



**華潤微電子有限公司**  
**China Resources Microelectronics Limited**

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code 股份代號 : 0597)

INTERIM REPORT 2010 中期報告

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# Corporate Profile and Positioning

## 公司概況及定位

### CORPORATE PROFILE

China Resources Microelectronics Limited (“CR Micro” or the “Company”) is a limited liability company incorporated in the Cayman Island. The listing of the Company’s shares on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) commenced in August 2004 with the Stock Code 0597.

CR Micro, together with its subsidiaries (the “Group”), is a leading manufacturer in the development and operation of semiconductor business in China. Its activities cover open foundry, Integrated Circuits (“IC”) design, IC testing and packaging as well as discrete devices businesses. The Group has become a major supplier of analog ICs in China and positions itself as a leading analog semiconductor company in China.

As one of the top five semiconductor producers in China, CR Micro and its subsidiaries, namely CSMC Technologies Corporation, Wuxi China Resources Semico Co., Ltd., Wuxi CR Micro-Assemb Tech. Ltd. and Wuxi China Resources Huajing Microelectronics Co., Ltd. are renowned enterprises in the Chinese microelectronics industry.

The Group’s main businesses include:

#### Open Foundry Operation

CSMC Technologies Corporation (“CSMC”), one of the subsidiaries of CR Micro, is currently the largest 6-inch open foundry operator in mainland China which provides IC manufacturing services for fabless design houses and Integrated Device Manufacturers. The total production capacity of 6-inch wafer of the Group has attained a significant scale of 90,000 wafers per month with 0.35 $\mu$ m capability, offering worldwide customers a broad range of analog and power process technologies including Mixed Signal, CMOS (Complementary Metal-Oxide-Semiconductor) Logic, Planar and Trench DMOS (Doublediffused Metal Oxide Semiconductor), BCD (a complex technology composed of Bipolar, CMOS and DMOS devices), BiCMOS (an integration of bipolar and CMOS technology), and EEPROM (Electrically Erasable Programmable Read-Only Memory).

### 公司概況

華潤微電子有限公司（「華潤微電子」或「本公司」）為於開曼群島註冊成立之有限公司。本公司股份於二零零四年八月於香港聯合交易所有限公司（「聯交所」）主板上市（股份代號0597）。

華潤微電子及其附屬公司（「本集團」）是中國領先的半導體業務發展營運商。其業務涵蓋開放式晶圓代工、集成電路（「IC」）設計、IC封裝測試服務和分立器件四大板塊。本集團已成為中國主要的模擬集成電路供應商，並矢志成為國內主要的模擬半導體公司。

作為中國前五大半導體製造商之一，華潤微電子及其旗下的華潤上華科技有限公司、無錫華潤矽科微電子有限公司、無錫華潤安盛科技有限公司及無錫華潤華晶微電子有限公司等附屬公司均為中國著名的微電子企業。

本集團的主要業務包括：

#### 開放式晶圓代工業務

華潤微電子旗下的華潤上華科技有限公司（「華潤上華」）是目前中國內地規模最大的六英寸開放式晶圓代工企業，為無生產線IC設計公司及集成設備製造商提供IC製造服務。本集團的六英寸晶圓生產線共擁有每月9萬片的總產能規模，技術能力達0.35微米，本集團向全球客戶提供範圍廣泛的模擬及功率制程技術，包括數模混合信號、CMOS（互補金屬氧化物半導體）邏輯、平面和挖槽DMOS（雙擴散金屬氧化物半導體）、BCD（一種包括雙極、CMOS、DMOS的複合結構）、BiCMOS（雙極和CMOS的混合工藝）以及EEPROM（電可擦除只讀存儲器）。

# Corporate Profile and Positioning

## 公司概況及定位

CSMC is also able to provide 8-inch open foundry services through Fab 2, an 8-inch wafer fabrication facility operator established by the Company together with China Resources (Holdings) Co., Ltd. (“CRH”), the Company’s substantial shareholder. Fab 2 has designed production capacity of 60,000 8-inch wafer per month with 0.11um technology capability. CRH owns 81% equity interest in Fab 2, and CR Micro, through CSMC, owns the rest of 19%. Fab 2 has started initial volume production and is targeted for full phase one production capacity of 30,000 8-inch wafers per month by the end of 2010.

### IC Design Operation

The Group currently owns three IC design houses, namely Wuxi China Resources Semico Co., Ltd. (“Wuxi Semico”), CR PowTech (Shanghai) Limited (“CR PowTech”) and China Resources Semiconductor International Limited (“CR Semi”).

Wuxi Semico is one of the leading Chinese fabless design houses in terms of technologies and scale, utilising state-of-the-art digital and analog technologies to design and develop semiconductor IC products such as MCU and audio and video processing SoC applied in electronics such as LCD TV, Hi-Fi, portable digital electronic products, green lightings, automobile, teaching instrument, etc.

CR PowTech is specializing in analog and mixed signal ICs with primary focuses on power management and LED driver products. CR PowTech’s product lines are concentrated in DC-DC boost and buck converters, AC-DC controllers, high-performance LDO regulators, backlight WLED drivers, high-brightness LED drivers, audio amplifiers, and battery management. Its ICs are widely used in portable electronics, home appliances, communication devices, and automotive electronics.

CR Semi principally engages in the design, R&D and sales of consumer ICs and wafers. It has launched a series of products, including single-chip radio circuit, audio amplifier, calculation amplifier, encoder/decoder circuit, LCD, music voice, circuit for clock & watch, UPS and MCU and photoelectric coupled receiver chip.

華潤上華透過二廠亦能夠提供8英寸晶圓代工服務，二廠為8英寸晶圓營運商，由本公司連同本公司主要股東華潤(集團)有限公司(「華潤集團」)組建。二廠設計產能為每月60,000片8英寸晶圓，技術能力達0.11微米。華潤集團擁有二廠81%權益及華潤微電子通過華潤上華擁有其餘19%權益。二廠已開始初期批量生產，目標為於二零一零年末達到第一階段每月30,000片8英寸晶圓產能。

### 集成電路設計業務

本集團現時擁有3間集成電路設計公司，即無錫華潤矽科微電子有限公司(「無錫矽科」)、華潤矽威科技(上海)有限公司(「華潤矽威」)及華潤半導體國際有限公司(「華潤半導體」)。

無錫矽科是中國技術和規模領先的無生產線設計公司之一，該公司使用最新數字和模擬技術設計及開發微控制器、音視頻處理系統級芯片等半導體集成電路產品，廣泛應用於LCD電視、高保真音響、便携式數字電子產品、綠色照明、汽車、教學儀器等電子領域。

華潤矽威專注於以電源管理及LED驅動產品為重心之模擬及混合集成電路。華潤矽威之產品線集中於DC-DC升降壓變換器、AC-DC控制器、高性能LDO調節器、背光WLED驅動器、高亮LED驅動器、聲頻放大器及電池管理。其集成電路產品廣泛應用於便捷式電子產品、家居用品、通訊設備及汽車電子設備。

華潤半導體主要從事設計、研發及銷售消費類集成電路及晶圓，該公司推出了一系列包括單片收音機電路、音頻功放、運算放大器、編解碼電路、LCD顯示、音樂語音、鐘錶、電源管理及微控制器MCU電路、光電耦合接收芯片在內的產品。

# Corporate Profile and Positioning

## 公司概況及定位

### IC Testing & Packaging Operation

The Group formed a joint venture named as Wuxi CR Micro-Assemb Tech. Ltd., with STATS ChipPAC Ltd., a leading global IC assembly and testing foundry operator. The joint venture, being one of the key enterprises focused in IC testing and packaging foundry operations in mainland China, mainly engages in the provision of IC assembly and testing foundry services for internationally well-known semiconductor enterprises with its leading wire bond packaging testing technology in mainland China and a packaging capacity of approximately 4 billion wires per month. The Company indirectly holds 75% equity interest of the joint venture.

The Company also wholly owns a subsidiary named China Resources Semicon Microelectronics (ShenZhen) Co. Ltd., focusing on providing testing services to semiconductor enterprises in Asia.

### Discrete Device Operation

Wuxi China Resources Huajing Microelectronics Co., Ltd. is a leader in the development and manufacture of power semiconductor discrete devices in mainland China. With an annual manufacturing capacity of approximately 2 million 4-6-inch wafers for discrete devices, this company is a major supplier of discrete device wafers and finished products in mainland China. The aforementioned products developed by this company are applied in promising sectors including energy saving lightings, home appliances, industrial control devices and personal computers.

## POSITIONING

The Group is positioned as a leading analog semiconductor company in mainland China. By capitalizing on the eminent position of China as the global manufacturing powerhouse and its burgeoning domestic market, unique design and process technologies of the Group as well as synergy from close cooperation among internal business segments, the Group sees its strength to participate in the revitalization of the domestic microelectronics industry as well as to capture the opportunity in engaging local manufacturing supply chain. The Group's target is to maximize shareholders' value by utilizing the cost advantages of Chinese manufacturing platforms and leveraging on the technological edge accumulated year by year during the Group's development.

### 集成電路測試及封裝業務

本集團已與全球領先的集成電路封測代工企業 STATS ChipPAC Ltd. 合資設立無錫華潤安盛科技有限公司。該合資公司是中國大陸專注集成電路封測代工業務的重點企業之一，主要面向世界知名的半導體廠商提供集成電路封測代工服務，有引線封裝測試技術處於國內領先地位，月封裝能力約40億線。本公司間接持有該合資公司75%的股權。

本公司亦擁有一家專注於向亞洲半導體企業提供測試服務的全資附屬公司華潤賽美科微電子(深圳)有限公司。

### 分立器件業務

無錫華潤華晶微電子有限公司是中國內地功率型半導體分立器件開發和製造領域的標桿，該公司擁有年產能4-6英寸分立器件晶圓約200萬片，是中國內地分立器件圓片和成品的主要供應商。該公司開發的上述產品應用於綠色照明、家用電器、工業控制儀器和個人計算機等領域。

## 公司定位

本集團矢志成為中國內地領先的模擬半導體公司。利用中國在全球製造業中的顯著地位及其蓬勃發展的國內市場，本集團獨有的設計和工藝技術，以及內部業務分部緊密協作的優勢，本集團有參與內地微電子行業的復甦以及抓緊機遇涉足當地製造業供應鏈的優勢。本集團的目標是利用中國製造平台的成本優勢以及本集團發展過程中多年積累的技术優勢，從而實現股東價值的最大化。

# Corporate Profile and Positioning

## 公司概況及定位

### CORPORATE INFORMATION

English Name	China Resources Microelectronics Limited
Chinese Name	華潤微電子有限公司
Stock Code	597
Chairman	WANG Guoping (appointed on 4 June 2010) SONG Lin (resigned on 4 June 2010)
Vice Chairman	Peter CHEN Cheng-yu ZHU Jinkun
Chief Executive Officer	WANG Guoping
Executive Directors	WANG Guoping Peter CHEN Cheng-yu SONG Lin (resigned on 4 June 2010)
Non-Executive Directors	ZHU Jinkun JIANG Wei LI Fuzuo Du Wenmin Frank LAI Ni Hium
Independent Non-Executive Directors	OON Kum Loon Ralph Sytze YBEMA KO Ping Keung
Audit Committee	OON Kum Loon (Chairperson) Ralph Sytze YBEMA DU Wenmin
Remuneration Committee	Ralph Sytze YBEMA (Chairperson) OON Kum Loon Peter CHEN Cheng-yu

### 公司資料

英文名稱	China Resources Microelectronics Limited
中文名稱	華潤微電子有限公司
股份代號	597
主席	王國平 (於二零一零年六月四日 獲委任) 宋林 (於二零一零年六月四日辭任)
副主席	陳正宇 朱金坤
首席執行官	王國平
執行董事	王國平 陳正宇 宋林 (於二零一零年六月四日辭任)
非執行董事	朱金坤 蔣偉 李福祚 杜文民 黎汝雄
獨立非執行董事	溫金鸞 Ralph Sytze YBEMA 高秉強
審核委員會	溫金鸞 (主席) Ralph Sytze YBEMA 杜文民
薪酬委員會	Ralph Sytze YBEMA (主席) 溫金鸞 陳正宇

# Corporate Profile and Positioning

## 公司概況及定位

Nomination Committee	Ralph Sytze YBEMA (Chairperson) OON Kum Loon KO Ping Keung WANG Guoping Peter CHEN Cheng-yu	提名委員會	Ralph Sytze YBEMA (主席) 溫金鸞 高秉強 王國平 陳正宇
Company Secretary	Tim NGAN Siu Hung HKICPA, ACCA	公司秘書	顏兆鴻 香港會計師公會會員、 特許公認會計師公會會員
Auditors	Deloitte Touche Tohmatsu	核數師	德勤•關黃陳方會計師行
Legal Advisor	Richards Butler In association with Reed Smith LLP	法律顧問	齊伯禮律師行(與Reed Smith 律師事務所聯營)
Registered Office	Scotia Center, P.O. Box 2804GT George Town, Grand Cayman Cayman Islands British West Indies	註冊辦事處	Scotia Center, P.O. Box 2804GT George Town, Grand Cayman Cayman Islands British West Indies
Principal Place of Business	No. 14 Liangxi Road Wuxi, Jiangsu 214061 China	主要營業地點	中國 江蘇省無錫市 梁溪路14號 郵編：214061
Place of Business in Hong Kong Registered under Part XI of the Companies Ordinance	Rm. 4003-4005, 40/F China Resources Building 26 Harbour Road Wanchai, Hong Kong	根據公司條例第XI部登記的香港營業地點	香港 灣仔 港灣道26號 華潤大廈 40樓4003-4005室
Share Registrar and Transfer Office in Hong Kong	Computershare Hong Kong Investor Services Limited Rooms 1806-1807 18th Floor Hopewell Centre 183 Queen's Road East Wanchai, Hong Kong	香港股份過戶及登記處	香港中央證券登記有限公司 香港灣仔 皇后大道東183號 合和中心18樓 1806-1807室
Website Address	www.crmicro.com	網址	www.crmicro.com

# Financial Highlights

## 財務概要

		<b>6 months ended 30 June 2010 HK\$'000 截至 二零一零年 六月三十日 止六個月 千港元</b>	6 months ended 30 June 2009 HK\$'000 截至 二零零九年 六月三十日 止六個月 千港元	Increase/ (Decrease)  增加/ (減少)
Turnover	營業額	<b>1,854,266</b>	1,264,521	46.6%
Net cash inflow from operating activities	經營活動產生的現金流入淨額	<b>525,412</b>	131,650	299.1%
Profit (loss) for the period	期內溢利(虧損)	<b>130,369</b>	(93,002)	240.2%
Earnings (loss) per share (Note 1)	每股盈利(虧損)(附註1)			
Basic	基本	<b>1.45</b>	(1.34)	208.2%
Diluted	攤薄	<b>1.45</b>	(1.34)	208.2%
Total earnings before interest expenses, taxation, depreciation and amortization ("EBITDA")	未計利息開支、稅項、折舊及攤銷前的盈利總額(「EBITDA」)	<b>438,965</b>	188,439	132.9%
<b>As at</b>				
<b>於</b>				
		<b>30 June 2010 二零一零年 六月三十日</b>	31 December 2009 二零零九年 十二月三十一日	Increase/ (Decrease) 增加/ (減少)
Equity attributable to owners of the Company	本公司所有人應佔股權	<b>3,395,189</b>	3,232,715	5.0%
Non-controlling interests	非控股權益	<b>93,772</b>	88,158	6.4%
Total equity	權益總額	<b>3,488,961</b>	3,320,873	5.1%
Net borrowings	借貸淨額	<b>767,102</b>	881,446	(13.0%)
Total assets	資產總值	<b>7,468,545</b>	6,985,044	6.9%
Gearing ratios	負債比率			
Debt/equity gearing ratio (Note 2)	權益負債比率(附註2)	<b>22.0%</b>	26.5%	(17.0%)
Debt/asset gearing ratio (Note 3)	資產負債比率(附註3)	<b>10.3%</b>	12.6%	(18.3%)
Net book value per share (HK cents)	每股賬面淨值(港仙)	<b>38.63</b>	36.78	5.0%

# Financial Highlights

## 財務概要

### Notes:

- 1 Basic earning per share is calculated based on weight average number of issued shares. The weighted average number of shares shown above has been arrived at after deducting 100,000,000 shares (six months ended 30 June 2009: Nil) held by the trustee of the share award scheme trust under the Restricted Share Award Scheme and accounted for by the Group as treasury shares held by the Group. Diluted loss per share for the six months ended 30 June 2009 did not assume the exercise of the shares options because the inclusion of the share options in the calculation of diluted loss per share would result in a decrease in loss per share.
- 2 Debt/equity gearing ratio is the ratio of net borrowings to total equity.
- 3 Debt/asset gearing ratio is the ratio of net borrowings to total assets.

