述。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (see note 2.3) made up to 31 December each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Minority interests represents the portion of the profit or loss and net assets of a subsidiary attributable to equity interests that are not owned by the Group and are not the Group's financial liabilities.

2. 主要會計政策概要(續)

2.1 編製基準(續)

謹請留意編製財務報表時已運用會計估計及假設。雖然該等估計乃由管理人員根據其對現時事件或行動深入了解及判斷而作出，惟事實結果最終可能與估計有所出入。涉及重大或複雜程度較高之判斷，或對本財務報表具有重大影響之假設和估計在附註4中披露。

2.2 綜合基準

綜合財務報表包括本公司及其附屬公司(見附註2.3)每年截至十二月三十一日之財務報表。

附屬公司於控制權轉移至本集團當日起綜合入賬，並於控制權終止當日起停止綜合入賬。

集團公司之間於交易時之集團內交易、結餘及未變現收益，已於編製綜合財務報表時對銷。集團內部資產銷售之未變現虧損於綜合賬目時撥回，而相關資產亦會從本集團之角度進行減值測試。附屬公司財務報表內所報告之金額已於需要時作出調整，以確保與本集團採納之會計政策一致。

少數股東權益指並非由本集團擁有之股本權益(及並非本集團財務負債)所佔之附屬公司損益及資產淨值之部分。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Basis of consolidation (Continued)

Minority interests are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the owners of the Company. Profit or loss attributable to the minority interests are presented separately in the consolidated statement of comprehensive income as an allocation of the Group's results. Where losses applicable to the minority exceeds the minority interests in the subsidiary's equity, the excess and further losses applicable to the minority are allocated against the minority interests to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses. Otherwise, the losses are charged against the Group's interests. If the subsidiary subsequently reports profits, such profits are allocated to the minority interests only after the minority's share of losses previously absorbed by the Group has been recovered.

2.3 Subsidiaries

Subsidiaries are entities (including special purpose entities) over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

2. 主要會計政策概要(續)

2.2 綜合基準(續)

少數股東權益於綜合財務狀況表之權益中呈列，且獨立於本公司擁有人應佔權益。少數股東權益應佔損益於綜合全面收益表獨立呈列為本集團業績之分配。倘少數股東應佔虧損超出少數股東於附屬公司股本之權益，則超出部分及少數股東所進一步承擔之虧損於少數股東權益中扣除，除非少數股東承擔具約束力之責任並有能力作出額外投資以填補虧損，則虧損在本集團權益中扣除。倘該附屬公司其後錄得溢利，則僅於本集團先前承擔之少數股東權益應佔虧損獲填補後，該等溢利方分配至少數股東權益。

2.3 附屬公司

附屬公司為本集團有權控制其財務及營運決策，以從其業務活動中獲益之實體(包括特別目的實體)。於評估本集團是否控制另一實體時，現時可行使或可兌換之潛在表決權之存在及影響均會考慮在內。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Subsidiaries (Continued)

In consolidated financial statements, acquisition of subsidiaries (other than those under common control) is accounted for by applying the purchase method. This involves the estimation of fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated statement of financial position at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

2.4 Foreign currency translation

The financial statements are presented in Hong Kong Dollars (HK\$), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

2. 主要會計政策概要(續)

2.3 附屬公司(續)

於綜合財務報表內，收購附屬公司（受共同控制者除外）利用收購法列賬。此涉及估計所有可識別資產及負債（包括附屬公司之或然負債）於收購日期之公平值，而不論有關資產及負債於收購前是否已於附屬公司之財務報表列賬。於初步確認時，附屬公司之資產及負債按其公平值計入綜合財務狀況表，並用作其後按本集團會計政策計量之基準。

於本公司之財務狀況表內，附屬公司按成本減任何減值虧損入賬，惟附屬公司為持作出售或計入出售組別中則除外。附屬公司之業績由本公司按於報告日期已收及應收股息之基準列賬。從接受投資公司之收購前或收購後溢利收取之所有股息，一概於本公司之損益確認。

2.4 外幣換算

本財務報表乃以港元(港元)呈列，此亦乃本公司之功能貨幣。

於綜合實體之個別財務報表內，外幣交易均按交易當日匯率換算為個別實體之功能貨幣。於報告日，以外幣列值之貨幣資產及負債乃按結算日之現行匯率換算。因結算該等交易及於報告日重新換算外幣資產及負債，其外幣匯率為年終匯率，而產生的外匯收入及虧損於收益表確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Foreign currency translation (Continued)

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into Hong Kong dollars. Assets and liabilities have been translated into Hong Kong dollars at the closing rates at the reporting date. Income and expenses have been converted into Hong Kong dollars at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity. Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1 January 2005 have been treated as assets and liabilities of the foreign operation and translated into Hong Kong dollars at the closing rates. Goodwill arising on the acquisitions of foreign operations before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

2. 主要會計政策概要(續)

2.4 外幣換算(續)

以外幣計值並按公平值列值之非貨幣項目，按釐定公平值當日的現行稅率重新換算，並作為公平值損益的一部份結算。按歷史成本計算以外幣列值之非貨幣項目不予重新換算。

於綜合財務報表中，原以本集團結算貨幣以外貨幣呈列的海外業務所有個別財務報表均已換算為港元。資產及負債已按結算日之收市匯率換算為港元。收入及支出按交易日的現行匯率或假設匯率沒有重大波幅下，則按申報期間之平均匯率換算為港元。任何因此程序產生之差額已確認於其他全面收益及於權益之匯兌儲備內分開處理。於二零零五年一月一日或之後因收購海外業務產生之商譽及公平值調整已作為該海外業務之資產及負債處理，並按收市匯率換算為港元。於二零零五年一月一日之前因收購海外業務而產生之商譽，乃按收購海外業務當日之適用外匯匯率換算。

當出售海外業務時，有關匯兌差額於損益中確認為銷售收益或虧損之部份。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Property, plant and equipment

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

Buildings held for own use which are situated on leasehold land, where the fair value of the buildings could be measured separately from the fair value of the leasehold land at the inception of the lease, other than factory under construction, are stated at cost less accumulated depreciation and any accumulated impairment losses.

Factory under construction is stated at cost less any accumulated impairment losses, and is not depreciated. Cost comprises the direct costs incurred during the periods of construction, installation and testing. Factory under construction is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Buildings held under leasing agreements are depreciated over their expected useful lives of 20 to 25 years or over the terms of lease, if shorter.

Depreciation on other assets is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Plant and machinery	5 to 10 years
Moulds and tools	3 to 5 years
Leasehold improvements, furniture, fixtures and equipment	4 to 5 years
Motor vehicles	4 to 5 years

2. 主要會計政策概要(續)

2.5 物業、廠房及設備

物業、廠房及設備乃按其購入價減累計折舊及減值虧損。

以經營租賃形式擁有的土地上的自用房屋，而該項租用地及房屋於本集團獲取租約時能可靠地分攤土地及房屋之公平價值，除在建廠房外，均按其購入價減累計折舊及累計減值虧損。

在建廠房乃按成本減累積減值虧損列賬及不予折舊。成本包括建設安裝及測試之直接成本。在建廠房乃於建成及可投入使用時重新歸類至適用之物業、廠房及投資類別。

樓宇持有租賃合約乃以其估計可用年期二十至二十五年或按土地租約年期兩者之較短者折舊。

其他資產乃按估計可用年期及扣除估計剩餘價值後，按其成本以直線法按下列年率予以折舊：

廠房及機器	五至十年
工模及工具	三至五年
裝修、傢俬裝置及設備	四至五年
汽車	四至五年

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Property, plant and equipment (Continued)

The assets' residual values, depreciation method and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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

2.6 Leasehold land and land use rights

Upfront payments made to acquire land held under an operating lease are stated at costs less accumulated amortisation and any accumulated impairment losses. The determination if an arrangement is or contains a lease and if the lease is an operating lease is detailed in note 2.15. Amortisation is calculated on a straight line basis over the term of the lease/right of use except where an alternative basis is more representative of the time pattern of benefits to be derived by the Group from use of the land.

2.7 Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

2. 主要會計政策概要(續)

2.5 物業、廠房及設備(續)

資產之剩餘價值，折舊方法及估計可用年期會於每一個報告日作出審閱。

棄置及出售之收益或虧損是按收入淨額及賬面值之差額，確認在損益表中。

期後成本僅會在項目相關之未來經濟利益可能會流入本集團及能可靠計量項目成本時，始視乎情況計入資產賬面值或確認為獨立資產。維修及保養等所有其他成本，均於其產生之財政期間自收益表扣除。

2.6 租賃土地及土地使用權

就收購根據經營租賃持有之土地所作出預付款項乃按成本減累計攤銷及任何累計減值虧損列賬。釐定一項安排是否屬於租賃或是否包含租賃以及該租賃是否屬於經營租賃之方式，乃於附註2.15詳述。攤銷乃於租期／使用權有效期內按直線基準計算，惟倘有另一種基準更能反映本集團自利用有關土地所產生收益之時間模式則除外。

2.7 投資物業

投資物業為租賃權益下擁有或持有之土地及／或樓宇，以賺取租金收入及／或用於資本增值目的。該等投資物業包括現時未能確定未來用途而持有之土地及物業興建或建設中而未來用途為投資物業。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Investment properties (Continued)

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease.

On initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at fair value, unless it is still in the course of construction or development at the reporting date and its fair value cannot be reliably determined at that time. Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property. The carrying amounts recognised at the reporting date reflect the prevailing market conditions at the reporting date.

Gains or losses arising from either changes in the fair value or the sale of an investment property is included in profit or loss for the period in which they arise.

2.8 Goodwill

Goodwill arising on acquisition of a subsidiary represents the excess of the cost of a business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. The cost of the business combination is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group, plus any costs directly attributable to the business combination.

2. 主要會計政策概要(續)

2.7 投資物業(續)

當集團持有以經營租賃物業權益以賺取租金收入或資本升值，則該權益歸作及列賬為按個別物業基準持有之投資物業。如持有為財務租賃，則分類為投資物業。

於初步確認時，投資物業乃按成本(包括任何直接應佔之開支)計量。於初步確認後，投資物業利用公平值模式計量。除該投資物業在結算日仍在建設或發展及公平值在該日無法可靠地計量。公平值乃外部專業評估師根據足夠經驗對位置及投資類別訂定的。在資產負債表確認帳面值乃反映於報告日之市場情況。

分別來自公平值改變及出售投資物業所帶來之收益及虧損，會於其發生當期包括在損益表內。

2.8 商譽

收購附屬公司所產生之商譽指業務合併成本超出本集團所佔被收購方之可識別資產、負債及或然負債淨公平值之部分。業務合併成本按本集團於交易當日所獲資產、所產生或承擔之負債以及所發行之股本工具之公平值總額，另加有關業務合併時所產生之任何直接應佔成本計量。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Goodwill (Continued)

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2.20).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in profit or loss.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

2.9 Intangible assets (other than goodwill) and research and development activities

Intangible assets (other than goodwill)

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use.

Intangible assets, other than goodwill, identified on business combination, are recognised at their fair values. These include technology know-how and customer contracts secured on the date of the acquisition. Technology know-how with finite useful lives are amortised on a straight-line basis from the date of the acquisition over ten years or remaining useful lives. Customer contracts secured on the date of the acquisition will be recognised as cost of goods sold when the revenue of the related customer contracts recognised.

2. 主要會計政策概要(續)

2.8 商譽(續)

商譽按成本減累計減值虧損列賬。商譽分配予現金產生單位，並每年作減值測試(參見附註2.20)。

倘本集團於被收購方之可識別資產、負債及或然負債之淨公平值之權益超出業務合併成本，任何超逾部分即時於損益確認。

其後出售附屬公司時，於釐定出售盈虧之金額時計入已資本化之商譽應佔金額。

2.9 無形資產(商譽除外)及研發活動

無形資產(商譽除外)

所收購無形資產初步按成本確認。於初步確認後，具有有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期之無形資產於估計可用年限內按直線法作攤銷撥備。無形資產一旦可供使用即開始攤銷。

因業務合併而識別之無形資產(商譽除外)乃按其公平值確認，包括於收購日期存在之專有技術及所獲合約。具有有限可使用年期之專有技術由收購日期起於十年或剩餘可使用年期內按直線基準攤銷。於收購日期所獲之合約將於有關銷售合約之收入獲確認時確認為已售出貨品之成本。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Intangible assets (other than goodwill) and research and development activities (Continued)

Research and development costs

Costs associated with research activities are expensed in profit or loss as incurred. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition criteria:

- (i) demonstration of technical feasibility of the prospective product for internal use or sale;
- (ii) there is intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through internal use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured

Direct costs include employee costs incurred on development activities along with an appropriate portion of relevant overheads. The costs of development of internally generated software, products or know-how that meet the above recognition criteria are recognised as intangible assets. They are subject to the same subsequent measurement method as acquired intangible assets.

All other development costs are expensed as incurred.

2. 主要會計政策概要(續)

2.9 無形資產(商譽除外)及研發活動(續)

研發成本

與研究活動有關之成本於產生時在損益中支銷。開發活動應佔直接成本在符合以下條件時確認為無形資產：

- (i) 供內部使用或出售之研發中產品顯示具有技術可行性；
- (ii) 有意完成無形資產並使用或將之出售；
- (iii) 證明本集團具備使用或出售無形資產之能力；
- (iv) 無形資產將可能透過內部使用或出售產生經濟利益；
- (v) 有足夠技術、財務及其他資源完成研發項目；
- (vi) 無形資產應佔費用能被可靠地計量。

直接成本包括開發活動產生之僱員成本及相關間接開支之適當部分。內部自行開發之軟件、產品或專有技術之成本於符合上述條件時確認為無形資產。該等資產其後之計量方法與所收購之無形資產相同。

所有其他開發成本在產生時支銷。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial assets

The Group's financial assets are classified into financial assets at fair value through profit or loss and loans and receivables.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

2. 主要會計政策概要(續)

2.10 金融資產

本集團的金融資產為貸款及應收款項。

管理層於初步確認時根據金融資產被收購之目的釐定金融資產之歸類，及(倘允許及適合)於每個報告日期重新評估該分類。

所有金融資產僅於本集團成為票據合約條文一方時確認。日常購買之金融資產於交易日確認。初步確認金融資產時，金融資產會以公平值計量，而倘投資並非按公平值列賬於損益表處理，則另加直接應佔之交易成本。

當收取投資現金流量之權利屆滿或擁有權的絕大部份風險及回報已轉讓時不再確認金融資產。

於各報告日，會對金融資產進行審閱，以評估是否存在任何減值的客觀證據。倘存在上述證據，則根據金融資產之分類釐定及確認減值虧損。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial assets (Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term, or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial assets may be designated at initial recognition as at fair value through profit or loss if the following criteria are met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; or

2. 主要會計政策概要(續)

2.10 金融資產(續)

按公平值於損益列賬之金融資產

按公平值於損益列賬之金融資產包括持作買賣金融資產。

倘金融資產購入作短期內銷售，或為以整體管理及近期有證據顯示出有短期獲利模式之可識別金融工具組合之一部分，則分類為持作買賣。衍生工具(包括獨立之內嵌式衍生工具)亦分類為持作買賣金融資產，除非有關衍生工具被指定為實際對沖工具或財務擔保合同。

倘一份合約包含一項或多項內嵌式衍生工具，則整份混合式合約將被指定為按公平值於損益列賬之金融資產，除非有關內嵌式衍生工具不會對現金流量構成重大變動，或有關衍生工具明顯被禁止拆分。

符合以下條件之金融資產可於初步確認時指定為按公平值於損益列賬：

- 有關指定能消除或大幅減低因按不同基準計量有關資產或確認其盈虧而產生之不一致處理情況；或

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial assets (Continued)

Financial assets at fair value through profit or loss (Continued)

- the assets are part of a group of financial assets which are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the group of financial assets is provided internally on that basis to the key management personnel; or
- the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions or using a valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's policies in note 2.18 to these financial statements.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

2. 主要會計政策概要(續)

2.10 金融資產(續)

按公平值於損益列賬之金融資產(續)

- 根據列明之風險管理策略，該等資產為一組受管理且其表現乃按公平值基準估值之金融資產之一部分，而有關該組金融資產之資料均按此基準向內部主要管理人員提供；或
- 該金融資產包含需獨立入賬之內嵌式衍生工具。

於初步確認後，計入此類別之金融資產按公平值計量，而公平值變動於損益內確認。公平值乃參考活躍市場交易或(倘並無活躍市場)使用估值技巧釐定。公平值收益或虧損並不包括該等金融資產所賺取之任何股息或利息。股息及利息收入乃根據本財務報表附註2.18所載之本集團政策確認。

貸款及應收款項

貸款及應收款項乃指並無於活躍市場報價且具固定或可釐定金額之非衍生工具金融資產。它們其後採用實際利率發按已攤銷成本減任何減值虧損計算。攤銷成本經計及任何收購折讓或溢價後計算，並包括屬於實際利率及交易成本之組成部分之各項費用。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial assets (Continued)

Impairment of financial assets

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets 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 into 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.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

2. 主要會計政策概要(續)

2.10 金融資產(續)

金融資產之減值

本集團之金融資產會於每個報告日檢討，以釐定有否客觀跡象顯示減值。

減值之客觀憑證包括本集團注意到以下一項或多項虧損事項之可觀察數據：

- 債務人有重大財務困難；
- 違反合約，例如拖欠或逾期償還利息或本金款項；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境重大改變而對債務人有不利影響；及
- 投資於股本工具之公平值大幅或長期下跌至低於其成本。

有關一組金融資產之虧損事項包括有可觀察數據顯示，來自該組金融資產之估計未來現金流之出現可計量之減少。該等可觀察數據包括但不限於應收賬款支付狀況之不利變動，以及有關欠款資產之國家或當地經濟狀況。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial assets (Continued)

Impairment of financial assets (Continued)

If such evidence exists, the impairment loss is measured and recognised as follows:

Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

2. 主要會計政策概要(續)

2.10 金融資產(續)

金融資產之減值(續)

倘有該等跡象，則有關減值虧損之計算及確認如下：

以攤銷成本入賬之金融資產

倘有客觀跡象顯示貸款及應收款項或持至到期投資按攤銷成本計出現減值虧損，虧損金額為資產之賬面值與估計日後現金流量(不包括尚未產生之日後信貸虧損)按該金融資產原本實際利率(即初步確認時計算之實際利率)折現現值間之差額計量。虧損金額會於減值產生之期間在收益表確認。

倘於其後期間，減值虧損金額減少，而有關減少客觀地關乎於確認減值後之事件，則早前確認之減值虧損將予撥回，惟於撥回減值當日金融資產之賬面值不得超逾倘無確認減值而原應釐定之攤銷成本。撥回金額於撥回產生之期間在收益表確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Inventories

Inventories are carried at the lower of cost and net realisable value. In the case of business combination, work-in-progress of customer contracts secured are recognised at fair value at the date of the acquisition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses.

(i) Turnkey production lines

Work in progress of turnkey production lines at the date of the acquisition are recognised at fair values. The fair values are determined at the prices of finished goods less the sum of (1) costs to complete, (2) costs of disposal and (3) a reasonable profit allowance for the completing and selling effort based on profit for similar finished goods.

(ii) Other inventories

Cost is determined using the first-in-first-out method, and in the case of work in progress and finished goods, comprise direct materials, direct labour and an appropriate proportion of overheads.

2.12 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

2. 主要會計政策概要(續)

2.11 存貨

存貨按成本及可變現淨值兩者之較低者入賬。倘為業務合併，所獲銷售合約之在製品於收購日期按公平值確認。可變現淨值為日常業務過程之估計售價減估計完成成本及適用銷售開支。

(i) 組裝完備生產線

於收購日期進行之組裝完備生產線乃按公平值確認。公平值之釐定乃使用製成品的價格減去(一)直至製成之成本，(二)棄置成本和(三)根據相似製成品釐定之合理溢利撥備以作完成和銷售工作。

(ii) 其他存貨

成本按先入先出法釐定，而在製品及製成品之成本包括直接原材料、直接勞工及間接開支之適當部分。

2.12 現金及現金等價物

現金及現金等價物包括銀行及手頭現金與原到期日期不超過三個月而可隨時兌換為已知金額現金且價值變動風險極低之銀行活期存款，該款項須於要求時償還，並為本集團現金管理之必要組成部分。就現金流量表之編制而言，現金及現金等價物包括須按要求償還並構成本集團現金管理一部分之銀行透支。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Financial liabilities

The Group's financial liabilities include convertible bonds, trade and other payables, bills payable and accruals.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised as an expense in accordance with the Group's accounting policy for borrowing costs (see note 2.22).

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

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

Convertible bonds

Convertible bonds that can be converted to equity share capital at the option of the holders, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

2. 主要會計政策概要(續)

2.13 金融負債

本集團之金融負債包括可換股債券、貿易應付款、其他應付款及按金及應計費用。

金融負債在本集團成為票據合約條文之訂約方時確認。根據本集團會計政策之借貸成本(見附註2.22)，所有與利息相關之開支均於損益表中確認為財務成本開支。

金融負債於負債項下責任獲解除、取消或到期時取消確認。

倘現有金融負債由同一貸款人按大致不同條款以另一項金融負債取代，或現有負債條款經大幅修改，則有關交換或修訂視作解除確認原有負債及確認新負債，而有關賬面值間之差額則於損益中確認。

可換股債券

倘於兌換時將予發行之股份數目及將予收取之代價價值當時並無改變，則可供持有人選擇兌換為股本之可換股債券列賬為包含負債部分及股本部分之複合金融工具列賬。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Financial liabilities (Continued)

Convertible bonds (Continued)

Convertible bonds issued by the Group that contain both financial liability and equity component are classified separately into respective liability and equity component on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts. The fair value of equity component of convertible bonds, representing the call option for conversion of the bonds into equity, is determined using the binomial model that takes into account factors specific to the convertible bonds, and is included in equity as equity component of convertible bond.

The liability component is subsequently carried at amortised cost using the effective interest method. The equity component will remain in equity until conversion or redemption of the bond.

When the bonds are converted, the equity component of convertible bonds and the carrying amount of the liability component at the time of conversion, are transferred to share capital and share premium as consideration for the shares issued. If the bonds are redeemed, the equity component of convertible bonds is released directly to retained profits.

Trade and other payables, bills payable and accruals

They are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

2. 主要會計政策概要(續)

2.13 金融負債(續)

可換股債券(續)

本集團發行之包含金融負債及股本部分之可換股債券於初步確認時分別分類為負債及股本部分。於初步確認時，負債部分之公平值乃使用類似非可換股債務之現行市場利率釐定。可換股債券股本部分之公平值(即將債券兌換為股本之認購期權)乃使用考慮可換股債券協議之特有因素之二項模式釐定，並作為可換股債券之股本部分計入股本。

負債部分其後使用實際利率法按攤銷成本列賬。股本部分將保留在股本內直至兌換或贖回債券為止。

倘債券獲兌換，可換股債券股本部分及負債部分於兌換時之賬面值轉撥至股本及股份溢價，作為已發行股份之代價。倘債券獲贖回，則可換股債券股本儲備直接撥入保留溢利。

應付及其他應付款項，應付款項及應計費用

它們初步乃按其公平值確認，其後使用實際利息法按攤銷成本計量。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Financial guarantees issued

A financial guarantee contract is a contract that requires the issuer (or the guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee 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 guarantee issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount i.e. the amount initially recognised less accumulated amortisation, where appropriate.

2. 主要會計政策概要(續)

2.14 作出財務擔保

財務擔保合約為要求發行人(或擔保人)作出特定付款，以付還持有人因特定欠款人未能按照債務文據條款於到期時付款所產生損失之合約。

倘本集團作出財務擔保，擔保之公平值初步於貿易及其他應付款項確認為遞延收入。倘就作出擔保已收或應收代價，有關代價會按適用於該類資產之本集團政策確認。倘無收取或應收代價，則於初步確認遞延收入時即時於收益表確認開支。

初步確認為遞延收入之擔保金額按擔保年期於收益表攤銷為所作出財務擔保之收入。此外，倘擔保持有人可能要求本集團履行擔保及有關向本集團索償金額預期超出現行賬面值(即初步確認金額減累計攤銷(倘適用))，則確認撥備。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Leases

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:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease;

2. 主要會計政策概要(續)

2.15 租賃

倘本集團釐定一項安排(不論由一宗交易或一系列交易組成)附有權利可於協定期間內使用一項特定資產或多項資產以換取一項或多項付款,則該安排為屬於或包含一項租約。該釐定乃根據對該安排之實質評估而作出,而不論該安排是否採取租約之法定格式。

(i) 租予本集團之資產分類

本集團根據租賃持有之資產,而其中絕大部份風險及擁有權利益均轉移至本集團之租約,乃分類為根據融資租賃持有之資產。不會向本集團轉移絕大部份風險及擁有權利益之租賃乃分類為經營租賃,但以下者例外:

- 根據原應符合投資物業定義的經營租賃持有,而按個別物業基準分類為投資物業的物業,及倘若分類為投資物業,則會按照猶如以融資租賃持有的方式入賬;

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.15 Leases (Continued)

2.15 租賃(續)

(ii) Operating lease charges as the lessee

(ii) 作為承租人之經營租賃費用

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to the profit or loss on a straight line basis over the lease terms except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

倘本集團擁有根據經營租賃持有之資產使用權，則按照租賃支付之款項按直線法於租期內自損益表扣除，惟倘出現其他基準更能代表租賃資產產生之利益模式除外。已收租金優惠作為所支付租金總淨額不可分割之一部份於損益表內確認。或然租金於產生之會計期間在損益表扣除。

(iii) Assets leased out under operating leases as the lessor

(iii) 作為出租人根據經營租賃租出之資產

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

經營租賃下的資產須按資產性質計量及呈列。所有涉及商議及安排經營租約所產生之直接費用均計入於該租約資產之賬面值及以確認租金收入之基準按租約期確認為開支。

Rental income receivable from operating leases is recognised in profit or loss on the straight-line method over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

經營租賃之應收租賃收入在租賃期所涵蓋之期間內，以直線法在損益表中確認；惟其他基準能更清楚地反映租賃資產所產生之收益模式除外。租賃優惠均在損益表中確認為累計應收租賃款項淨額之組成部分。或然租金在其賺取之會計期間內確認為收入。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Provision, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation 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.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

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 uncertain events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent liabilities are recognised in the course of the allocation of purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisation, if appropriate.

Probable inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets.