### 附註：

- 1 每股基本盈利按已發行股份的加權平均數計算。上文所示的加權平均股份數目乃經扣除由股份獎勵計劃信託的信託人根據限制性股份獎勵計劃持有且由本集團記作庫存股份的100,000,000股股份（截至二零零九年六月三十日止六個月：無）而達致。截至二零零九年六月三十日止六個月的每股攤薄虧損並不假設購股權已獲行使，原因是計算每股攤薄虧損時計入購股權會導致每股虧損降低。
- 2 權益負債比率指借貸淨額與權益總額的比例。
- 3 資產負債比率指借貸淨額與資產總值的比例。

# Chairman's Statement

## 主席報告書

Dear Shareholders,

In the first half of 2010, the Group continued to focus on its analog strategy, and capitalized on the strong momentum of recovery of the Chinese and global semiconductor market under the business model of Virtual Industry Chain with all these efforts. I am pleased to announce that our Company recorded a turnover of HK\$1,854.27 million for the first half of 2010, representing a significant increase of 46.6% as compared to the turnover of HK\$1,264.52 million for the corresponding period of 2009. In addition, the Group recorded a net profit of HK\$130.37 million during the period, compared to the net loss of HK\$93.00 million for the corresponding period of the previous year. Both the turnover and net profit reached a record high.

Following the trend of economy revitalization since the second quarter of 2009, the semiconductor sector was expected to have a good beginning for 2010. Benefiting from the global economic recovery, the demand for consumer electronic products continued to grow impressively in the first half of the year, resulting in tight capacity and soaring prices in open foundry and packaging and testing segments, reasonable inventory level in IC design houses and product companies, and aggressive capital expenditure for major semiconductor players, all indicating the overall revitalization of the semiconductor sector. Although there are uncertainties, we believe that in 2010, it will blow off all the gloom brought by the global financial tsunami and making one of the greatest years in the semiconductor sector over the past decade.

Under the environment of general economy revitalization, the Group successfully captured the industry rebound in the first half of the year, mainly due to our determination and efforts in implementing the analog semiconductor strategy. When facing the severe challenges brought up by the global financial crisis and industrial downturn, the Company kept on its investment in the research and development of analog technology and optimization of production capacity, and continued to explore the vast opportunities of analog semiconductor products and technologies in the consumer electronics, green lighting and automobile electronics markets. These efforts contributed to significant improvement of our product mix, customer portfolio and capacity utilisation rates when the market was back on track and helped to achieve the best performance of the Company in respect of gross profit margin, net profit margin and profit attributable to its shareholders since the listing of the shares of the Company on the Stock Exchange.

致各股東：

於二零一零年上半年，本集團持續專注模擬策略，以全產業鏈的業務模式，把握住中國及全球半導體市場復甦的強勁勢頭。我很高興宣布華潤微電子於二零一零年上半年錄得1,854,270,000港元營業額，較二零零九年同期的1,264,520,000港元大幅增加46.6%。本集團的淨利潤在本期達到130,370,000港元，去年同期的虧損淨額則為93,000,000港元。營業額與淨利都達到歷史同期的最高水平。

延續二零零九年第二季度以來的經濟復甦趨勢，半導體行業在二零一零年有一個非常好的起始點。受惠於全球景氣的回溫，今年上半年消費類電子產品需求持續強勁增長，帶動晶圓代工與封裝測試的產能吃緊與價格的提升、促使集成電路設計與產品公司的庫存維持在合理的水準、也推動各主要半導體廠商大幅增加資本性開支等，均顯示半導體市場已全面復甦。儘管仍有不確定因素，我們仍相信，半導體行業在二零一零年將一掃金融海嘯以來的陰霾，成為近十年來增長幅度最好的年份之一。

在經濟復甦的大環境下，本集團今年上半年成功把握行業反彈，這主要歸功於本集團致力落實模擬半導體的策略。公司在面對金融海嘯以及行業低谷帶來的嚴厲挑戰時，堅持持續投入模擬技術的研發與產能的優化，深耕電源管理在消費電子、綠色照明以及汽車電子龐大的應用市場，使得景氣走出低谷時，公司的產品結構、客戶結構、產能利用率，都得到大幅的提升與優化，同期的毛利率、淨利潤率以及股東應佔盈虧也達到本公司的股份於聯交所上市以來最好的水平。

# Chairman's Statement

## 主席報告書

The commitment on the deployment of analog strategy is also demonstrated in the Group's various cooperative projects and alliances with Chinese leading academic and research institutions. During the period, the Group took initiatives to work with a variety of outstanding universities and industrial organizations through strategic partnerships to develop specific analog semiconductor technology such as IGBT, SOI and HV with application in power-saving device, power management, smart grid and automotive electronics. The win-win industry-university cooperation will not only accelerate commercializing universities' R&D achievements to the industry, but also enhance the time-to-market efficiency of the new products and services of the Group.

In the second half of the year, the Group will try to fully exert the synergy of the Virtual Industry Chain model and accelerated the mass production of new analog semiconductor products and development of special process platform technologies, with continuous launch of new analog semiconductor products used in smart ammeter, power battery control, green lighting and power management as well as special process platforms such as BCD and Radio Frequency, which are used to produce analog semiconductor products. These new products and processes offer competitive solutions to our customers and continuous support in the innovation of our strategic customers enabling us to secure sufficient orders and high capacity utilization rates for the Company throughout the year. In addition, the 8-inch wafer fabrication line, in which the Group indirectly holds 19% equity plans to accomplish a production capacity of 30,000 wafers per month by end of the year, which will further reinforce our strategic deployment in the Chinese analog semiconductor market.

Finally, I would like to extend, on behalf of the Company, my sincerest thanks to all of our shareholders, business partners and staff for their continuous support and trust.

### **Wang Guoping**

*Chairman*

Hong Kong, 24 August 2010

本集團致力於模擬策略之部署亦體現於多項與中國頂尖學術及研發機構的合作專案及策略聯盟。於本期內，本集團主動與多家傑出大學及產業機構進行策略合作，以研發特定模擬半導體產品及製造技術，如廣泛應用於綠色節能、電源管理、智能電網以及汽車電子的IGBT（絕緣柵雙極型電晶體）、SOI（絕緣襯底矽）及HV（高壓）工藝。產學合作的雙贏模式將有助於研發成果迅速轉化為工業生產，並進一步增強本集團新產品、新服務迅速應用於市場的效率。

於下半年，本集團將充分體現全產業鏈模式所發揮的協同效應，加快模擬半導體新品的量產以及特殊工藝平台技術的開發，陸續推出應用於智能電表、動力電池、綠色照明及電源管理等模擬半導體產品，以及製造模擬半導體產品的BCD、射頻等特殊工藝平台。這些新品及製程的推出可以提供客戶強大的解決方案，持續支持本集團戰略客戶的創新，確保公司在年內得以維持優質的訂單以及高效的產能利用率。此外，本集團間接持有19%股份的8英寸晶圓生產線計劃在年底達成月產能三萬片的目標，這將進一步強化本集團在中國模擬半導體市場的戰略部署。

最後，本人謹代表本公司，借此機會對本公司的全體股東、業務伙伴以及員工的支持與信賴表示由衷的感謝。

### **王國平**

*主席*

香港，二零一零年八月二十四日

# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

Following the trend of semiconductor industry's recovery from the second quarter of 2009, the Group's businesses were back into normal track. During the first half of 2010, the Group continuously adopted strategy to focus its business in the domestic market and analog segment. Along with the strong growth of the Chinese economy, the increasing market demands drove the Group to maintain its products delivery quantities and high capacity utilisation rates of the Group's manufacturing facilities throughout the first half of 2010.

During the six months ended 30 June 2010 (the "Period"), the Group's consolidated turnover increased by 46.6% to HK\$1,854.27 million from HK\$1,264.52 million in the same period of 2009. The Group's EBITDA also increased by 132.9% to HK\$438.97 million from HK\$188.44 million in the same period of last year. The Group's net profit for the Period was HK\$130.37 million, while basic earnings per share for the Period was 1.45 HK cents (for the same period in 2009: net loss of HK\$93.00 million and basic loss per share of 1.34 HK cents respectively).

### BUSINESS REVIEW

The Group focuses on providing analog products and processing services to its customers. The analog products and processing services contributed HK\$1,166.45 million, or 62.9% of total turnover for the Period, which represents an increment of 67.1% to the same period of last year. The Group also maintains a healthy geographical mix to balance the market differentiation, growth potential as well as concentration risks. The Group generated a turnover of HK\$1,361.21 million, or 73.4% to the consolidated turnover from mainland China and Hong Kong.

During the Period, the Group demonstrated the outcome on its product and application focus from consistently investment in recent years. The Group's turnover from green lighting application business increased 66.8% to HK\$414.27 million from the same period of last year. Meanwhile, the Group's power management business contributed HK\$209.13 million turnover for the Group, which represented a 49.5% increase over the same period of last year.

### 概覽

隨著半導體行業自二零零九年第二季起迅速復甦後，本集團的業務已重回正軌。於二零一零年上半年，本集團繼續採取其專注於中國市場及模擬半導體業務的策略。隨着中國經濟強勁增長，在市場需求增加帶動下，本集團於二零一零年上半年繼續保持產品付運量及生產設施繼續保持高產能利用率。

於截至二零一零年六月三十日止六個月期間（「期內」），本集團的綜合營業額增加46.6%，由二零零九年同期的營業額1,264,520,000港元增加至1,854,270,000港元。本集團EBITDA亦增加132.9%，由二零零九年同期188,440,000港元增加至438,970,000港元。本集團於期內的淨利潤為130,370,000港元，每股基本盈利為1.45港仙（二零零九年同期：分別為淨虧損93,000,000港元及每股基本虧損1.34港仙）。

### 業務回顧

本集團專注於向客戶提供模擬產品及製程服務。期內模擬產品及製程服務貢獻1,166,450,000港元或佔總營業額62.9%，比去年同期增加67.1%。本集團保持穩健的地區業務組合，以平衡市場差異、增長潛力及過度集中所致風險。本集團自中國內地及香港產生營業額1,361,210,000港元，或佔綜合營業額73.4%。

本期內，本集團已因近年來持續投資於其產品及應用重點，而取得回報。本集團於綠色照明應用業務錄得收入414,270,000港元，比上年同期增加66.8%。同時，本集團電源管理業務亦貢獻209,130,000港元收入，較上年同期增長49.5%。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Cont'd)

From the business segments' prospect, our four business segments' performance all recorded substantial growth in turnover and results.

- During the Period, the Group's open foundry operation reported a turnover of HK\$584.49 million, which increased by 46.4% from the same period of last year. The segment profit was HK\$57.39 million in the first half of this year mainly due to the high capacity utilisation rate and process technology mix improvement, while it was a segment loss of HK\$46.56 million in the same period of last year. The capacity utilisation rate increased substantially to 91% from 57% in the first half of last year.
- The Group's IC design houses' performance was beneficial from the economy recovery. The overall turnover from the IC design houses increased by 22.4% to HK\$317.68 million from HK\$259.62 million in the same period of last year, as well as the segment profit increased 189.7% to a profit of HK\$22.31 million from HK\$7.70 million in the same period of last year.
- The Group's testing and packaging segment booked turnover of HK\$379.67 million, an increment of 52.4% when comparing with the same period of last year, and recorded a segment profit of HK\$16.90 million, mainly due to the improvement in process technology mix and customer portfolio in the previous years. As a result, the capacity utilisation rate increased to 85% during the Period while in same period of last year it was about 60%.
- The Group's discrete device business's turnover and segment profit hit historical high as to HK\$532.08 million and HK\$74.02 million, respectively, due to the strong demands for discrete products from green lighting and power saving market. The capacity utilisation rate was approximately 80% in the Period, while in same period of last year it was 53% only.

In addition, Fab 2, the Group's available-for-sale investment is currently under the stage of capacity ramping up. Fab 2's manufacturing capacity has reached 15,000 8-inch wafers per month in June 2010.

### 業務回顧(續)

就各業務分部而言，本公司四個業務分部在營業額及業績方面均錄得顯著成長。

- 期內，本集團的開放式晶圓代工業務錄得營業額584,490,000港元，比去年同期增加46.4%。本年度上半年分部溢利為57,390,000港元，主要歸功於高產能利用率及製程技術組合的改進，而去年同期則為分部虧損46,560,000港元。分部產能利用率由去年上半年57%大幅增加至91%。
- 本集團的IC設計公司業績受惠於經濟復甦。IC設計公司整體營業額增加22.4%至317,680,000港元，去年同期為259,620,000港元，分部溢利增加189.7%至22,310,000港元，去年同期則為7,700,000港元。
- 本集團的測試封裝分部錄得營業額379,670,000港元，比去年同期增加52.4%，以及錄得分部利潤16,900,000港元，主要歸功於製程技術組合及客戶組合較過往年度有所改善。因此，其產能利用率於期內上升至85%，而去年同期則為60%。
- 由於綠色照明及節能市場對分立器件產品需求殷切，本集團的分立器件業務營業額及分部利潤分別創下歷史新高達532,080,000港元及74,020,000港元。其產能利用率於期內約為80%，而去年同期僅為53%。

此外，二廠（本集團可供出售投資）目前正在提升產能。於二零一零年六月，二廠的產能已達到每月15,000片8英寸晶圓。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Cont'd)

#### Employees

Employees are always the most valuable assets to the Group. As at 30 June 2010, the Group had 7,353 employees of which 62.0% hold college or graduate degrees. The Group has maintained a good working relationship with its employees over the Period.

The Group has adopted effective measures to enhance the organizational structure and consolidate the manpower and to improve overall organizational efficiency. To support its strategic development in energy saving and environmental protection application markets, the Group continues to invest in technologies research and development by launching aggressive talents recruitment campaigns in the Period. The Group maintains a highly professional and devoted team and is ready to grasp the business opportunities.

The management successfully leverage on the strengths of both local Chinese employees and international expertise. The Group also prides itself for its track record of recruiting and developing local managerial, technical, and operating personnel. Currently around 99% of the Group's staff are citizens of the People's Republic of China (the "PRC"), including the majority of its managers.