2. 主要會計政策概要(續)

2.16 撥備、或然負債及或然資產

倘本集團因過往事件而須承擔現有法定或推定責任，而履行該責任時有可能涉及經濟利益流失，並能可靠地衡量涉及金額，則確認有關撥備。若貨幣之時間價值乃屬重大，則撥備按履行該責任預計所需開支之現值列賬。

所有撥備於各結算日作出檢討並作出調整以反映當時之最佳估計。

倘若導致經濟利益流失之可能性不大，或未能可靠地衡量該責任之金額，該責任會披露為或然負債，除非導致經濟利益流失之可能性極低。潛在責任(須視乎日後是否發生，本集團完全未在控制下，一宗或多宗未確定事件而確定其會否實現)亦會披露為或然負債，除非導致經濟利益流失之可能性極低。

或然負債乃於將購買價格分配予在業務合併中所購入資產及負債之過程中確認。或然負債於收購日期按公平值初步予以計量，並在其後按於上述相關撥備中將予確認之金額與初步確認之金額減任何累計攤銷(如適用)兩者之較高者計量。

本集團未確認之資產之可能性經濟利益收入被考慮為或然資產。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from the share premium (net of any related income tax benefits), to the extent they are incremental costs directly attributable to the equity transaction.

2.18 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods, net of value-added tax, rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue can be measured reliably, revenue is recognised as follows:

Revenue from the sales of goods is recognised when the Group has delivered products to the customer, the customer has accepted the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery normally does not occur until the products have been shipped to the specific location, the risk of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with sales contracts, or the Group has objective evidence that all criteria for acceptance have been satisfied.

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

Rental income is recognised on a straight-line basis over the periods of the respective tenancies.

Dividend is recognised when the right to receive payment is established.

2. 主要會計政策概要(續)

2.17 股本

普通股被列為權益。股本乃採用已發行股份之面值釐定。

與發行股份有關之任何交易成本乃自所得款項(扣除任何相關所得稅利益)中扣除，該扣除只限於其直接源於權益交易之增加成本。

2.18 收入確認

收入包括銷售貨品及提供服務之已收或應收報酬之公平值，並經扣除回扣及折扣，惟於經濟利益有可能歸於本集團，而能可靠地計量收益和費用(如適用)時，收入之確認如下：

銷售貨品之收入是確認於貨品付運及客戶接收貨品時並沒有未實現的能影響客戶接收貨品之義務。付運不算發生直至貨品運送至指定地點，其廢棄之風險和損失已轉移至客戶並且客戶已根據銷售合同接收貨品，或集團已有客觀的證據證明滿足了貨品接收之條件。

利息收入是以實際利率法按時間比例計算。

租金收入是以直線法按各租約年期計算。

股息是於有權收取款項時確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grants will be received and the Group will comply with all attached conditions. Government grants relating to income are deferred and recognised in gross under "other income" in the statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred government grants and are recognised in profit or loss on a straight line basis over the expected lives of the related assets.

2.20 Impairment of non-financial assets

The following assets are subject to impairment testing:

- goodwill arising on acquisition of subsidiaries;
- other intangible assets;
- property, plant and equipment;
- prepaid lease payments for land; and
- the Company's interests in subsidiaries.

2. 主要會計政策概要(續)

2.19 政府補助金

當有合理保證本集團將獲政府補助金及本集團將遵守所有附帶條件，則政府補助金按公平值確認。政府補助金予以遞延，並於使其配合其擬補償之成本所需期間內按總數於全面收益表中「其他收入」項下確認。與購買物業、廠房及設備有關之政府補助金乃作為遞延政府補助金計入非流動負債，並於相關資產之預計年期內以直線基準於損益確認。

2.20 非金融資產減值

以下資產須進行減值測試：

- 收購附屬公司產生之商譽；
- 其他無形資產；
- 物業、廠房及設備；
- 預付土地租金；
- 本公司於附屬公司之權益。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Impairment of non-financial assets (Continued)

Goodwill and other intangible assets with indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

2. 主要會計政策概要(續)

2.20 非金融資產減值(續)

具有無限可使用年期或未可供使用之商譽及其他無形資產，無論有否出現減值跡象，均須至少每年進行一次減值測試。所有其他資產在出現未必能收回資產賬面值之跡象時進行減值測試。

減值虧損乃按資產之賬面值超出其可收回金額之差額即時確認為開支。可收回金額為反映市況之公平值減銷售成本與使用價值兩者之較高者。在評估使用價值時，估計未來現金流量乃使用除稅前折現率折現至其現值，有關折讓率反映對貨幣時間價值及該資產之特有風險之市場現有評估。

就評估減值而言，倘資產產生之現金流入大部分並不獨立於其他資產，可收回金額則按可獨立產生現金流入之最小資產組合(即現金產生單位)釐定。因此，部分資產乃個別進行減值測試，而部分則按現金產生單位層面進行測試。特別是商譽乃分配至該等預期可受惠於相關業務合併所帶來協同效應之現金產生單位，即本集團內就內部管理目的而監控商譽之最低水平。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Impairment of non-financial assets (Continued)

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying amount of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case 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.

2.21 Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

2. 主要會計政策概要(續)

2.20 非金融資產減值(續)

就已分配商譽之現金產生單位已確認之減值虧損，均初步計入商譽之賬面值。任何剩餘減值虧損按比例於現金產生單位之其他資產扣除，惟資產之賬面值將不會調減至低於其個別公平值減銷售成本或使用價值(如可釐定)則除外。

商譽減值虧損不會於其後期間撥回。就其他資產而言，倘用於釐定資產可收回金額之估計出現有利變動，則撥回減值虧損，惟資產之賬面值不得超出在並未確認減值虧損之情況下原應釐定之賬面值(扣除折舊或攤銷)。

於中期期間就商譽確認之減值虧損不會於其後期間撥回。此乃假設倘僅於與中期期間有關之財政年度年終進行減值評估，而不會確認虧損或確認較少虧損之情況下，則不會撥回減值虧損。

2.21 僱員福利

退休福利

本集團透過定額供款計劃向僱員提供退休福利。

本集團按強制性公積金計劃條例為所有合資格參與強積金計劃之僱員設立定額供款計劃。供款按僱員基本薪金之若干百分比作出。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Employee benefits (Continued)

Retirement benefits (Continued)

The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute certain percentage of its payroll costs to the central pension scheme.

Contributions are recognised as expenses in profit or loss as employees rendered services during the year. The Group's obligations under these plans are limited to the fixed percentage contribution payable.

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

2. 主要會計政策概要(續)

2.21 僱員福利(續)

退休福利(續)

強積金計劃之資產於獨立管理基金持有，與本集團資產分開。本集團之僱主供款於向強積金計劃作出供款時即全數歸屬僱員，惟本集團之僱主自願供款乃根據強積金計劃規則，於僱員在供款全數歸屬前離任時退回本集團。

本集團於中國營運之附屬公司之僱員亦需要參與有關市政府運作之中央退休金計劃。附屬公司需向中央退休金計劃作出其薪金成本若干百分比之供款。

當僱員於年內提供服務時，供款於損益確認為開支。本集團於有關計劃之責任僅限於作出應付固定百分比之供款。

短期僱員福利

僱員享有年假之權利乃於應計予僱員時確認。本集團會就僱員截至報告日期已提供服務而估計未享用之年假作出撥備。

非累計有補償缺勤(例如病假及產假)於休假時方予確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Employee benefits (Continued)

Share-based employee compensation

All share-based payment arrangements granted after 7 November 2002 and had not vested on 1 January 2005 are recognised in the financial statements. The Group operates equity-settled share-based compensation plans for remuneration of its employees, directors and consultants.

All services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the equity instruments awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualifies for recognition as asset, with a corresponding increase in the share option reserve in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates.

2. 主要會計政策概要(續)

2.21 僱員福利(續)

以股份為基礎之僱員報酬

所有於二零零二年十一月七日之後授出而於二零零五年一月一日尚未歸屬之股份付款安排，乃於財務報表確認。本集團設有股本結算以股份為基礎之報酬計劃，作為其僱員、董事及顧問之酬金。

僱員提供以換取獲授任何以股份為基礎之報酬之所有服務乃按其公平值計量。此乃參照所獲授之股本工具而間接釐定，其價值乃於授出日期評估，並不包括任何非市場歸屬條件(例如盈利能力及銷售增長目標)之影響。

倘歸屬條件適用，所有以股份為基礎之報酬於歸屬期間於損益中確認為開支，或倘所獲授之股本工具即時歸屬，則於授出日期全數確認為開支，惟倘有關報酬合資格獲確認為資產，並導致權益內購股權儲備相應提高則除外。倘歸屬條件適用，開支於歸屬期間內根據對預期歸之屬股本工具數目之最佳估計予以確認。非市場歸屬條件計入預期歸屬之股本工具數目之假設內。倘其後有任何跡象顯示預期歸屬之股本工具數目與先前所估計不同，則修訂有關估計。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Employee benefits (Continued)

Share-based employee compensation (Continued)

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profit.

2.22 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time get ready for its intended use or sale. Other borrowing costs are expenses when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for 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 being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2. 主要會計政策概要(續)

2.21 僱員福利(續)

以股份為基礎之僱員報酬(續)

於購股權獲行使時，先前於購股權儲備確認之金額將轉撥至股份溢價。於歸屬日期後，當已歸屬之購股權其後被沒收或於到期日尚未行使，則先前於購股權儲備確認之金額將轉撥至保留溢利。

2.22 借貸成本

就收購、建造或生產任何合資格資產所產生之借貸成本，於完成及準備資產作擬定用途的期間內撥充資本。合資格資產是指必須經過一段長時間方可達致擬定用途或出售的資產。其他借貸成本於產生時列為開支。

在資產產生開支、借貸成本產生和使資產投入擬定用途或銷售所必須的準備工作進行期間，借貸成本乃撥充資本，作為合資格資產成本的一部分。在使合資格資產投入擬定用途或銷售所必須的絕大部分準備工作中止或完成時，借貸成本便會停止資本化。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

2. 主要會計政策概要(續)

2.23 所得稅之會計處理

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括就現行或過往報告期間有關須向稅務機構承擔或由財務機構提出而於報告日尚未支付之責任或申索。該等金額乃根據年內應課稅溢利按相關財務期間適用之稅率及稅法計算。即期稅項資產或負債之所有變動於損益中確認為稅項開支一部分。

遞延稅項乃按於報告日財務報表內資產與負債賬面值與其相應稅基間之暫時差額使用負債法計算。遞延稅項負債一般會就所有應課稅暫時差額確認。遞延稅項資產乃就所有可扣稅暫時差額、可結轉稅項虧損以及其他未運用稅務抵免確認，惟以可能有應課稅溢利(包括現有暫時差額)可抵銷可扣稅暫時差額、未運用稅項虧損及未運用稅務抵免之情況為限。

商譽或初步確認(業務合併除外)之資產及負債所產生且不影響稅務或會計損益之暫時差額，均不會確認遞延稅項資產及負債。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Accounting for income taxes (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2. 主要會計政策概要(續)

2.23 所得稅之會計處理(續)

於附屬公司、聯營公司及共同控制實體之投資所產生應課稅暫時差額確認為遞延稅項負債，惟倘本集團可以控制暫時差額之撥回，且該撥回在可見將來不大可能發生則除外。

遞延稅項乃按預期於清償負債或變現資產期間適用之稅率計算(不作折現)，惟有關稅率必須為於報告日已實施或大致上實施之稅率。

遞延稅項資產或負債變動於損益中確認，或於其他全面收益，或倘與其他全面收益或直接自權益扣除或計入權益之項目有關，則直接於權益確認。

即期稅項資產與即期稅項負債只會於以下情況以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 計劃以淨額基準結算或同時實現資產及結清負債。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Accounting for income taxes (Continued)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.24 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

2. 主要會計政策概要(續)

2.23 所得稅之會計處理(續)

本集團只會於以下情況以淨額呈列遞延稅項資產與遞延稅項負債：

- (a) 該實體依法有強制執行權可以將即期稅項資產與即期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收的所得稅：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於各段未來期間（而預期在有關期間內將結清或收回大額的遞延稅項負債或資產）以淨額基準結算即期稅項負債與資產或同時實現資產及結清負債的不同應課稅實體。

2.24 分類報告

本集團根據向執行董事呈報以供彼等就分配資源至本集團業務部分及檢討該等部分表現作出決定之定期內部財務資料識別經營分類及編製分類資料。向執行董事呈報之內部財務資料內之業務部分乃按本集團主要產品及服務線釐定。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.24 Segment reporting (Continued)

2.24 分類報告(續)

The Group has identified the following reportable segments:

本集團已識別以下可呈報分類：

- Turnkey production lines and equipment — the manufacturing of equipment and turnkey production lines for the manufacturing of silicon based thin film solar photovoltaic modules
- Toy and moulds — the design, manufacture and sale of toys; manufacture of moulds for sales to customers
- Property investment — leasing and investment of properties
- Hybrid bus accessories — the manufacturing of accessories for hybrid buses

- 組裝完備生產線及設備 — 製造矽基薄膜太陽能光伏組件製造用設備及組裝完備生產線
- 玩具及模具 — 設計、生產及銷售玩具，生產模具銷售給顧客
- 物業投資 — 租賃及投資物業
- 混合動力巴士配件 — 製造混合動力巴士配件

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arms length prices.

由於各產品及服務線需要不同資源以及市場推廣方法，故該等經營分類各自獨立管理。所有分類間轉讓乃按公平價格進行。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Segment reporting (Continued)

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- expenses related to share-based payments
- finance costs
- income tax
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

Segment assets include all assets but deferred tax assets and financial assets at fair value through profit or loss. In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include deferred tax liabilities and convertible bonds.

2. 主要會計政策概要(續)

2.24 分類報告(續)

本集團根據香港財務報告準則第8號用作呈報分類業績之計量政策與其根據香港財務報告準則編製之財務報表內採用者相同，惟：

- 有關以股支付之開支
- 財務費用
- 所得稅
- 並非直接歸屬於任何經營分類之業務活動之企業收支

於達致經營分類之經營業績時均不包括在內。

分類資產包括所有資產，惟遞延稅項資產及按公平值列賬於損益之金融資產。此外，並非直接歸屬於任何經營分類之業務活動之企業資產並無分配予分類，主要適用於本集團總部。

分類負債不包括並非直接歸屬於任何經營分類之業務活動及並無分配予分類之企業負債。該等負債包括遞延稅項負債及可換股債券。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. 主要會計政策概要(續)

2.25 Related parties

2.25 關連人士

For the purposes of these financial statements, a party is considered to be related to the Group if:

就本財務報表而言，下列任何一方被視為本集團之關連人士：

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

- (i) 有關人士有能力直接或間接透過一個或多個中介人控制本集團或對本集團之財政及營運政策發揮重大影響力或與他人共同擁有本集團之控制權；
- (ii) 本集團與有關方均受共同控制；
- (iii) 有關方屬本集團的聯營公司，或本集團屬合營方之合營公司；
- (iv) 有關人士為本集團或其母公司之主要管理人員或所述任何人士之近親或受該等人士所控制或與他人共同控制或有重大影響力的實體；
- (v) 有關人士為(i)所述任何人士之近親或一實體所控制或與他人共同控制或有重大影響力；或
- (vi) 有關方為本集團或屬於其關連人士之任何實體之僱員為受益人之僱用後福利計劃。

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

近親指預期可影響一名人士與實體進行買賣或於買賣時受其影響之人士。

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3. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied, for the first time the following new standards, amendments and interpretations (the “new HKFRSs”) issued by the HKICPA, which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2009:

HKAS 1 (Revised 2007)	Presentation of financial statements
HKAS 23 (Revised 2007)	Borrowing costs
HKAS 27 (Amendments)	Cost of an investment in a subsidiary, jointly controlled entity or associate
HKFRS 2 (Amendments)	Share-based payment — vesting conditions and cancellation
HKFRS 7 (Amendments)	Improving disclosures about financial instruments
HKFRS 8	Operating segments
Various	Annual improvements to HKFRSs 2008

Other than as noted below, the adoption of the new HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

3. 採納新訂或修改之香港財務報告準則(「香港財務報告準則」)

於本年度，本集團首次應用以下由香港會計師公會頒佈於二零零九年一月一日或之後開始之年度期間生效並與本集團財務報表有關之新訂準則、修訂及詮釋(「新訂香港財務報告準則」)：

香港會計準則第1號 (二零零七年經修訂)	財務報表呈列
香港會計準則第23號 (二零零七年經修訂)	借貸成本
香港會計準則第27號 (修訂本)	投資於附屬公司、共同控制實體或聯營公司之成本
香港財務報告準則 第2號(修訂本)	以股支付 — 歸屬條件及註銷
香港財務報告準則 第7號(修訂本)	金融工具披露之改進
香港財務報告準則 第8號	經營分類
各項	二零零八年香港財務報告準則之年度改善

除下文所述者外，採納新訂香港財務報告準則對現時或先前會期間業績及財務狀況之編製及呈報方式並無構成重大影響。

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3. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKAS 1 (Revised 2007) Presentation of financial statements

The adoption of HKAS 1 (Revised 2007) makes certain changes to the format and titles of the primary financial statements and to the presentation of some items within these statements. A third statement of financial position as at the beginning of the earliest comparative period is required when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements or when it reclassifies items in its financial statements. It also gives rise to additional disclosures.

The measurement and recognition of the Group’s assets, liabilities, income and expenses is unchanged. However, some items that were recognised directly in equity are now recognised in other comprehensive income, for example revaluation of property, plant and equipment. HKAS 1 affects the presentation of owner changes in equity and introduces a ‘Statement of comprehensive income’. Comparatives have been restated to conform with the revised standard. The Group has applied changes to its accounting policies on presentation of financial statements and segment reporting retrospectively. However, the changes to the comparatives have not affected the consolidated or parent company statement of financial position at 1 January 2008 and accordingly the third statement of financial position as at 1 January 2008 is not presented.

HKAS 23 (Revised 2007) Borrowing costs

HKAS 23 (Revised 2007) requires borrowing costs incurred for the acquisition, construction or production of any qualifying asset to be capitalised during the period of time that is required to complete and prepare the asset for its intended use. In prior year, the Group recognised all the borrowing costs in expenses. Under the revised accounting standard, borrowing costs related to acquisition, construction or production of any qualifying asset will be capitalised accordingly.

3. 採納新訂或修改之香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第1號(二零零七年經修訂)財務報表呈列

採納香港會計準則第1號(二零零七年經修訂)對主要財務報表之格式及項目標題及該等報表內部分項目之呈列作出若干更改。當實體追溯應用會計政策或追溯重列其財務報表項目或重新分類財務報表項目，該實體須編製第三份於最早可比較期間起之財務狀況報表。該準則並要求作出額外披露。

本集團資產、負債及收支之計量及確認並無發生變動，但直接於權益確認之部分項目現時於其他全面收入項下確認，例如重估物業、廠房及設備。香港會計準則第1號影響擁有人權益變動之呈列，並引入「全面收益表」。比較數字已經重列以符合該項經修訂準則之規定。本集團已對財務報表之呈列及分類報告之會計政策追溯地應用更改。然而，比較數字之變動並無影響綜合或母公司於二零零八年一月一日之財務狀況報表，因此並無呈列該報表。

香港會計準則第23號(二零零七年經修訂)借貸成本

香港會計準則第23號(二零零七年經修訂)要求將購置、建設及生產任何合資格資產而產生之借貸成本於須予完成及籌備資產作擬定用途期間資本化。去年，本集團確認所有借貸成本為開支。根據經修訂會計準則，與購買、建設或生產任何合資格資產有關之借貸成本將相應資本化。

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3. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKAS 27 (Amendments) Cost of an investment in a subsidiary, jointly controlled entity or an associate

The amendment requires the investor to recognise dividends from a subsidiary, jointly controlled entity or associate in profit or loss irrespective the distributions are out of the investee’s pre-acquisition or post-acquisition reserves. In prior years, the Company recognised dividends out of pre-acquisition reserves as a recovery of its investment in the subsidiaries, jointly controlled entity or associates (i.e. a reduction of the cost of investment). Only dividends out of post-acquisition reserves were recognised as income in profit or loss.

Under the new accounting policy, if the dividend distribution is excessive, the investment would be tested for impairment according to the Company’s accounting policy on impairment of non-financial assets.

The new accounting policy has been applied prospectively as required by these amendments to HKAS 27 and therefore no comparatives have been restated.

HKFRS 2 (Amendments) Share-based payment vesting conditions and cancellation

The HKFRS 2 (Amendments) clarifies that vesting conditions are service conditions and performance conditions only. Any other conditions are non-vesting conditions. Where an award does not vest as a result of a failure to meet a non-vesting condition that is within the control of either the entity or the counterparty, this is accounted for as a cancellation.

3. 採納新訂或修改之香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第27號(修訂本)投資於附屬公司、共同控制實體或聯營公司之成本

本修訂本要求投資者在損益賬確認來自附屬公司、共同控制實體或聯營公司之股息，而不論有關分派乃自被投資單位之收購前或收購後儲備派付。於過往年度，本公司確認自收購前儲備派付之股息為收回其於附屬公司、共同控制實體或聯營公司之投資(即投資成本之扣減)。只有自收購後儲備派付之股息才會於損益賬中確認為收入。

根據該新會計政策，倘股息分派過多，該投資將根據本公司有關非金融資產減值之會計政策進行減值測試。

新會計政策已按香港會計準則第27號(修訂本)之規定予以應用，因此並無重列比較數字。

香港財務報告準則第2號(修訂本)以股支付一歸屬條件及註銷

香港財務報告準則第2號(修訂本)澄清了歸屬條件僅為服務條件及表現條件。任何其他條件均為非歸屬條件。倘非歸屬條件在實體或對方的控制範圍內未能達成，該獎勵不能歸屬及入賬列為註銷。

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3. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 7 (Amendments) Improving disclosures about financial instruments

The amendments require additional disclosures for financial instruments which are measured at fair value in the statement of financial position. These fair value measurements are categorised into a three-level fair value hierarchy, which reflects the extent of observable market data used in making the measurements. In addition, the maturity analysis for derivative financial liabilities is disclosed separately and should show remaining contractual maturities for those derivatives where this information is essential for an understanding of the timing of the cash flows. The Group has taken advantage of the transitional provisions in the amendments and has not provided comparative information in respect of the new requirements.

HKFRS 8 Operating segments

The adoption of HKFRS 8 has not affected the identified and reportable operating segments for the Group. However, reported segment information is now based on internal management reporting information that is regularly reviewed by the chief operating decision maker. In the previous annual financial statements, segments were identified by reference to the dominant source and nature of the Group’s risks and returns. Comparatives have been restated on a basis consistent with the new standard.

3. 採納新訂或修改之香港財務報告準則(「香港財務報告準則」) (續)

香港財務報告準則第7號(修訂本)金融工具披露之改進

本修訂本要求就財務狀況報表內按公平值計量之金融工具作出額外披露。此等公平值計量乃分類成為一個三層之公平值架構，該架構反映用於計量之市場數據之可觀察程度。此外，衍生金融負債之到期分析分開披露，若餘下合約到期日是了解現金流量時間性之關鍵，則須列示該等衍生工具之餘下合約到期日。本集團已利用有關修訂之過渡性條文，並無就新規定提供比較資料。

香港財務報告準則第8號經營分類

採納香港財務報告準則第8號並未影響本集團之已識別及可呈報營運分類，但呈報分類資料現時乃根據內部管理呈報資料編製，該等資料由主要營運決策者定期審閱。就過往年度財務報表而言，有關分類是參照本集團風險及回報之主要來源及性質確定。比較數字已按與新準則一致之基準重列。

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3. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

At the date of authorisation of these financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

The directors anticipate that all of the pronouncements will be adopted in the Group’s accounting policy for the first period beginning after the effective date of the pronouncement. Information on new and amended HKFRSs that are expected to have impact on the Group’s accounting policies is provided below. Certain other new and amended HKFRSs have been issued but are not expected to have a material impact of the Group’s financial statements.

HKFRS 3 (Revised) Business combinations

The standard is applicable in reporting periods beginning on or after 1 July 2009 and will be applied prospectively. The new standard still requires the use of the purchase method (now renamed the acquisition method) but introduces material changes to the recognition and measurement of consideration transferred and the acquiree’s identifiable assets and liabilities, and the measurement of non-controlling interests (previously known as minority interest) in the acquiree. The new standard is expected to have a significant effect on business combinations occurring in reporting periods beginning on or after 1 July 2009.

3. 採納新訂或修改之香港財務報告準則(「香港財務報告準則」)(續)

於授權刊發此等財務報表日期，本集團並無提早採納若干已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

董事預期，所有已宣佈事宜將於宣佈事宜生效日期後開始之首個期間於本集團之會計政策採納。預期對本集團會計政策造成影響之新訂及經修訂香港財務報告準則之資料已載於下文。董事現正評估其他新訂及經修訂香港財務報告準則於初次應用時之影響，惟尚未能表明其會否對本集團之業績及財務狀況造成任何重大財務影響。

香港財務報告準則第3號(經修訂)業務合併

此項準則適用於2009年7月1日或之後開始之報告期間，且將提前應用。此項新準則仍然要求使用購買法(現時改稱為收購法)，但對於轉讓代價以及被收購方之可識別資產及負債之確認及計量與被收購方之非控股權益(前稱少數股東權益)之計量引入重大變動。預期此項新準則將會對2009年7月1日或之後開始之報告期間發生之業務合併產生重大影響。

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3. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 Financial instruments

The standard is effective for accounting periods beginning on or after 1 January 2013 and addresses the classification and measurement of financial assets. The new standard reduces the number of measurement categories of financial assets and all financial assets will be measured at either amortised cost or fair value based on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Fair value gains and losses will be recognised in profit or loss except for those on certain equity investments which will be presented in other comprehensive income. The directors are currently assessing the possible impact of the new standard on the Group’s results and financial position in the first year of application.

HKAS 27 (Amendments) Consolidated and separate financial statements

The revised standard is effective for accounting periods beginning on or after 1 July 2009 and introduces changes to the accounting requirements for the loss of control of a subsidiary and for changes in the Group’s interest in subsidiaries. Total comprehensive income must be attributed to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. The directors do not expect the standard to have a material effect on the Group’s financial statements.

3. 採納新訂或修改之香港財務報告準則(「香港財務報告準則」) (續)

香港財務報告準則第9號金融工具

此項準則於2013年1月1日或之後開始之會計期間生效，針對有關金融資產分類及計量。此項新準則減少了金融資產之計量類別數目，所有金融資產將會根據有關實體管理金融資產之業務模式及金融資產合約現金流之特點，按攤銷成本或公允價值計量。公允價值收益及虧損將於損益確認，惟若干股本投資之公允價值收益及虧損則於其他全面收益呈列。董事現正評估此項新準則於應用首年度對本集團業績及財務狀況可能產生之影響。

香港會計準則第27號(修訂本)綜合及獨立財務報表

此項經修訂準則於2009年7月1日或其後開始之會計期間生效，並對有關失去附屬公司控制權以及本集團於附屬公司之權益變動之會計規定引入變動。即使將全面收益總額歸屬於非控股權益會導致非控股權益結餘產生虧絀，全面收益總額仍然必須歸屬於非控股權益。董事現正評估此新準則於應用首年對本集團業績及財務狀況可能產生之影響。

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3. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Annual improvements 2009

The HKICPA has issued *Improvements to Hong Kong Financial Reporting Standards 2009*. Most of the amendments become effective for annual periods beginning on or after 1 January 2010. The Group expects the amendment to HKAS 17 Leases to be relevant to the Group’s accounting policies. Prior to the amendment, HKAS 17 generally required a lease of land to be classified as an operating lease. The amendment requires a lease of land to be classified as an operating or finance lease in accordance with the general principles in HKAS 17. The Group will need to reassess the classification of its unexpired leases of land at 1 January 2010 on the basis of information existing at the inception of those leases in accordance with the transitional provisions for the amendment. The amendment will apply retrospectively except where the necessary information is not available. In that situation, the leases will be assessed on the date when the amendment is adopted. The directors are currently assessing the possible impact of the amendment on the Group’s results and financial position in the first year of application.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3. 採納新訂或修改之香港財務報告準則(「香港財務報告準則」) (續)

香港財務報告準則 2009 年年度改進

香港會計師公會已頒佈香港財務報告準則 2009 年之改進。大部分修訂對於 2010 年 1 月 1 日或之後開始之年度期間生效。本集團預期香港會計準則第 17 號租賃之修訂與本集團之會計政策有關。於修訂前，香港會計準則第 17 號一般要求將土地租賃分類作經營租賃。此項修訂要求將土地租賃按照香港會計準則第 17 號之一般原則分類為經營或融資租賃。本集團將需要根據此項修訂之過渡條文，以該等租賃開始當時已存在之資料為基準，重新評估本集團於 2010 年 1 月 1 日之未屆滿土地租賃之分類。此項修訂將會追溯應用，惟倘欠缺所需資料，則租賃將會於採納修訂當日進行評估。董事現正評估此項修訂於應用首年度對本集團業績及財務狀況可能產生之影響。

4. 主要會計估計及判斷

本集團根據以往經驗及其他因素，包括預期未來在合理情況下相信會出現的事件，持續對所作之估計及判斷進行評估。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Assessment of impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 2.8. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates about future cash flows and discount rates. In the process of estimating expected future cash flows, management makes assumptions about future revenues and profits. These assumptions relate to future events and circumstances. The actual results may vary and may cause a material adjustment to the carrying amount of goodwill within the next financial year. Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors. Details of the estimates of the recoverable amounts of cash generating units containing goodwill are disclosed in note 19.

4. 主要會計估計及判斷(續)

4.1 主要會計估計及假設

本集團就未來作出估計及假設。因此而作出之估計按定義大多有別於相關實際結果。下文詳述有重大風險或會導致下一個財政年度內資產及負債賬面值作出重大調整之有關估計及假設。

商譽減值

本集團根據附註2.8所載會計政策，每年檢測商譽是否已減值。現金產生單位之可收回金額乃根據使用價值計算方法釐定。該等計算方法必需對未來現金流及折現率採納估計。於估計未來現金流之過程中管理層作出對未來收益及溢利之假設。該等假設與未來事項及情況有關。實際結果可能存在差異，且可能對下個財政年度內商譽之賬面值帶來重大調整。釐定合適折現率涉及對市場風險及資產特定風險因素之合適調整。包括商譽之現金產生單位之可收回款項之估計之詳情載於附註19。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Estimated fair value of investment properties

The best evidence of fair value is current prices in an active market for similar property in the same location and condition and subject to the same lease or other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its estimation, the Group considers information from a variety of sources including:

- (i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences.
- (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (iii) discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

Details of the Group's investment properties are disclosed in note 17.

4. 主要會計估計及判斷(續)

4.1 主要會計估計及假設(續)

投資物業之估計公平值

公平值之最佳憑證為地點及狀況相同並受相同租約或其他合約規限之類似物業於活躍市場上之現時價格。在缺乏該等資料之情況下，本集團會在合理公平值估計值範圍內釐定有關金額。在作出判斷時，本集團考慮不同來源的資料，包括：

- (i) 不同性質、狀況或地點(或受不同租約或其他合約規限)之物業於活躍市場上之現時價格(該等價格已作出調整，以反映該等差異)。
- (ii) 較不活躍市場類似物業之近期價格(該等價格須予以調整，以反映自按該等價格進行交易日期起經濟狀況之任何轉變)；及
- (iii) 根據日後現金流量之可靠估計而預測的折現現金流量，而該等預測乃基於任何現有租約與其他合約的條款及(如可行)外在憑證(如地點及狀況相同的類似物業當時市值租金)，並採用足以反映當時市場對無法肯定的有關現金流量金額及時間進行評估的折現率計算。

本集團投資物業詳情於附註17披露。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Estimated fair value of acquired intangible assets and work in progress

Fair value of technology know-how is determined based on relief-from-royalty method. These calculations require the use of estimates about rate of royalty savings and discount rate. In the process of estimation, management makes assumptions about future revenue and costs.

Fair value of customers' contracts is determined based on excess earnings method. These calculations require the use of estimates about future cash flows, discount rate, required returns on contributory assets and duration of customers' contracts. In the process of estimation, management makes assumptions about future cash flow, costs and duration of customers' contracts.

Customers' contracts are valued separately into two components, complete portion and incomplete portion.

The percentage of completion of customers' contracts is determined based on the management estimation for the duration of customers' contracts. In determining the duration of the contracts, the Group has considered various factors, such as the complexity and terms of customers' contracts.

Fair value of complete portion, representing work in progress of customers' contracts, are determined by selling price less estimated cost to complete and estimated gross profit margin of customer contracts. In determining estimated cost to complete, management based on budgets of customers' contracts and total cost incurred up to date.

The fair values of incomplete portion are derived from the estimated percentage of completion and fair value of sales contracts from excess earning method.

4. 主要會計估計及判斷(續)

4.1 主要會計估計及假設(續)

收購之無形資產及在建工程之估計公平值

技術專業知識之公平值根據免納專利權使用費之方法釐定。該等計算方法要求估計許可費節約率及貼現率。在進行估計時，管理層對日後收入及成本作出假設。

客戶合約之公平值根據超額盈利率釐定。該等計算方法要求估計日後現金流量、貼現率、相關資產所要求回報率及客戶合約期限。在進行估計時，管理層對日後現金流量、成本及客戶合約期限作出假設。

客戶合約單獨按兩個分部進行估值，即完成部份及未完成部份。

客戶合約完成百分比根據管理層對客戶合約期限之估計釐定。在釐定合約期限時，本集團已考慮客戶合約複雜性及條款等多項因素。

完成部份(指客戶合約之在建工程)之公平值透過售價減估計完成成本及客戶合約之估計毛利潤率釐定。在釐定估計完成成本時，管理層根據客戶合約之預算及截至當日發生之總成本估算。

未完成部份之公平值根據從超額盈利率得出之估計完成百分比及銷售合約之公平值計算。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Estimated useful lives and residual values of property, plant and equipment and intangible assets

In determining the useful lives and residual values of items of property, plant and equipment and intangible assets, the Group has considered various factors, such as expected usage of the assets, expected physical wear and tear and legal or similar limits on the use of the assets. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation and/or amortisation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment and intangible assets are different from previous estimation. Useful lives and residual values are reviewed at the end of each financial year based on changes in circumstances.

Impairment on trade and other receivables

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

4. 主要會計估計及判斷(續)

4.1 主要會計估計及假設(續)

物業、產房及設備及無形資產之估計可使用年期及剩餘價值

在釐定物業、產房及設備及無形資產項目之可使用年期及剩餘價值時，本集團已考慮多個因素，如資產預期用途、預期物理磨損以及對資產使用之法律或類似限制等。資產可使用年期根據本集團對以類似方法使用之類似資產之經驗估算。倘物業、產房及設備及無形資產項目之估計可使用年期及／或剩餘價值不同於前期估算，則會計提其他折舊及／或攤銷。本集團會根據情況變化於各財政年度末檢討可使用年期及剩餘價值。

貿易及其他應收款項減值

本集團會就債務人未能支付所需款項而造成之預計損失計提撥備。本集團按貿易及其他應收款項餘額之賬齡、客戶信譽及以往之撇賬經驗作出估算。倘債務人之財務狀況惡化，以致實際減值虧損可能會高於預期金額，則本集團將須修訂撥備基準，而本集團日後業績將受到影響。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Impairment and net realisable value of inventories

Inventories are stated at the lower of cost and net realisable value. Management conducts assessments on the net realisable value of inventories by reference to their age, obsolescence, estimated net selling price and other economic conditions of the markets in which the Group's customers operate. If the actual selling prices of inventories are substantially less than expected due to an adverse market condition or other factors, impairment on inventories may result.

4.2 Critical judgements in applying the entity's accounting policies

Research and development activities

Careful judgment by the Company's management is applied when deciding whether the recognition criteria for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems at the time of recognition. Judgments are based on the best information available at each reporting date. In addition, all internal activities related to the research and development of new software, products or know how are continuously monitored by the Company's management.

4. 主要會計估計及判斷(續)

4.1 主要會計估計及假設(續)

存貨減值及可變現淨值

存貨按成本及可變現淨值兩者中較低者入賬。管理層評估存貨之可變現淨值乃根據其賬齡、過時、估計售價淨額及本集團客戶經營所在市場的其他經濟現況。如果存貨之實際售價因不良市場狀況或其他因素導致顯著少於預期，存貨可能會出現減值。

4.2 應用實體會計政策時之主要判斷

研究及開發活動

本公司管理層於決定開發成本之確認標準時作出審慎判斷。由於任何產品開發能否取得經濟效應尚屬未知數，或會受確認當時之未來技術問題所影響，故此舉實屬必要。判斷乃以各報告日期所得之最齊備資料作為基礎。此外，一切與研究及開發新軟件、產品或技術專業知識有關之內部活動乃由本公司管理持續監管。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.2 Critical judgements in applying the entity's accounting policies (Continued)

Deferred tax assets

As at 31 December 2009, deferred tax assets of HK\$6,686,000 (2008: HK\$9,196,000) in relation to unused tax losses and other deductible temporary differences have been recognised in the consolidated statement of financial position. The realisability of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a reversal of the deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

Impairment on assets

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flows projections are discounted using an appropriate rate. Changing the assumptions selected by the management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

4. 主要會計估計及判斷(續)

4.2 應用實體會計政策時之主要判斷(續)

遞延稅項資產

於二零零九年十二月三十一日，有關未使用之稅項虧損及其他可抵扣暫時性差額之遞延稅項資產6,686,000港元(二零零八年：9,196,000港元)已於綜合財務狀況表確認。遞延稅項資產之可變現性主要依賴日後是否有足夠之溢利或應課稅暫時性差額。假設實際之日後溢利少於估計，遞延稅項資產可能會撥回，而撥回金額會於撥回期間在損益中確認。

資產減值

釐定資產有否出現減值或過往導致減值之情況不再存在時，本集團須就資產減值範圍作出判斷，特別是評估(1)有否出現可能影響資產價值之事件或影響資產價值之該等事件已不存在；(2)資產賬面值是否獲得日後現金流量現值淨額支持，而日後現金流量按持續使用資產評估或剔除確認估計；及(3)編製現金流量預測所用合適主要假設包括現金流量預測是否以合適比率折算。倘管理層所選用以決定減值水平之假設(包括現金流量預測所用折算率或增長率假設)有變，或對減值檢測所用現值淨額構成重大影響。

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5. REVENUE

The Group's principal activities are disclosed in note 1 to these financial statements. Turnover of the Group is the revenue from these activities.

Revenue from the Group's principal activities recognised during the year is as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Sales of turnkey production lines	組裝完備生產線銷售	315,292	—
Sales of toys and moulds	玩具及模具銷售	401,484	511,810
Rental income	租金收入	666	—
Total revenue	收入合計	717,442	511,810

6. SEGMENT INFORMATION

The executive directors have identified the Group's product and service lines as operating segments as further described in note 2.24.

These operating segments are monitored and strategic decisions are made based on segment's performance.

5. 收入

本集團之主要業務詳見財務報表附註1。本集團之營業額為這些業務的收入。

本集團主要業務於本年內確認之收入詳情如下：

6. 分類資料

執行董事制定本集團之主要產品及服務線為經營分類，詳見附註2.24。

該等之監管及策略性決定乃根據經分部營業績釐定。

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6. SEGMENT INFORMATION (Continued)

6. 分類資料(續)

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		Turnkey production lines and equipment 組裝完備 生產線 及設備 HK\$'000 千港元	Toys and moulds 玩具及模具 HK\$'000 千港元	Property investments 物業投資 HK\$'000 千港元	Hybrid bus accessories 混合動力 巴士配件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收入					
Reportable segment revenue	可呈報分類收入	315,292	401,484	666	—	717,442
Reportable segment profit/ (loss)	可呈報分類溢利/ (虧損)	49,067	(7,257)	492	(3,196)	39,106
Other information	其他資料					
Additions to non-current assets	增加非流動性資產	462,074	12,293	28,254	2,010	504,631
Amortisation of intangible assets	無形資產攤銷	19,627	—	—	—	19,627
Amortisation of prepaid lease payments for land	預付土地租金攤銷	—	932	—	—	932
Bank interest income	銀行利息收入	(26)	(225)	—	—	(251)
Bad debt recovery	壞賬收回	—	(1,027)	—	—	(1,027)
Depreciation of property, plant and equipment	物業、廠房及設備折 舊	35	27,731	—	—	27,766
Loss on disposal of property, plant and equipment	出售物業、廠房及設 備之虧損	—	1,523	—	—	1,523
Revaluation gain on investment properties	投資物業重估收益	—	—	(1,746)	—	(1,746)
Reversal of allowance for slow moving inventories	滯銷存貨撥備撥回	—	(4,972)	—	—	(4,972)
Reportable segment assets	可呈報分類資產	8,626,535	424,534	30,220	3,492	9,084,781
Reportable segment liabilities	可呈報分類負債	(259,872)	(54,222)	(225)	(355)	(314,674)

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6. SEGMENT INFORMATION (Continued)

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements are as follows:

6. 分類資料(續)

就本集團經營分類所呈列之總額與財務報表所呈列之本集團主要財務數字之對賬如下：

		2009 二零零九年 HK\$'000 千港元
Reportable segment revenue	可呈報分類收入	717,442
Other income	其他收入	4,354
Group revenue	本集團之收益	721,796
Reportable segment profit	可呈報分類溢利	39,106
Unallocated corporate income	未分配企業收入	6,100
Equity settled share based payments	權益結算股份支付款項	(39,137)
Unallocated corporate expenses	未分配企業開支	(93,065)
Finance costs	財務成本	(22,403)
Loss before income tax	所得稅前虧損	(109,399)
Reportable segment assets	可呈報分類資產	9,084,781
Deferred tax assets	遞延稅項資產	6,686
Other corporate assets	其他企業資產	14,876
Group assets	本集團之資產	9,106,343
Reportable segment liabilities	可兌報分類負債	314,674
Deferred tax liabilities	遞延稅項負債	82,881
Convertible bonds	可換股債券	2,802,885
Other corporate liabilities	其他企業負債	1,760
Group liabilities	本集團之負債	3,202,200

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6. SEGMENT INFORMATION (Continued)

In 2008, the Group only consisted of toys and moulds — design, manufacture and sale, as a single reportable segment. Accordingly, no operating segment analysis has been presented.

The Group's revenue from external customers and its non-current assets (other than deferred tax assets) are divided into the following geographical areas:

6. 分類資料(續)

於二零零八年，本集團僅從事設計、製造及銷售玩具及模具，屬單一呈報分類。因此，並無呈列經營分類分析。

本集團來自外來客戶之收入及其非流動資產(遞延稅項資產除外)乃分類為以下地區分類：

		Revenue from customers 來自客戶之收入		Non-current assets 非流動資產	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Hong Kong (place of domicile)	香港(註冊地)	666	—	52,516	23,458
The PRC	中國大陸	315,292	—	8,434,879	194,554
North America	北美洲				
United States of America	美國	103,509	152,515	34	35
Canada	加拿大	36,541	43,430	—	—
Europe (mainly including the United Kingdom, Denmark and Italy)	歐洲(主要包括英國、丹麥及意大利)	207,948	233,966	—	—
Asia (mainly including Japan and South Korea)	亞洲(主要包括日本及南韓)	14,902	20,702	—	—
Other locations (mainly including Australia and New Zealand)	其他地區(主要包括澳洲及新西蘭)	38,584	61,197	—	—
		717,442	511,810	8,487,429	218,047

The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of the non-current assets is based on the physical location of the assets.

客戶所在地乃根據提供服務或送達貨物之地點釐定。非流動資產所在地乃根據資產之實際位置而釐定。

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6. SEGMENT INFORMATION (Continued)

On 25 November 2009, the Group acquired Apollo Sub-Group, the principal activities of which are manufacturing of equipment and turnkey production lines for the manufacturing of silicon based thin film solar photovoltaic modules in the PRC.

Set out below are the results of Apollo Sub-Group for turnkey production lines, from the date of the Acquisition to the reporting date, and the respective fair value adjustments upon business combination in accordance with HKFRS 3:

6. 分類資料(續)

於二零零九年十一月二十五日，本集團收購Apollo附屬集團，該公司之主要業務為於中國製造非晶硅薄膜太陽能光伏組件之生產設備及組裝完備生產線。

下文載列Apollo附屬集團組裝完備生產線由收購日期至報告日期之業績，以及根據香港財務報告準則第3號進行業務合併後之各自之公平值調整：

		From 25 November 2009 to 31 December 2009 由二零零九年 十一月 二十五日 至二零零九年 十二月三十一 日 HK\$'000 千港元	Fair value adjustments 公平值調整 HK\$'000 千港元 (note) (附註)	Included in the consolidated financial statements 計入綜合 財務報表 HK\$'000 千港元
Revenue	收入	315,292		315,292
Cost of sales	銷售成本	(80,351)	(i)(181,332) (ii)(537)	(262,220)
Gross profit	毛利	234,941		53,072
Selling and distribution costs	銷售及分銷成本	(35)		(35)
Administrative expenses	行政開支	(2,404)	(ii)(500)	(2,904)
Development costs	發展成本	(1,066)		(1,066)
Reportable segment profit	可呈報分類溢利	231,436		49,067

Note (i) Represented the fair values recognised in the inventories and customer contracts of Apollo Sub-Group upon the Acquisition and recognised in the cost of sales upon the recognition of revenue of relating customer contracts.

附註 (i) 即於收購時於Apollo附屬集團之在建工程及客戶合約所確認之公平值，於相關客戶合約之收益確認後，則計入銷售成本。

(ii) Represented the additional amortisation for fair value adjustments of intangible assets acquired during the Acquisition.

(ii) 即於收購時重估之已收購無形資產公平值之額外攤銷。

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7. OTHER INCOME

7. 其他收入

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Fair value gains on financial assets at fair value through profit or loss	按公平值列賬於損益之金融資產之公平值收益	455	—
Interest income	利息收入	251	397
Management fee income	管理費收入	45	—
PRC tax incentive (note (i))	中國稅務優惠(附註(i))	525	637
Government grants (note (iii))	政府補助金(附註(iii))	170	—
Sales of scrap materials	廢料銷售	1,290	1,547
Bad debts recovery	壞賬收回	1,027	—
Others	其他	591	626
		4,354	3,207

Note: (i) The PRC tax incentive represented part of the income tax and other tax paid by certain PRC subsidiaries refunded by the PRC local tax bureau as an incentive for re-investment of the profits of these subsidiaries.

附註：(i) 中國稅務優惠代表中國地方稅務局鼓勵集團中國附屬公司將溢利轉作投資，而將部份已付的企業所得稅退回。

(iii) The Group was entitled to receive the grants from a provincial government in the PRC for its import activities.

(iii) 本集團之進口業務得到從中國之省地方政府給予之補助金。

8. FINANCE COSTS

8. 財務費用

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Imputed interest expenses on convertible bonds	可換股債券之估算利息	22,376	—
Interest on bank loans wholly repayable within five years	於五年內償還之銀行借款之利息	26	602
Interest on bank overdrafts	銀行透支之利息	1	3
		22,403	605

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9. LOSS BEFORE INCOME TAX

9. 所得稅前虧損

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Loss before income tax is arrived at after charging/(crediting):	所得稅前虧損已扣除/(計入)下列項目：		
Allowance for doubtful debts	壞帳撥備	—	2,917
Amortisation of prepaid lease payments for land	預付土地租金攤銷	932	1,064
Auditors' remuneration	核數師費用	2,012	805
Bad debt recovery	壞賬收回	(1,027)	—
Cost of inventories sold, including	已售存貨成本，包括	424,934	260,947
— Allowance for slow moving inventories	— 滯銷存貨撥備	—	19,061
— Reversal of allowance for slow moving inventories	— 滯銷存貨撥備撥回	(4,972)	—
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	27,766	28,149
Equity settled share based payment expenses	股本結算股份支付款項	39,137	—
Gain on disposal of prepaid lease payments for land	出售預付土地租金之收益	(117)	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	1,523	459
Net foreign exchange loss	匯兌虧損淨額	826	1,552
Operating lease charges:	經營租約支出：		
— land and buildings	— 土地及建築物	1,708	2,502
Research and development costs	研究及發展成本	9,623	7,075
Employee benefit expense including directors' remuneration (note 13)	包括董事酬金之職工成本(附註 13)	154,441	138,886
Total amortisation of intangible assets (note (i))	無形資產攤銷總額(附註 (i))	24,434	—
Less: Capitalised to inventories (note 20 and 36)	減：資本化至存貨(附註 20 及 36)	(4,807)	—
Amortisation of intangible assets recognised in profit or loss	於損益確認之無形資產攤銷	19,627	—

Note: (i) Amortisation of intangible assets of HK\$4,807,000 (2008: Nil) has been capitalised to inventories, approximately HK\$18,622,000 (2008: Nil) included in cost of sales and approximately HK\$1,005,000 (2008: Nil) included in administrative expenses.

附註：(i) 4,807,000 港元(二零零八年：無)之無形資產攤銷已資本化至存貨，約 18,622,000 港元(二零零八年：無)乃計入已售貨物成本，而約 1,005,000 港元(二零零八年：無)則計入行政開支。

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10. INCOME TAX EXPENSE

10. 所得稅開支

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Current tax:	本年度稅項		
— Hong Kong	— 香港		
Tax for the year	本年稅項	1,669	2,588
(Over)/under provision in respect of prior years	上年度(超過)/不足撥備	(1,144)	443
		525	3,031
— The PRC	— 中國		
Tax for the year	本年稅項	57,091	254
Deferred tax (credit)/charge	遞延稅項(收入)/支出		
Current year	本年度	(42,521)	3,101
		15,095	6,386

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 16.5%) on the estimated assessable profit for the year.

香港利得稅乃根據年內估計應課稅溢利按稅率16.5%(二零零八年:16.5%)計算。中國及其他司法地區所產生之稅項乃按有關司法地區實行之稅率計算。

Income tax on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

海外溢利之稅項乃為估計課稅溢利並按照本集團所經營地現行之稅率計算。

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10. INCOME TAX EXPENSE (Continued)

Reconciliation between tax expense and accounting loss at applicable tax rates:

10. 所得稅開支(續)

稅務開支按稅率賬目虧損對賬：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(109,399)	(49,291)
Tax at the domestic income tax rate of 16.5% (2008: 16.5%)	按本地所得稅稅率 16.5% (二零零八年：16.5%) 計算之稅項	(18,051)	(8,133)
Tax exemption	稅務豁免	(3,416)	—
Tax effect of expenses not deductible	不可扣減開支之稅務影響	31,045	8,537
Tax effect of income not taxable	免稅收入之稅務影響	(8,521)	(1,723)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法地區經營之附屬公司之不同稅率影響	5,353	(1,289)
Tax effect of tax loss not recognised	未確認之稅務虧損影響	5,243	4,793
Tax effect of other deferred tax not recognised	未確認暫時性差額之稅務影響	7,241	4,011
Utilisation of deferred tax assets previously not recognised	使用過往未確認之遞延稅項資產	(2,038)	(287)
(Over)/under provision in respect of prior years	過往年度(超過)/不足撥備	(1,144)	443
Others	其他	(617)	34
Income tax expense for the year	本年度之所得稅務開支	15,095	6,386

11. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

Of the consolidated loss attributable to the owners of the Company of approximately HK\$122,102,000 (2008: HK\$55,677,000), a loss of approximately HK\$111,600,000 (2008: profit of HK\$267,000) has been dealt with in the financial statements of the Company.

11. 本公司擁有人應佔虧損

本公司擁有人應佔虧損約122,102,000港元(二零零八年：55,677,000港元)，當中約111,600,000港元(二零零八年：溢利267,000港元)之虧損已計入本公司財務報表。

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12. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to the owners of the Company of HK\$122,102,000 (2008: HK\$55,677,000) and on the weighted average of 2,698,928,000 (2008 (Restated): 1,701,174,000) ordinary shares in issue during the year. The loss per share for the year ended 31 December 2008 is restated due to the issuance of new shares upon open offer, share reorganisation and share subdivision as mentioned in note 31.

Diluted loss per share for the year ended 31 December 2009 and 2008 were not presented because the impact of the conversion of convertible bonds and the exercise of share options was anti-dilutive.

13. EMPLOYEE BENEFIT EXPENSE (including directors' emoluments)

Salaries, allowances and benefit-in-kind 底薪、津貼及利益
Performance related and incentive 按工作表現獎金
payments
Termination benefits 離職利益
Equity settled share based payments 股權結算以股付支付
Contributions to retirement benefits 退休福利計劃之供款
schemes

154,441 138,886

There was no forfeited contribution in respect of the defined contribution retirement scheme being utilised for the year ended 31 December 2009 (2008: Nil). No forfeiture balance was available as at 31 December 2009 (2008: Nil) to reduce future contributions.