The Group makes contributions to various pensions and pension-related insurance plans. Employer's pension cost charged to the consolidated statement of comprehensive income was HK\$49.07 million during the Period.

### FINANCIAL REVIEW

The Group's interim results for each of the six months ended 30 June 2010 and 2009 are set out in Interim Financial Information on page 36 to 63.

#### Turnover

Turnover increased by 46.6% to HK\$1,854.27 million for the first half of 2010 from the HK\$1,264.52 million recorded in the same period of 2009.

### 業務回顧 (續)

#### 僱員

僱員是本集團最寶貴的資產。截至二零一零年六月三十日，本集團有僱員7,353名，其中62.0%的僱員擁有大學或以上學歷。期內本集團與僱員一直保持著良好關係。

本集團採取一系列有效措施以優化組織結構、整合人員編製的方案，以加強組織的效率。為配合於節能及環保應用市場的策略性發展，本集團於期內繼續投資於技術研發，積極開展人才招聘活動。本集團維持著一支高度專業和盡心盡力的團隊，並已準備好迎接一切商機。

管理層成功地利用中國本地僱員及國際專才的優勢。本集團亦對其招聘及發展本地的管理、技術及營運員工的記錄感到驕傲。本集團現有約99%的員工為中華人民共和國（「中國」）國內人才，包括大部分的經理。

本集團就各類退休金及退休金相關保險計劃作出供款。期內，於綜合全面收益表中扣除的僱主退休金成本為49,070,000港元。

### 財務回顧

本集團截至二零一零年及二零零九年六月三十日止六個月中期業績載於第36頁至第63頁的中期財務資料中。

#### 營業額

營業額由二零零九年同期的1,264,520,000港元增至二零一零年上半年的1,854,270,000港元，增加46.6%。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Cont'd)

#### Turnover (Cont'd)

Such increase was mainly due to increase in sales orders with the semiconductor business recovery and improved demands in China market since the second quarter of 2009. On the contrary, the Group experienced adverse impacts on its performance from the global financial crisis and economic downturn in the same period of 2009.

#### Gross profit

Gross profit increased by 220.0% to HK\$469.72 million in the first half of 2010 from HK\$146.80 million in the same period of 2009. Moreover, gross margin increased to 25.3% from 11.6% of the corresponding period in 2009, mainly due to the increase in capacity utilisation rates with the industry recovery since the second quarter of 2009 as well as continuous improvement in product and process mix.

#### Profit for the Period

The Group reported net profit of HK\$130.37 million in the Period, compared to net loss of HK\$93.00 million in the same period of 2009. The increase of profit was mainly due to the increase in gross profit by 220.0%, whereas the operating expenses only increased by 22.0% in the same period. In addition, the Group suffered loss on suspension of production in the same period of 2009.

#### Dividends

The directors do not recommend any payment of interim dividend for the six months ended 30 June 2010.

#### Liquidity and Capital Resources

It is the Group's policy to maintain a relatively conservative and healthy cash balance to serve for the business operation as well as contingencies.

As at 30 June 2010, the Group's cash on hand was HK\$1,381.80 million, representing an increase of HK\$160.71 million or 13.2% compared with that of 31 December 2009. Among the cash balances, approximately 54.7%, 29.0% and 16.2% were denominated in Renminbi, Hong Kong dollars and US dollars respectively.

### 財務回顧(續)

#### 營業額(續)

該增長主要由於二零零九年第二季度半導體業務復甦，訂單數量增加以及中國國內市場需求增大所致。另一方面，本集團於二零零九年同期的業績亦因全球金融危機及經濟衰退而受到不利影響。

#### 毛利

毛利由二零零九年同期的146,800,000港元增長220.0%，至二零一零年上半年的469,720,000港元。此外，於二零零九年同期毛利率由11.6%增長至25.3%，主要由於二零零九年第二季度以來經濟復甦令產能使用率上升以及不斷改良產品及製程組合所致。

#### 期內溢利

本集團於期內錄得純利130,370,000港元，而二零零九年同期則為淨虧損93,000,000港元。該增長主要由於同期毛利增長220.0%，而經營費用僅增長22.0%所致。此外，本集團於二零零九年同期亦因停產而遭致損失。

#### 股息

董事不建議派付截至二零一零年六月三十日止六個月中期股息。

#### 流動資金及資金資源

本集團政策為維持相對穩健的現金餘額以應對業務運營及或然事項。

於二零一零年六月三十日，本集團手頭現金為1,381,800,000港元，較二零零九年十二月三十一日增加160,710,000港元或13.2%。現金餘額之中，約54.7%為人民幣、29.0%為港元及16.2%為美元。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Cont'd)

#### Indebtedness

As at 30 June 2010, the Group had total bank borrowings of HK\$2,148.90 million, of which HK\$536.40 million was short-term in nature which carried interest at rates ranging from 0.74% to 5.04% per annum. The long-term portion of HK\$1,612.50 million carried interest at rates of 0.74% to 1.43% per annum and was repayable within 5 years. Bank borrowing of HK\$1,137.50 million, with maturity date in March 2012, was guaranteed by CRH.

#### Charge of Assets

As at 30 June 2010, certain Group's assets with carrying values of HK\$201.55 million were pledged with banks to secure certain banking facilities.

#### Capital Expenditures and Research and Development Expenditure

To cope with the growth trend of market demands, the Group invested in the capital expenditure of HK\$172.88 million, representing 66.0% increase as comparing to amount of HK\$104.13 million in the same period last year.

In addition to increase in capital expenditure, the Group also put resources and efforts on the research and development of new products and processing technologies, the expenditure for the Period reached HK\$119.75 million, representing an increase of 32.5% as compared with HK\$90.37 million in the same period last year. The Group believe it is the way to maintain and upgrade its core competence.

### 財務回顧 (續)

#### 債務

於二零一零年六月三十日，本集團有銀行借貸總額2,148,900,000港元，其中536,400,000港元短期銀行貸款按年利率介乎0.74厘至5.04厘計息。長期銀行貸款1,612,500,000港元按年利率0.74厘至1.43厘計息，須在五年內償還。其中1,137,500,000港元銀行借貸乃由華潤集團提供擔保，到期日為二零一二年三月。

#### 資產抵押

於二零一零年六月三十日，本集團部分賬面值為201,550,000港元的資產已抵押予銀行以獲得若干銀行信貸。

#### 資本開支及研發開支

為應對市場需求的增長勢頭，本集團所投資的資本開支為172,880,000港元，較去年同期的104,130,000港元增加66.0%。

除增加資本開支外，本集團亦集中更多資源及力量研發新產品及加工技術，期內的相關開支達119,750,000港元，較去年同期的90,370,000港元增長32.5%。本集團相信此乃維持及提升其核心競爭力之道。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Cont'd)

#### Commitments and Contingent Liabilities

As at 30 June 2010, the Group had capital commitment of HK\$498.63 million. Details are set out as follows:

Capital expenditure in respect of acquisition of property, plant and equipment	有關購置物業、廠房及設備的資本開支
Authorised but not contracted for	已授權但未訂約
Contracted but not provided for	已訂約但未撥備

As at 30 June 2010, the Group has provided a corporate guarantee for the down payment of loans of its employees amounting to HK\$0.20 million (31 December 2009: HK\$0.61 million). The management anticipates that no material liabilities will be arising from the above guarantees.

As at 30 June 2010, the Group had lease commitments of HK\$7.00 million (31 December 2009: HK\$7.60 million) for factory premises and office under non-cancellable operating lease agreements, which is all due within five years.

#### Basis of Preparation and Principal Accounting Policies

Except for those disclosed in note 2 to the condensed consolidated financial statements, the accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2009. The adoption of new and revised HKFRSs had no material effect on the condensed consolidated financial statements of the Group for the current and prior periods. The details of the accounting policies are set out in the note 3 to the financial statements.

### 財務回顧(續)

#### 承擔及或然負債

於二零一零年六月三十日，本集團的資本承擔為498,630,000港元，詳情如下：

HK\$'000  
千港元

345,377  
153,255

於二零一零年六月三十日，本集團已為其僱員貸款的首期付款200,000港元(二零零九年十二月三十一日：610,000港元)作出公司擔保，管理層預期以上擔保不會產生重大負債。

於二零一零年六月三十日，本集團在不可註銷的經營租賃協議下的工廠及辦公室租賃承擔為7,000,000港元(二零零九年十二月三十一日：7,600,000港元)，並於五年內到期。

#### 編製基準及主要會計政策

除於簡明綜合財務報表附註2當中所披露者外，編製此等簡明綜合財務報表所採用的會計政策與編製本集團截至二零零九年十二月三十一日止年度的年度財務報表所用者相符。採納新訂及經修訂香港財務報告準則對本集團本期間及過往期間的簡明綜合財務報表並無重大影響。會計政策的詳情載於財務報表附註3。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Cont'd)

#### Going Concern

On the basis of current financial projections of facilities available, the Group has adequate financial resources to continue its operation for the foreseeable future. For this reason, the going concern basis continues to be adopted in preparing the financial statements.

#### Legal Liabilities

For the Period, the Company was not involved in any material litigation or arbitration and no material litigation or claims was pending or threatened or made against the Company as far as the Company is aware.

#### Foreign Exchange Risk Management

The Group undertakes certain sales and purchases transactions denominated in foreign currencies, hence exposures to exchange rate fluctuation arises. The Group matches its assets and liabilities in the same currency to the extent whenever practical and possible. The Group and its subsidiaries are mainly exposed to currency fluctuation of United States dollars and Renminbi. The management believes that, considering the working capital position of the Group, the Group will have sufficient foreign exchange to meet its foreign exchange liabilities as they become due. No instruments have been applied for foreign currency hedging purposes during the Period. It is the Group's policy not to enter into derivative transactions for speculative purpose.

#### Capital Structure and Gearing Ratio

As at 30 June 2010, the gearing ratio, calculated as net borrowings divided by total equity was 22.0%, compared with 26.5% as at 31 December 2009.

### 財務回顧(續)

#### 持續經營

基於現時財務預測及可得的融資額度，本集團於可預見將來擁有適當的財務資源維持其經營。因此，於編製財務報表時將繼續採用持續經營基準。

#### 法律責任

期內，本公司並無涉及任何重大訴訟或仲裁，且就本公司所知，亦無任何尚未了結或針對本公司的重大訴訟或申索。

#### 外匯風險管理

本集團從事若干以外幣列值的買賣交易，故面臨匯率波動風險。本集團盡可能以同樣貨幣匹配其資產與負債。本集團及其附屬公司主要面臨美元及人民幣的貨幣波動風險。管理層相信，考慮到本集團的營運資金狀況，本集團有充足的外匯支付到期的外匯負債。期內並無使用任何工具對沖外匯風險。本集團的政策是不為投機目的而參與衍生交易。

#### 資本架構及負債比率

於二零一零年六月三十日，按借貸淨額除以權益總額計算所得的負債比率為22.0%，而於二零零九年十二月三十一日則為26.5%。

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECTS

The Group will continue to enhance its technical research and development activities to design and manufacture higher value-added products to serve the high-growth IC market segment in mainland China. The analog ICs have relatively longer product life cycle, and enable more stable marginal contribution. The Group will diligently apply its successful business model of utilising our accumulated technology base and hence optimizing the capital expenditure to increase profitability in the growing Chinese analog semiconductor market. The Group has developed various capabilities to supply analog semiconductor products and services to its customers. Benefiting from the Group's focus on analog products and Chinese economy's growing prospects, the Group believe the synergy arising from the model of Virtual Industry Chain will enable the Group to better capture broader opportunities in the future.

### 前景

本集團將繼續加強其研發活動，服務於中國內地這一高速增長的集成電路市場，設計並生產具更高附加值的產品。模擬集成電路產品生命週期相對較長，可為本集團帶來較穩定的利潤貢獻。本集團將堅持應用其成功商業模式，在不斷成長的中國模擬半導體市場上，利用其雄厚技術實力，改善資本開支，從而提高其盈利能力。本集團已備有向客戶供應不同模擬半導體產品及服務的能力。受惠於本集團注重模擬產品及中國經濟成長前景，本集團相信其全產業鏈模式所產生的協同效應將使本集團於未來更好把握廣大機遇。

# Additional Information

## 其他資料

### COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES OF THE LISTING RULES

Save as disclosed below, in the opinion of the directors, the Group has been in compliance with the Code on Corporate Governance Practices contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the Period. The Board acknowledges its responsibility for the Group’s systems of internal controls and has assumed this responsibility through formalized financial and legal procedures within the Group, the Group’s auditors and the Audit Committee.

The then Chairman of the Board, Mr. SONG Lin did not attend the Annual General Meeting (the “AGM”) on 2 June 2010 due to other crucial business on that date which required his attention. Mr. Song was aware the above deviation from the provision E.1.2 of the Code which stipulates that the Chairman should attend the annual general meeting of the Company and had arranged the Vice Chairman, Dr. Peter CHEN Cheng-yu to attend the AGM. The Chairpersons of Audit, Remuneration and Nomination Committees also attended the AGM. The Company considers that their presence was sufficient for (i) answering questions from and (ii) ensuring effective communication with shareholders present at the AGM.

### 遵守上市規則的企業管治常規守則

除下文所披露者外，董事認為，本集團於期內一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載的企業管治常規守則。董事會深明其對本集團的內部監控系統的責任，並已透過本集團正式財務及法律程序、本集團核數師及審核委員會履行責任。

於二零一零年六月二日舉行的本公司股東週年大會（「股東週年大會」）上，時任董事會主席宋林先生因處理其他重要事務未能出席大會，宋先生知悉上述行為與規定主席應出席本公司股東週年大會的守則條文E.1.2有所偏差，並已安排副主席陳正宇博士出席股東週年大會。審核、薪酬及提名委員會主席亦均有出席股東週年大會。本公司認為彼等出席股東週年大會足夠於(i)回答股東提問及(ii)確保與與會股東有效溝通。

# Additional Information

## 其他資料

### COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES OF THE LISTING RULES (Cont'd)

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer of a listed issuer should be separate and should not be performed by the same individual. With effect from 4 June 2010, Mr. Song Lin resigned as an executive Director and the Chairman of the Board of the Company in order to concentrate on overall strategies and business of China Resources (Holdings) Company Limited as its Chairman, and Mr. Wang Guoping, an executive director and the Chief Executive Officer of the Company, was appointed as the Chairman of the Board effective on the same date. The Board decided that Mr. Wang would continue to hold the office of Chief Executive Officer of the Company notwithstanding his appointment as Chairman, while the Company was processing the appointment of the successor of Chief Executive Officer. Accordingly, Mr. Wang Guoping held the offices of Chairman and Chief Executive Officer of the Company. On 24 August, 2010, the Board appointed Mr. Elvis Deng Mao-song as the Chief Executive Officer of the Company with effect from the conclusion of the meeting of the Board held on 24 August 2010.

Code provision E.1.3 stipulates that notice of an annual general meeting to shareholders of a listed issuer should be sent at least 20 clear business days before the meeting. The Company sent notice of its annual general meeting held on 2 June 2010 to its shareholders on 10 May 2010, which was less than 20 clear business days before the meeting. Though the Company was unable to comply with the foregoing code provision, the requirement of the Company's articles of association to give not less than 21 clear days notice for the annual general meeting was complied with.

### 遵守上市規則的企業管治常規守則(續)

守則條文A.2.1條規定，上市發行人主席與首席執行官的角色應分開、且不應由同一人擔任。作為華潤(集團)有限公司主席，為專注於華潤(集團)有限公司的整體策略及業務，宋林先生已辭任本公司執行董事及董事會主席，自二零一零年六月四日起生效，本公司執行董事及首席執行官王國平先生已獲委任為董事會主席，自二零一零年六月四日起生效。董事會決定於本公司就首席執行官的繼任人進行委任之前，儘管王先生本身已出任為主席，其將繼續出任本公司首席執行官一職。因此，王國平先生同時出任本公司主席及首席執行官。於二零一零年八月二十四日，董事會已委任鄧茂松先生為本公司首席執行官，於二零一零年八月二十四日舉行的董事會會議結束後生效。

守則條文E.1.3條規定，致上市發行人股東的股東週年大會通告應於會議舉行前提前至少足二十個營業日發出。本公司於二零一零年五月十日向其股東發出於二零一零年六月二日舉行的股東週年大會通告，距會議舉行日期少於足二十個營業日。儘管本公司未能遵守上述守則條文規定，但已遵守本公司章程所規定的提前足二十一日發出股東週年大會通告的規定。

# Additional Information

## 其他資料

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules. The Company has made specific enquiry to all directors, and all directors have confirmed that, for the six months ended 30 June 2010, they have complied with required standard of dealing set out in the Model Code.

### DIRECTORS’ AND KEY EXECUTIVES’ INTERESTS IN SECURITIES

As at 30 June 2010, the Directors and the Chief Executive Officer of the Company and their respective associates had the following interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO to be entered in the register of the Company referred to therein or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to the Company and the Stock Exchange:

#### Interest in issued ordinary shares and underlying shares of the Company

- Shares allocated to the directors under the Equity Incentive Plan, Share Option Scheme and Restricted Share Award Scheme.

As at 30 June 2010, there is no outstanding share allocated to but not exercised by Directors and their respective associates (as defined in the Listing Rules) under the Equity Incentive Plan (the “EIP”), Share Option Scheme (the “SOS”) and Restricted Share Award Scheme (the “RSAS”).

No shares or options were allocated or granted to the Directors during the six months ended 30 June 2010 under the EIP, SOS and RSAS.

### 《上市公司董事進行證券交易的標準守則》

本公司已採納上市規則附錄十所載的上市公司董事進行證券交易的標準守則（「標準守則」）。本公司已向全體董事作出個別查詢，而全體董事均已確認，截至二零一零年六月三十日止六個月，他們一直遵守標準守則所載的標準規定。

### 董事及主要行政人員於證券的權益

於二零一零年六月三十日，本公司董事及首席執行官及彼等各自的聯繫人於本公司或其相聯法團（定義見證券及期貨條例第XV部）股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括已獲得或根據證券及期貨條例有關規定視為擁有的權益及淡倉），或擁有根據證券及期貨條例第352條所存置的本公司登記冊內所記錄的權益及淡倉，或擁有根據上市規則所載的上市公司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及淡倉如下：

#### 於本公司已發行普通股及相關股份的權益

- 根據股份獎勵計劃、購股權計劃及限制性股份獎勵計劃分配予董事的股份。

於二零一零年六月三十日，並無根據股份獎勵計劃（「股份獎勵計劃」）、購股權計劃（「購股權計劃」）及限制性股份獎勵計劃（「限制性股份獎勵計劃」）向董事及彼等相關的聯繫人（定義見上市規則）分配已發行但尚未行使的股份。

截至二零一零年六月三十日止六個月，並無於股份獎勵計劃、購股權計劃及限制性股份獎勵計劃下分配或授予董事股份或購股權。

# Additional Information

## 其他資料

### DIRECTORS' AND KEY EXECUTIVES' INTERESTS IN SECURITIES (Cont'd)

### 董事及主要行政人員於證券的權益(續)

#### Interest in issued ordinary shares and underlying shares of the Company (Cont'd)

#### 於本公司已發行普通股及相關股份的權益(續)

##### – Shares of the Company held by the Directors

As at 30 June 2010, particulars of shares of the Company held by the directors and their respective associates (as defined in the Listing Rules), directly and indirectly, were as follows:

##### – 董事持有的本公司股份

於二零一零年六月三十日，董事及彼等各自的聯繫人(定義見上市規則)直接及間接持有的本公司股份詳情如下：

Director	董事	Shares held 所持股份	Approximate percentage of interest in the Company 於本公司權益 的概約百分比
Mr. SONG Lin*	宋林先生*	1,245,533	0.01%
Dr. Peter CHEN Cheng-yu	陳正宇博士	39,623,200	0.45%
Mr. WANG Guoping*	王國平先生*	9,589,872	0.11%
Mr. ZHU Jinkun	朱金坤先生	2,669,150	0.03%
Mr. JIANG Wei	蔣偉先生	537,614	0.01%
Mr. LI Fuzuo	李福祚先生	918,000	0.01%
Mr. DU Wenmin	杜文民先生	1,458,000	0.02%
Mr. Frank LAI Ni Hium	黎汝雄先生	14,650,605	0.17%
Professor KO Ping Keung	高秉強教授	3,173,458	0.04%
Total	總計	73,865,432	0.84%

#### Notes:

\* Mr. SONG Lin resigned as executive Director of the Company and Chairman of the Board with effect from 4 June 2010, and Mr. WANG Guoping was appointed as Chairman of the Board with effect from 4 June 2010.

#### 附註：

\* 宋林先生已辭任本公司執行董事及董事會主席，自二零一零年六月四日起生效，王國平先生已獲委任為董事會主席，自二零一零年六月四日起生效。

# Additional Information

## 其他資料

### DIRECTORS' AND KEY EXECUTIVES' INTERESTS IN SECURITIES (Cont'd)

### 董事及主要行政人員於證券的權益 (續)

#### Interests in issued ordinary shares and underlying shares of associated corporations

Interests in issued ordinary shares and share options granted under the share option schemes of China Resources Enterprise, Limited ("CRE"), an associated corporation of the Company, are listed below:

#### 於聯營公司已發行普通股及相關股份的權益

於本公司聯營公司華潤創業有限公司(「華潤創業」)已發行普通股及根據其購股權計劃授出的購股權中的權益載列如下：

Name of Director	Capacity	Long or short position	No. of shares	No. of share options	Exercise price per share	Date of grant	Aggregate percentage of interest as at 30 June 2010 <sup>1</sup> 於二零一零年六月三十日的權益總額百分比 <sup>1</sup>
董事姓名	身份	好倉或淡倉	股份數目	購股權數目	每股行使價	授出日期	
Mr. SONG Lin 宋林先生	Beneficial owner 實益擁有人	Long position 好倉	900,000	-	-	-	0.038%
Mr. ZHU Jinkun 朱金坤先生	Interest of spouse 配偶的權益	Long position 好倉	42,000	-	-	-	0.002%
Mr. JIANG Wei 蔣偉先生	Beneficial owner 實益擁有人	Long position 好倉	240,000	-	-	-	0.010%
Mr. DU Wenmin 杜文民先生	Beneficial owner 實益擁有人	Long position 好倉	100,000	-	-	-	0.004%
Mr. Frank LAI Ni Hium 黎汝雄先生	Beneficial owner 實益擁有人	Long position 好倉	110,000	-	-	-	0.005%

#### Notes:

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares of CRE to the total issued share capital of CRE as at 30 June 2010.

#### 附註：

1. 此為於二零一零年六月三十日所持有華潤創業普通股及相關股份好倉總額佔華潤創業已發行股本總額的百分比。

# Additional Information

## 其他資料

### DIRECTORS' AND KEY EXECUTIVES' INTERESTS IN SECURITIES (Cont'd)

#### Interests in issued ordinary shares and underlying shares of associated corporations (Cont'd)

Interests in issued ordinary shares and share options granted under the share option schemes of China Resources Power Holdings Company Limited ("CRP"), an associated corporation of the Company, are listed below:

### 董事及主要行政人員於證券的權益 (續)

#### 於聯營公司已發行普通股及相關股份的權益 (續)

於本公司聯營公司華潤電力控股有限公司(「華潤電力」)已發行普通股及根據其購股權計劃授出的購股權中的權益載列如下:

Name of Director	Capacity	Long or short position	No. of shares	No. of share options	Exercise price per share	Date of grant	Aggregate percentage of interest as at 30 June 2010 <sup>1</sup> 於二零一零年六月三十日的權益總額百分比 <sup>1</sup>
董事姓名	身份	好倉或淡倉	股份數目	購股權數目	每股行使價	授出日期	百分比 <sup>1</sup>
Mr. SONG Lin 宋林先生	Beneficial owner 實益擁有人	Long position 好倉	1,386,000	814,400 549,720	2.750 3.919	12/11/2003 <sup>2</sup> 18/03/2005 <sup>3</sup>	0.058%
Mr. WANG Guoping 王國平先生	Beneficial owner 實益擁有人	Long position 好倉	328,000	-	-	-	0.007%
Mr. ZHU Jinkun 朱金坤先生	Beneficial owner 實益擁有人	Long position 好倉	300,000	101,800	2.750	12/11/2003 <sup>2</sup>	0.009%
Mr. JIANG Wei 蔣偉先生	Beneficial owner 實益擁有人	Long position 好倉	840,000	203,600 366,480	2.750 3.919	12/11/2003 <sup>2</sup> 18/03/2005 <sup>3</sup>	0.030%
Mr. LI Fuzuo 李福祚先生	Beneficial owner 實益擁有人	Long position 好倉	741,780	61,080	3.919	18/03/2005 <sup>3</sup>	0.017%
Mr. DU Wenmin 杜文民先生	Beneficial owner 實益擁有人	Long position 好倉	297,000	183,240	2.750	12/11/2003 <sup>2</sup>	0.010%
Mr. Frank LAI Ni Hium 黎汝雄先生	Beneficial owner 實益擁有人	Long position 好倉	10,000	-	-	-	0.000%

# Additional Information

## 其他資料

### DIRECTORS' AND KEY EXECUTIVES' INTERESTS IN SECURITIES (Cont'd)

#### Interests in issued ordinary shares and underlying shares of associated corporations (Cont'd)

##### Notes:

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares of CRP to the total issued share capital of CRP as at 30 June 2010.
2. The exercisable period is divided into 5 tranches, exercisable during the periods from 6 October 2004, 2005, 2006, 2007 and 2008 to 5 October 2013.
3. The exercisable period is divided into 5 tranches, exercisable during the periods from 18 March 2006, 2007, 2008, 2009 and 2010 to 17 March 2015.
4. In each case, HK\$1.00 is payable upon acceptance of the share option granted.

### 董事及主要行政人員於證券的權益 (續)

#### 於聯營公司已發行普通股及相關股份的權益 (續)

##### 附註：

1. 此為於二零一零年六月三十日所持有華潤電力普通股及相關股份好倉總額佔華潤電力已發行股本總額的百分比。
2. 行使期分為五個期間，即二零零四年、二零零五年、二零零六年、二零零七年及二零零八年十月六日起至二零一三年十月五日止期間行使。
3. 行使期分為五個期間，即二零零六年、二零零七年、二零零八年、二零零九年及二零一零年三月十八日起至二零一五年三月十七日止期間行使。
4. 於各情況下，須於接納所獲授的購股權時支付1.00港元。

# Additional Information

## 其他資料

### DIRECTORS' AND KEY EXECUTIVES' INTERESTS IN SECURITIES (Cont'd)

#### Interests in issued ordinary shares and underlying shares of associated corporations (Cont'd)

Interest in issued ordinary shares and share options granted under the share option schemes of China Resources Land Limited ("CR Land"), an associated corporation of the Company is listed as below:

### 董事及主要行政人員於證券的權益 (續)

#### 於聯營公司已發行普通股及相關股份的權益 (續)

於本公司聯營公司華潤置地有限公司(「華潤置地」)已發行普通股及根據其購股權計劃授出的購股權中的權益載列如下：

Name of Director	Capacity	Long or short position	No. of shares	No. of share options	Exercise price per share	Date of grant	Aggregate percentage of interest as at 30 June 2010 <sup>1</sup> 於二零一零年六月三十日的權益總額百分比 <sup>1</sup>
董事姓名	身份	好倉或淡倉	股份數目	購股權數目	每股行使價	授出日期	
Mr. SONG Lin 宋林先生	Beneficial owner 實益擁有人	Long position 好倉	-	900,000	1.23	01/06/2005 <sup>2</sup>	0.018%
Mr. JIANG Wei 蔣偉先生	Beneficial owner 實益擁有人	Long position 好倉	892,000	-	-	-	0.018%
Mr. LI Fuzuo 李福祚先生	Beneficial owner 實益擁有人	Long position 好倉	1,000,000	-	-	-	0.020%
Mr. DU Wenmin 杜文民先生	Beneficial owner 實益擁有人	Long position 好倉	790,000	250,000	1.23	01/06/2005 <sup>2</sup>	0.021%
Mr. Frank LAI Ni Hium 黎汝雄先生	Beneficial owner 實益擁有人	Long position 好倉	10,000	-	-	-	0.000%

#### Notes:

- This represents the percentage of aggregate long position in ordinary shares and underlying shares of CR Land to the total issued share capital of CR Land as at 30 June 2010.
- The exercisable period is divided into 4 tranches, exercisable during the periods from 1 June 2006, 2007, 2008 and 2009 to 31 May 2015.
- In each case, HK\$1.00 is payable upon acceptance of the share options granted.

#### 附註：

- 此為於二零一零年六月三十日所持有華潤置地普通股及相關股份好倉總額佔華潤置地已發行股本總額的百分比。
- 行使期分為四個期間，即可於二零零六年、二零零七年、二零零八年及二零零九年六月一日起至二零一五年五月三十一日止期間行使。
- 於各情況下，須於接納所獲授的購股權時支付1.00港元。

# Additional Information

## 其他資料

### DIRECTORS' AND KEY EXECUTIVES' INTERESTS IN SECURITIES (Cont'd)

#### Interests in issued ordinary shares and underlying shares of associated corporations (Cont'd)

Interests in issued ordinary shares and share options granted under the share option schemes of China Resources Gas Group Limited ("CR Gas"), an associated corporation of the Company, are listed below:

### 董事及主要行政人員於證券的權益 (續)

#### 於聯營公司已發行普通股及相關股份的權益 (續)

於本公司聯營公司華潤燃氣控股有限公司(「華潤燃氣」)已發行普通股及根據其購股權計劃授出的購股權中的權益載列如下:

Name of Director	Capacity	Long or short position	No. of shares	No. of share options	Exercise price per share	Date of grant	Aggregate percentage of interest as at 30 June 2010 <sup>1</sup> 於二零一零年六月三十日的權益總額百分比 <sup>1</sup>
董事姓名	身份	好倉或淡倉	股份數目	購股權數目	每股行使價	授出日期	
Mr. WANG Guoping 王國平先生	Beneficial owner 實益擁有人	Long position 好倉	20,000	-	-	-	0.001%
Mr. LI Fuzuo 李福祚先生	Beneficial owner 實益擁有人	Long position 好倉	51,000	-	-	-	0.004%
Mr. DU Wenmin 杜文民先生	Beneficial owner 實益擁有人	Long position 好倉	54,000	-	-	-	0.004%
Mr. Frank LAI Ni Hium 黎汝雄先生	Beneficial owner 實益擁有人	Long position 好倉	10,000	-	-	-	0.001%

#### Note:

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares of CR Gas to the total issued share capital of CR Gas as at 30 June 2010.