12. 每股虧損

每股基本虧損乃根據年內本公司擁有人應佔虧損122,102,000港元(二零零八年：55,677,000港元)及已發行普通股之加權平均數2,698,928,000港元(二零零八年(經重列)：1,701,174,000港元)計算。截至二零零八年十二月三十一日止年度之每股虧損已予重列，此乃由於公開發售時發行新股份、股份重組及股份拆細所致。

由於兌換可換股債券及行使購股權之影響為不攤薄，故此並沒有列示截至二零零九年及二零零八年十二月三十一日止年度之每股攤薄虧損。

13. 僱員福利費用(包括董事酬金)

2009	2008
二零零九年	二零零八年
HK\$'000	HK\$'000
千港元	千港元

106,493	126,191
3,255	2,524
—	4,164
39,137	—
5,556	6,007
154,441	138,886

截至二零零九年十二月三十一日止年度並無動用有關定額供款退休計劃之已沒收供款(二零零八年：無)。於二零零八年十二月三十一日，並無已沒收款結餘可動用(二零零八年：無)以減少未來供款。

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14. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT EMOLUMENTS

(a) Directors' emoluments

Executive directors, non-executive directors and independent non-executive directors

	Directors' fees 董事袍金	Other emoluments 其他酬金			Total 總酬金
		Salaries, allowances and other benefits 底薪、津貼及其他利益	Discretionary bonuses 按工作表現獎金	Contributions to retirement benefits schemes 退休福利計劃之供款	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2009	二零零九年				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Peng Li Bin**	彭立斌先生**	—	30	—	33
Mr. Xu Guo Jun**	徐國俊先生**	—	28	—	28
Mr. Chau Kai Man	周啟文先生	—	786	562	1,387
Mr. Lee Kin Fai	李健輝先生	—	727	558	1,321
Mr. Choi Hip Ming, William**	蔡協明先生**	—	178	21	208
<i>Non-executive directors</i>	<i>非執行董事</i>				
Mr. Tsui Ming [△]	徐明先生 [△]	—	315	153	484
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Kwong Kwan Ming***	鄭坤明先生***	28	—	68	96
Mr. Wu Tak Lung****	吳德龍先生****	36	—	—	36
Mr. Leung Chi Kin****	梁志堅先生****	28	—	—	28
Mr. Chow King Lok**	周景樂先生**	33	—	—	33
Mr. Jiang Zhe Sheng	江哲生先生	12	—	—	12
Total emoluments for year 2009	二零零九年總酬金	137	2,064	1,362	3,666
2008	二零零八年				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Tsui Ming [△]	徐明先生 [△]	—	622	113	766
Mr. Chau Kai Man	周啟文先生	—	742	62	841
Mr. Yip Yun Kuen [#]	葉潤權先生 [#]	—	3,000	1,000	4,101
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Kwong Kwan Ming***	鄭坤明先生***	24	—	—	24
Mr. Shih, Daniel Chia***	石家齊先生***	32	—	—	32
Mr. Foo Tin Chung, Victor****	傅天忠先生****	40	—	—	40
Mr. Wu Tak Lung****	吳德龍先生****	16	—	—	16
Mr. Leung Chi Kin****	梁志堅先生****	16	—	—	16
Mr. Chow King Lok**	周景樂先生**	10	—	—	10
Total emoluments for year 2008	二零零八年總酬金	138	4,364	1,175	5,846

* Appointed on 1 January 2009
 ** Appointed on 25 November 2009
 *** Appointed on 1 May 2008
 **** Appointed on 1 August 2008
 # Resigned on 1 January 2009
 ## Resigned on 22 April 2009
 ### Resigned on 25 November 2009
 **** Resigned on 1 May 2008
 △ Re-designated as a non-executive director on 1 January 2009 and retired on 26 June 2009

(a) 董事酬金

執行董事、非執行董事及獨立非執行董事

Other emoluments
其他酬金

Salaries, allowances and other benefits
底薪、津貼及其他利益

Discretionary bonuses
按工作表現獎金

Contributions to retirement benefits schemes
退休福利計劃之供款

Total
總酬金

二零零九年
執行董事

彭立斌先生**

徐國俊先生**

周啟文先生

李健輝先生

蔡協明先生**

非執行董事

徐明先生[△]

獨立非執行董事

鄭坤明先生***

吳德龍先生****

梁志堅先生****

周景樂先生**

江哲生先生

二零零九年總酬金

137

2,064

1,362

103

3,666

二零零八年
執行董事

徐明先生[△]

周啟文先生

葉潤權先生[#]

獨立非執行董事

鄭坤明先生***

石家齊先生***

傅天忠先生****

吳德龍先生****

梁志堅先生****

周景樂先生**

二零零八年總酬金

138

4,364

1,175

169

5,846

* 於二零零九年一月一日委任
 ** 於二零零九年十一月二十五日委任
 *** 於二零零八年五月一日委任
 **** 於二零零八年八月一日委任
 # 於二零零九年一月一日辭任
 ## 於二零零九年四月二十二日辭任
 ### 於二零零九年十一月二十五日辭任
 **** 於二零零八年五月一日辭任
 △ 於二零零八年一月一日轉任非執行董事及於二零零九年六月二十六日辭任

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截至二零零九年十二月三十一日止年度

14. DIRECTORS' AND SENIOR MANAGEMENT EMOLUMENTS

(Continued)

(a) Directors' emoluments *(Continued)*

Executive directors, non-executive directors and independent non-executive directors

(Continued)

Note: The discretionary bonuses were determined mainly with the Group's overall performance.

No emolument was paid by the Group to any directors as an inducement to join or upon joining the Group, or as compensation for loss of office during the years ended 31 December 2009 and 2008.

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 December 2009 and 2008.

14. 董事及高級職員酬金(續)

(a) 董事酬金(續)

執行董事、非執行董事及獨立非執行董事(續)

附註： 工作表現獎金之釐定標準主要是按照本集團之整體表現。

截至二零零八年及二零零九年十二月三十一日止年度，本集團概無向任何董事支付酬金，以吸引彼等加入本集團或於加入本集團作為報酬，或作為離職補償。

於截至二零零八年及二零零九年十二月三十一日止年度並無作出董事放棄或同意放棄收取任何酬金之安排。

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14. DIRECTORS' AND SENIOR MANAGEMENT EMOLUMENTS

(Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2008: one) directors whose emoluments are included in the analysis presented above. The emoluments payable to the remaining three (2008: four) individuals during the year are as follows:

14. 董事及高級職員酬金(續)

(b) 五名最高酬金職員

五名最高薪職員包括兩名(二零零八年：一名)本公司董事，其酬金詳情如上文所載。餘下三名(二零零八年：四名)職員之酬金詳情如下：

		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other emoluments	底薪、津貼及利益	4,761	4,158
Discretionary bonuses	按工作表現獎金	1,025	1,349
Contributions to retirement benefits schemes	退休福利計劃之供款	104	57
		5,890	5,564

The emoluments fell within the following bands:

酬金於以下組別內：

		2009	2008
		二零零九年	二零零八年
Emolument bands	酬金組別		
Nil — HK\$1,000,000	無至1,000,000港元	—	—
HK\$1,000,001 — HK\$2,000,000	1,000,001港元至2,000,000港元	2	4
HK\$2,000,001 — HK\$3,000,000	2,000,001港元至3,000,000港元	—	—
HK\$3,000,001 — HK\$4,000,000	3,000,001港元至4,000,000港元	1	—

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15. PROPERTY, PLANT AND EQUIPMENT — 15. 物業、廠房及設備 — 本集團 GROUP

		Buildings 樓宇 HK\$'000 千港元	Factory under construction 在建廠房 HK\$'000 千港元	Plant and machinery 設備及機器 HK\$'000 千港元	Moulds and tools 模具及工具 HK\$'000 千港元	Leasehold improvements, furniture, fixtures and equipment 裝修、傢俬、 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日							
Cost	按成本值	184,180	260	152,591	177,815	82,049	5,663	602,558
Accumulated depreciation	累計折舊	(62,043)	—	(129,609)	(157,140)	(60,940)	(4,487)	(414,219)
Net carrying amount	賬面淨值	122,137	260	22,982	20,675	21,109	1,176	188,339
Year ended 31 December 2008	於二零零八年十二月三十一日 止年度							
Opening net carrying amount	期初賬面淨值	122,137	260	22,982	20,675	21,109	1,176	188,339
Exchange differences	匯兌差額	4,622	51	1,311	259	1,267	346	7,856
Additions	添置	—	336	1,232	3,948	1,229	—	6,745
Reclassification	重新分類	—	(54)	—	—	54	—	—
Disposal	出售	—	—	—	—	(472)	—	(472)
Depreciation	折舊	(8,571)	—	(3,959)	(10,672)	(4,396)	(551)	(28,149)
Closing net carrying amount	期末賬面淨值	118,188	593	21,566	14,210	18,791	971	174,319
At 31 December 2008	於二零零八年十二月三十一日							
Cost	按成本值	190,768	593	157,852	182,485	84,282	5,732	621,712
Accumulated depreciation	累計折舊	(72,580)	—	(136,286)	(168,275)	(65,491)	(4,761)	(447,393)
Net carrying amount	賬面淨值	118,188	593	21,566	14,210	18,791	971	174,319
Year ended 31 December 2009	於二零零九年十二月三十一日 止年度							
Opening net carrying amount	期初賬面淨值	118,188	593	21,566	14,210	18,791	971	174,319
Exchange differences	匯兌差額	—	—	—	—	4	(254)	(250)
Acquisition of subsidiaries (note 34)	附屬公司合併(附註34)	—	—	1,008	—	679	570	2,257
Additions	添置	240	6,565	1,883	2,979	2,574	97	14,338
Reclassification	重新分類	4,918	(5,413)	17	15	463	—	—
Disposal	出售	(81)	—	(1,868)	(33)	(117)	(25)	(2,124)
Disposal of a subsidiary (note 35)	出售附屬公司(附註35)	(45,693)	—	(810)	(285)	(1,706)	(13)	(48,507)
Depreciation	折舊	(7,624)	—	(6,222)	(9,492)	(4,031)	(397)	(27,766)
Closing net carrying amount	期末賬面淨值	69,948	1,745	15,574	7,394	16,657	949	112,267
At 31 December 2009	於二零零九年十二月三十一日							
Cost	按成本值	123,798	1,745	152,647	179,464	60,647	6,088	524,389
Accumulated depreciation	累積折舊	(53,850)	—	(137,073)	(172,070)	(43,990)	(5,139)	(412,122)
Net carrying amount	賬面淨值	69,948	1,745	15,574	7,394	16,657	949	112,267

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APOLLO SOLAR ENERGY TECHNOLOGY HOLDINGS LIMITED
 鈞陽太陽能技術控股有限公司

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15. PROPERTY, PLANT AND EQUIPMENT — GROUP (Continued)

An analysis of the net carrying amount of the Group's properties is set out below:

15. 物業、廠房及設備 — 本集團 (續)

本集團物業之賬面淨值分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Buildings situated on land in Hong Kong — Under medium-term lease	按香港土地之樓宇 — 中期租約	8,002	8,729
Buildings situated on land in the PRC — Under medium-term lease	按中國土地之樓宇 — 中期租約	61,946	109,459
		69,948	118,188
Factory under construction on land in the PRC — Under medium-term lease	中國土地租用權之在建廠房 — 中期租約	1,745	593
		71,693	118,781

At 31 December 2009, the Group's certain banking facilities were secured by the Group's certain buildings with net carrying amount of HK\$7,677,000 (2008: HK\$8,267,000).

於二零零九年十二月三十一日，本集團樓宇賬面值7,677,000港元已作抵押於本集團之銀行融資(二零零八年：8,267,000港元)。

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16. PREPAID LEASE PAYMENTS FOR LAND — GROUP

The Group's prepaid lease payments for land comprise land use rights in the PRC and leasehold land situated in Hong Kong which are held under medium-term leases as follows:

16. 預付土地租金 — 本集團

本集團預付土地租金包括以中期租約之中國土地使用權及香港租約土地如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Leasehold land — leases of between 10 to 50 years	租約土地 — 租約由十年至五十年		
In the PRC	中國	14,080	30,426
In Hong Kong	香港	13,620	14,366
		27,700	44,792
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Opening net carrying amount	期初賬面淨值	44,792	44,794
Exchange differences	匯兌差額	—	1,062
Amortisation for the year	本年攤銷	(932)	(1,064)
Disposal	出售	(420)	—
Disposal of a subsidiary (note 35)	出售附屬公司(附註35)	(15,740)	—
Closing net carrying amount	期末賬面淨值	27,700	44,792

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16. PREPAID LEASE PAYMENTS FOR LAND — GROUP (Continued)

16. 預付土地租金 — 本集團(續)

		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Analysed for reporting purposes as:	作報告用途之分析：		
Non-current	非流動	26,768	43,728
Current	流動	932	1,064
		27,700	44,792

At 31 December 2009, the Group's certain banking facilities are secured on land with carrying amount of HK\$12,588,000 (2008: HK\$12,888,000).

於二零零九年十二月三十一日，本集團之預付土地租金賬面值12,588,000港元已作抵押於本集團之銀行融資(二零零八年：12,888,000港元)。

17. INVESTMENT PROPERTIES — GROUP

All of the Group's property interests held under a medium-term lease to earn rentals and/or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

17. 投資物業 — 本集團

本集團為賺取租金或為資產增值目的而根據中期租約持有之所有物業權益均按公平值計量，並歸類列為投資物業。

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17. INVESTMENT PROPERTIES — GROUP

(Continued)

Changes to the carrying amount presented in the consolidated statement of financial position can be summarised as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Carrying amount at 1 January	賬面值於一月一日	—	—
Additions during the year	年內增加	28,254	—
Changes in fair values of investment properties	投資物業公平值變更	1,746	—
Carrying amount at 31 December	賬面值於十二月三十一日	30,000	—

The fair values of the Group's investment properties at 31 December 2009 had been arrived at on the basis of a valuation carried on that date by a firm of independent professional valuers, which is a member of the Royal Institute of Chartered Surveyors and the Hong Kong Institute of Surveyors. The valuation conformed to Hong Kong Institute of Surveyors Valuation Standards on Properties, was arrived at by reference to market evidence of transaction prices for similar properties in same location and condition, and gave rise to an increase of HK\$1,746,000 for the year ended 31 December 2009.

17. 投資物業 — 本集團(續)

本集團為賺取租金或為資產增值目的而根據經營租約持有之所有物業權益均按公平值計量，並歸類列為投資物業。

本集團投資物業於二零零九年十二月三十一日之公平值以獨立專業評估師於該日期之估值為根據，該評估師為The Royal Institute of Chartered Surveyors及香港測量師學會會員。此評估是遵照香港測量師學會所頒佈的物業估值準則及以位於相同地區及條件之類似物業的最新市場成交價為根據，最終得出價格於二零零九年十二月三十一日年內上升1,746,000港元。

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17. INVESTMENT PROPERTIES — GROUP

(Continued)

On 8 January 2010, the Group entered into an equity agreement with independent third parties to dispose of a subsidiary incorporated in BVI, Talent Link Holdings Limited, and its subsidiary, RBI Conglomerate Limited (the "Disposal Group") which holds these investment properties, with an aggregate consideration of HK\$30,000,000. The disposal has been completed on 8 January 2010 (note 44(i)).

18. INVESTMENTS IN SUBSIDIARIES — COMPANY

17. 投資物業 — 本集團(續)

於二零一零年一月八日，本集團跟獨立第三方簽訂一份權益合同出售一間於英屬處女群島成立之子公司，Talent Link Holdings Limited，及其子公司，紅發綜合企業有限公司(「出售集團」)，持有這些投資物業，總代價為30,000,000港元。此出售於二零一零年一月八日完成(附註44(i))。

18. 於附屬公司之投資 — 本公司

		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份，按成本值	8,377,358	107,146

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18. INVESTMENTS IN SUBSIDIARIES — COMPANY (Continued)

The amounts due from subsidiaries are unsecured, interest free and repayable on demand.

Details of the principal subsidiaries at 31 December 2009 are as follows:

18. 於附屬公司之投資 — 本公司 (續)

應收附屬公司款項為無抵押、免息且於要求時還款。

於二零零九年十二月三十一日主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ establishment/ operations 註冊成立/登記/ 經營地點	Particulars of issued share/ registered capital 已發行股本/ 註冊資本詳情	Percentage of equity attributable to the Company 本公司應佔權益百分比	Principal activities 主要業務
<i>Held directly</i> 直接持有				
Apollo Precision Ltd. (v)	British Virgin Islands ("BVI") 英屬處女群島	Ordinary US\$1,000 普通股1,000美元	100%	Investment holding 投資控股
RBI Industries Holdings Ltd (i) 紅發實業控股有限公司	BVI 英屬處女群島	Ordinary US\$30,025 普通股30,025美元	51%	Investment holding 投資控股
RBI Conglomerate (Holdings) Ltd (i)	BVI 英屬處女群島	Ordinary US\$100 普通股100美元	100%	Investment holding and securities investment 投資控股及證券投資
<i>Held indirectly</i> 間接持有				
Apollo Precision (HK) Ltd (i) 鉑陽精工設備有限公司	Hong Kong 香港	Ordinary US\$1,000,000 普通股1,000,000美元	100%	Investment holding and trading of equipment and turnkey production lines for thin film solar modules 投資控股及買賣薄膜太陽能光伏組件生產設備及整套生產線
Apollo Precision (Fujian) Ltd (ii) ("Apollo (Fujian") (a wholly-owned foreign enterprise) 福建鉑陽精工設備有限公司 (「福建鉑陽」) (全資外商投資企業)	The PRC 中國	Registered US\$3,800,000 註冊資本3,800,000美元	100%	Manufacturing of equipment and turnkey production lines for thin film solar modules 製造薄膜太陽能光伏組件生產設備及整套生產線
Apollo Precision (Beijing) Ltd (iii) 北京精城鉑陽光電設備有限公司	The PRC 中國	Registered RMB5,000,000 註冊資本5,000,000 人民幣	100%	Manufacturing of equipment and turnkey production lines for thin film solar modules 製造薄膜太陽能光伏組件生產設備及整套生產線

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18. INVESTMENTS IN SUBSIDIARIES — COMPANY (Continued)

Details of the principal subsidiaries at 31 December 2009 are as follows: (Continued)

18. 於附屬公司之投資 — 本公司 (續)

於二零零九年十二月三十一日主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ establishment/ operations 註冊成立/登記/ 經營地點	Particulars of issued share/ registered capital 已發行股本/ 註冊資本詳情	Percentage of equity attributable to the Company 本公司應佔權益百分比	Principal activities 主要業務
Syne International Company Ltd ("Syne") (i) 盛能國際有限公司	Hong Kong 香港	Ordinary HK\$10,200 普通股10,200港元	100%	Investment holding 投資控股
Tai Fat Toy (Shenzhen) Ltd (ii) (a wholly-owned foreign enterprise) 大發玩具廠(深圳)有限公司(全資外商投資企業)	The PRC 中國	Registered HK\$7,000,000 註冊資本7,000,000港元	100%	Manufacture of accessories for hybrid buses 製造混合動力巴士配件
RBI Property Investment Limited (i) 紅發物業投資有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	100%	Property Investment 物業投資
RBI Conglomerate Limited (i) 紅發綜合企業有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	100%	Property Investment 物業投資
Dongguan Tai Fat Toy Factory Limited (ii) (a wholly-owned foreign enterprise) 東莞大發玩具廠有限公司(全資外商投資企業)	The PRC 中國	Registered HK\$36,800,000 註冊資本36,800,000港元	51%	Manufacture and sale of toys 製造及銷售玩具
Dongguan Tungfat Toy Factory Limited (ii) (a wholly-owned foreign enterprise) 東莞東發玩具廠有限公司(全資外商投資企業)	The PRC 中國	Registered HK\$55,670,000 註冊資本55,670,000港元	51%	Manufacture and sale of toys 製造及銷售玩具
Motormax Industries (Heyuan) Ltd (ii) (a wholly-owned foreign enterprise) 駿發實業(河源)有限公司(全資外商投資企業)	The PRC 中國	Registered HK\$30,000,000 註冊資本30,000,000港元	51%	Manufacture and sale of toys 製造及銷售玩具
Motormax Toy Factory Limited (i) 駿發玩具廠有限公司	Hong Kong 香港	Ordinary HK\$100,000 普通股100,000港元	51%	Trading of toys 買賣玩具
RBI Toys Inc. (iii)	United States of America 美國	Common Stock US\$10,000 普通股10,000美元	51%	Trading of toys 買賣玩具
Red Box Toy Factory Limited (i) 紅盒玩具廠有限公司	Hong Kong 香港	Ordinary HK\$1,000 Non-voting deferred (iv) HK\$12,000,000 普通股1,000港元 無投資權遞延股(iv) 12,000,000港元	51%	Design, trading and marketing of toys and investment holding 設計、買賣與經銷玩具及投資控股

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18. INVESTMENTS IN SUBSIDIARIES — COMPANY *(Continued)*

Details of the principal subsidiaries at 31 December 2009 are as follows: *(Continued)*

- (i) Operating principally in Hong Kong.
- (ii) Operating principally in the PRC.
- (iii) Operating principally in the United States of America.
- (iv) The non-voting deferred shares, which are held by RBI Industries Holdings Limited, practically carry no rights to dividends or to receive notice of or to attend or vote at any general meetings of the respective company or to participate in any distribution on winding up.
- (v) The shares of Apollo Precision has pledged to GS Solar (Cayman) Company Limited and the other holders of the convertible bonds whose investment cost in Apollo Precision amounting to approximately HK\$8,250,542,000 as described in note 41(i).

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

18. 於附屬公司之投資 — 本公司 (續)

於二零零九年十二月三十一日主要附屬公司詳情如下：(續)

- (i) 主要於香港經營。
- (ii) 主要於中國經營。
- (iii) 主要於美國經營。
- (iv) 該等無投票權遞延股份由RBI Industries Holdings Limited持有，持有此等股份實質上並無權收取有關公司之股息，亦無權接收有關公司之任何股東大會之通告或出席有關大會或於會上投票，而在公司清盤時，亦無權享有任何分派。
- (v) Apollo Precision之股份已抵押予GS Solar (Cayman) Company Limited及可換股債券之其他持有人於Apollo Precision之投資成本約8,250,542,000港元，詳見附註41(i)。

董事認為，上述表格所列乃主要影響本年度之業績或構成本集團主要資產淨值之本公司附屬公司，詳列其他附屬公司之資料將令致篇幅過長。

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19. GOODWILL — GROUP

The goodwill arose from the acquisition of Apollo Sub-Group during the year. The net carrying amount of goodwill can be analysed as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Net carrying amount at 1 January	於一月一日之賬面淨值	—	—
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	7,882,953	—
Net carrying amount at 31 December	於十二月三十一日之賬面淨值	7,882,953	—

The goodwill, net of any impairment loss, is allocated to the cash generating unit of turnkey production lines business.

The recoverable amount of the cash generating unit was determined by the directors of the Company with reference to the valuation performed by a firm of independent professional valuers, based on value-in-use calculations covering a detailed ten-year budget plan followed by an extrapolation of expected cash flows at the growth rate stated below. The growth rates reflect the expected long-term average growth rate for the product lines of the cash generating unit.

The key assumptions used for value-in-use calculations include the increase in sales of 75MW turnkey production line per year, and a discount rate of 21.73%.

19. 商譽 — 本集團

商譽因年內收購Apollo附屬集團而產生。商譽之賬面淨值分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Net carrying amount at 1 January	於一月一日之賬面淨值	—	—
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	7,882,953	—
Net carrying amount at 31 December	於十二月三十一日之賬面淨值	7,882,953	—

商譽(經扣除任何減值虧損)分配至組裝完備生產線業務之現金產生單位。

現金產生單位之可收回金額由本公司董事參考獨立專業估值師進行之估值後根據涵蓋十年詳盡預算計劃之使用價值計算方法及按下列增長率推算預期現金流量釐定。該等增長率反映現金產生單位產品系列之預期長期平均增長率。

使用價值計算方法使用之主要假設是每年增加銷售75兆瓦組裝完備生產線及21.73%之貼現率。

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19. GOODWILL — GROUP (Continued)

The key assumptions also include stable profit margins, which have been determined based on past performance, and management's expectations for market share, evidenced by the sales contracts entered during the year, and also other sales contracts entered into after the reporting date (note 44(ii)), and after taking into consideration published market forecast and research. The growth rate used is consistent with the forecast included in industry reports. The discount rate used is pre-tax and reflect specific risks relating to the turnkey production line segment.

Impairment testing taking into account the sales contracts entered into before and after the reporting date, together with the management's assumptions on the growth and rate of return. No impairment of goodwill was associated with the cash generating unit of turnkey production lines based on this value-in-use calculations.

Apart from the considerations described in determining the value-in-use of the cash generating unit above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates. However, the estimate of recoverable amount of the Group's turnkey production line business is particularly sensitive to the discount rate applied. The impact from a reasonable change in the discount rate is assessed in note 4.1 together with other critical accounting estimates and assumptions.

19. 商譽 — 本集團(續)

主要假設亦包括穩定之利率潤，其乃根據過往表現及管理層預期之市場份額(由年內訂立之銷售合約及於報告日期後訂立之其他銷售合約(附註44(ii))證明)並經考慮已公佈市場預測及研究釐定。使用之增長率與行業報告內之預測一致。使用之貼現率為除稅前之貼現率，並反映與組裝完備生產線分部有關之特定風險。

經考慮報告日期前後訂立之銷售合約及管理層於增長及回報率之假設之減值測試表明，根據使用價值計算之組裝完備生產線之現金產生單位有關之商譽並無減值。

除上文釐定現金產生單位之使用價值時所述之代價外，本集團管理層目前並不知悉任何其他可能變動將導致其主要估算改變。然而，本集團組裝完備生產線業務之估計可收回金額對所採用之貼現率異常敏感。貼現率合理變動之影響於附註4.1內連同其他主要會計估計及假設一併予以評估。

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20. INTANGIBLE ASSETS — GROUP

20. 無形資產 — 本集團

		Technology know-how 技術專業知識 HK\$'000 千港元 (Note (i)) (附註(i))	Customers' contracts 客戶合約 HK\$'000 千港元 (Note (ii)) (附註(ii))	Total 合計 HK\$'000 千港元
Year ended 31 December 2009	截至二零零九年十二月三十一日止年度			
Acquisition of subsidiaries (note 34)	收購附屬公司 (附註34)	384,829	74,953	459,782
Amortisation for the year (note (iii))	本年攤銷(附註(iii))	(3,499)	(20,935)	(24,434)
Exchange differences	匯兌差額	93	—	93
Closing net carrying amount	期末賬面淨值	381,423	54,018	435,441
At 31 December 2009	於二零零九年十二月三十一日			
Cost	成本	384,922	74,953	459,875
Accumulated amortisation	累計攤銷	(3,499)	(20,935)	(24,434)
Net carrying amount	賬面淨值	381,423	54,018	435,441

(i) In February and September 2009, Apollo Sub-Group entered into a contract with GS-Solar (Fujian) Company Limited ("GS-Solar (Fujian)"), a wholly owned subsidiary of the former ultimately holding company of Apollo Precision, to purchase 7 registered technologies and 26 non-registered licensed technologies in relation to the know-how on the production of equipment and turnkey production lines for thin film solar modules. These intangible assets were subsequently acquired by the Company through its acquisition of the Apollo Sub-Group on 25 November 2009. They are recognised at fair value on business combination and are amortised on a straight-line basis over their estimated useful lives of 10 years.