#### 附註:

1. 此為於二零一零年六月三十日所持有華潤燃氣普通股及相關股份好倉總額佔華潤燃氣已發行股本總額的百分比。

# Additional Information

## 其他資料

### DIRECTORS' AND KEY EXECUTIVES' INTERESTS IN SECURITIES (Cont'd)

#### Interests in issued ordinary shares and underlying shares of associated corporations (Cont'd)

Interests in issued ordinary shares and share options granted under the share option schemes of China Resources Cement Holdings Limited ("CR Cement"), an associated corporation of the Company, are listed below:

### 董事及主要行政人員於證券的權益 (續)

#### 於聯營公司已發行普通股及相關股份的權益 (續)

於本公司聯營公司華潤水泥控股有限公司(「華潤水泥」)已發行普通股及根據其購股權計劃授出的購股權中的權益載列如下：

Name of Director	Capacity	Long or short position	No. of shares	No. of share options	Exercise price per share	Date of grant	Aggregate percentage of interest as at 30 June 2010 <sup>1</sup> 於二零一零年六月三十日的權益總額百分比 <sup>1</sup>
董事姓名	身份	好倉或淡倉	股份數目	購股權數目	每股行使價	授出日期	
Mr. SONG Lin 宋林先生	Beneficial owner 實益擁有人	Long position 好倉	3,000,000	-	-	-	0.046%
Mr. WANG Guoping 王國平先生	Beneficial owner 實益擁有人	Long position 好倉	52,000	-	-	-	0.001%
Mr. Frank LAI Ni Hium 黎汝雄先生	Beneficial owner 實益擁有人	Long position 好倉	40,000	-	-	-	0.001%

#### Note:

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares of CR Cement to the total issued share capital of CR Cement as at 30 June 2010.

#### 附註：

1. 此為於二零一零年六月三十日所持有華潤水泥普通股及相關股份好倉總額佔華潤水泥已發行股本總額的百分比。

# Additional Information

## 其他資料

### SUBSTANTIAL SHAREHOLDERS' INTERESTS OF THE COMPANY

So far as known to the Directors of the Company, as at the Latest Practicable Date, shareholders (other than directors or Chief Executive Officer of the Company) who had interest or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which are expected to be, directly or indirectly, interested or deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, were as follows:

### 主要股東於本公司的權益

據本公司董事所知，於最後實際可行日期，於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉，或擁有本公司根據證券及期貨條例第336條所存置的登記冊內所記錄的權益或淡倉，或預期將直接或間接擁有或被視為擁有附有權利於任何情況下在本公司股東大會上投票的任何類別股本面值5%或以上的股東（不包括本公司的董事或首席執行官）載述如下：

Name of shareholder	Number of shares	Percentage of aggregate long position in Shares to the total issued share capital of the Company 持有股份好倉總額佔本公司已發行股本總額百分比
股東名稱	股份數目	
China Resources National Corporation <sup>(1)</sup> (“CRN”) 中國華潤總公司 <sup>(1)</sup> (「中國華潤」)	5,326,855,822	60.60%
China Resources Co., Limited <sup>(1)</sup> (“CRCL”) 華潤股份有限公司 <sup>(1)</sup> (「華潤公司」)	5,326,855,822	60.60%
CRC Bluesky Limited <sup>(1)</sup> (“CRC Bluesky”) CRC Bluesky Limited <sup>(1)</sup> (「CRC Bluesky」)	5,326,855,822	60.60%
CRH <sup>(2)</sup> 華潤集團 <sup>(2)</sup>	5,326,855,822	60.60%
Gold Touch Enterprises Inc. <sup>(2)</sup> (“Gold Touch”) Gold Touch Enterprises Inc. <sup>(2)</sup> (「Gold Touch」)	5,326,850,822	60.60%

# Additional Information

## 其他資料

### SUBSTANTIAL SHAREHOLDERS' INTERESTS OF THE COMPANY (Cont'd)

#### Notes:

1. CRN is a state owned enterprise which is the parent company of CRCL, a company incorporated in the PRC, which in turn is the parent company of CRC Bluesky, a company incorporated in the British Virgin Islands, which is in turn the parent company of CRH, a company incorporated in Hong Kong. CRN, CRCL and CRC Bluesky each is deemed to be interested in the 5,326,855,822 shares held by CRH.
2. Gold Touch and Commotra Company Limited each directly held 5,326,850,822 shares, and 5,000 shares respectively in CR Micro as at 30 June 2010. Gold Touch, Commotra Company Limited are wholly owned subsidiaries of CRH, each of which is therefore deemed to own 5,326,855,822 shares of CR Micro as at 30 June 2010.

### SHARES RELATED INCENTIVE PLANS

As disclosed in the 2009 Annual Report, the Company adopted the EIP and SOS on 8 May 2004 and 27 May 2005 by way of ordinary resolution of shareholders, respectively. In addition, the Company, as approved by the Board on 15 December 2008, adopted the RSAS. The objective of the EIP is to share the pride of ownership among the executives and employees of the Group and to reward their performance and contribution. The objective of the SOS is to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The objective of the RSAS is to recognise and motivate the contribution of certain Employees and to provide incentives and help the Group in retaining its existing Employees and recruiting additional Employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company. The EIP, SOS and RSAS provided the Company with a flexible means of retaining, motivating, rewarding, remunerating, compensating and/or providing benefits to the participants. The EIP, SOS and RSAS are subject to the administration of the Remuneration Committee.

### 主要股東於本公司的權益(續)

#### 附註:

1. 中國華潤為國有企業，為華潤公司（於中國註冊成立的公司）的母公司，華潤公司為CRC Bluesky（在英屬處女群島註冊成立的公司）的母公司，CRC Bluesky為華潤集團（於香港註冊成立的公司）的母公司。中國華潤、華潤公司及CRC Bluesky各自被視為於華潤集團擁有的5,326,855,822股股份中擁有權益。
2. 於二零一零年六月三十日，Gold Touch及Commotra Company Limited各自直接分別持有華潤微電子5,326,850,822股股份及5,000股股份。Gold Touch及Commotra Company Limited均為華潤集團的全資附屬公司，因此，各自被視為於二零一零年六月三十日擁有華潤微電子的5,326,855,822股股份。

### 股份獎勵計劃

如二零零九年年報所披露，於二零零四年五月八日及二零零五年五月二十七日通過股東普通決議案，批准採納股份獎勵計劃及購股權計劃。此外，經董事會於二零零八年十二月十五日批准，本公司採納限制性股份獎勵計劃。股份獎勵計劃旨在讓本集團的行政人員及僱員以股東身份分享集團成果，並回報彼等的表現及貢獻。購股權計劃旨在向參與者提供購買本公司所有權權益的機會，以及鼓勵參與者，為增加本公司及其股份價值而努力工作，實現本公司及其股東的整體利益。限制性股份獎勵計劃旨在認可及激勵若干僱員作出貢獻、提供獎勵及幫助本集團挽留現有僱員及增聘僱員，並在實現本公司長期業務目標過程中給予其直接經濟利益。股份獎勵計劃、購股權計劃及限制性股份獎勵計劃為本公司提供一個靈活的方法，讓本公司能挽留、激勵、獎勵、慰勞、補償參與者，及／或給予參與者福利。股份獎勵計劃、購股權計劃及限制性股份獎勵計劃由薪酬委員會管理。

# Additional Information

## 其他資料

### SHARES RELATED INCENTIVE PLANS (Cont'd)

During the six months ended 30 June 2010, save as disclosed below, no shares or options were allocated or granted under the EIP, SOS and RSAS.

#### - Equity Incentive Plan

Movements in the number of outstanding shares under the EIP are as follows:

Date of allocation	Exercise price per share	Balance as at 1 January 2010 於二零一零年一月一日的結存	Number of shares allocated 已分配股份數目			Balances as at 30 June 2010 於二零一零年六月三十日的結存
			Granted during the Period 於期內授出	Exercised during the Period 於期內行使	Lapsed during the Period 於期內失效	
分配日期	每股行使價格 HK\$ 港元	'000 (千)	'000 (千)	'000 (千)	'000 (千)	'000 (千)
Management and employees	01/10/2003	964	-	18	-	946
	26/01/2005	550	-	82	-	468
管理層及僱員	02/01/2006	-	-	-	-	-
	16/05/2006	384	-	-	-	384
Total 總計		1,898	-	100	-	1,798

The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$0.319.

Shares allocated under the EIP are subject to a four-year vesting period from the related date as approved by the remuneration committee of the Board in which a quarter of such number of shares will vest each year during the four-year period.

### 股份獎勵計劃(續)

除下文披露者外，於截至二零一零年六月三十日止六個月期間，概無根據股份獎勵計劃、購股權計劃及限制性股份獎勵計劃分配或授出任何股份或購股權。

#### - 股份獎勵計劃

根據股份獎勵計劃已發行的股份數目變動如下：

購股權被行使日期前股份的加權平均收市價格為0.319港元。

股份獎勵計劃下分配的股份受限於自獲董事會屬下的薪酬委員會批准的有關日期開始計算的四年歸屬期，於該四年時期的每一年，四分之一的股份將會被歸屬。

# Additional Information

## 其他資料

### SHARES RELATED INCENTIVE PLANS (Cont'd)

#### - Share Option Scheme

Movements in the number of outstanding shares under SOS are as follows:

Date of grant	Exercise price per share	Balance as at 1 January 2010 於二零一零年一月一日的結存	Number of shares allocated 已分配股份數目			Balances as at 30 June 2010 於二零一零年六月三十日的結存
			Granted during the Period 於期內授出	Exercised during the Period 於期內行使	Lapsed during the Period 於期內失效	
授出日期	每股行使價格 HK\$ 港元	'000 (千)	'000 (千)	'000 (千)	'000 (千)	'000 (千)
Management and employees	08/09/2006 <sup>1</sup> 28/05/2007 <sup>2</sup>	12,813 1,358	- -	- -	- -	12,813 1,358
管理層及僱員						
Total 總計		14,171	-	-	-	14,171

#### Notes:

- Share options granted under the SOS on 8 September 2006 are subject to a four-year vesting period from the related date as approved by the Remuneration Committee of the Board in which a quarter of such number of share options will vest each year during the four-year period.
- Share options granted under the SOS on 28 May 2007 are subject to one-year vesting period from the participant's employment starting date as approved by Remuneration Committee.

### 股份獎勵計劃 (續)

#### - 購股權計劃

購股權計劃下已發行股份數目變動如下：

#### 附註：

- 於二零零六年九月八日，購股權計劃下授出的購股權受限於自獲董事會屬下的薪酬委員會批准的有關日期開始計算的四年歸屬期，於該四年時期的每一年，四份之一的購股權將會被歸屬。
- 於二零零七年五月二十八日，購股權計劃下授出的購股權受限於由薪酬委員會所批的參與者受僱日期開始計算的一年歸屬期。

# Additional Information

## 其他資料

### SHARES RELATED INCENTIVE PLANS (Cont'd)

#### – Restricted Share Award Scheme

During the year ended 30 June 2010, 100,000,000 shares of the Company were purchased and held by BOCI-Prudential Trustee Limited, the trustee appointed by the Company to the RSAS. The shares purchased represent 1.708% of the issued shares of the Company as of the Adoption Date. No shares were granted to the Directors during the year ended 30 June 2010.

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

During the six months ended 30 June 2010, the Company and any of its subsidiaries did not sell, purchase or redeem the Company's shares.

### SUBSEQUENT EVENTS

The Directors believes that there's no significant subsequent event to be reported.

### INTERIM RESULT REVIEWED BY THE AUDIT COMMITTEE AND THE AUDITOR

The Audit Committee has reviewed, with the management and the Company's external auditor, the accounting principles and policies adopted by the Group, and the unaudited interim financial information for the six months ended 30 June 2010.

### INTERIM RESULT APPROVED BY THE BOARD OF DIRECTORS

The unaudited interim financial information for six months ended 30 June 2010 was approved by the Board of Directors for issue on 24 August 2010.

On behalf of the Board.

**Wang Guoping**

*Chairman*

Hong Kong, 24 August 2010

### 股份獎勵計劃(續)

#### – 限制性股份獎勵計劃

截至二零一零年六月三十日止年度，根據限制性股份獎勵計劃，本公司委任信託人中銀國際英國保誠信託有限公司購買及持有100,000,000股本公司股份。於採納日期，購買的股份佔本公司已發行股份1.708%。於截至二零一零年六月三十日止年度，概無授予董事股份。

### 出售、購買或贖回本公司的上市證券

截至二零一零年六月三十日止六個月，本公司及其任何附屬公司概無出售、購買或贖回本公司股份。

### 結算日後事項

董事認為並無重大結算日後事項須予報告。

### 經審核委員會及核數師審閱的中期業績

審核委員會與管理層及本公司外聘核數師已審閱本集團採納的會計原則及政策以及截至二零一零年六月三十日止六個月未經審核中期財務資料。

### 經董事會批准的中期業績

董事會於二零一零年八月二十四日批准通過截至二零一零年六月三十日止六個月的未經審核中期財務資料。

代表董事會

**王國平**

*主席*

香港，二零一零年八月二十四日

# Report on Review of Interim Financial Information

## 中期財務資料審閱報告

**Deloitte.**  
德勤

**TO THE BOARD OF DIRECTORS OF  
CHINA RESOURCES MICROELECTRONICS LIMITED**

*(incorporated in Cayman Islands with limited liability)*

### INTRODUCTION

We have reviewed the interim financial information set out on pages 36 to 63, which comprises the condensed consolidated statement of financial position of China Resources Microelectronics Limited (the “Company”) and its subsidiaries (collectively referred to the “Group”) as of 30 June 2010 and the related condensed consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

**致華潤微電子有限公司董事會**

*(於開曼群島註冊成立之有限公司)*

### 簡介

我們已審閱於第36頁至第63頁所列的中期財務資料，包括華潤微電子有限公司（「貴公司」）及其附屬公司（統稱「本集團」）於二零一零年六月三十日的簡明綜合財務狀況表及於當時止六個月的相關簡明綜合全面收益表、權益變動表及現金流量表以及若干解釋附註。香港聯合交易所有限公司主板證券上市規則規定，編製中期財務資料報告須符合上市規則相關條款及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）。貴公司董事負責根據香港會計準則第34號編製及呈報此中期財務資料。我們的責任是根據審閱的結果對此中期財務資料發表結論，並根據我們議定的聘用條款，僅向閣下報告。除此之外，本報告並無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。

# Report on Review of Interim Financial Information

## 中期財務資料審閱報告

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

#### **Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

24 August 2010

### 審閱範圍

我們已按照香港會計師公會頒佈的香港審閱聘用協定準則第2410號「由實體的獨立核數師執行的中期財務資料審閱」進行審閱工作。中期財務資料審閱工作主要包括向負責財務和會計事務的人員作出查詢，及進行分析性和其他審閱程序。審閱的範圍遠不及根據香港核數準則進行審核的範圍，故我們不能保證我們將知悉在審核中可能被發現的所有重大事項。因此，我們並不發表審核意見。