(i) 於二零零九年二月及九月，Apollo 附屬集團與 Apollo Precision 前最終控股公司之全資附屬公司福建鉤石能源有限公司(「福建鉤石能源」)訂立合約，購買7個已註冊技術及26個非註冊許可技術，該等技術與製造薄膜太陽能模組設備及組裝完備生產線之專業知識有關。該等無形資產隨後由本公司於二零零九年十一月二十五日透過收購 Apollo 附屬集團購買。其於業務合併時按公平值確認，並按直線法於估計十年可使用年內攤銷。

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20. INTANGIBLE ASSETS — GROUP

(Continued)

- (i) GS-Solar (Fujian) is a wholly-owned subsidiary of the former ultimately holding company of Apollo Precision. A director of GS-Solar (Fujian) is the former beneficiary shareholder (the “Former Beneficiary Shareholder”) of Apollo Precision and is a close family member of a former director (the “Former Director”) of Apollo Precision. The Former Director is another former beneficiary shareholder of Apollo Precision.
- (ii) Customers’ contracts acquired from the business combination are recognised at fair value on business combination and are amortised on a straight-line basis over their estimated useful lives and are capitalised to work-in-progress. They are charged to profit or loss when customers’ contracts complete.
- (iii) The analysis of amortisation of intangible assets during the year is as follows:

20. 無形資產 — 本集團(續)

- (i) 福建鈞石能源為Apollo Precision前最終控股公司之全資附屬公司。福建鈞石能源一名董事為Apollo Precision之前受益人股東(「前受益人股東」)，並為Apollo Precision前董事(「前董事」)之近親。前董事為Apollo Precision另一名前受益人股東。
- (ii) 從業務合併收購之客戶合約於業務合併時按公平值確認，按直線法於估計可使用年期內攤銷，並資本化至在建工程。客戶合約於完成時從損益內扣除。
- (iii) 年內無形資產攤銷分析如下：

		Technology know-how 技術專業知識 HK\$'000 千港元	Customers' contracts 客戶合約 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Total amortisation for the year	年內總攤銷	3,499	20,935	24,434
Less: Capitalised to inventories	減：資本化至存貨	(1,435)	(3,372)	(4,807)
Amortisation of intangible assets recognised in profit or loss	於損益內確認之 無形資產攤銷	2,064	17,563	19,627

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21. INVENTORIES — GROUP

21. 存貨 — 本集團

		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Turnkey production line business	組裝完備生產線		
Raw materials	原料	5,394	—
Work-in-progress	在製品	150,735	—
		156,129	—
Toy business	玩具業務		
Raw materials	原料	21,884	38,027
Work-in-progress	在製品	28,191	47,124
Finished goods	製成品	19,538	27,018
		69,613	112,169
Total	總額	225,742	112,169

All the inventories are stated at the lower of cost or net realisable value.

所有存貨按成本及可變現淨值兩者之較低者入賬。

For the year ended 31 December 2009, the Group has reversed the allowance for slow moving inventories of approximately HK\$4,972,000 (2008: allowance for inventories of approximately HK\$19,061,000) being part of the inventory written down in previous years that was subsequently not required because the obsolete stock has been sold or disposed. The amount reversed has been included in "Cost of sales" in the consolidated statement of comprehensive income.

截至二零零九年十二月三十一日年度，本集團之存貨準備撥回約4,972,000港元(二零零八年：存貨準備約19,061,000港元)，此撥回乃以往存貨準備之一部份。由於有問題之存貨已出售或棄用，因此往後無需為此作準備。此撥回金額在綜合全面收益表中的銷售成本入賬。

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22. TRADE AND OTHER RECEIVABLES — GROUP

22. 貿易及其他應收款項 — 本集團

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Trade receivables	貿易應收款項	136,913	65,660
Less: Allowance for impairment of receivables	減：應收款項減值撥備	(2,459)	(13,933)
Trade receivables — net	貿易應收款項 — 淨值	134,454	51,727
Other receivables	其他應收款項	77,076	614
		211,530	52,341

The directors of the Company considered that the fair values of trade and other receivables are not materially different from their carrying amounts because these amounts have short maturity periods at their inception.

由於貿易及其他應收款項自開始起計於短期內到期，故本集團董事認為其公平值與其賬面值並無重大差異。

The Group generally allows a credit period of 0 to 90 days to its trade customers. Based on invoice date, the ageing analysis of the Group's net trade receivables is as follows:

本集團一般給予客戶零至九十天信貸期。本集團貿易應收款項以發票日期計之賬齡分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
0 — 30 days	0 至 30 天	113,908	19,595
31 — 60 days	31 至 60 天	11,290	12,738
61 — 90 days	61 至 90 天	7,525	14,349
Over 90 days	90 天以上	1,731	5,045
		134,454	51,727

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22. TRADE AND OTHER RECEIVABLES — GROUP (Continued)

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that the recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly. The movements in the allowance for impairment of trade receivables are as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
At 1 January	於一月一日	13,933	11,118
Amount written off during the year	年內撤銷之金額	(11,474)	(102)
Impairment recognised	已確認減值虧損	—	2,917
At 31 December	於十二月三十一日	2,459	13,933

At each reporting dates, the Group reviews receivables for evidence of impairment on both an individual and collective basis. As at 31 December 2009, the Group has determined trade receivables of approximately HK\$2,459,000 as individually impaired (2008: approximately HK\$13,933,000). Based on this assessment, no impairment has been recognised (2008: impairment loss of approximately HK\$2,917,000 has been recognised). The impaired trade receivables are due from customers experiencing financial difficulties that were in default or delinquency of payments.

Included in other receivables is the sales proceeds from disposal of a subsidiary, RBI Industries (Shenzhen) Limited, amounted to approximately HK\$ 71,685,000, which was received on 22 January 2010 (note 35(ii)).

22. 貿易及其他應收款項 — 本集團 (續)

有關貿易應收款項之減值虧損乃記入準備賬，除非本集團信納收回款項之機會極微，而於此情況下，減值虧損乃直接於貿易應收款項對銷。貿易應收款項減值準備變動列示如下：

於各結算日，本集團檢討應收款項是否有跡象顯示個別或整體上存在減值。於二零零九年十二月三十一日，本集團已釐定貿易應收款項出現個別減值約2,459,000港元(二零零八年：13,933,000港元)。根據此評估，本年度沒有減值虧損(二零零八年：減值虧損約2,917,000港元)。已減值貿易應收款項為客戶出現財政困難而拖欠還款之應收款項。

其他應收款項包括出售一附屬公司，紅發實業(深圳)有限公司金額約71,685,000港元，此款已於二零一零年一月二十二日收取(附註35(ii))。

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22. TRADE AND OTHER RECEIVABLES — GROUP (Continued)

In addition, included in other receivables is the term loan of HK\$3,000,000 (2008: nil) advanced to Dr. Hui Ka Wah, Ronnie J.P., the chief financial officer of the Group. The balance is unsecured, interest bearing at 2.5% per annum and is repayable on 9 September 2010. The maximum amount outstanding during the year is HK\$3,018,750.

No amounts in relation to other receivables were past due at the reporting dates.

The Group did not hold any collateral as security or other credit enhancements over the impaired trade receivables, whether determined on an individual or collective basis.

The ageing analysis of the Group's trade receivables that were past due as at the reporting dates but not impaired, based on due date is as follows:

22. 貿易及其他應收款項 — 本集團 (續)

再者，其他應收款包括向本集團首席財務官許家驊醫生太平紳士墊付有期貨款3,000,000港元(二零零八年：無)。結餘無抵押，按年利率2.5%計算及須於二零一零年九月九日償還。於年內最高之未償貸款為3,018,750港元。

於報告日，其他應收款內無款項為逾期。

本集團並無就已減值貿易應收款項(不論個別或整體而言)持有任何抵押品作為保證或其他信貸提升。

於報告日已逾期但未減值之本集團貿易應收款項已根據到期日作賬齡分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Not yet past due	未過期	31,772	38,457
1-90 days past due	已過期1-90天	101,592	12,340
91-180 days past due	已過期91-180天	301	109
Over 180 days past due	已過期180天以上	789	821
		134,454	51,727

As at 31 December 2009, trade receivables of HK\$31,772,000 (2008: HK\$38,457,000) were neither past due nor impaired. These related to a large number of diversified customers from whom there were no recent history of default.

於二零零九年十二月三十一日，31,772,000港元之貿易應收款項(二零零八年：38,457,000港元)並未逾期或減值。此等貿易應收款項及關於大量分散之客戶，而彼等並無近期之拖欠記錄。

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22. TRADE AND OTHER RECEIVABLES — GROUP *(Continued)*

Trade receivables that were past due but not impaired related to customers that had a good track record of credit with the Group. Based on past credit history, 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.

Included in trade receivables that were past due but not impaired is a balance of approximately HK\$98,593,000 was due from 北京中錦陽電子科技有限公司 (“中錦陽”). An equity owner holding 50% interest of 中錦陽 is the Former Beneficiary Shareholder of Apollo Precision and a close family member of the Former Director of Apollo Precision. The Former Director is another former beneficiary shareholder of Apollo Precision. The directors of the Company believe that no impairment allowance is necessary in respect of this balance as 中錦陽 had a good track record of settlements during the period and the balance is still considered to be fully recoverable.

Apart from the trade deposits received from 中錦陽 amounted to approximately HK\$69,848,000 (note 28), the Group did not hold any collateral in respect of trade receivables past due but not impaired.

22. 貿易及其他應收款項 — 本集團 (續)

已逾期但未減值之貿易應收款及關於大量分散並有良好紀錄的客戶。根據過往信貸紀錄，管理層相信由於信貸質素並無重大改變而有關結餘仍被視作可全數收回，故毋須就此等結餘計提減值準備。

已逾期但未減值之貿易應收款項包括約 98,593,000 港元北京中錦陽電子科技有限公司 (“中錦陽”) 之貨款。中錦陽是一間由 Apollo Precision 前受益人股東 (彼亦為 Apollo Precision 前董事之近親) 持有 50% 權益之公司。本公司董事相信由於中錦陽於本年內之良好結算記錄，其結餘應可全部收回並無需為其作出減值準備。

除了中錦陽約為 69,848,000 港元 (附註 28) 之貿易訂金，本集團沒有其它為逾期但未減值之貿易應收款項而收取之抵押品。

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23. BILLS RECEIVABLE — GROUP

The ageing analysis of the Group's bills receivable outstanding at the reporting dates based on invoice date is as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
0 — 30 days	0 至 30 天	863	1,232
31 — 60 days	31 至 60 天	2,341	220
61 — 90 days	61 至 90 天	—	384
Over 90 days	90 天以上	370	650
		3,574	2,486

All of the Group's bills receivable are not past due as at the reporting dates and no impairment allowance has recognised.

The directors of the Company considered that the fair values of bills receivable are not materially different from their carrying amounts because these amounts have short maturity periods at their inception.

23. 應收票據 — 本集團

本集團應收票據於結算日以發票日期計之賬齡分析如下：

所有集團應收票據於結算日並無未過期及減值撥備確認。

由於應收票據自開始起計於短期內到期，故本公司董事認為其公平值與其賬面值並無重大差異。

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24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS — GROUP

24. 按公平值於損益列賬之金融資產 — 本集團

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Equity investments stated at fair value — Listed in Hong Kong	權益投資按公平值計 — 在香港上市	3,806	—

The fair values of the Group's investments in listed equity securities have been measured in accordance with the accounting policy described in note 2.10.

本集團投資於上市權益證券之公平值，為根據會計政策附註2.10計算。

25. CASH AND BANK BALANCES/PLEDGED BANK DEPOSITS

25. 現金及銀行結存／已抵押銀行存款

Cash and bank balances include the following components:

現金及銀行結存包括以下項目：

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cash at banks and in hand	銀行及手頭現金	80,073	18,239	669	4
Short-term bank deposits	短期銀行存款	74,428	33,531	—	—
Less: Pledged bank deposits	減：已抵押銀行存款	(864)	—	—	—
Total cash and cash equivalents	所有現金及現金等價物	153,637	51,770	669	4

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25. CASH AND BANK BALANCES/PLEDGED BANK DEPOSITS *(Continued)*

The short-term bank deposits earn 0.25% (2008: 1.38%) interest per annum. They have maturity of 1 day to 3 months and are eligible for immediate cancellation without receiving any interest for the last deposit period.

Pledged bank deposits represent the Group's bank deposits pledged to secure the Group's bills payable. The effective interest rates of the pledged bank deposits are ranging from 0.36% to 1.98% per annum. The maturities of pledged bank deposits are ranging from 150 days to 182 days.

The directors of the Company considered that the fair value of short-term deposits is not materially different from its carrying amount because of the short maturity periods at its inception.

Included in cash and bank balances of the Group is HK\$45,196,000 (2008: HK\$1,831,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

25. 現金及銀行結存／已抵押銀行存款(續)

短期銀行存款按年利率0.25厘(二零零八年：1.38厘)利息，到期日介乎1日至3個月，並可在不收取最後一個存款期之利息之情況下即時取消。

已抵押銀行存款為本集團以銀行存款作保證本集團之票據應付款之押抵，其利率為每年0.36%至1.98%及到期日為150日至182日。

本集團董事認為，由於短期存款於設立時之到期期限短，故其公平值與其賬面值並無重大差異。

本集團之現金及銀行結存包括存放於中國之銀行以人民幣(「人民幣」)為單位之銀行結餘45,196,000港元(二零零七年：1,831,000港元)。人民幣並非可自由兌換之貨幣；然而，根據中國內地之外匯管制條例及結匯、售匯及付匯管理規定，本集團獲批准透過獲授權可在中國進行外匯業務之銀行將人民幣兌換作外幣。

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26. TRADE AND OTHER PAYABLES — GROUP

26. 貿易及其他應付款項 — 本集團

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Trade payables	貿易應付款項	35,274	17,001
Other payables	其他應付款項	19,811	7,430
		55,085	24,431

The Group was granted by its suppliers credit periods ranging from 0 to 60 days. Based on the invoice date, the ageing analysis of the Group's trade payables is as follows:

供應商給與本集團零天至六十天除賬期。按發票日期計，本集團之貿易應付款項賬齡如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
0 — 30 days	0至30天	20,617	10,402
31 — 60 days	31至60天	10,442	5,002
61 — 90 days	61至90天	2,467	915
Over 90 days	90天以上	1,748	682
		35,274	17,001

All amounts are short term and hence the carrying amounts of trade and other payables are considered to be a reasonable approximation of their fair values.

所有金額為短期，因此貿易及其他應付款項之賬面值與公平值相若。

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27. BILLS PAYABLE— GROUP

At 31 December 2009, bills payable were secured by pledged bank deposits of approximately HK\$864,000 (2008: nil) (note 25), corporate guarantees of approximately HK\$56,787,000 (equivalent to RMB50,000,000) (2008: nil) provided jointly by GS-Solar (Fujian) and 泉州市金太陽電子科技有限公司(“金太陽”).

An equity owner holding 80% equity interest of 金太陽 is the Former Beneficiary Shareholder of Apollo Precision and a close family member of the Former Director of Apollo Precision. This Former Director of Apollo Precision is also a director and equity owner holding 10% equity interest of 金太陽.

The bills payable were also guaranteed by personal guarantees given by the Former Director and the Former Beneficiary Shareholder of Apollo Precision. None of the guarantees were utilised at 31 December 2009 (2008: Nil).

27. 應付票據 — 本集團

於二零零九年十二月三十一日，應付票據以已抵押銀行存款約864,000港元(二零零八年：無)(附註25)以及福建鈞石能源與泉州市金太陽電子科技有限公司(「金太陽」)共同提供之公司擔保約56,787,000港元(約相當於人民幣50,000,000元)(二零零八年：無)作擔保。

持有金太陽80%股本權益之權益擁有人為Apollo Precision之前受益人股東，且為Apollo Precision前董事之近親。Apollo Precision此名前董事亦為金太陽之董事及持有金太陽10%權益之股本權益擁有人。

應付票據亦以Apollo Precision前董事及Apollo Precision前受益人股東發出之個人擔保作擔保。於二零零九年十二月三十一日，並無動用任何擔保(二零零八年：無)。

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28. DEPOSITS AND ACCRUALS

28. 按金及應計費用

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Deposits received	按金收取	182,344	24,338
Accruals	應計費用	28,554	13,690
		210,898	38,028

		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Accruals	應計費用	1,698	64

Included in the deposits received in the Group were the customer's deposits from 中錦陽 (note 22) amounted to approximately HK\$69,848,000 (2008: nil).

All amounts are short term and hence the carrying amounts of accruals are considered to be a reasonable approximation of their fair values.

中錦陽之客戶按金金額約69,848,000港元(二零零八年：無)(附註22)已包括在集團按金收取。

所有金額為短期及應計費用之賬面值已考慮合理約干公平值。

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29. CONVERTIBLE BONDS — GROUP AND COMPANY

On 25 November 2009, the Company issued zero coupon convertible bonds, as part of the consideration in respect of the Acquisition (note 34), with a principal amount of HK\$3,814,950,000 (the "Convertible Bonds"). The Convertible Bonds were issued in two tranches. The principal amount for the first tranche Convertible Bonds is HK\$1,040,440,000 and the second tranche Convertible Bonds is HK\$2,774,510,000. The Convertible Bonds will be matured on 25 November 2013 and are convertible into fully paid ordinary shares with a par value of HK\$0.0025 each of the Company at an initial conversion price of HK\$0.329, subject to the adjustments in the event of, inter alia, consolidation or subdivision of the shares, capitalisation of profits or reserves, capital distributions in cash or specie or subsequent issue of securities, at a discount of the then market price, in the Company.

The Convertible Bonds are secured by the shares in the share capital of Apollo Precision (note 41(ii)).

The holders of the Convertible Bonds will have the right to convert the whole or part of the outstanding principal amount of the Convertible Bonds during the conversion period. The Convertible Bonds remains outstanding on the maturity date shall be redeemed at its then outstanding principal amount.

On initial recognition, the fair value of the liability component of the Convertible Bonds was calculated using an effective interest rate of 8.23% for an equivalent non-convertible bond. The equity component of the Convertible Bonds was recognised at fair value and was included in convertible bonds equity reserve in the owners' equity.

29. 可換股債券 — 本集團及本公司

作為收購事項(附註34)代價之一部分，本公司於二零零九年十一月二十五日發行本金為3,814,950,000港元之零票息可換股債券(「可換股債券」)。可換股債券分兩批發行。首批可換股債券本金為1,040,440,000港元，及第二批可換股債券本金為2,774,510,000港元。可換股債券將於二零一三年十一月二十五日到期，並可按初步換股價0.329港元兌換為本公司每股面值0.0025港元之繳足普通股股份，惟換股價可在股份合併或拆細、溢利或儲備資本化、現金或實物資本分派或隨後發行本公司證券之情況下予以調整。

可換股債券由Apollo Precision股本中之股份擔保(附註41(ii))。

於可換股期內，可換股債券持有人有權兌換可換股債券全部或部分未兌換本金。於到期日尚未兌換之可換股債券須按當時未兌換本金贖回。

於初步確認時，可換股債券負債部分之公平值使用類似非可換股債券使用之實際利率8.23%計算。可換股債券之權益部分按公平值確認，並於擁有人權益內計入可換股債券權益儲備。

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29. CONVERTIBLE BONDS — GROUP AND COMPANY (Continued)

The Convertible Bonds recognised in the consolidated statement of financial position are calculated as follows:

29. 可換股債券 — 本集團及本公司(續)

於綜合財務狀況表內確認之可換股債券計算如下：

		Liability component 負債部分 HK\$'000 千港元	Equity component 權益部分 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Net carrying amounts on initial recognition	初步確認時之賬面淨值	2,780,509	3,886,118	6,666,627
Interest expenses	利息開支	22,376	—	22,376
Net carrying amount at 31 December 2009	於二零零九年十二月三十一日之賬面淨值	2,802,885	3,886,118	6,689,003

The fair value of the equity component of the Convertible Bonds was calculated using the binomial model with the major inputs used in the model as follows:

可換股債券權益部分之公平值使用二項式模型計算，及該模型所使用之主要數據如下：

		At 25 November 2009 於二零零九年十一月二十五日
Expected volatility	預期波幅	75.53%
Risk free rate	無風險利率	1.29%
Expected life	預期年限	4 years
Expected dividend yield	預期股息收益率	0%
Effective interest rate	實際利率	8.23%

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29. CONVERTIBLE BONDS — GROUP AND COMPANY (Continued)

During the period from 25 November 2009 (date of Acquisition completion) to 31 December 2009, no Convertible Bonds were converted into ordinary shares of the Company.

Interest expense on the Convertible Bonds is calculated using the effective interest method by applying the interest rate of 8.23% to the liability component.

30. DEFERRED TAX ASSETS/(LIABILITIES)

The followings are the major deferred tax assets and liabilities recognised by the Group and movements thereon during the current and prior years:

29. 可換股債券 — 本集團及本公司(續)

於二零零九年十一月二十五日(收購事項完成日期)至二零零九年十二月三十一日止期間，並無可換股債券兌換為本公司普通股股份。

可換股債券之利息開支使用實際利率法透過向負債部分應用8.23%之利率計算。

30. 遞延稅項資產/(負債)

以下為本集團確認之主要遞延稅項資產及負債及於現行與過往年度之變動：

		Accelerated tax depreciation	Unrealised profit on intra-group transfer of assets 集團內資產轉移之未變現溢利	Fair value adjustments on business combination 業務合併之公平值調整	Other temporary differences 其他暫時差異	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	583	4,018	—	3,206	7,807
Credit/(Charge) to profit or loss (note 10)	於損益內計入/(扣除) (附註10)	1,484	(5,107)	—	522	(3,101)
Exchange difference	匯兌差額	293	129	—	60	482
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	2,360	(960)	—	3,788	5,188
Acquisition of subsidiaries (note 34)	收購子公司	—	—	(123,904)	—	(123,904)
Credit/(Charge) to profit or loss (note 10)	於損益內計入/(扣除) (附註10)	1,309	(4,810)	45,779	243	42,521
At 31 December 2009	於二零零九年十二月三十一日	3,669	(5,770)	(78,125)	4,031	(76,195)

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30. DEFERRED TAX ASSETS/(LIABILITIES)

(Continued)

30. 遞延稅項資產／(負債)(續)

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	6,686	9,196
Deferred tax liabilities	遞延稅項負債	(82,881)	(4,008)
		(76,195)	5,188

At 31 December 2009, the Group had unused tax losses of HK\$91,195,000 (2008: HK\$62,944,000) available for offset against future profits. Deferred tax assets have been recognised in respect of HK\$6,917,000 (2008: HK\$1,739,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$84,278,000 (2008: HK\$61,205,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$41,556,000 (2008: HK\$24,870,000) and HK\$27,706,000 (2008: HK\$17,538,000) that will expire from 2012 to 2029 and from 2010 to 2014 respectively. Other unused tax losses may be carried forward indefinitely.

於二零零九年十二月三十一日，本集團未使用稅項虧損用以抵銷未來溢利為91,195,000港元(二零零八年：62,944,000港元)。就該稅務虧損之已確認之遞延稅項資產為6,917,000港元(二零零八年：1,739,000港元)。餘下的84,278,000港元(二零零八年：61,205,000港元)，由於不能確定其未來溢利之趨勢，故此並沒有確認為遞延稅項資產。其中包括未確認之稅務虧損41,556,000港元(二零零八年：24,870,000港元)及27,706,000港元(二零零八年：17,538,000港元)分別將於二零一二年至二零二九年及二零一零年至二零一四年屆滿。其他未使用稅項虧損可無限期結轉。

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31. SHARE CAPITAL

31. 股本

		Number of shares 股份數目 '000 千港元	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：		
At 1 January 2008 (Ordinary shares of HK\$0.1 each)	於二零零八年一月一日 (每股面值0.1港元之普通股)	800,000	80,000
Share subdivision (note (i))	股份拆細(附註(i))	800,000	—
At 31 December 2008 and 1 January 2009 (Ordinary shares of HK\$0.05 each)	於二零零八年十二月三十一日 及二零零九年一月一日 (每股面值0.05港元之普通股)	1,600,000	80,000
Capital reorganisation (note (iii))	資本重組(附註(iii))	6,400,000	—
Share subdivision (note (v))	股份拆細(附註(v))	24,000,000	—
At 31 December 2009 (Ordinary shares of HK\$0.0025 each)	於二零零九年一月一日(每股 面值0.0025港元之普通股)	32,000,000	80,000
Issued and fully paid:	已發行及繳足		
At 1 January 2008 (Ordinary shares of HK\$0.1 each)	於二零零八年一月一日(每股 面值0.1港元之普通股)	331,256	33,126
Issue of new shares (note (iii))	發行新股(附註(iii))	66,000	6,600
Share subdivision (note (i))	股份拆細(附註(i))	397,257	—
At 31 December 2008 and 1 January 2009 (Ordinary shares of HK\$0.05 each)	於二零零八年十二月三十一日 及二零零九年一月一日(每股 面值0.05港元之普通股)	794,513	39,726
Capital reorganisation (note (iii))	資本重組(附註(iii))	(635,611)	(38,136)
Issue of new shares upon open offer (note (iv))	以公開招股發行新股 (附註(iv))	635,611	6,356
Share subdivision (note (v))	股份拆細(附註(v))	2,383,541	—
Issue of consideration shares (note (vi))	發行代價股份(附註(vi))	1,116,614	2,791
Issue of commission shares (note (vii))	發行佣金股份(附註(vii))	318,000	795
At 31 December 2009 (Ordinary shares of HK\$0.0025 each)	於二零零九年十二月三十一日 (每股面值0.0025港元之 普通股)	4,612,668	11,532

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31. SHARE CAPITAL (Continued)

Notes:

- (i) Pursuant to the resolutions passed at the Annual General Meeting held on 13 June 2008, the Company subdivided each of the issued and unissued shares of HK\$0.10 each in the share capital of the Company into 2 shares of HK\$0.05 each. The share subdivision took place on 16 June 2008.
- (ii) On 23 May 2008, the Company entered into a placing agreement for a placement of total of 66,000,000 new shares of the Company at a placing price of HK\$0.53 per share. The share placing was completed on 12 June 2008.
- (iii) Pursuant to the special resolution passed on 22 April 2009, the Company implemented the capital reorganisation which involves the followings (the "Capital Reorganisation"):

Share consolidation

The Company effects the share consolidation pursuant to which every five existing shares of HK\$0.05 each have been consolidated into one consolidated share of HK\$0.25 each (the "Consolidation Share").