### 結論

按照本所的審閱結果，我們並無發現任何事項，令我們相信中期財務資料在各重大方面未根據香港會計準則第34號編製。

#### **德勤•關黃陳方會計師行**

*執業會計師*

香港

二零一零年八月二十四日

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益表

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 (unaudited) (未經審核) HK\$'000 千港元	2009 二零零九年 (unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
Turnover	營業額		1,264,521
Cost of sales	銷售成本		(1,117,720)
Gross profit	毛利		146,801
Other income/gains	其他收入／收益		110,505
Selling and distribution expenses	銷售及分銷費用		(35,321)
Administrative expenses	行政費用		(149,550)
Research and development expenses	研究及開發費用		(90,366)
Other operating expenses	其他經營費用		(50,379)
Finance costs	融資成本		(25,156)
Profit (loss) before taxation	除稅前溢利(虧損)		(93,466)
Taxation (charge) credit	稅項(支出)撥回	5	464
Profit (loss) for the period	期內溢利(虧損)	6	(93,002)
<b>Other comprehensive income</b>	<b>其他全面收益</b>		
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額		(623)
Total comprehensive income (expenses) for the period	期內全面收益(開支)總額		(93,625)

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益表

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2010</b> 二零一零年 <b>(unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	2009 二零零九年 (unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
Profit (loss) for the period attributable to:	以下各方應佔期內溢利(虧損):		
Owners of the Company	本公司所有人	<b>125,687</b>	(83,348)
Non-controlling interests	非控股權益	<b>4,682</b>	(9,654)
		<b>130,369</b>	(93,002)
Total comprehensive income attributable to:	以下各方應佔全面收益總額:		
Owners of the Company	本公司所有人	<b>162,420</b>	(83,859)
Non-controlling interests	非控股權益	<b>5,614</b>	(9,766)
		<b>168,034</b>	(93,625)
		<b>HK Cents</b> 港仙	HK Cents 港仙
Earnings (loss) per share	每股盈利(虧損)	8	
Basic	基本	<b>1.45</b>	(1.34)
Diluted	攤薄	<b>1.45</b>	(1.34)

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2010 於二零一零年六月三十日

		Notes 附註	30 June 2010 二零一零年 六月三十日 (unaudited) (未經審核) HK\$'000 千港元	31 December 2009 二零零九年 十二月三十一日 (audited) (經審核) HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	9	3,079,803	3,170,864
Prepaid lease payments	租賃預付款		168,330	168,570
Available-for-sale investment	可供出售投資		573,142	564,092
Loans receivable	應收貸款	10	279,583	186,248
Derivative financial asset	衍生金融資產	10	1,514	–
Goodwill	商譽		21,024	21,024
Technical know-how	技術知識		16,813	815
Deferred tax assets	遞延稅項資產		33,908	26,700
Deposit for acquisition of property, plant and equipment	收購物業、廠房及 設備按金		14,250	13,646
			<b>4,188,367</b>	<b>4,151,959</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		661,700	602,850
Debtors, deposits and prepayments	應收賬款、按金及預付款項	11	1,040,205	996,165
Prepaid lease payments	租賃預付款		4,238	4,191
Tax recoverable	可收回稅項		–	187
Restricted bank deposits	受限制銀行存款		192,238	8,603
Bank balances and cash	銀行結餘及現金		1,381,797	1,221,089
			<b>3,280,178</b>	<b>2,833,085</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Creditors and accrued charges	應付賬款及應計費用	12	1,578,184	1,332,923
Government grants	政府補助金		33,615	29,745
Bank borrowings	銀行借貸	13	536,399	627,535
Provisions	撥備		23,935	25,048
Taxation	稅項		18,185	16,016
			<b>2,190,318</b>	<b>2,031,267</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,089,860</b>	<b>801,818</b>

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2010 於二零一零年六月三十日

		Notes 附註	30 June 2010 二零一零年 六月三十日 (unaudited) (未經審核) HK\$'000 千港元	31 December 2009 二零零九年 十二月三十一日 (audited) (經審核) HK\$'000 千港元
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>5,278,227</b>	4,953,777
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	14	<b>878,950</b>	878,940
Share premium and reserves	股份溢價及儲備		<b>2,516,239</b>	2,353,775
Equity attributable to owners of the Company	本公司所有人應佔權益		<b>3,395,189</b>	3,232,715
Non-controlling interests	非控股權益		<b>93,772</b>	88,158
<b>Total equity</b>	<b>權益總額</b>		<b>3,488,961</b>	3,320,873
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank borrowings	銀行借貸	13	<b>1,612,500</b>	1,475,000
Long-term payables	長期應付賬款		<b>16,366</b>	15,324
Deferred tax liabilities	遞延稅項負債		<b>4,712</b>	4,712
Government grants	政府補助金		<b>155,688</b>	137,868
			<b>1,789,266</b>	1,632,904
			<b>5,278,227</b>	4,953,777

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

		Attributable to owners of the Company 本公司所有人應佔										
		Share capital	Share premium	Merger reserve	Translation reserve	Share option reserve	Other reserves	Shares held for award scheme 持作獎勵計劃的股份	Retained profits	Total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	合併儲備 HK\$'000 千港元	兌換儲備 HK\$'000 千港元 (Note a) (附註a)	購股權儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元 (Note b) (附註b)	計劃的股份 HK\$'000 千港元	保留盈利 HK\$'000 千港元	總額 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 January 2010 (audited)	於二零一零年一月一日 (經審核)	878,940	2,325,097	(639,277)	603,611	2,065	164,543	(19,465)	(82,799)	3,232,715	88,158	3,320,873
Exchange differences	匯兌差額	-	-	-	36,733	-	-	-	-	36,733	932	37,665
Profit for the period	期內溢利	-	-	-	-	-	-	-	125,687	125,687	4,682	130,369
Total comprehensive income for the period	期內全面收入總額	-	-	-	36,733	-	-	-	125,687	162,420	5,614	168,034
Transfer between categories	分類間轉移	-	-	-	-	-	13,213	-	(13,213)	-	-	-
Shares issued upon exercise of options under Equity Incentive Plan	於行使股份獎勵計劃項下之購股權時發行股份	10	35	-	-	(37)	-	-	-	8	-	8
Recognition of equity-settled share-based payments	確認股本結算的股份付款	-	-	-	-	46	-	-	-	46	-	46
At 30 June 2010 (unaudited)	於二零一零年六月三十日 (未經審核)	878,950	2,325,132	(639,277)	640,344	2,074	177,756	(19,465)	29,675	3,395,189	93,772	3,488,961
At 1 January 2009 (audited)	於二零零九年一月一日 (經審核)	585,521	2,178,773	(639,277)	603,435	3,254	151,026	-	102,924	2,985,656	98,162	3,083,818
Exchange differences	匯兌差額	-	-	-	(511)	-	-	-	-	(511)	(112)	(623)
Loss for the period	期內虧損	-	-	-	-	-	-	-	(83,348)	(83,348)	(9,654)	(93,002)
Total comprehensive (expenses) for the period	期內全面(開支)總額	-	-	-	(511)	-	-	-	(83,348)	(83,859)	(9,766)	(93,625)
Transfer between categories	分類間轉移	-	-	-	-	-	14,731	-	(14,731)	-	-	-
Shares issued upon exercise of options under Equity Incentive Plan	於行使股份獎勵計劃項下之購股權時發行股份	2	6	-	-	(6)	-	-	-	2	-	2
Recognition of equity-settled share-based payments	確認股本結算的股份付款	-	-	-	-	276	-	-	-	276	-	276
At 30 June 2009 (unaudited)	於二零零九年六月三十日 (未經審核)	585,523	2,178,779	(639,277)	602,924	3,524	165,757	-	4,845	2,902,075	88,396	2,990,471

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### Notes:

- (a) The exchange differences arose from translation of assets and liabilities of foreign operations and respective group entities' functional currencies into the presentation currency.
- (b) Other reserves comprise general reserve, statutory surplus reserve, enterprise expansion fund, statutory public welfare fund and discretionary surplus reserve of subsidiaries established in the mainland China and deemed distribution to and capital contribution by China Resources Gas Group Limited. General reserve was appropriated each year on the basis of 5% to 10% of the profit after taxation of certain subsidiaries as determined by their board of directors in accordance with the Articles of Association of the subsidiaries. This reserve should only be used for making up losses, capitalisation into capital and expansion of production and operation.

### 附註：

- (a) 匯兌差額指因海外業務的資產及負債及各集團實體功能貨幣換算為呈報貨幣而產生的差額。
- (b) 其他儲備包括於中國大陸成立的附屬公司的一般儲備、法定盈餘儲備、企業發展基金、法定公益金、酌情盈餘儲備及視作向華潤燃氣控股有限公司作出的分派及華潤燃氣控股有限公司的出資。一般儲備乃每年自若干附屬公司的除稅後溢利按5%至10%的基準分配，並由各自的董事會根據各附屬公司組織章程細則自行釐定。該儲備僅供彌補虧損、擴充資本及擴充生產力及業務之用。

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 (unaudited) (未經審核) HK\$'000 千港元	2009 二零零九年 (unaudited) (未經審核) HK\$'000 千港元
<b>Operating activities</b>	<b>經營業務</b>		
Profit (loss) before taxation	除稅前溢利(虧損)	<b>161,471</b>	(93,466)
Adjustments for:	調整以下項目:		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>264,188</b>	254,084
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備的虧損(收益)	<b>28,156</b>	(16,004)
(Increase) decrease in inventories	存貨(增加)減少	<b>(67,146)</b>	191,459
(Increase) decrease in debtors, deposits and prepayments	應收賬款、按金及預付款項(增加)減少	<b>(57,324)</b>	1,746
Increase (decrease) in creditors and accrued charges	應付賬款及應計費用增加(減少)	<b>243,892</b>	(220,254)
Profits tax paid	已付利得稅	<b>(35,742)</b>	(3,398)
Other operating cash flows (net)	其他經營現金流(淨額)	<b>(12,083)</b>	17,483
<b>Net cash from operating activities</b>	<b>經營業務產生的現金淨額</b>	<b>525,412</b>	131,650
<b>Investing activities</b>	<b>投資活動</b>		
Payments and deposits for acquisition of property, plant and equipment	購置物業、廠房及設備的付款及按金	<b>(156,480)</b>	(104,128)
Payments for development of technical know-how	開發技術知識付款	<b>(16,401)</b>	-
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>9,419</b>	25,750
Loan advanced to a fellow subsidiary	向同系附屬公司墊支的貸款	<b>(91,542)</b>	-
(Increase) decrease in restricted bank deposits	受限制銀行存款(增加)減少	<b>(183,635)</b>	318
Other investing cash flows (net)	其他投資現金流(淨額)	<b>(3,274)</b>	7,952
<b>Net cash used in investing activities</b>	<b>投資活動動用的現金淨額</b>	<b>(441,913)</b>	(70,108)

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2010</b> 二零一零年 <b>(unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	2009 二零零九年 (unaudited) (未經審核) HK\$'000 千港元
<b>Financing activities</b>	<b>融資活動</b>		
New bank loans raised	新籌借銀行貸款	<b>510,808</b>	581,929
Repayments of borrowings	償還借貸	<b>(465,522)</b>	(666,759)
Interest paid	已付利息	<b>(13,511)</b>	(11,975)
Government grants received	已收政府補助金	<b>39,572</b>	15,455
Other financing cash flows (net)	其他融資現金流(淨額)	<b>2,283</b>	(1,485)
<b>Net cash from (used in) financing activities</b>	<b>融資活動所得(所用)現金淨額</b>	<b>73,630</b>	(82,835)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加(減少)淨額</b>	<b>157,129</b>	(21,293)
<b>Cash and cash equivalents at beginning of the period</b>	<b>期初現金及現金等價物</b>	<b>1,221,089</b>	856,877
Effect of foreign exchange rate changes	外幣匯率變動的影響	<b>3,579</b>	4,369
<b>Cash and cash equivalents at end of the period representing bank balances and cash</b>	<b>期終現金及現金等價物即銀行結餘及現金</b>	<b>1,381,797</b>	839,953

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 1. GENERAL

The Company is a company incorporated in Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company’s parent company is China Resources (Holdings) Company Limited (“CRH”), a company incorporated in Hong Kong and its ultimate holding company is China Resources National Corporation (“CRNC”), a company established in the People’s Republic of China.

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

### 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2009, except as described below.

### 1. 一般資料

本公司為於開曼群島註冊成立的獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司的母公司為華潤（集團）有限公司（「華潤集團」），一間於香港註冊成立的公司，其最終控股公司為中國華潤總公司（「中國華潤」）（一間於中華人民共和國註冊成立的公司）。

### 2. 編製基準

簡明綜合財務報表已根據香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定及香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號中期財務報告而編製。

### 3. 主要會計政策

除若干金融工具按公平值計量外，簡明綜合財務報表以歷史成本基準編製。

簡明綜合財務報表所使用的會計政策與編製本集團截至二零零九年十二月三十一日止年度的年度財務報表所採用者一致，惟下述者除外。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (A) Accounting policies applied during the current period which have not been presented in the audited financial statements for the year ended 31 December 2009

##### Financial assets

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss ("FVTPL") has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise.

##### Derivative financial instruments and hedging

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

### 3. 主要會計政策 (續)

#### (A) 已於本期間應用但並無於截至二零零九年十二月三十一日止年度的經審核財務報表呈列的會計政策

##### 金融資產

##### *按公平值計入損益的金融資產*

按公平值計入損益的金融資產包括持作交易用途的金融資產及於初步確認時指定為按公平值計入損益的金融資產。

一項金融資產將分類為持作交易，倘：

- 收購該資產時主要的目的是為了近期銷售；或
- 屬於集中管理的可辨認金融工具組合的一部分，並且實際按照短期獲利方式進行管理；或
- 屬於不被指定的、有效對沖工具的衍生工具。

按公平值計入損益的金融資產按公平值計量，而重新計量產生的公平值變動則直接計入當期的損益內。

##### 衍生金融工具及對沖

衍生工具初步按於衍生工具合約訂立當日的公平值確認，其後於各報告期末以其公平值重新計量。所得收益或虧損即時於損益表確認，除非有關衍生工具被指定為對沖工具，在該情況下，則視乎對沖關係性質以決定於損益表確認的時間。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (A) Accounting policies applied during the current period which have not been presented in the audited financial statements for the year ended 31 December 2009 (Cont'd)

##### Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

#### (B) New and revised standards, amendments and interpretations effective during the period

In the current interim period, the Group has applied, for the first time, a number of new and revised standards, amendments and interpretations ("new or revised HKFRSs") issued by HKICPA.

HKFRSs (Amendments)	Amendments to HKFRS 5 as part of Improvements to HKFRSs 2008
HKFRSs (Amendments)	Improvements to HKFRSs 2009
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKAS 39 (Amendment)	Eligible Hedged Items
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (Revised)	Business Combinations
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners

### 3. 主要會計政策 (續)

#### (A) 已於本期間應用但並無於截至二零零九年十二月三十一日止年度的經審核財務報表呈列的會計政策 (續)

##### 嵌入式衍生工具

倘衍生工具的風險及特徵與主合約並非密切關連，而主合約並非以公平值入賬且其公平值變動於損益賬確認，列入非衍生主合約的衍生工具則被當作獨立衍生工具。

#### (B) 於期內生效的新訂及經修訂準則、修訂及詮釋

於本中期期間，本集團首次採用多項香港會計師公會頒佈的新訂及經修訂準則、修訂本及詮釋（「新訂或經修訂香港財務報告準則」）。

香港財務報告準則 (修訂本)	香港財務報告準則第5號的修訂 (作為二零零八年香港財務報告準則改進的一部份)
香港財務報告準則 (修訂本)	二零零九年香港財務報告準則的改進
香港會計準則第27號 (經修訂)	綜合及獨立財務報表
香港會計準則第39號 (修訂本)	合資格對沖項目
香港財務報告準則第1號 (修訂本)	首次採納者的新增豁免
香港財務報告準則第2號 (修訂本)	集團以現金結算的股份付款交易
香港財務報告準則第3號 (經修訂)	業務合併
香港 (國際財務報告詮釋委員會) – 詮釋第17號	向擁有人分派非現金資產

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (B) New and revised standards, amendments and interpretations effective during the period (Cont'd)

The Group applies HKFRS 3 (Revised) *Business Combinations* prospectively to business combinations for which the acquisition date is on or after 1 January 2010. The requirements in HKAS 27 (Revised) *Consolidated and Separate Financial Statements* in relation to accounting for changes in ownership interests in a subsidiary after control is obtained and for loss of control are also applied prospectively by the Group on or after 1 January 2010.