Capital reduction and share subdivision

- The issued share capital of the Company has been reduced through a cancellation of the paid up capital of the Company to the extent of HK\$0.24 on each of the issued Consolidation Shares such that the nominal value of each issued Consolidation Share will be reduced from HK\$0.25 to HK\$0.01;
- The entire amount standing to the credit to the share premium account of the Company as at 22 April 2009 has been reduced and cancelled;
- The credit arising in the book of the Company from the reduction of the paid-up capital of the Company and the cancellation of the share premium account of the Company as at 22 April 2009 meeting has been credited to the contributed surplus account of the Company; and
- Each of the authorised but unissued consolidated shares of HK\$0.25 each has been subdivided into 25 new shares of HK\$0.01 each;

Immediately following the capital reorganisation, the authorised share capital of the Company remains as HK\$80,000,000 divided into 8,000,000,000 new shares with a par value of HK\$0.01 each, of which 158,902,712 new shares has been in issue and the aggregate nominal value of the issued share capital of the Company is HK\$1,589,027.

31. 股本(續)

附註:

- (i) 本公司於二零零八年六月十三日通過之決議案，分拆本公司原股本中每股面值0.10港元已發行及未發行股份為2股每股面值0.05港元之股份。此股份拆細於二零零八年六月十六日實行。
- (ii) 於二零零八年五月二十三日，本公司簽訂配售合約，以每股0.53港元配售本公司新股合共66,000,000股(「股份配售」)。股份配售於二零零八年六月十二日完成。
- (iii) 本公司於二零零九年四月二十二日通過之決議案，對本公司股本進行重組(「資本重組」)並涉及以下事項：

股份合併

董事會進行股份合併，據此，每五股每股面值0.05港元之現有股份將合併為一股每股面值0.25港元之普通股(「合併股份」)。

削減股本及股份拆細

- 透過註銷本公司之繳足股本(每股已發行合併股份註銷0.24港元)而削減本公司之已發行股本，使每股已發行合併股份之面值由0.25港元削減至0.01港元；
- 本公司於二零零九年四月二十二日之股份溢價賬之全部進賬金額將予以削減及註銷；
- 因削減本公司繳足股本及註銷本公司於二零零九年四月二十二日之股份溢價賬而於本公司賬簿中產生之進賬，將於本公司之實繳盈餘賬入賬；及
- 將每股面值0.25港元之法定但未發行合併股份拆細為25股每股面值0.01港元之新股份。

緊隨股本重組後，本公司之法定股本仍將為80,000,000港元，分為8,000,000,000股每股面值0.01港元之新股份(「新股份」)，其中158,902,712股新股份將予以發行，而本公司已發行股本之總面值將約為1,589,027港元。

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31. SHARE CAPITAL (Continued)

Notes:

- (iv) Pursuant to a resolution passed on 4 June 2009, an open offer of 635,610,848 shares of HK\$0.1 each to the shareholders on the basis of 4 offer shares for every share of the Company was approved. The open offer was completed on 26 June 2009.
- (v) Pursuant to the resolutions passed at the Special General Meeting held on 4 November 2009, the Company subdivided the issued and unissued shares of HK\$0.01 each into four shares of HK\$0.0025 each. The Share Subdivision took place on 5 November 2009.
- (vi) On 25 November 2009, an aggregate of 1,116,613,652 Shares of HK\$0.0025 were allotted and issued at an issue price of HK\$0.329 as partial consideration for the acquisition of the share capital of Apollo Precision Limited.
- (vii) On 25 November 2009, the Company allotted and issued 318,000,000 commission shares of HK\$0.0025 each to the introducing agent for the acquisition of the share capital of Apollo Precision Limited.
- (viii) The Company repurchase 63,900,000 of its own shares through purchase on the Stock Exchange during the year ended 31 December 2009. The shares have been cancelled subsequently to year end. The total amount to acquire the shares was approximately HK\$82 million which have been recorded in other reserve in the owners' equity.

32. SHARE-BASED COMPENSATION

(a) The Company

Pursuant to a resolution passed on 28 August 2007, the Company adopted a share option scheme (the "Scheme") relating to the grant of share options to directors, employees and other participants (the "Grantee") including consultants, advisers, suppliers and customers of the Group.

The directors may specify the minimum period, if any, for which an option must be held or the performance targets, if any, that must be achieved by the Grantee before the option can be exercised.

31. 股本(續)

附註：

- (iv) 本公司於二零零九年六月四日通過之決議案，公開發售新股合共635,610,848股，按每股發售股份0.10港元之價格售予股東，基準為每持有一股股份獲發四股發售股份，公開發售於二零零九年六月二十六日完成。
- (v) 本公司於二零零九年十一月四日通過之特別決議案，分拆本公司原股本中每股面值0.01港元已發行及未發行股份為4股每股面值0.0025港元之股份。此股份拆細於二零零九年十一月五日實行。
- (vi) 於二零零九年十一月二十五日，以每股0.329港元分發及發行合共1,116,613,652股面值為0.0025港元之股份，作為收購Apollo Precision Limited股份之部份代價。
- (vii) 於二零零九年十一月二十五日，分發及發行每股0.0025港元之318,000,000佣金股份給收購Apollo Precision Limited股份之介紹代理人。
- (viii) 截至二零零九年十二月三十一日止，本公司於聯交所已購回63,900,000股。股份已年底逐步取消。購買股份合共約82,000,000港元及列入擁有人權益之其他儲備內。

32. 以股份為基礎之僱員報酬

(a) 本公司

根據於二零零七年八月二十八日通過之決議案，本公司就向本集團之董事、僱員及其他參與者(「承授人」)(包括顧問、諮詢人、供應商及客戶)授出購股權採納一項購股權計劃(「購股權計劃」)。

董事或會指定購股權可獲行使前必須持有之最低限期(如有)或必須達致之表現目標(如有)。

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32. SHARE-BASED COMPENSATION

(Continued)

Share options may be granted without any initial payment and at an exercise price (subject to adjustments as provided therein) equal to the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the Stock Exchange's daily quotations sheet on the date of the grant of the share option; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the share option.

The maximum number of shares which may be issued upon the exercise of all options to be granted under the Scheme and any other share option scheme(s) of the Company shall not exceed 10 per cent of the share capital of the Company in issue on 28 August 2007, the date of adoption of the Scheme, unless a refresh approval of the shareholders is obtained.

Pursuant to the Special General Meeting held on 4 August 2009, the resolution approving the renewal of the 10% of the general limit was passed by the shareholders and the maximum number of shares which may be issued upon the exercise of all options to be granted under the Scheme and any other share option scheme(s) of the Company shall not exceed 10 per cent of the share capital of the Company in issue on 4 August 2009. As at the reporting date, the total number of shares available for issue under the Scheme is 317,805,424, (representing 10% of the issued share capital of the Company as at the date of passing the resolution to refresh the 10% limit (as adjusted by the share subdivision)).

The maximum number of the shares (issued and to be issued) in respect of which share options may be granted under the Scheme to any one Grantee in any 12-month period shall not exceed 1 per cent of the share capital of the Company in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Listing Rules.

32. 以股份為基礎之僱員報酬(續)

購股權可毋須作出初步付款而授出，行使價格(可按本文規定而予以調整)將為下列三者中之最高者：(i) 股份之面值；(ii) 每股股份於授出購股權當日在香港交易所每日報價表所報之收市價；及(iii) 每股股份於緊接授出購股權當日之前五個營業日在香港交易所每日報價表所報之平均收市價。

根據購股權計劃因行使將予授出全部購股權而可能須發行股份之最高數目不得超過於二零零七年八月二十八日(採納購股權計劃當日)之本公司已發行股本之10%，惟取得股東之重新批准除外。

根據於二零零九年八月四日召開之特別股東大會上，股東已重新批准10%限額及根據購股權計劃因行使將予授出全部購股權而可能須發行股份之最高數目不得超過於二零零九年八月四日之本公司已發行股本之10%，惟取得股東之重新批准除外。截至本報告披露日，根據購股權計劃可予再發行之股份總數為317,805,424股，(代表通過重新批准10%該議案當日已發行股份之10%(已根據股份拆細調整))。

根據購股權計劃可於任何12個月期間向任何一名承授人授出購股權之有關股份最高數目(已發行及將予發行)不得超過於有關12個月期間最後一日之本公司已發行股本之1%，惟根據上市規則已取得本公司股東之批准除外。

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32. SHARE-BASED COMPENSATION

(Continued)

The Scheme was approved by the shareholders of the Company on 28 August 2007 and has a life of 10 years until 27 August 2017.

Pursuant to the ordinary resolutions passed in special general meeting held on 23 November 2009, the directors are specifically authorised to (i) grant the options to consultants of Apollo Sub-Group and (ii) upon the exercise of the options, allot and issue up to 320,000,000 shares of HK\$0.0025 each in the share capital of the Company to the grantees.

The following table discloses details of the Company's share options and movements in such holdings:

Year ended 31 December 2009

Granted to 授予	Date of grant 授予日期	Exercisable period 行使期	Subscription price per share 每股認購價 HK\$	Outstanding at 1 January 2009 於二零零九年 一月一日 尚未行使	Granted during the year 年內授予	Number of shares under options granted 已授予購股權之股份數目		Outstanding at 31 December 2009 於二零零九年 十二月三十一日 尚未行使	Exercisable at 31 December 2009 於二零零九年 十二月三十一日 可行使
				Exercised during the year 年內行使		Forfeited during the year 年內收回			
Consultants of the Group (i) 本集團顧問	13 July 2009 二零零九年七月 十三日	13 July 2010 to 12 July 2011 二零一零年七月十三 日至二零一一年七月 十二日	0.18 *	—	52,992,000*	—	—	52,992,000*	—
Consultants of Apollo Sub-Group (ii) Apollo集團顧問	25 November 2009 二零零九年十一 月二十五日	25 November 2009 to 24 November 2014 二零零九年十一月 二十五日至二零一四 年十一月二十四日	0.25*	—	320,000,000*	—	—	320,000,000*	—

* The exercise price and number of share options were adjusted for the effect of share subdivision (note 31(v)).

Notes:

(i) On 13 July 2009, the Company granted 59,992,000 share options to consultants of the Group for nil consideration at an exercise price of HK\$0.18 per share. The vesting date of the share options to business consultants of the Group is one year from the date of grant.

32. 以股份為基礎之僱員報酬(續)

購股權計劃已於二零零七年八月二十八日獲本公司股東批准，為期十年，直至二零一七年八月二十七日為止。

於二零零九年十一月二十三日特別股東大會通過之決議案，董事特地授權(i) 授出購股權予Apollo附屬集團顧問及(ii) 行使購股權時，分發及發行每股0.0025港元之320,000,000股股份予授出者。

下表披露本公司購股權及購股權持有情況變動之詳情：

截至二零零九年十二月三十一日止年度

Granted to 授予	Date of grant 授予日期	Exercisable period 行使期	Subscription price per share 每股認購價 HK\$	Outstanding at 1 January 2009 於二零零九年 一月一日 尚未行使	Granted during the year 年內授予	Number of shares under options granted 已授予購股權之股份數目		Outstanding at 31 December 2009 於二零零九年 十二月三十一日 尚未行使	Exercisable at 31 December 2009 於二零零九年 十二月三十一日 可行使
				Exercised during the year 年內行使		Forfeited during the year 年內收回			
Consultants of the Group (i) 本集團顧問	13 July 2009 二零零九年七月 十三日	13 July 2010 to 12 July 2011 二零一零年七月十三 日至二零一一年七月 十二日	0.18 *	—	52,992,000*	—	—	52,992,000*	—
Consultants of Apollo Sub-Group (ii) Apollo集團顧問	25 November 2009 二零零九年十一 月二十五日	25 November 2009 to 24 November 2014 二零零九年十一月 二十五日至二零一四 年十一月二十四日	0.25*	—	320,000,000*	—	—	320,000,000*	—

* 購股權行使價可於股份拆細(附註31(v))予以調整。

附註：

(i) 於二零零九年七月十三日，本公司以授出59,992,000購股權予本集團顧問，行使價為0.18港元。購股權授予本集團顧問及Apollo集團顧問之歸屬日期由授予日之後一年。購股權之歸屬期為一年。

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32. SHARE-BASED COMPENSATION

(Continued)

Year ended 31 December 2009 (Continued)

Notes:

- (ii) At the Acquisition completion of Apollo Sub-Group, the Company issued 320,000,000 share options to certain consultants to Apollo Sub-Group for nil consideration at an exercise price of HK\$0.25 per share as incentive of their contribution to the development of the Acquisition completion. The vesting date of the share options to consultants of Apollo Sub-Group is one year from the date of grant.
- (iii) The options outstanding at 31 December 2009 had exercise price of HK\$0.18 to HK\$0.25 and a weighted average remaining contractual life of 4.4 years.
- (iv) The valuation of the share options was carried out by an independent professional qualified valuer. The fair values of the share options granted during the year ended 31 December 2009 were calculated using the binomial model. The inputs into model were as follows:

		At 13 July 2009
Business consultants of the Group	本集團業務顧問	於二零零九年 七月十三日
Expected volatility	預期波幅	129.36%
Risk free rate	無風險情況之利率	0.39%
Expected life (Years)	預期行使期(年)	2
Expected dividend yield	預期股息率	0%

		At 25 November 2009
Consultants of Apollo Sub-Group	Apollo 附屬集團顧問	於二零零九年 十一月二十五日
Expected volatility	預期波幅	79.09%
Risk free rate	無風險情況之利率	1.54%
Expected life (Years)	預期行使期(年)	5
Expected dividend yield	預期股息率	0%

The underlying expected volatility was determined by reference to historical data, calculated based on expected life of share options. Expectations of early exercise were incorporated in the binomial model. No special features pertinent to the options granted were incorporated into the measurement of fair value.

32. 以股份為基礎之僱員報酬(續)

截至二零零九年十二月三十一日止年度(續)

附註：

- (ii) 在完成收購Apollo附屬集團後，本公司發行320,000,000購股權授予Apollo集團顧問行使價為0.25港元，以鼓勵其顧問對完成收購之貢獻。購股權之歸期為一年。
- (iii) 於二零零九年十二月三十一日尚未行使購股權之行使價為0.18至0.25港元及加權平均剩餘合約行使期為4.4年。
- (iv) 購股權已被獨立專業合資格評估師進行估價。購股權於二零零九年十二月三十一日之公平值以二項式購股權定價模式釐定。計算購股權公平值時使用之資料如下：

預期波幅是參考過往資料，按預期行使期計算。預期提早行使已在二項式購股權定價模式釐定。於量度購股權之公平值時並無特別特式需考慮。

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32. SHARE-BASED COMPENSATION

(Continued)

Year ended 31 December 2009 (Continued)

Notes:

(iv) (Continued)

The share-based payment expenses attributable to business consultants of the Group and consultants of Apollo Sub-Group were approximately HK\$2,863,000 and HK\$36,274,000 respectively. In total, approximately HK\$39,137,000 of share-based payment expense has been recognised in profit or loss for the year (2008: nil). The corresponding amount of which has been credited to share option reserve. No liabilities were recognised due to share-based payment transactions.

(b) The subsidiary

On 17 August 2009, Syne International Company Limited ("Syne"), a wholly owned subsidiary of the Group, signed a deed of option (the Option Deed) with a director of Syne (the Syne Director) in order to give incentive to him towards the contribution to Syne. In consideration of HK\$100 paid the Syne Director, Syne grants to and in favour of the Syne Director an option (the "Option") which may be exercised by the Syne Director subject to the terms and conditions of the Option Deed by a notice in writing to be given by the Syne Director to Syne. If the Syne Director exercised the Option, he shall subscribe 9,800 new shares of HK\$1 each in the issued share capital of Syne for an aggregate consideration of HK\$9,800.

The Option shall only become exercisable by the Syne Director when the Group has successfully developed a hybrid bus with fuel efficiency by not less than 25%. In the opinion of the directors of the Company, the development of hybrid bus accessories are still in preliminary stage as at 31 December 2009. The fair value of the Option is insignificant and accordingly, it is not accounted for in the financial statements.

32. 以股份為基礎之僱員報酬(續)

截至二零零九年十二月三十一日止年度(續)

附註：

(iv) (續)

以股份為基礎支付予本集團業務顧問及Apollo附屬集團顧問之費用分別為2,863,000港元及36,274,000港元。總括而言，2009年度認確為以股份為基礎支付費用為39,137,000港元(二零零八年：無)。相關費用撥入購股權儲備及不認確為負債。因此以股份為基礎支付交易並沒有產生任何負債。

(b) 附屬公司

於二零零九年八月十七日，盛能(為本團全資附屬公司)與盛能董事簽定期權契據，以激勵對盛能作出供獻。盛能以100港元之認購價出授購股權予盛能董事，盛能董事可根據期權契據內之條款和細節行使購股權。若果盛能董事行使其購股權，他可認購9,800股每股為1.00港元之盛能已發行之股票，總認購價為9,800港元。

當盛能成功研發出可節省25%燃料用量之混合動力巴士時，盛能董事才有權行使其購股權。根據本公司董事意見，發展雙動能巴士設備於二零零九年十二月三十一日尚在初步階段。因此，有關購股權並不涉及重大公平值及不確認在資產負債表中。

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32. SHARE-BASED COMPENSATION

(Continued)

Year Ended 31 December 2008

No share options under the Scheme were outstanding at the beginning or at the end of the last financial year, and no share options under the Scheme were granted, exercised, cancelled or lapsed during the last financial year.

33. RESERVES

Group

Please refer to the consolidated statement of changes in equity for reserves of the Group on pages 42.

(i) Capital reserve

The capital reserve of the Group represents the PRC enterprise reserve fund appropriated from retained profits.

(ii) Share premium

The share premium represents the premium arising from the issue of shares, net of issuing expenses.

(iii) Contributed surplus

The contributed surplus was arose from the capital reorganisation as stated in note 31(iii) and the excess of the carrying value of the subsidiaries acquired over the nominal value of the Company's shares issued.

32. 以股份為基礎之僱員報酬(續)

截至二零零八年十二月三十一日止年度

於本財政年度初或末，概無根據購股權計劃之購權尚未行使，而於本財政年度並無根據新購股權計劃之購股權獲授出，行使，註銷或失效。

33. 儲備

本集團

請參考綜合權益變動表於第42頁。

(i) 資本儲備

資本儲備乃由留存溢利撥至的中國企業儲備基金。

(ii) 股份溢價

股份溢價乃由發行股份價格減去其發行支出。

(iii) 實繳盈餘

實繳盈餘乃由詳載於附註31(iii)之資本重組及被收購附屬公司之價值超於本公司已發行股本之票面值之數額組成。

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33. RESERVES (Continued)**33. 儲備** (續)

Company

本公司

		Share premium	Capital redemption reserve	Contributed surplus	Convertible bonds equity reserve	Other reserve	Share option reserve	Retained profits/ (Accumulated losses)	Total
		股份溢價	資本贖回儲備	實繳盈餘	可換股債券權益儲備	其他儲備	購股權儲備	留存溢利/ (累計虧損)	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2008	於二零零八年一月一日	96,254	6,203	100,635	—	—	—	6,615	209,707
Placing of new shares (note 31 (ii))	發行新股(附註31(ii))	28,380	—	—	—	—	—	—	28,380
Share issue expense	股份發行費用	(973)	—	—	—	—	—	—	(973)
Transaction within owners	與擁有人之交易	27,407	—	—	—	—	—	—	27,407
Profit for the year	本年溢利	—	—	—	—	—	—	267	267
Total comprehensive income for the year	本年全面收益總額	—	—	—	—	—	—	267	267
At 31 December 2008	於二零零八年十二月三十一日	123,661	6,203	100,635	—	—	—	6,882	237,381
At 1 January 2009	於二零零九年一月一日	123,661	6,203	100,635	—	—	—	6,882	237,381
Capital reorganisation (note 31(iii))	資本重組(附註31(iii))	(123,661)	—	161,797	—	—	—	—	38,136
Issue of new shares upon open offer (note 31(iv))	以公開招股發行新股(附註31(iv))	57,205	—	—	—	—	—	—	57,205
Share issue expenses (note 31 (iv))	股份發行費用(附註31(iv))	(1,589)	—	—	—	—	—	—	(1,589)
Issue of share options to business consultants of the Group (note 32)	發行購股權予集團業務顧問(附註32)	—	—	—	—	—	2,863	—	2,863
Issue of consideration shares (note 31(vi))	發行代價股份(附註31(vi))	1,125,418	—	—	—	—	—	—	1,125,418
Issue of commission shares (note 31(vii))	發行佣金股份(附註31(vii))	450,765	—	—	—	—	—	—	450,765
Issue of convertible bonds (note 29)	發行可換股債券(附註29)	—	—	—	3,886,118	—	—	—	3,886,118
Issue of share options to consultants of Apollo Sub-Group (note 32)	發行購股權予Apollo附屬集團顧問(附註32)	—	—	—	—	—	36,274	—	36,274
Share repurchased and pending for cancellation (note 31(viii))	股份購回及撥入取消(附註31(viii))	—	—	—	—	(81,970)	—	—	(81,970)
Transaction within owners	與擁有人之交易	1,508,138	—	161,797	3,886,118	(81,970)	39,137	—	5,513,220
Loss for the year	本年度虧損	—	—	—	—	—	—	(111,600)	(111,600)
Total comprehensive income for the year	本年全面收益總額	—	—	—	—	—	—	(111,600)	(111,600)
At 31 December 2009	於二零零九年十二月三十一日	1,631,799	6,203	262,432	3,886,118	(81,970)	39,137	(104,718)	5,639,001

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34. BUSINESS COMBINATION

On 25 November 2009, the Group acquired the entire share capital of Apollo Precision. The principal activities of Apollo Sub-Group are manufacturing of equipment and turnkey production lines for manufacturing of silicon based thin film solar photovoltaic modules. The acquired business contributed revenues of approximately HK\$315,292,000 and profit after tax of approximately HK\$37,908,000 to the Group for the period from 25 November 2009 to 31 December 2009.

Details of the net assets acquired and goodwill are as follows:

34. 業務合併

於二零零九年十一月二十五日，本集團收購Apollo Precision全部已發行股本。Apollo附屬集團之主要業務為製造矽基薄膜太陽能光伏組件製造用設備及組裝完備生產線。於二零零九年十一月二十五日至二零零九年十二月三十一日止期間，收購之業務為本集團帶來收入約315,292,000港元及除稅後溢利約37,908,000港元。

收購之淨資產及商譽詳情如下：

		HK\$'000 千港元
Total purchase consideration, at fair value:	按公平值計之總購買代價：	
— Issue of consideration shares	— 發行代價股份	1,128,209
— Issue of Convertible Bonds	— 發行可換股債券	6,666,627
— Issue of the commission shares to the introducing agent	— 發行佣金股份予介紹代理人	451,560
		8,246,396
Transaction costs incurred directly attributable to the Acquisition	收購事項直接應佔之已發生交易成本	4,146
Total consideration	總代價	8,250,542
Fair value of net assets acquired	收購之淨資產之公平值	(367,589)
Goodwill	商譽	7,882,953

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34. BUSINESS COMBINATION (Continued)

The fair value of the consideration shares issued was based on the published share price on the Acquisition date at restricted stock discounts of 25% and 30% for the first tranche consideration shares and the second tranche consideration shares respectively, with reference to the respective lock-up period.

The fair value of the commission shares issued was based on the published share price on the Acquisition date. The commission shares vested on the date of grant and without lock-up period.

The basis of the fair value calculation of Convertible Bonds is set out in note 29.

The assets and liabilities arising from the Acquisition are as follows:

34. 業務合併(續)

已發行代價股份之公平值根據收購事項日期之已刊發股價計算，首批代價股份及第二批代價股份分別按禁售限制股份折讓25%及30%。

已發行佣金股份之公平值根據收購事項日期之已刊發股價計算。佣金股份於授出日期歸屬並沒有禁售期。

可換股債券公平值計算之基礎詳見於附註29。

收購事項產生之資產及負債如下：

		Fair value 公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	2,257	2,257
Intangible assets	無形資產	459,782	191,186
Inventories	存貨	395,186	168,168
Tax recoverable	可退回稅項	9,763	9,763
Trade and other receivables	貿易及其他應收款項	35,953	35,953
Deposits and prepayments	按金及預付款項	724	724
Pledged bank deposits	已抵押銀行存款	3,658	3,658
Cash and bank balances	現金及銀行結存	29,892	29,892
Trade and other payables	貿易及其他應付款項	(23,311)	(23,311)
Bills payable	應付票據	(143)	(143)
Deposits and accruals	按金及應計費用	(100,860)	(100,860)
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(3,330)	(3,330)
Amount due to a related company	應付關連公司款項	(3)	(3)
Deposits received from a related company	已收關連公司按金	(317,853)	(317,853)
Tax payable	應付稅項	(222)	(222)
Deferred tax liabilities	遞延稅項負債	(123,904)	—
Net assets acquired	淨資產收購	367,589	(4,121)
			HK\$'000 千港元
Cash and bank balances acquired	收購之現金及銀行結存		29,892

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34. BUSINESS COMBINATION (Continued)

Had the combination taken place on 1 January 2009, the revenue and the net profit of the Group for the year ended 31 December 2009 would have been approximately HK\$718,363,000 and approximately HK\$81,400,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operation of the Group that actually would have been achieved had the Acquisition been completed on 1 January 2009, nor they intended to be a projection of future results.