As there was no transaction during the current interim period in which HKFRS 3 (Revised) and HKAS 27 (Revised) are applicable, the application of HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to other HKFRSs had no effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

Results of the Group in future periods may be affected by future transactions for which HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to the other HKFRSs are applicable.

The application of the other new and revised HKFRSs has had no material effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKASs (Amendments)	Improvements to HKFRSs 2010 <sup>1</sup>
HKAS 24 (Revised)	Related Party Disclosures <sup>3</sup>

### 3. 主要會計政策 (續)

#### (B) 於期內生效的新訂及經修訂準則、修訂及詮釋 (續)

本集團已採納香港財務報告準則第3號(經修訂)業務合併來處理收購日期處於二零一零年一月一日或其後開始的業務合併的會計事宜。本集團亦已採納香港會計準則第27號(經修訂)綜合及獨立財務報表處理於二零一零年一月一日或其後於附屬公司取得控制權及失去控制權後的附屬公司擁有權變動所牽涉的會計事宜。

由於本中期間概無進行適用香港財務報告準則第3號(經修訂)及香港會計準則第27號(經修訂)的交易，因此採納香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)及其他香港財務報告準則的相應修訂，並無對本集團本期間或過往會計期間的簡明綜合財務報表構成影響。

倘日後進行的交易涉及香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)及其他香港財務報告準則的相應修訂，則可能會對本集團未來期間的業績構成影響。

採納其他新訂及經修訂香港財務報告準則對本集團本期間及過往會計期間的簡明綜合財務報表並無構成重大影響。

本集團並無提前採納以下已頒佈但尚未生效的新訂及經修訂準則、修訂或詮釋。

香港會計準則 (修訂本)	二零一零年香港財務報告準則的改進 <sup>1</sup>
香港會計準則 第24號(經修訂)	關連方披露 <sup>3</sup>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (B) New and revised standards, amendments and interpretations effective during the period (Cont'd)

HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-Time Adopters <sup>2</sup>
HKFRS 9	Financial Instruments <sup>4</sup>
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement <sup>3</sup>
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2010

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2011

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2013

HKFRS 9 *Financial instruments* introduces new requirements for the classification and measurement of financial assets will be effective from 1 January 2013, with earlier application permitted. The Standard requires all recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured in fair value. The application of HKFRS 9 might affect the classification and measurement of the Group's financial assets.

The management is in the process of assessing the impact on the results and the financial position of the Group upon application of these standards, amendments or interpretations.

### 3. 主要會計政策 (續)

#### (B) 於期內生效的新訂及經修訂準則、修訂及詮釋 (續)

香港財務報告準則第1號 (修訂本)	香港財務報告準則第7號對首次採納者披露比較數字的有限豁免 <sup>2</sup>
香港財務報告準則第9號	金融工具 <sup>4</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第14號 (修訂本)	最低資金要求的預付款 <sup>3</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第19號	以股本工具抵銷金融負債 <sup>2</sup>

<sup>1</sup> 於二零一零年七月一日及二零一一年一月一日 (倘適用) 或之後開始的年度期間生效

<sup>2</sup> 於二零一零年七月一日或之後開始的年度期間生效

<sup>3</sup> 於二零一一年一月一日或之後開始的年度期間生效

<sup>4</sup> 於二零一三年一月一日或之後開始的年度期間生效

香港財務報告準則第9號金融工具引進有關金融資產分類和計量的新要求，並於二零一三年一月一日起生效 (可提前應用)。該準則規定，屬香港會計準則第39號金融工具：確認和計量範圍以內的所有已確認金融資產均須按攤銷成本或公平值計量。特別是，(i)其目的為集合訂約現金流量的業務模式內所持有及(ii)訂約現金流量僅為本金及尚未償還本金的利息付款的債務投資一般按攤銷成本計量。所有其他債務投資及股本投資均按公平值計量。應用香港財務報告準則第9號可能影響本集團金融資產的分類和計量。

管理層現正評估應用該等準則、修訂或詮釋對本集團業績及財務狀況的影響。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 4. SEGMENT INFORMATION

The Group determines its operating segments based on resources allocation with reference of products or services, for the purpose of reporting to the chief operating decision maker (the Executive Committee).

The Group's reportable segments are as follows:

- Open Foundry
- Integrated Circuits ("IC") Design
- IC Testing and Packaging
- Discrete Devices
- Supporting Function

The segments are managed separately as each division offers different products and services.

The activities of these divisions are as follows:

Open Foundry – open foundry for manufacturing of wafers with technical platforms, such as CMOS, BiCMOS, DMOS, BCD and Bipolar

IC Design – design and development of semiconductor IC products

IC Testing and Packaging – provision of IC assembly and testing foundry services

Discrete Devices – manufacture of discrete device wafers and finished products for energy saving lightings, home appliances, industrial control devices and personal computers

Supporting Function – provision of utilities and other supporting services

### 4. 分類資料

就向主要運營決策者（執行委員會）報告而言，本集團基於資源分配參考其產品或服務釐定其經營分類。

本集團可報告分類載列如下：

- 開放式晶圓代工
- 集成電路（「集成電路」）設計
- 集成電路測試及封裝
- 分立器件
- 支援服務

由於各部門提供不同的產品及服務，因此該等分類被分別單獨管理。

該等部門的活動如下：

開放式晶圓代工 – 為晶圓製造提供代工服務技術平台，如CMOS、BiCMOS、DMOS、BCD及雙極

集成電路設計 – 設計及開發半導體集成電路產品

集成電路測試及封裝 – 提供集成電路封裝及測試代工服務

分立器件 – 製造分立器件晶圓及成品（應用於綠色照明、家用電器、工業控制儀器及個人計算機等領域）

支援服務 – 提供水電及其他支援服務

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 4. SEGMENT INFORMATION (Cont'd)

Six months ended 30 June 2010

### 4. 分類資料 (續)

截至二零一零年六月三十日止六個月

		Open Foundry 開放式 晶圓代工 HK\$'000 千港元 (unaudited) (未經審核)	IC Design 集成電路設計 HK\$'000 千港元 (unaudited) (未經審核)	IC Testing & Packaging 集成電路 測試及封裝 HK\$'000 千港元 (unaudited) (未經審核)	Discrete Devices 分立器件 HK\$'000 千港元 (unaudited) (未經審核)	Supporting Function 支援服務 HK\$'000 千港元 (unaudited) (未經審核)	Total 合計 HK\$'000 千港元 (unaudited) (未經審核)
Turnover from external customers	外部客戶營業額	584,489	317,675	379,672	532,077	40,353	1,854,266
Intersegment turnover	分部間營業額	94,824	2,312	20,206	12,018	168,946	298,306
Segment turnover	分部營業額	679,313	319,987	399,878	544,095	209,299	2,152,572
Segment profit	分類溢利	57,391	22,314	16,895	74,019	9,571	180,190
Items included in segment profit:	於分類溢利 列示項目：						
Interest income	利息收入	6,201	60	51	19	6,494	12,825
Finance costs	融資成本	1,186	-	840	711	765	3,502
Depreciation and amortisation	折舊及攤銷	124,505	8,160	55,672	45,113	33,178	266,628

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 4. SEGMENT INFORMATION (Cont'd)

Six months ended 30 June 2009

		Open Foundry 開放式晶圓代工 HK\$'000 千港元 (unaudited) (未經審核)	IC Design 集成電路設計 HK\$'000 千港元 (unaudited) (未經審核)	IC Testing & Packaging 集成電路測試及封裝 HK\$'000 千港元 (unaudited) (未經審核)	Discrete Devices 分立器件 HK\$'000 千港元 (unaudited) (未經審核)	Supporting Function 支援服務 HK\$'000 千港元 (unaudited) (未經審核)	Total 合計 HK\$'000 千港元 (unaudited) (未經審核)
Turnover from external customers	外部客戶營業額	399,324	259,616	249,166	329,383	27,032	1,264,521
Intersegment turnover	分部間營業額	60,340	2,000	15,651	8,965	138,449	225,405
Segment turnover	分部營業額	459,664	261,616	264,817	338,348	165,481	1,489,926
Segment (loss) profit	分類(虧損)溢利	(46,556)	7,704	(16,116)	(6,959)	(1,899)	(63,826)
Items included in segment (loss) profit:	於分類(虧損)溢利列示項目:						
Interest income	利息收入	1,161	15	70	39	2,898	4,183
Finance costs	融資成本	3,161	-	1,900	1,417	1,931	8,409
Depreciation and amortisation	折舊及攤銷	125,662	7,448	48,972	45,033	29,535	256,650
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	8,783	-	-	-	-	8,783

(a) Segment's profit is profit before taxation, excluding unallocated corporate finance costs from borrowings raised by headquarters and other corporate expenses (mainly including staff costs of general management and other general administrative expenses). This is the measure reported to the Executive Committee for the purposes of resource allocation and assessment of segment performance.

### 4. 分類資料(續)

截至二零零九年六月三十日止六個月

(a) 分類溢利為除稅前溢利，不包括總部所籌借款的未分配企業融資成本及其他企業開支(主要包括一般管理層的員工成本及其他一般行政開支)。就資源分配及分類業績評估而言，這是向執行委員會報告的措施。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 4. SEGMENT INFORMATION (Cont'd)

(b) Reconciliation of the segment turnover and profit or loss

Segment turnover and profit or loss are reconciled to total turnover and profit or loss of the Group as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Turnover</b>	<b>營業額</b>		
Total segment turnover	分類營業額總額	<b>2,152,572</b>	1,489,926
Elimination of intersegment turnover	分部間營業額抵銷	<b>(298,306)</b>	(225,405)
Turnover per condensed consolidated statement of comprehensive income	於簡明綜合全面收益表呈列的營業額	<b>1,854,266</b>	1,264,521

Inter-segment sales are charged at cost plus a percentage profit mark-up.

### 4. 分類資料 (續)

(b) 分類營業額及損益的對賬

分類營業額及損益與本集團的總營業額及損益的對賬如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Turnover</b>	<b>營業額</b>		
Total segment turnover	分類營業額總額	<b>2,152,572</b>	1,489,926
Elimination of intersegment turnover	分部間營業額抵銷	<b>(298,306)</b>	(225,405)
Turnover per condensed consolidated statement of comprehensive income	於簡明綜合全面收益表呈列的營業額	<b>1,854,266</b>	1,264,521

分部間銷售是按成本加一定比率之利潤而定。

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Profit or loss</b>	<b>損益</b>		
Total segment profit (loss)	分類溢利(虧損)總額	<b>180,190</b>	(63,826)
Unallocated amounts:	未分配金額：		
Unallocated corporate finance costs	未分配企業融資成本	<b>(7,273)</b>	(16,747)
Unallocated corporate expenses	未分配企業開支	<b>(11,446)</b>	(12,893)
Profit (loss) before taxation per condensed consolidated statement of comprehensive income	於簡明綜合全面收益表呈列的除稅前溢利(虧損)	<b>161,471</b>	(93,466)

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 5. TAXATION CHARGE (CREDIT)

### 5. 稅項支出 (撥回)

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2010</b>	2009
		二零一零年	二零零九年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
Current tax	即期稅項		
People's Republic of China ("PRC")	中華人民共和國 (「中國」)	<b>36,679</b>	2,724
Hong Kong	香港	<b>103</b>	79
Under(over)provision in prior year	過往年度撥備不足 (超額撥備)	<b>1,316</b>	(1,444)
		<b>38,098</b>	1,359
Deferred tax	遞延稅項	<b>(6,996)</b>	(1,823)
		<b>31,102</b>	(464)

Hong Kong Profits Tax is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used is 16.5% for the periods under review.

Taxation arising in the PRC is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year.

Certain subsidiaries obtained approval from the relevant PRC tax bureau and are qualified as High and New Technology Enterprise which would be subject to a tax rate of 15% for both periods.

In addition, certain subsidiaries operating in the PRC were exempted from tax applicable in the PRC for two years starting from 2008, and were granted a 50% relief for the following three years.

香港利得稅乃根據管理層對預期整個財政年度的加權平均年度所得稅率的最佳估計予以確認。於回顧期間，所使用的估計平均年度稅率為16.5%。

於中國產生的稅項乃按管理層就整個財政年度的預期加權平均年度所得稅率作出的最佳預測而確認。

若干附屬公司獲得有關中國稅務局批准及合資格為高新技術企業而於兩段期間適用15%的稅率。

此外，若干於中國營運的附屬公司自二零零八年起兩年豁免繳納中國適用稅項，並於其後三年享受50%的稅項減免。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 6. PROFIT (LOSS) FOR THE PERIOD

### 6. 期內溢利(虧損)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Profit (loss) for the period has been arrived at after charging (crediting):	期內溢利(虧損)已扣除(計入):		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>264,188</b>	254,084
Income from financial guarantee contracts	財務擔保合約收入	-	(1,116)
Amortisation of technical know-how	技術知識攤銷	<b>412</b>	407
Amortisation of prepaid lease payments	租賃預付款攤銷	<b>2,119</b>	2,258
Allowance for doubtful debts	呆賬撥備	<b>295</b>	207
Interest expenses on borrowings repayable within five years	五年內應償還的借款利息開支	<b>10,775</b>	25,156
Interest income on bank deposits	銀行存款利息收入	<b>(7,295)</b>	(4,567)
Interest income on loan to a fellow subsidiary	同系附屬公司的貸款利息收入	<b>(6,034)</b>	-
Government grants	政府補助金	<b>(17,882)</b>	(11,660)
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備的虧損(收益)	<b>28,156</b>	(16,004)
Gain on disposal of available-for-sale investments	出售可供銷售投資的收益	-	(840)
Impairment loss on property, plant and equipment (included in other operating expenses)	物業、廠房及設備減值虧損(計入其他經營費用)	-	8,783
Loss on suspension of production (included in other operating expenses, see note a below)	停產損失(計入其他經營費用, 見下文附註a)	-	42,055
Write off of inventories (included in other operating expenses)	存貨撇減(計入其他經營費用)	<b>6,607</b>	-
Reversal of impairment for other receivable and accrual of severance payment (included in other operating expenses, see note b below)	撥回其他應收款減值與解雇支出撥備(計入其他經營費用, 見下文附註b)	-	(17,368)

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 6. PROFIT (LOSS) FOR THE PERIOD (Cont'd)

Notes:

- (a) As a result of the financial crisis in the second half of 2008, the Group's open foundry business has been adversely affected and the Group has temporarily suspended certain production units during the period to reduce losses. The loss on suspension of production mainly includes depreciation of production facilities. The Group has resumed these production since March 2009.
- (b) During the prior period, the Group reached agreement with certain employees on severance payment and reversed excessive accrual of HK\$9,625,000 and recovered other receivables previously written off of HK\$7,743,000.