The initial consideration is subject to adjustment depending on the financial performance of Apollo Sub-Group and the details of which have been set out in the circular for the Acquisition of Apollo Sub-Group dated 29 October 2009 (the "VSA Circular").

As disclosed in the VSA Circular, if the actual profit after income tax of Apollo Sub-Group for the period from 1 August 2009 to 30 June 2010 is less than US\$55,000,000 (or its equivalent in other currency at agreed exchange rate), the aggregate principal amount of the second tranche Convertible Bonds shall be reduced to the excess of initial purchase consideration over the adjusted purchase consideration determined.

34. 業務合併(續)

倘合併已於二零零九年一月一日發生，Apollo 附屬集團截至二零零九年十二月三十一日止年度之收入及純利將分別約為 718,363,000 港元及 81,400,000 港元。該等備考資料僅供說明，並不表示收購事項已於二零零九年一月一日完成後集團實際將取得之收入及經營業績，亦並非為日後業績之預期。

初步代價視乎 Apollo 附屬集團之財務表現可予調整，有關詳情載於本公司於二零零九年十月二十九日就收購 Apollo 附屬集團而刊發之通函(「非常重大收購通函」)內。

誠如非常重大收購通函所披露，倘 Apollo 附屬集團於二零零九年八月一日至二零一零年六月三十日止期間之實際除所得稅後溢利少於 55,000,000 美元(或按協定匯率計算之其他貨幣等值金額)，第二批可換股債券之本金總額將減少至初步購買代價超過釐定之經調整購買代價之部分。

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35. DISPOSAL OF EQUITY INTERESTS IN SUBSIDIARIES

35. 出售附屬公司之股本權益

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Gain on disposal of a subsidiary (note (i))	出售附屬公司之收益(附註(i))	27,097	—
Loss on partial disposal of equity interest in a subsidiary (note (ii))	部分出售附屬公司股本權益之虧損(附註(ii))	(110,284)	—
Net loss on disposal of equity interests in subsidiaries	出售附屬公司股本權益之淨虧損	(83,187)	—

(i) On 20 May 2009, the Group entered into the equity transfer agreement with independent third parties to dispose of its entire interest in one of its subsidiaries, RBI Industries (Shenzhen) Limited, to independent third parties at a cash consideration of RMB63,800,000 (equivalent to HK\$71,685,000). The transaction was completed in August 2009 and a gain on disposal of the equity interest in a subsidiary of HK\$27,097,000 is recorded in the current year.

(i) 於二零零九年五月二十日，本集團跟獨立第三方簽訂一份權益轉讓合同以現金代價人民幣63,800,000元(等於71,685,000港元)向獨立第三方出售其於一間附屬公司紅發實業(深圳)有限公司之全部權益。交易已於二零零九年八月完成，出售附屬公司權益之收益27,097,000港元已於本年度列賬。

		HK\$'000 千港元
Net assets disposed of:	已出售之淨資產：	
Property, plant and equipment	物業、廠房及設備	48,507
Prepaid lease payments for land	土地預付租賃款項	15,740
Deposits and accruals	按金及應計費用	(3,760)
		60,487
Reversal of exchange reserve upon disposal	出售時沖回匯兌儲備	(13,451)
Reversal of capital reserve upon disposal	出售時撥備資本儲備	(6,269)
Transaction costs	交易成本	3,821
Gain on disposal of a subsidiary	出售附屬公司之收益	27,097
Total consideration — satisfied by cash	總代價 — 以現金支付	71,685

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35. DISPOSAL OF EQUITY INTERESTS IN SUBSIDIARIES (Continued)

- (i) The proceeds from the disposal were received on 22 January 2010.
- (ii) On 4 September 2009 and 30 September 2009, the Group entered into the disposal agreement and the supplemental disposal agreement, respectively, with an investment holding company incorporated in BVI and owned by a key management personnel of the Company, to dispose of 49% of the issued share capital of one of its subsidiaries, RBI Industries Holdings Limited, at a cash consideration of HK\$71,000,000. The transaction was completed in November 2009 and loss on disposal of the equity interest in a subsidiary of approximately HK\$110,284,000 is recorded in the current year.

36. MAJOR NON-CASH TRANSACTIONS

- (i) During the year, amortisation of intangible assets of HK\$4,807,000 (2008: Nil) has been capitalised to inventories.
- (ii) During the year ended 31 December 2009, the Group issued approximately 1,116,614,000 consideration shares, 318,000,000 commission shares and the Convertible Bonds in the aggregate fair values of HK\$8,246,396,000 as part of the consideration for the acquisition of Apollo Sub-Group.
- (iii) During the year, the Group disposed of its entire interest in one of its subsidiaries, RBI Industries (Shenzhen) Limited, to independent third parties at a cash consideration of RMB63,800,000 (equivalent to HK\$71,685,000). The transaction was completed in August 2009 and the total consideration was recorded as other receivables.

35. 出售附屬公司之股本權益(續)

- (i) 出售所得款項已於二零一零年一月二十二日收訖。
- (ii) 於二零零九年九月四日及二零零九年九月三十日，本集團跟一間本公司之主要管理層持有於英屬處女群島成立之投資控股公司，分別簽訂一份出售合同及出售補充合同，以現金代價71,000,000港元出售其一間附屬公司RBI Industries Holdings Limited 49%之已發行股本。交易已於年內完成，出售附屬公司權益之虧損約110,284,000港元已於本年度列賬。

36. 主要非現金交易

- (i) 於本年度，無形資產攤銷4,807,000港元(二零零八年：無)已資本化至存貨。
- (ii) 於截至二零零九年十二月三十一日止年度，作為收購Apollo附屬集團代價之一部分，本集團已發行約1,116,614,000代價股份，318,000,000發行佣金股份及可換股債券總公平值為8,246,396,000港元。
- (iii) 截至二零零九年十二月三十一日，本集團出售其附屬公司——紅發實業(深圳)有限公司全部利益於獨立第三者，以現金作價人民幣63,800,000(相等於71,685,000港元)，此交易於本年度完成及其總代價列於其他應收款項內。

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37. OPERATING LEASE COMMITMENTS

Group

At 31 December 2009, the total future minimum lease payments under non-cancellable operating leases in respect of land and buildings are payable by the Group as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	一年內	2,448	880
In the second to fifth year inclusive	第二至五年(包括首尾兩年)	913	1,372
		3,361	2,252

The Group leases a number of properties and warehouse under operating leases. The leases run for an initial period of 6 months to 3 years, with an option to renew the lease and renegotiated the terms at the expiry dates or at date or at dates as mutually agreed between the Group and the respective landlords. None of the leases include contingent rental.

Company

The Company did not have any significant operating lease commitments and arrangements at 31 December 2009 (2008: Nil).

37. 經營租約承擔及安排

本集團

於二零零九年十二月三十一日，將於下列期限屆滿之土地及樓宇不可撤銷經營租約之日後最低租金承擔如下：

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	2,448	880
In the second to fifth year inclusive	913	1,372
	3,361	2,252

本集團根據經營租約租賃若干土地及樓宇。該等租約一般初步為期六個月至三年，有權於到期日或本集團和有關業主／雙方同意之日重續租約和重新磋商條款。該等租約概不包括或然租金。

本公司

於二零零九年十二月三十一日，本公司並無任何重大租約承擔(二零零八年：無)。

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38. CAPITAL COMMITMENTS

Group

38. 資本承擔

本集團

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted but not provided for	已簽約但未提撥之購買物業、廠房及設備資本性開支	1,856	994

The Company did not have any significant capital commitments at 31 December 2009 (2008: Nil).

於二零零九年十二月三十一日，本公司並無任何重大資本承擔(二零零八年：無)。

39. FINANCIAL GUARANTEE CONTRACTS

At 31 December 2008, the Company has executed guarantees amounting to approximately HK\$141,500,000 with respect to general banking facilities granted to certain subsidiaries of the Company. Under the guarantees, the Company would be liable to pay the bank if the bank is unable to recover the loan. At the reporting date, no provision for the Company's obligation under the guarantee contract has been made as the directors considered that it was not probable that the repayment of the loan would be in default.

All the guarantees were released during the year ended 31 December 2009 and no guarantees were outstanding at 31 December 2009.

39. 財務擔保合約

於二零零八年十二月三十一日，本公司為本公司若干附屬公司獲授之一般銀行貸款，向銀行發出公司擔保約141,500,000港元。根據擔保，若銀行未能收回貸款，本公司須承擔向銀行支付欠款之責任。於結算日，由於董事考慮到並沒有任何貸款償還，故並無於承擔合約項下之本公司責任中作出撥備。

截至二零零九年十二月三十一日止，所有銀行貸款已全部釋出及沒有任何銀行貸款到期。

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40. MATERIAL RELATED PARTY TRANSACTIONS

(a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following significant transactions with related parties.

40. 重大關連交易

(a) 除該等財務報表其他部分詳述之交易及結餘外，本集團與關連方進行以下重大交易：

			2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
		Notes		
Sales	銷售額			
— turnkey production lines	— 組裝完備生產線	(i)	315,292	—
— mould	— 模具	(ii)	526	—
Management fee income	管理費收入	(ii)	45	—
Design fee income	設計費收入	(ii)	26	—
Services fee expense	服務費用開支	(iii)	235	—
Proceeds from partial disposal of equity interest in a subsidiary	部分出售附屬公司股本權益所得款項	(iv)	71,000	—

(i) The sales of turnkey production lines were made between Apollo Sub-Group and 中錦陽, a company which is 50% held by the Former Beneficiary Shareholder of Apollo Precision, who is also a close family member of the Former Director of Apollo Precision. The Former Director is another former beneficiary shareholder of Apollo Precision.

(ii) The revenue from sales of mould, management fee income and design fee income were derived from a company which is owned and controlled by a member of key management personnel of the Group.

(iii) The service fee was charged by a company which is wholly and beneficially owned by a former director of the Company.

(i) 組裝完備生產線在Apollo附屬集團與中錦陽(一間由Apollo Precision前受益人股東(彼亦為Apollo Precision前董事之近親)持有50%權益之公司)之間銷售。前董事為Apollo Precision另一名前受益人股東。

(ii) 從一間由本集團主要管理層成員擁有及控制之公司賺取之模具銷售收入，管理費收入及設計費收入。

(iii) 服務費用由一間由本公司前董事全資及實益擁有之公司支付。

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40. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

- (iv) On 4 September 2009 and 30 September 2009, the Group entered into the disposal agreement and the supplemental disposal agreement, respectively, with an investment holding company incorporated in BVI and owned by a key management of the Company, to dispose of 49% of the issued share capital of one of its subsidiaries, RBI Industries Holdings Limited, at a cash consideration of HK\$71,000,000. The transaction was completed in November 2009 and loss on disposal of the equity interest in a subsidiary of approximately HK\$110,284,000 is recorded in the current year.
- (v) At 31 December 2009, bills payable were secured by pledged bank deposits of approximately HK\$864,000 (2008: nil) (note 25), corporate guarantees of approximately HK\$56,787,000 (equivalent to RMB50,000,000) (2008: nil) provided jointly by GS-Solar (Fujian) and 泉州市金太陽電子科技有限公司(“金太陽”).

GS-Solar (Fujian) is a wholly-owned subsidiary of the former ultimately holding company of Apollo Precision. A director of GS-Solar (Fujian) is the Former Beneficiary Shareholder of Apollo Precision and is a close family member of the Former Director of Apollo Precision.

40. 重大關連交易(續)

(a) (續)

- (iv) 於二零零九年九月四日及二零零九年九月三十日，本集團跟一間本公司之主要管理層持有於英屬處女群島成立之投資控股公司，分別簽訂一份出售合同及出售補充合同，以現金代價71,000,000港元出售其一間附屬公司RBI Industries Holdings Limited 49%之已發行股本。交易已於年內完成，出售附屬公司權益之虧損約110,284,000港元已於本年度列賬。
- (v) 於二零零九年十二月三十一日，應付票據以已抵押銀行存款約864,000港元(二零零八年：無)(附註25)以及福建鈞石能源與泉州市金太陽電子科技有限公司(「金太陽」)共同提供之公司擔保約56,787,000港元(等於人民幣50,000,000元)(二零零八年：無)擔保。

福建鈞石能源為Apollo Precision前最終控股公司之全資附屬公司。福建鈞石能源一名董事為Apollo Precision之前受益人股東，亦為Apollo Precision前董事之近親。

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40. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

(v) (Continued)

An equity owner holding 80% equity interest of 金太陽 is the Former Beneficiary Shareholder of Apollo Precision and a close family member of the Former Director of Apollo Precision. This Former Director of Apollo Precision is also a director and equity owner holding 10% equity interest of 金太陽.

The bills payable were also guaranteed by personal guarantees given by the Former Beneficiary Shareholder and the Former Director of Apollo Precision. None of the guarantees were utilised at 31 December 2009 (2008: nil).

(vi) During the year, the Group advanced a term loan of HK\$3,000,000 to Hui Ka Wah, Ronnie, the chief financial officer of the Group. The balance is unsecured, interest bearing at 2.5% pre annum and is repayable on 9 September 2010.

Disclosure pursuant to section 161B of the Hong Kong Companies Ordinance are set out in note 22. There was no amounts due and unpaid nor any provision made against the interest or principal amount of the loan at 31 December 2009 (2008: Nil).

The directors of the Company are of the opinion that the above transactions were conducted in accordance with the terms mutually agreed between the Group and the counter parties.

On 25 November 2009, all the shares of Apollo Precision were acquired by the Company. GS-Solar (Fujian), 金太陽 and 中錦陽 ceased to be the related parties of the Group.

40. 重大關連交易 (續)

(a) (續)

(v) (續)

持有金太陽80%股本權益之權益擁有人為Apollo Precision之前受益人股東，且為Apollo Precision前董事之近親。Apollo Precision此名前董事亦為金太陽之董事及持有金太陽10%權益之權益擁有人。

應付票據以Apollo Precision之前受益人股東及前董事發出之個人擔保作擔保。於二零零九年十二月三十一日，並無動用任何擔保(二零零八年：無)。

(vi) 於本年度，本集團向其財務總監許家驊墊付有期貨款3,000,000港元。結餘無抵押，按年利率2.5%計息及須於二零一零年九月九日償還。

根據香港公司條例第161B條作出之披露載於附註22。於二零零九年十二月三十一日，並無任何到期且未付款項，亦無對利息或本金計提任何撥備(二零零八年：無)。

本公司董事認為，上述交易乃根據本集團與對手方共同協定之條款進行。

於二零零九年十一月二十五日，Apollo Precision之全部股份由本公司購買。福建鈞石能源、金太陽及中錦陽不再為本集體之關連人士。

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40. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Key management personnel remuneration

Key management of the Group are members of the board of directors, as well as members of the "management board" of the Company. Key management personnel remuneration includes the following expenses:

40. 重大關連交易(續)

(b) 主要管理層人員之酬金

本集團之主要管理層為董事局成員和公司管理層成員。主要管理層成員之酬金包括以下費用：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Short term employee benefits:	短期僱員福利：		
— Salaries, allowances and benefit-in-kind	— 底薪、津貼及利益	5,234	8,660
— Performance related incentive payments	— 按工作表現獎金	1,641	2,524
Post employment benefit:	離職後福利：		
— Contributions to retirement benefits schemes	— 退休福利計劃之供款	194	226
		7,069	11,410

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41. PLEDGE OF ASSETS

- (i) In consideration of GS-Solar (Cayman) Company Limited (the "Security Agent") and the other holders (collectively the "Secured Parties") of the Convertible Bonds agreeing to accept the Convertible Bonds issued under the instrument executed by the way of a deed poll constituting the Convertible Bonds (the "Instrument") as partial satisfaction of the consideration by the Company pursuant to the sale and purchase agreement in relation to the Acquisition (note 34), the Company covenanted with GS-Solar (Cayman) Company Limited (as security agent for and on behalf of the Secured Parties) to discharge the obligations incurred by the Company on their due date in accordance with their respective terms.

Upon the signing of the share pledge deed (the "Deed") by the Company and the Security Agent, the Company charged the shares in the share capital of Apollo Precision (the "Shares") and other related assets, including all dividends, interest and other monies payable at any time in respect of the Shares and all other rights, benefits, allotments, accretions, offers, advantages and proceeds in respect of accruing or made or arising or derived from the Shares held by, to the order or on behalf of the Company at any time (collectively the "Securities"), as the legal and beneficial owner and by way of first fixed charge in favour of the Security Agent (for itself and on behalf of the other Secured Parties) as a continuing security for the due and punctual performance by the Company of all obligations of the Company contained in the Instrument and the Convertible Bonds.

Upon the occurrence of an event of default as described in the Deed below, the Security Agent may, without notice to the Company or prior authorisation from any court, in its absolute discretion:

41. 資產抵押

- (i) 鑒於GS-Solar (Cayman) Company Limited (「擔保代理人」) 及可換股債券之其他持有人(統稱「擔保方」)同意接納根據以平邊契據方式簽立構成可換股債券之文據(「文據」)而發行之可換股債券，作為本公司根據有關收購事項之買賣協議部分支付之代價(附註34)，本公司向GS-Solar (Cayman) Company Limited (作為擔保方之擔保代理人並代表擔保方)承諾根據相關條款於履行日期履行本公司承擔之義務。

於本公司及擔保代理人簽署股份質押契約(「契約」)後，本公司以第一固定押記方式，以擔保代理人(為其本身及代表其他擔保方)為受益人抵押本公司、其指定之對象或其代表於任何時間作為法定及實益擁有人於Apollo Precision股本中持有之股份(「股份」)及其他相關資產，包括於任何時間就股份應付之所有股息、利息及其他股款，以及股份所涉及、累算或作出或產生或衍生之所有其他權利、利益、分配、增益、要約、好處及收益(統稱「保證」)，作為本公司妥善及準時履行本公司於文據及可換股債券所載之所有義務之持續保證。

於發生契約所述之違約事件後，擔保代理人在毋須通知本公司或毋須取得任何法院事先批准之情況下可全權酌情：

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APOLLO SOLAR ENERGY TECHNOLOGY HOLDINGS LIMITED
鉅陽太陽能技術控股有限公司

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41. PLEDGE OF ASSETS (Continued)

(i) (Continued)

- (a) secure and perfect its title to all or any part of the Shares and related assets (including transferring the Securities into the name of the Security Agent or its nominees);
- (b) enforce all or any part of the Securities and take possession of and hold, sell, or otherwise dispose of all or any part of the Securities; and
- (c) whether or not it has appointed a receiver, exercise all or any of the powers, authorisations and discretions conferred by this Deed on any receiver or otherwise conferred by law on mortgages or receivers.

Event of defaults including the following events:

- (1) Default: a default is made by the Company in the performance or observance of any covenant, condition or provision contained in the Instrument or in the Convertible Bonds and on its part to be performed or observed and such default continues for the period of 14 days next following the service by any Secured Parties on the Company of notice specifying brief details of such default and requiring such default to be remedied; or
- (2) Dissolution of the Company and disposals: a resolution is passed or an order of a court of competent jurisdiction is made that the Company or any subsidiary which its total assets represent 20% or more of the total assets of the Group (the "Major Subsidiary") of the Company be wound up or dissolved or the Company or a Major Subsidiary of the Company disposes of all or substantially all of its assets (other than as permitted in the Instrument or this condition or for the purposes of or pursuant to and followed by a consolidation, amalgamation, merger or reorganisation, the terms of which shall have previously been approved in writing by an ordinary resolution of Secured Parties); or

41. 資產抵押(續)

(i) (續)

- (a) 穩固及完善其對所有或任何部分股份及相關資產(包括轉讓保證至擔保代理人或其代名人名下)之擁有權;
- (b) 強制執行全部或任何部分保證以及擁有、持有、出售或以其他方式處理全部或任何部分保證; 及
- (c) 不論是否委任財產接收人, 行使本契約賦予任何財產接收人或法律賦予按揭或財產接收人之全部或任何權力、授權及酌情權。

違約事項包括以下事件:

- (1) 違約: 本公司於履行或遵守其須履行或遵守之文據或可換股票據所載之任何契諾、條件或規定時違責, 而有關違約於任何擔保方向本公司發出通知指明有關違約之簡明情況並要求作出補救後 14 日期間仍然持續; 或
- (2) 本公司解散及出售: 除非文據或此條件准許或根據有關條款事先透過擔保方之普通決議案以書面形式批准之整合、兼併、合併或重組, 本公司通過決議案或由主管司法權區之法院頒令本公司或本公司任何總資產佔本集團總資產 20% 或以上之附屬公司(「主要附屬公司」)進行清盤或解散或頒令本公司或本公司主要附屬公司出售全部或大部分資產; 或

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41. PLEDGE OF ASSETS (Continued)

(i) (Continued)

- (3) Encumbrances: an encumbrancer takes possession or a receiver is appointed of the whole or a material part of the assets or undertaking of the Company or any Major Subsidiary of the Company; or
- (4) Distress etc.: a distress, execution or seizure before judgement is levied or enforced upon or sued out against a material part of the assets or undertaking or property of the Company or any Major Subsidiary of the Company and is not discharged within seven days thereof; or
- (5) Trading suspension and delisting: if the shares of the Company are suspended by the Stock Exchange for a period of 30 consecutive trading days or listing of the shares of the Company on the Stock Exchange are being revoked or withdrawn; or
- (6) Insufficient share capital: if there is not a sufficient number of shares of the Company available for the fulfilment of the obligations regarding the conversion of the Convertible Bonds;
- (7) Insolvency: the Company or any Major Subsidiaries of the Company becomes insolvent or is unable to pay its debts as they mature or applies for or consents to the appointment of any administrator, liquidator or receiver of the whole or any material part of its undertaking, property, assets or revenues or enters into a general assignment or compromise with or for the benefit of its creditors;

41. 資產抵押(續)

(i) (續)

- (3) 產權負擔：產權負擔人接管或財產接收人獲委任接管本公司或其任何主要附屬公司之全部或大部份資產或業務；或
- (4) 扣押令等：本公司或其任何主要附屬公司之大部份資產或業務或物業於判決前之扣押令、執行令或檢取令須予執行或強制執行或要求執行且於七日內並無撤回；或
- (5) 暫停買賣及除牌：倘本公司之股份於30個連續交易日在聯交所暫停買賣或撤銷或撤回本公司之股份於聯交所上市；或
- (6) 股本不足：倘本公司並無足夠數目之股份可供履行有關兌換可換股債券之責任；
- (7) 破產：本公司或任何主要附屬公司破產或無力償還到期債務，或申請或同意就其全部或任何主要部分的業務、物業、資產或收入委任任何管理人、清算人或接管人，或與債權人或為債權人的利益訂立全面轉讓或和解協議；

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41. PLEDGE OF ASSETS (Continued)

(i) (Continued)

- (8) Winding-up: proceedings shall have been initiated against the Company or any Major Subsidiaries of the Company under any applicable bankruptcy, winding up, reorganisation or insolvency law, and such proceedings shall not have been stayed within 2 months from the date of service of the initiation of such proceedings with the Company or any of the Major Subsidiaries of the Company; or
- (9) Cross-default: any other debentures, bonds, notes or other instruments of indebtedness or any other loan indebtedness ("Indebtedness") of the Company and any Major Subsidiary of the Company or any securities convertible into or exchangeable for shares ("Equity-Linked Securities") of the Company and any Major Subsidiary of the Company become prematurely repayable following a default in respect of the terms thereof which shall not have been remedied, or the Company or any Major Subsidiary of the Company defaults in the repayment of the Indebtedness or Equity Linked Securities at the maturity thereof or at the expiration of any applicable grace period thereof, or any guarantee of or indemnity in respect of any Indebtedness or Equity Linked Securities of others given by the Company or any Major Subsidiary of the Company shall not be honoured when due and called upon.

(ii) At 31 December 2009, the Group had total banking facilities amounted to HK\$55,200,000 (2008: HK\$141,500,000). None of the banking facilities was utilised at 31 December 2009 (2008: None). These banking facilities were secured by certain leasehold land (note 16) and buildings (note 15) held by the Group and corporate guarantees provided by certain subsidiaries and the Company.

(iii) Bank deposits amounted to approximately HK\$864,000 (2008: nil) were pledged to secure the Group's bills payable (note 25).

41. 資產抵押(續)

(i) (續)

(8) 清盤：根據任何適用破產、清盤、重組或無力償還法例對本公司或其任何主要附屬公司提起法律程序，而該等程序並無於向本公司或其任何主要附屬公司提起有關程序日期起兩個月內仍然有效；或

(9) 交叉違約：本公司及其任何主要附屬公司之任何其他債權證、債券、票據或其他債務文據或任何其他貸款債務（「債務」）或可兌換為或可互換為股份之本公司及其任何主要附屬公司之任何證券（「股票掛鉤證券」）於違約事件後因其條款成為提早償還而並無獲得補救，或本公司或其任何主要附屬公司未能於債務或股票掛鉤證券到期或其任何適用之寬限期屆滿時償還，或本公司或其任何主要附屬公司作出有關債務或股票掛鉤證券之任何擔保或彌償於到期及被催繳時未能兌現。

(ii) 於二零零九年十二月三十一日，本集團銀行融資額合共55,200,000港元(二零零八年：141,500,000港元)，於二零零九年十二月三十一日，本集團並無使用銀行融資(二零零八年：無)。該等銀行融資以本集團持有之租土地(附註16)及樓宇(附註15)作為抵押，公司擔保由若干附屬公司及本公司提供。

(iii) 銀行存款約864,000港元(二零零八年：無)作為擔保本集團票據應付款之抵押(附註25)。

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42. FINANCIAL RISK MANAGEMENT

42.1 Category of financial assets and liabilities

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the board of directors. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate lasting returns with acceptable risk levels.

It is not the Group's policy to actively engage in the trading of financial instruments for speculative purposes. The Group's senior management works under the policies approved by the board of directors. It identifies ways to access financial markets and monitors the Group's financial risk exposures. Regular reports are provided to the board of directors.

42. 財務風險管理

42.1 金融資產及負債類別

本集團透過日常營運過程及其投資活動中利用金融工具而面對財務風險。財務風險包括市場風險(包括外匯風險、利息風險及其他價格風險)、信貸風險及流動資金風險。

財務風險管理主要在本集團總部協調，並與董事會緊密合作。財務風險管理之整體目的集中於保障本集團短期至中期之現金流，從而將面對金融市場風險減至最低。在可接受風險水平內，管理長期財務投資以產生持久回報。

參與投機性質之金融工具交易均非本集團之政策。集團高級管理人員根據董事會核准之政策運行，其界定進入金融市場之方法及監管本集團之財務風險。委員會須提供定時報告給董事會。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.1 Category of financial assets and liabilities

(Continued)

The carrying amounts presented in the consolidated statements of financial position related to the following categories of financial assets and financial liabilities.

Group

42. 財務風險管理(續)

42.1 金融資產及負債類別(續)

財務狀況表呈報之賬面值與下列金融資產及金融負債類別有關。

本集團

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Financial assets	金融資產		
Loans and receivables	借款及應收款項		
Trade and other receivables	貿易及其他應收款項	211,530	52,341
Bills receivable	應收票據	3,574	2,486
Pledged bank deposits	已抵押銀行存款	864	—
Cash and bank balances	現金及銀行結存	153,637	51,770
Financial assets at fair value through profit or loss	按公平值列賬於損益表處理之金融資產		
— listed equity securities held for trading	— 持有貿易之上市權益證券	3,806	—
		373,411	106,597
Financial liabilities	金融負債		
Financial liabilities measured at amortised costs	金融負債以攤銷成本計算		
Trade and other payables	貿易及其他應付款項	55,085	24,431
Bills payable	應付票據	711	—
Accruals	應計費用	28,554	13,690
Convertible bonds	可換股債券	2,802,885	—
		2,887,235	38,121

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.1 Category of financial assets and liabilities

(Continued)

Company

42. 財務風險管理(續)

42.1 金融資產及負債類別(續)

本公司

		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	金融資產		
Loans and receivables	借款及應收款項		
Amounts due from subsidiaries	應收附屬公司款項	73,505	169,807
Cash and bank balances	現金及銀行結存	669	4
		74,174	169,811
Financial liabilities	金融負債		
Financial liabilities measured at amortised costs	金融負債以攤銷成本計算		
Accruals	應計費用	1,698	64
Convertible bonds	可換股債券	2,802,885	—
		2,804,583	64

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.2 Foreign currency risk

(i) Transactions in foreign currencies and the Group's risk management policies

Currency risk refers to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposures to currency risk arise from its overseas sales and purchases, which are primarily denominated in Renminbi ("RMB") and United States Dollars ("US\$"). These are not the functional currencies of the Group entities (other than those entities operating in the PRC or the USA) to which these transactions relate. As HK\$ is pegged to US\$, accordingly the Group does not have any significant exposure to risk resulting from changes in US\$ exchange rates.

The Group reviews its foreign currency exposure regularly. No hedging or other alternatives have been implemented during the year.

The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

42. 財務風險管理(續)

42.2 外匯風險

(i) 外匯交易及本集團之風險管理政策

外匯風險指由於匯率變動導致金融工具之公平值或日後現金流出現波動之風險。本集團承擔之外匯風險來自其主要以人民幣(「人民幣」)及美元(「美元」)為單位之海外銷售及購買。此等貨幣並非有關此等交易之本集團實體(除了那些於中國大陸及美國營運之實體)之功能貨幣。由於港元與美元掛鈎，故本集團就美元匯率變動並無承擔重大風險。

本集團定期檢討其外匯風險。年內，並無進行對沖或其他替代選擇。

外匯風險管理政策在過往數年度一直由本集團沿用，且被認為行之有效。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.2 Foreign currency risk (Continued)

(ii) Summary of exposure

Foreign currency denominated financial assets and liabilities, translated into Hong Kong dollars at the closing rates, are as follows:

		2009 二零零九年		2008 二零零八年	
		US\$ 美元	RMB 人民幣	US\$ 美元	RMB 人民幣
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and other receivables	貿易及其他應收款項	34,887	72,046	51,727	—
Bills receivable	應收票據	3,574	—	2,486	—
Cash and bank balances	現金及銀行結存	86,901	1,417	43,184	2,101
Trade and other payables	貿易及其他應付款項	—	—	(61)	(6,238)
Gross exposure arising from recognised financial assets/ (liabilities)	已確認金融資產／(負債)衍生總承擔額	125,362	73,463	97,336	(4,137)

The Company does not have any exposures to foreign currencies at the reporting date. (2008: Nil).

42. 財務風險管理(續)

42.2 外匯風險(續)

(ii) 承擔額概要

按收市匯率換算為港元之以外幣計值之金融資產及負債如下：

於報告日期，本公司並沒有任何外匯風險承擔額(二零零八年：無)。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.2 Foreign currency risk (Continued)

(iii) Sensitivity analysis

The following table illustrates the sensitivity of the Group's loss for the year and equity in regards to a 5% (2008: 5%) appreciation in the Group entities, functional currencies against the respective foreign currencies. The 5% is the rate used when reporting foreign currency risk internally to key management personnel and represents management's best assessment of the possible change in foreign exchange rates.

The sensitivity analysis of the Group's exposure to foreign currency risk at the reporting date has been determined based on the assumed percentage changes in foreign currency exchange rates taking place at the beginning of the financial year and held constant throughout the year. All variables are held constant.

	2009 二零零九年		2008 二零零八年	
	US\$ 美元	RMB 人民幣	US\$ 美元	RMB 人民幣
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Profit/(Loss) for the year and retained earnings/accumulated losses				
本年度溢利／(虧損)及保留盈利／累計虧損	(5,234)	(2,755)	(4,060)	173

A 5% depreciation in the Group entities' functional currencies against the respective foreign currencies would have the same magnitude on the Group's profit/(loss) for the year and equity but of opposite effect.

42. 財務風險管理(續)

42.2 外匯風險(續)

(iii) 敏感度分析

下表闡述本集團之年度虧損及權益對本集團實體之功能貨幣兌相關外幣可能出現5%(二零零八年:5%)升值之敏感度。向主要管理人員內部呈報外幣風險時所使用之敏感度比率為5%，代表管理層對外匯匯率可能變動之合理評估。

於報告日期，本集團所承擔外匯風險之敏感度分析乃假設外幣匯率變動百分比於財政年度初發生並於整年內維持不變而釐定。所有可變因素保持不變。

本集團實體之功能貨幣兌換有關外幣貶值5%時，對本集團之年度溢利／(虧損)及權益將構成等值之相反影響。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.2 Foreign currency risk (Continued)

(iii) Sensitivity analysis (Continued)

These are the same method and assumption used in preparing the sensitivity analysis included in the financial statements of the year ended 31 December 2008.

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nevertheless, the analysis above is considered to be representative of the Group's exposure to foreign currency risk.

42.3 Interest rate risk

(i) Exposures to interest rate risk and the Group's risk management policies

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from cash and bank balances. Other financial assets and financial liabilities are either non-interest bearing or bearing fixed interest rate and measured at amortised cost.

(ii) Sensitivity analysis

The following table illustrates the sensitivity of the Group's profit/(loss) for the year and equity to a possible change in interest rates of +/-1% (2008: +/-1%), with effect from the beginning of the year. The calculations are based on the Group's amount of cash and bank balances during the year. All other variables are held constant.

42. 財務風險管理(續)

42.2 外匯風險(續)

(iii) 敏感度分析(續)

此等方法及假設與編製載於截至二零零八年十二月三十一日止年度財務報表之敏感度分析時所使用者相同。

匯率風險承擔於年內有所不同，視乎海外交易之份量而定。然而，上述分析被視為可反映本集團所承擔之外匯風險。

42.3 利率風險

(i) 利率風險承擔及本集團之風險管理政策

利率風險指金融工具之公平值或現金流因市場利率改變而出現波動之風險。本集團之利率風險主要來自現金及銀行結存。其他金融資產及金融負債不計息或按固定利率計息及按攤銷成本計量。

(ii) 敏感度分析

下表闡述自年初起，本集團之年度溢利／(虧損)及權益對利率可能出現 +/-1% (二零零八年： +/-1%) 變動之敏感度。有關計算乃以本集團於年內之現金及銀行結存為基礎，所有其他可變因素保持不變。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.3 Interest rate risk (Continued)

(ii) Sensitivity analysis (Continued)

42. 財務風險管理(續)

42.3 利率風險(續)

(ii) 敏感度分析(續)

	2009 二零零九年		2008 二零零八年	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	+1%	-1%	+1%	-1%
Loss for the year and retained earnings/ accumulated losses	本年度虧損及 保留盈利/ 累計虧損	1,536 (1,536)	518	(518)

The assumed changes in interest rates are considered to be reasonably possible based on observation of current market conditions and represents the management's assessment of a reasonably possible change in interest rate over the period until the next annual reporting date.

The sensitivity analysis included in the financial statements of the year ended 31 December 2008 has been prepared on the same basis.

上述之利率假設變動乃經觀察現行市場情況後視為合理地可能出現之變動，並為管理層對截至下一個年度報告日期止期間利率之合理可能變動之評估。

截至二零零八年十二月三十一日止年度之財務報表所載之敏感度分析乃基於相同基準編製。

42.4 Price risk

Price risk relates to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The Group is exposed to change in market prices in respect of its investments in listed equity classified as financial assets at fair value through profit or loss.

42.4 價格風險

價格風險指金融工具之公平值或日後現金流因市價改變(利率及匯率變動除外)而出現波動之風險。本集團因投資上市股本證券而面臨市價變動分類為按公平值列賬於損益之金融資產。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.4 Price risk (Continued)

To manage its market price risk arising from these investments, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the board of directors.

The policies to manage other price risk have been followed by the Group since prior years and are considered to be effective.

For listed equity securities, an average volatility of 183% has been observed in 2009. If the quoted price for the Group's listed equity securities existing as at 31 December 2009 increased or decreased by that amount, loss for the year and retained earnings would have increased or decreased by HK\$6,952,000 in respect of listed equity securities classified as financial assets at fair value through profit or loss.

The assumed volatilities of listed securities represent management's assessment of a reasonably possible change in these security prices over the next twelve month period.

42.5 Credit risk

(i) Summary of exposures

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations and its investing activities.

42. 財務風險管理(續)

42.4 價格風險(續)

為管理該等投資產生之市場價格風險，本集團多元化投資組合。本集團根據董事會釐定之限額多元化投資組合。

其他價格風險管理政策在過往數年度一直由本集團沿用，且被認為行之有效。

上市股本證券於二零零九年之平均波幅一直為183%。倘本集團於二零零九年十二月三十一日現有之上市股本證券之報價按此金額增加或減少，有關分類為按公平值列賬於損益之金融資產之本年度虧損及保留盈利將增長或減少6,952,000港元。

上市證券之假設波幅指管理層對該等證券價格於日後12個月期間之合理可能變動之評估。

42.5 信貸風險

(i) 風險概要

信貸風險指金融工具之對方未能按金融工具之條款履行其責任，並導致本集團錄得財務虧損之風險。本集團之信貸風險主要來自於其業務之日常程序中授予客戶信貸及其投資活動。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.5 Credit risk (Continued)

(i) Summary of exposures (Continued)

The Group's maximum exposure to credit risk on recognised financial assets is limited to the carrying amount at the reporting date as summarised below:

Group

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Trade and other receivables	貿易及其他應收款項	211,530	52,341
Bills receivable	應收票據	3,574	2,486
Financial assets at fair value through profit or loss	按公平值列賬於損益表 處理之金融資產	3,806	—
Pledged bank deposits	已抵押銀行存款	864	—
Cash and bank balances	現金及銀行結存	153,637	51,770
		373,411	106,597

Company

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Amounts due from subsidiaries	應收附屬公司款項	73,505	169,807
Cash and bank balances	現金及銀行結存	669	4
		74,174	169,811

42. 財務風險管理(續)

42.5 信貸風險(續)

(i) 風險概要(續)

本集團就已確認金融資產之最高信貸風險承擔以報告日期之賬面值為限，概述如下：

本集團

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Trade and other receivables	211,530	52,341
Bills receivable	3,574	2,486
Financial assets at fair value through profit or loss	3,806	—
Pledged bank deposits	864	—
Cash and bank balances	153,637	51,770
	373,411	106,597

本公司

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Amounts due from subsidiaries	73,505	169,807
Cash and bank balances	669	4
	74,174	169,811

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.5 Credit risk (Continued)

(i) Summary of exposures (Continued)

Apart from the trade deposits received from 中錦陽 amounted to approximately HK\$69,848,000 (notes 22 and 28) as at 31 December 2009, the Group did not hold any collateral in respect of trade receivables past due but not impaired.

Trade receivables that were past due as at the reporting dates but not impaired is further analysed in note 22.

(ii) Risk management objective and policies

The Group's policy is to deal only with credit worthy counterparties. Credit terms are granted to new customers after a credit worthiness assessment. When considered appropriate, customers may be requested to provide proof as to their financial positions. Customers who are not considered creditworthy are required to pay in advance or on delivery of goods. Payment record of customers is closely monitored. Overdue balances and significant trade receivables are highlighted. The finance director will determine the appropriate recovery actions. It is not the Group's policy to request collateral from its customers.

The credit risk for liquid funds is considered negligible as the counterparties are reputable international banks and securities brokers.

The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

42. 財務風險管理(續)

42.5 信貸風險(續)

(i) 風險概要(續)

於二零零九年十二月三十一日，除從中錦陽收取之貿易按金約為69,848,000港元(附註22及28)外，本集團並無就已逾期但未減值之貿易應收款項持有任何抵押品。

於報告日已逾期但未減值之本集團貿易應收款項詳列於附註22。

(ii) 風險管理目標與政策

本集團之政策為僅與信譽良好之對手方進行交易。授予新客戶之信貸期乃經信譽評估後授出。倘認為適合，客戶可被要求提供財政狀況之證明。被認為信譽不佳之客戶須預付款項或於交付時付款。客戶之付款記錄獲密切監視。逾期結餘及貿易應收款受重視。財務董事將釐定適當追收行動。本集團之政策不要求客戶提供抵押品。

由於對方為信譽良好之國際銀行及證券經紀，故流動資金之信貸風險被認為極微。

信貸政策在過往數年度一直由本集團沿用，且被認為行之有效將本集團承擔之信貸風險限制在理想水平。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.5 Credit risk (Continued)

(iii) Concentration of credit risk

Included in trade receivables of HK\$134,454,000 was HK\$98,593,000 due from one single customers, which represented approximately 73% of total trade receivables at the reporting date.

The directors of the Company believe that no impairment allowance is necessary in respect of this balance as the customer has a good track record of settlements during the period.

42.6 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

Analysed below is the Group's and Company's remaining contractual maturities for its financial liabilities as at 31 December 2009. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay:

42. 財務風險管理(續)

42.5 信貸風險(續)

(iii) 信貸風險集中

在應收貿易款項約為134,454,000港元，包括約98,593,000港元為應收單一顧客，代表在報表日期的應收貿易的約73%。

本公司之董事相信由於該顧客於本年內之良好結算記錄，其結餘應可全部收回並無需為其作出減值準備。

42.6 流動資金風險

流動資金風險乃與本集團未能履行金融負債相關責任之風險有關。本集團在清償貿易應付款項及履行融資承擔方面以及在現金流量管理方面承擔流動資金風險。本集團之目標為維持適當之流動資產水平及承諾資金額度，以應付其短及長期之流動資金需要。

以下為本集團及本公司就其於二零零九年十二月三十一日之金融負債之剩餘合約到期日。負債乃按本集團須付款之最早日期計入，惟債權人可選擇結清負債之日期。當負債以分期方式結清，則各分期乃分配至本集團須付款之最早期間：

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.6 Liquidity risk (Continued)

The contractual maturity analysis below is based on the undiscounted cashflows of the financial statements:

Group

		本集團					
		On demand	Less than 6 months	6 to less than 12 months	1 to 5 years	Over 5 years	Total
		於要求時	不超過 6個月	至不超過 12個月	1至5年	5年以上	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2009	二零零九年						
Trade and other payables	貿易及其他應付款項	40,914	14,171	—	—	—	55,085
Bills payables	應付票據	—	711	—	—	—	711
Accruals	應計費用	—	28,554	—	—	—	28,554
Convertible bonds	可換股債券	—	—	—	3,814,950	—	3,814,950
		40,914	43,436	—	3,814,950	—	3,899,300
2008	二零零八年						
Trade and other payables	貿易及其他應付款項	682	23,749	—	—	—	24,431
Accruals	應計費用	—	13,690	—	—	—	13,690
		682	37,439	—	—	—	38,121

42. 財務風險管理(續)

42.6 流動資金風險(續)

以下列表根據合約的未貼現現金流量和本集團及本公司可能被要求最早還款日以分析本集團及本公司二零零九年十二月三十一日的餘下合約的財務負債：

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.6 Liquidity risk (Continued)

Company

		On demand	Less than 6 months	6 to	1 to 5 years	Over 5 years	Total
				less than 12 months			
		於要求時	不超過 6個月	6個月 至不超過 12個月	1至5年	5年以上	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2009	二零零九年						
Accruals	應計費用	—	1,698	—	—	—	1,698
Convertible bonds	可換股債券	—	—	—	3,814,950	—	3,814,950
		—	1,698	—	3,814,950	—	3,816,648
2008	二零零八年						
Accruals	應計費用	—	64	—	—	—	64

As assessed by the directors of the Company, it was not probable that the subsidiaries of the Company would default repayment of bank loans. In additions, it was not probable that the banks would claim the Group for losses in respect of the guarantee contracts due to pledge of assets in place for the banking facilities. Accordingly, no provision for the Group's obligations under the guarantees has been made. The contractual maturity of these financial guarantees is "on demand".

經本公司董事之評估，本公司之附屬公司是不大可能拖欠銀行貸款之還款。因存在抵押資產，金融擔保合約之對手銀行不大可能根據合約提出申索。因此，該款項並無計入上表。這些金融擔保之合同到期日為“於要求時”。

42.7 Fair value measurements recognised in the statement of financial position

The Group adopted the amendments to HKFRS 7 Improving Disclosures about Financial Instruments effective from 1 January 2009. These amendments introduce a three-level hierarchy for fair value measurement disclosures and additional disclosures about the relative reliability of fair value measurements. The Group has taken advantage of the transitional provisions in the amendments to HKFRS 7 and accordingly, no comparatives for the hierarchy for fair value measurement disclosures have been presented.

42.7 於財務狀況表確認之公平值計量

本集團採納二零零九年一月一日生效之香港財務報告準則第7號修訂本改進金融工具披露。該修訂就公平值計量披露引入三層式結構及有關公平值計量相對可靠程度之額外披露。本集團已採用香港財務報告準則第7號修訂本之過渡條文，因此並無按公平值計量披露級別呈報比較數字。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.7 Fair value measurements recognised in the statement of financial position (Continued)

The following table presents financial assets and liabilities measured at fair value in the consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

42. 財務風險管理(續)

42.7 於財務狀況表確認之公平值計量(續)

下表呈列根據公平值級別於財務狀況表計量之金融資產及負債公平值。金融資產及負債根據計量該等金融資產及負債公平值所用重大輸入數值之相對可靠程度按級別分為三級。公平值級別包括以下各級：

- 第一級：相同資產及負債於活躍市場之報價(未經調整)；
- 第二級：第一級所包括報價以外就資產或負債直接(如價格)或間接(如源自價格)觀察所得輸入數值；及
- 第三級：並非以觀察所得市場數據為準之資產或負債輸入數值(不可觀察輸入數值)。

金融資產或負債所屬公平值級別層次完全基於對公平值計量屬重大之最低輸入數值分類。

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42. FINANCIAL RISK MANAGEMENT

(Continued)

42.7 Fair value measurements recognised in the statement of financial position (Continued)

The financial assets and liabilities measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Assets				
資產				
Listed securities held for trading (note (i))	3,806	—	—	3,806
持作買賣之上市證券(附註(i))				

There have been no significant transfers between levels 1 and 2 in the reporting period.

(i) Listed securities

The listed equity securities are denominated in HK\$. Fair values have been determined by reference to their quoted bid prices at the reporting date.

42. 財務風險管理(續)

42.7 於財務狀況表確認之公平值計量(續)

於財務狀況表按公平值計量之金融資產及負債分為以下公平值級別：

報告期內，第一級及第二級之間並無重大轉撥。

(i) 上市證券

上市股本證券以港元計值。公平值參考報告日期買入報價釐定。

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43. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group actively and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital structure on the basis of the net debt to equity ratio. For this purpose net debt includes trade and other payables, bills payable, deposits and accruals, tax payable, convertible bonds and deferred tax liabilities less cash and cash equivalents. The Group's goal in capital management is to maintain a net debt to equity ratio to a reasonable level. 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.

43. 資本管理

本集團之資本管理目標為確保本集團有能力持續經營，並透過配合風險水平之貨品與服務訂價，為股東提供足夠回報。

本集團主動定期檢討其資本架構並就經濟狀況變動而作出調整。本集團基於其負債淨額對股本權益比率監察其資本架構。就此而言，負債淨額包括貿易及其他應付款項、應付票據、按金及應計款項、可換股債券及應交稅項，減現金及現金等價物。本集團之資本管理目標為維持負債淨額對股本權益比率於合理水平。為維持或調整該比率，本集團可能調整支付予股東之股息金額、發行新股份、向股東退回資本、籌集新債務融資或出售資產以減債。

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43. CAPITAL MANAGEMENT (Continued)

The net debt to equity at the reporting date was:

43. 資本管理(續)

於結算日之淨債務對股本權益載列：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項	55,085	24,431
Bills payable	存款及應計費用	711	—
Deposits and accruals	按金及應計費用	210,898	38,028
Tax payable	應付稅項	49,740	3,175
		316,434	65,634
Non-current liabilities	非流動負債		
Convertible bonds	可換股債券	2,802,885	—
Deferred tax liabilities	遞延稅項負債	82,881	4,008
		2,885,766	4,008
Total debt	債務總額	3,202,200	69,642
Less: Cash and cash equivalents	減：現金及現金等價物	(153,637)	(51,770)
Net debt	債務淨額	3,048,563	17,872
Total equity	合計權益	5,904,143	382,637
Net debt to equity ratio	淨債務對股本權益比率	52%	5%

The net debt to equity ratio increased significantly mainly due to the increase of Convertible Bonds as mentioned in note 29.

淨債務對股本權益比率明顯上升，主要由於可換股債券之增加，詳載於附註29。

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

44. EVENTS AFTER REPORTING DATE

- (i) On 8 January 2010, the Group entered into an equity agreement with independent third parties to dispose of the Disposal Group, with an aggregate consideration of HK\$30,000,000. The disposal has been completed on 8 January 2010.
- (ii) On 25 January 2010, GS-Solar (Fujian) and Apollo (Fujian), a wholly-owned subsidiary of the Company, entered into an agreement in which GS-Solar (Fujian) has agreed to transfer certain of its patent to Apollo (Fujian) at a cash consideration of approximately RMB10 million (equivalent to approximately HK\$11 million).
- (iii) On 25 February 2010, Apollo (Fujian) entered into a sales contract for manufacturing of turnkey production lines with a customer for an amount of approximately RMB434,775,000. On the same day, Apollo (Fujian) also entered into the service contract with the same customer in relation to the provision of services of installation for the amount of approximately RMB144,925,000.
- (iv) The Company repurchased 63,900,000 of its own shares through purchase on the Stock Exchange during the year. The shares have been cancelled subsequently to year end. The total amount of acquiring the shares was approximately HK\$81,970,000 which have been recorded in other reserve in the shareholders' equity during the year ended 31 December 2009.

44. 報告日後事項

- (i) 於二零一零年一月八日，本集團跟獨立第三方簽訂一份權益合同出售出售集團，總代價為30,000,000港元。此出售於二零一零年一月八日完成。
- (ii) 於二零一零年一月二十五日，福建鈞石能源與福建鉅陽，公司之全資子公司，訂立專利權轉讓協議，據此，福建鈞石已同意將其於專利權之一切所有權及權益轉讓予福建鉅陽，現金代價為人民幣10,000,000元(約相等於11,000,000港元)。
- (iii) 於二零一零年二月二十五日，福建鉅陽與買方訂立銷售合約，據此，福建鉅陽同意出售及買方同意購買100兆瓦太陽能光伏電池系統，合約金額為人民幣434,775,000元。福建鉅陽亦於同日與買方訂立服務合約，內容有關提供安裝及設立100兆瓦太陽能光伏電池系統服務，服務費為人民幣144,925,000元。
- (iv) 截至二零零九年十二月三十一日止，本公司於聯交所已購回63,900,000股。股份於年結後逐步取消。購買股份合共約81,970,000港元及列入擁有人權益之其他儲備內。

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APOLLO SOLAR ENERGY TECHNOLOGY HOLDINGS LIMITED
鉅陽太陽能技術控股有限公司

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RESULTS

業績

		2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收入	539,688	550,154	525,902	511,810	717,442
Profit/(Loss) before income tax	所得稅前溢利／(虧損)	46,044	32,254	17,641	(49,291)	(109,399)
Income tax (expense)/credit	所得稅務(開支)／收益	(5,169)	(1,947)	2,313	(6,386)	(15,095)
Profit/(Loss) for the year attributable to owners of the Company	股東應佔年內溢利／(虧損)	40,875	30,307	19,954	(55,677)	(122,102)
Loss for the year attributable to minority interest	少數股東應佔年內虧損	—	—	—	—	(2,392)

ASSETS AND LIABILITIES

資產及負債

		2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Goodwill	商譽	—	—	—	—	7,882,953
Intangible assets	無形資產	—	—	—	—	435,441
Property, plant and equipment	物業、廠房及設備	176,219	189,927	188,339	174,319	112,267
Prepaid lease payments for land (non-current portion)	預付土地租金(非流動部份)	42,723	43,145	43,780	43,728	26,768
Investment properties	投資物業	10,900	10,300	—	—	30,000
Held-to-maturity investments	持有至到期日之投資	53,050	43,522	—	—	—
Investment in certificate of deposits	存款證投資	26,794	26,794	—	—	—
Deferred tax assets	遞延稅項資產	4,501	4,596	9,954	9,196	6,686
Net current assets	流動資產淨額	181,696	188,461	192,167	159,402	295,794
Bank borrowings	銀行借貸	—	—	(36,703)	—	—
Deferred tax liabilities	遞延稅項負債	(4,185)	(2,786)	(2,147)	(4,008)	(82,881)
Convertible bonds	可換股債券	—	—	—	—	(2,802,885)
Shareholders' funds	股東資金	491,698	503,959	395,390	382,637	5,904,143