### 7. DIVIDEND

No dividends were paid, declared or proposed for both periods. The directors do not recommend the payment of an interim dividend.

### 6. 期內溢利(虧損)(續)

附註：

- (a) 由於二零零八年下半年的金融危機，本集團的開放式晶圓代工業務受到不利影響，本集團於期內暫停若干生產單位以降低虧損。停產損失主要包括生產設施折舊。本集團已於二零零九年三月起恢復該項生產。
- (b) 於上一期間，本集團與若干僱員就服務金、返還超額應計費用9,625,000港元及收回先前撇銷的其他應收款項7,743,000港元達成協議。

### 7. 股息

兩段期間概無派付、宣派或擬派股息。董事不建議派付中期股息。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 8. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share is based on the following data:

### 8. 每股盈利(虧損)

計算每股基本及攤薄盈利(虧損)的基準如下:

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)
<i>Earnings:</i>	<i>盈利:</i>		
Earnings (loss) for the purposes of basic and diluted earnings (loss) per share (profit (loss) for the period attributable to owners of the Company)	用作計算每股基本及攤薄盈利(虧損)的盈利(虧損)(本公司所有人應佔期內溢利(虧損))	<b>125,687</b>	(83,348)
<i>Number of shares:</i>	<i>股份數目:</i>		
Weighted average number of shares for the purpose of basic earnings (loss) per share	用作計算每股基本盈利(虧損)的加權平均股份數目	<b>8,689,449,836</b>	6,199,650,018
Effect of dilutive potential shares:	潛在攤薄股份的影響:		
Share options – Equity Incentive Plan	購股權 – 股份獎勵計劃	<b>1,443,023</b>	–
Share options – Share Option Scheme	購股權 – 購股權計劃	<b>404,192</b>	–
Weighted average number of shares for the purpose of diluted earnings (loss) per share	用作計算每股攤薄盈利(虧損)的加權平均股份數目	<b>8,691,297,051</b>	6,199,650,018

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 8. EARNINGS (LOSS) PER SHARE (Cont'd)

The weighted average number of shares shown above has been arrived at after deducting 100,000,000 shares (2009: Nil) held by share award scheme trust under the Restricted Share Award Scheme and account for by the Group as treasury shares held by the Group.

Diluted loss per share for the six months ended 30 June 2009 did not assume the exercise of the share options because inclusion of the share options in the calculation of diluted loss per share would result in a decrease in loss per share.

### 9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2010, the Group spent HK\$175,600,000 on additions to machinery and equipment and construction in progress.

### 10. LOANS RECEIVABLE/DERIVATIVE FINANCIAL ASSET

During the period, the Group has provided a loan of US\$1,027,000 (equivalent to HK\$7,964,000) to an independent third party. The loan is secured by its holding of 51% of ordinary shares of a Taiwan incorporated company held by the independent third party, bearing fixed interest rate at 1.5% per annum and has no fixed term of repayment. In addition, the Group has been granted an option at nil consideration to buy the pledged shares at the nominal amount of the loan at any time commencing from the date of the agreement and expiring on the date six months after obtaining approval from the relevant government authority. The option is considered as embedded derivatives which are not closely related to the host contract and has been separately accounted for as a derivative financial asset. No change in fair value has been recognised to profit or loss as the amount involved is insignificant for the period.

### 8. 每股盈利(虧損)(續)

上文所示的加權平均股份數目乃經扣除由股份獎勵計劃信託根據限制性股份獎勵計劃持有且由本集團按持作庫存股份入賬的100,000,000股股份(二零零九年:無)而達致。

截至二零零九年六月三十日止六個月,每股攤薄虧損並不假設行使購股權,原因為於計算每股攤薄虧損時計入購股權將導致每股虧損減少。

### 9. 物業、廠房及設備的變動

於截至二零一零年六月三十日止六個月期間,本集團就添置機器及設備以及在建工程耗資175,600,000港元。

### 10. 應收貸款／衍生金融資產

期內,本集團向獨立第三方提供貸款1,027,000美元(相等於7,964,000港元)。該貸款以獨立第三方持有的一家於台灣註冊成立的公司的51%普通股抵押,固定年利率為1.5%,且並無固定還款期。此外,本集團以零代價獲授予選擇權,可於協議日期起至獲授有關政府部門的批准之日起六個月屆滿止隨時以貸款的面值購入已抵押的股份。此項選擇權被視為嵌入式衍生工具,其與主合約並無密切相關及已獨立列作衍生金融資產。由於期內所涉及的金額甚微,故並無於損益表內確認公平值變動。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 11. DEBTORS, DEPOSITS AND PREPAYMENTS

The Group generally allows credit periods ranging from 30 to 90 days to its trade customers, which may be extended to 180 days for selected customers depending on their trade volume and settlement methods. The aged analysis of trade debtors, including notes receivable, net of allowance for doubtful debts presented based on the invoice date, is as follows:

0 – 60 days	0至60天
61 – 90 days	61至90天
91 – 180 days	91至180天
Over 180 days	180天以上

Included in the Group's debtors are receivables of HK\$1,682,000 (31 December 2009: HK\$14,267,000) due from fellow subsidiaries arising from transactions carried out in the ordinary course of business of the Group. These amounts were unsecured, interest-free and are repayable within the credit periods similar to those offered to its customers.

### 11. 應收賬款、按金及預付款項

本集團給予其貿易客戶的信貸期一般為30至90天，個別客戶的信貸期可延長至180天，視乎彼等的交易量及結算條款而定。已扣除呆賬撥備的貿易應收賬款（包括應收票據）的賬齡分析（按發票日期呈列）如下：

30 June 2010 二零一零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
654,292	549,424
88,056	103,753
186,621	227,562
6,849	11,115
<b>935,818</b>	891,854

本集團應收賬款包括本集團於日常業務過程中進行的交易所產生的應收同系附屬公司款項1,682,000港元（二零零九年十二月三十一日：14,267,000港元）。該等款項為無抵押、免息及須於與給予其客戶相若的信貸期內償還。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 12. CREDITORS AND ACCRUED CHARGES

The aged analysis of trade creditors which are included in creditors and accrued charges, presented based on the invoice date is as follows:

0 – 60 days	0至60天
61 – 90 days	61至90天
91 – 180 days	91至180天
Over 180 days	180天以上

Included in the Group's creditors are payables of HK\$135,404,000 and HK\$11,552,000 (31 December 2009: HK\$152,435,000 and HK\$9,269,000) due to a group company of a non-controlling shareholder of a subsidiary and fellow subsidiaries respectively arising from transactions carried out in the ordinary course of business of the Group. The amounts were unsecured, interest-free and are repayable within the credit periods similar to its suppliers.

### 12. 應付賬款及應計費用

本集團應付賬款及應計費用中包括的貿易應付賬款的賬齡分析（按發票日期呈列）如下：

30 June 2010 二零一零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
632,955	632,185
162,431	92,278
288,037	156,311
25,389	31,862
<b>1,108,812</b>	912,636

本集團應付賬款包括本集團於日常業務過程中進行的交易所產生的應付本公司一間附屬公司的非控股股東集團公司及同系附屬公司款項分別為135,404,000港元及11,552,000港元（二零零九年十二月三十一日：152,435,000港元及9,269,000港元）。該等款項為無抵押、免息及須於與本集團供應商所授相若的信貸期內償還。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 13. BANK BORROWINGS

During the period, the Group raised short-term and long-term bank loans in the amount of HK\$211 million and HK\$300 million respectively. The proceeds were used to meet short-term expenditure needs. Repayments of bank loans amounting to HK\$465 million were made in line with the relevant repayment terms.

### 13. 銀行借貸

期內，本集團分別籌借短期及長期銀行貸款211,000,000港元及300,000,000港元。所得款項用於滿足短期開支所需。銀行貸款465,000,000港元乃按相關償還條款償還。

### 14. SHARE CAPITAL

### 14. 股本

		Number of shares 股份數目	Nominal value of shares 股份面值 HK\$'000 千港元
<b>Shares of HK\$0.10 each</b>	<b>每股面值0.10港元的股份</b>		
Authorised:	法定：		
At 1 January 2009	於二零零九年一月一日	10,000,000,000	1,000,000
Increase during the year	年內增加	<u>10,000,000,000</u>	<u>1,000,000</u>
At 31 December 2009 and 30 June 2010	於二零零九年十二月三十一日及 二零一零年六月三十日	<u>20,000,000,000</u>	<u>2,000,000</u>
Issued and fully paid:	已發行及繳足：		
At 1 January 2009	於二零零九年一月一日	5,855,209,864	585,521
Shares issued under allotment of right shares	根據供股配發發行的股份	2,929,447,319	292,945
Shares issued under Equity Incentive Plan	根據股份獎勵計劃發行的股份	<u>4,744,775</u>	<u>474</u>
At 31 December 2009	於二零零九年十二月三十一日	8,789,401,958	878,940
Shares issued under Equity Incentive Plan	根據股份獎勵計劃發行的股份	<u>99,750</u>	<u>10</u>
At 30 June 2010	於二零一零年六月三十日	<u>8,789,501,708</u>	<u>878,950</u>

During the period, 99,750 shares were issued upon exercise of options under Equity Incentive Plan at HK\$0.078.

期內，根據股份獎勵計劃按行使價0.078港元行使購股權而發行99,750股股份。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 15. CONTINGENT LIABILITIES

As at 30 June 2010, the Group has issued guarantees of HK\$201,000 (31 December 2009: HK\$606,000) to a bank in respect of the mortgage loans borrowed by the employees of a subsidiary. Management anticipates that no material liabilities to the Group will arise from the guarantees.

### 15. 或然負債

於二零一零年六月三十日，本集團就一間附屬公司的僱員所借的抵押貸款向一間銀行作出擔保201,000港元（二零零九年十二月三十一日：606,000港元）。管理層預計該項擔保並不會導致本集團出現重大負債。

### 16. CAPITAL COMMITMENTS AND OTHER ARRANGEMENTS

### 16. 資本承擔及其他安排

		30 June 2010 二零一零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Capital expenditure in respect of acquisition of property, plant and equipment	購置物業、廠房及設備的資本開支		
Authorised but not contracted for	已批准但未訂約	345,377	247,071
Contracted but not provided for (Note)	已訂約但未撥備（附註）	153,255	68,207

Note:

Pursuant to an agreement entered into with a company related to a non-controlling shareholder of a subsidiary (the "Vendor") in 2006, the Group has undertaken to make incentive payment of US\$5,000,000 (equivalent to HK\$38,941,000) to the Vendor in the event that the cumulative revenue from the assembly and testing services provided by the Group arising from orders placed by customers of the non-controlling shareholder or any of its subsidiaries for the years 2007 to 2010 exceeds an agreed amount. However, no fair value was ascribed to the undertaking as at the end of reporting period, as the directors consider that the agreed amount is unlikely to be achieved based on the Group's assessment.

附註：

根據與一間附屬公司非控股股東關連的公司（「賣方」）於二零零六年訂立的一份協議，本集團承諾，於二零零七年至二零一零年間，一旦本集團因其非控股股東或任何其附屬公司的客戶發出訂單而提供裝配及測試服務的累計收益超出協定數額，則會向賣方支付獎金5,000,000美元（相當於38,941,000港元）。然而根據本集團的評估，董事認為不大可能達到協定金額，故此項承諾於報告期結束並未獲賦予任何公平值。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 17. RELATED PARTY TRANSACTIONS

#### Transactions with related parties

In addition to the related party transactions set out in other notes to the condensed consolidated financial statements, during the period, the Group entered into the following significant transactions with related parties:

### 17. 關連人士交易

#### 與關連人士的交易

除簡明綜合財務報表其他附註所載的關連人士交易外，本集團於期內與關連人士進行以下重大交易：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Sales to fellow subsidiaries	向同系附屬公司銷售	2,920	1,335
Rental expenses paid to a fellow subsidiary	付予一間同系附屬公司的租金開支	1,236	1,091
Commission paid to a non-controlling shareholder of a subsidiary	付予附屬公司非控股股東的佣金	-	1,304
Purchases from a fellow subsidiary	向一間同系附屬公司採購	4,701	736
Supporting and administrative service fee income from a fellow subsidiary included in other income	來自一間同系附屬公司的支援及行政服務費收入(計入其他收入)	49,944	39,856
Interest expense paid to a fellow subsidiary	付予一間同系附屬公司的利息開支	109	128
Interest income from a fellow subsidiary	來自一間同系附屬公司的利息收入	6,034	-
Rental income from a fellow subsidiary	來自一間同系附屬公司的租金收入	329	-
Additions to property, plant and equipment from a fellow subsidiary	向一間同系附屬公司購置物業、廠房及設備	9,072	-
Disposals of property, plant and equipment to a fellow subsidiary	向一間同系附屬公司出售物業、廠房及設備	-	443

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

### 17. RELATED PARTY TRANSACTIONS (Cont'd)

#### Transactions/balances with other state-controlled entities

The Group itself is part of a larger group of companies under CRNC which is controlled by the PRC government. Apart from the transactions with the parent company and its subsidiaries which have been disclosed in other notes to the condensed consolidated financial statements, the Group also conducts businesses with entities directly or indirectly owned or controlled by the PRC government in the ordinary course of business. The directors consider those entities other than the CRNC group are independent third parties as far as the Group's business transactions with them are concerned. In establishing its pricing strategies and approval process for transactions with other state-controlled entities, the Group does not differentiate whether the counter-party is a state-controlled entity or not. The Group is of the opinion that it has provided, at the best of its knowledge, adequate and appropriate disclosure of related party transactions in the condensed consolidated financial statements.

### 17. 關連人士交易(續)

#### 與其他國家控制實體的交易／結餘

本集團本身為中國華潤(該公司由中國政府控制)旗下一個較大的公司集團成員。除簡明綜合財務報表其他附註所披露與母公司及其附屬公司進行的交易外,本集團亦在日常業務過程中與中國政府直接或間接擁有或控制的實體進行業務往來。董事認為,就本集團與彼等進行的業務交易而言,除中國華潤集團外的該等實體均為獨立第三方。就與其他國家控制實體的交易而制定定價策略及批核程序時,本集團並不區別對方是否屬於國家控制實體。本集團認為,本集團已就其所知於簡明綜合財務報表內對關連人士交易作出充分及適當的披露。

# Investor Relations

## 投資者關係

Shareholders can obtain copies of Interim Report by writing to:

Computershare Hong Kong Investor Services Limited  
Rooms 1806-1807  
18th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

If you are not a shareholder, please write to:

China Resources Microelectronics Limited  
Room 4003-4005  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong  
Attn: IR Department

CR Micro interim report is also available online at  
<http://www.crmicro.com>

### SHAREHOLDER ENQUIRIES

Our enquiry hotline is operational during normal office hours:

Telephone: +852-2299-9128  
Facsimile: +852-2299-9300  
Email: [ir.crmicro@crc.com.hk](mailto:ir.crmicro@crc.com.hk)

股東可致函以下地址索取中期報告印製本：

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
18樓  
1806-1807室

倘若閣下並非股東，請致函：

華潤微電子有限公司  
香港  
灣仔  
港灣道26號  
華潤大廈  
4003-4005室  
收件人：投資者關係部

華潤微電子的中期報告亦可於網上瀏覽，網址為  
<http://www.crmicro.com>

### 股東查詢熱線

閣下可於一般辦公時間內致電本公司的查詢熱線：

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China Resources Microelectronics Limited

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