

# SOLOMON SYSTECH Interim Report 2011

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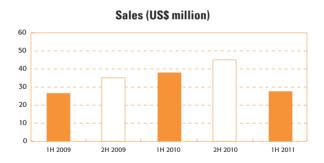
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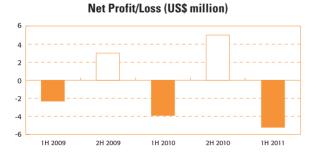
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# **Highlights**

		Unaudited Six months ended 30 June		
	2011	2010		
	US\$ million	US\$ million	Change	
Sales	27.5	38.0	(28%	
Gross profit	8.9	11.2	(21%	
Gross profit margin (%)	32.5	29.5	3.0 pt	
Net loss	(5.2)	(3.9)	31%	
Basic loss per share (US cent)	(0.21)	(0.16)	31%	
Book to bill ratio	1.1	1.6		
	Unaudited	Audited		
	30 June	31 December		
	2011	2010		
	US\$ million	US\$ million		
Total assets	142.9	154.2	(7%)	
Shareholders' funds	129.7	135.0	(4%)	

- Sales decreased by 28% to US\$27.5 million
- Gross profit dropped by 21% to US\$8.9 million
- Gross profit margin increased from 29.5% to 32.5%
- Net loss was US\$5.2 million
- Basic loss per share was 0.21 US cent (1.6 HK cents)
- Book to bill ratio for the six months ended 30 June 2011 was 1.1







#### Note:

- (i) Basic earnings / loss per share calculation is based on the weighted average number of shares for the period.
- (ii) All the numbers presented in the charts are unaudited.

# Highlights (continued)

#### **Interim Dividend**

The directors (the "Directors") of Solomon Systech (International) Limited (the "Company") resolved not to declare any interim dividend for the six months ended 30 June 2011.

#### **Interim Results**

The Directors are pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 June 2011 together with the comparative figures for the corresponding period as follows.

# **Condensed Consolidated Interim Income Statement**

For the six months ended 30 June 2011

		Unau Six months e	
	Note	2011 US\$'000	2010 US\$'000
Sales	7	27,454	38,018
Cost of sales	8	(18,534)	(26,799)
Gross profit		8,920	11,219
Research and development costs	8	(8,348)	(7,259)
Selling and distribution expenses	8	(1,759)	(1,932)
Administrative expenses	8	(4,130)	(4,931)
Other income/(expenses)		49	(3)
		(5,268)	(2,906)
Finance income/(costs) - net	9	153	(676)
Share of results of associated companies		(64)	(359)
Loss before income tax		(5,179)	(3,941)
Income tax expense	10	(2)	(2)
Loss attributable to the equity holders of the Company		(5,181)	(3,943)
Loss per share attributable to the equity holders of the Company:			
(expressed in US cent per share)	11		
- Basic		(0.21)	(0.16)
– Diluted		(0.21)	(0.16)
Dividend	12	_	_

# **Condensed Consolidated Interim Statement of Comprehensive Income**

For the six months ended 30 June 2011

	Unaudited Six months ended 30 June	
	2011 US\$'000	2010 US\$'000
Loss for the period	(5,181)	(3,943)
Other comprehensive income/(loss) for the period:	4	
- Currency translation differences	(341)	17
Total comprehensive loss attributable to the equity holders of the Company	(5,522)	(3,926)

# **Condensed Consolidated Interim Balance Sheet**

As at 30 June 2011

		Unaudited	Audited
		30 June	31 December
	Note	2011 US\$'000	2010 US\$'000
ASSETS		·	·
Non-current assets			
Prepaid operating lease	13	1,233	1,185
Property, plant and equipment	.0	7,313	8,518
Investments in associated companies	14	926	990
Available-for-sale financial assets		2,506	2,506
		11,978	13,199
Current assets			
Inventories		11,306	13,778
Trade and other receivables	15	11,858	22,477
Financial assets at fair value through profit or loss		25,075	25,034
Other financial assets		5,200	1,278
Pledged bank deposits		130	130
Short-term fixed deposits		13,058	27,219
Cash and cash equivalents		64,303	51,102
		130,930	141,018
Total assets		142,908	154,217
EQUITY			
Capital and reserves attributable to the equity holders of the Company			
Share capital	16	31,658	31,619
Reserves			
Own shares held		(167)	(279
Others		98,202	103,621
Total equity		129,693	134,961
LIABILITIES			
Non-current liabilities			
Obligations under finance leases		11	35
Bank loan		639	686
Deferred income tax liabilities		<b>50</b>	50
		700	771
Current liabilities		_	4.0
Obligations under finance leases	47	7	12
Trade and other payables	17	11,234	17,161
Bank loan		95	95
Deferred income		179	217
Current income tax liabilities		1,000	1,000
T. a. I. I. a. I.		12,515	18,485
Total liabilities		13,215	19,256
Total equity and liabilities		142,908	154,217
Net current assets Total assets less current liabilities		118,415	122,533 135,732

# **Condensed Consolidated Interim Statement of Changes in Equity**

For the six months ended 30 June 2011

		Unaudited Attributable to the equity holders of the Company							
_			Own	ne to the equi	ny notuers of the	Equity		Retained earnings/	
	Share	Share	shares	Merger	Exchange co		Other (A	ccumulated	Total
	<b>capital</b> US\$'000	<b>premium</b> US\$'000	<b>held</b> US\$'000	reserve US\$'000	reserve US\$'000	reserve US\$'000	reserve US\$'000	losses) US\$'000	<b>equity</b> US\$'000
At 1 January 2010	31,542	82,855	(858)	2,082	650	15,804	230	3,526	135,831
Comprehensive income/(loss)									
Loss for the period	_	_	_	_	_	_	_	(3,943)	(3,943)
Currency translation differences	_	_	_	_	17	_	_	_	17
Total comprehensive income/(loss)	_	_	_	_	17	_	_	(3,943)	(3,926
Transactions with owners									
2009 final dividend paid, net of									
portion for own shares held	_	_	_	_	_	_	_	(3,166)	(3,166
Shares issued from exercise									
of share options	77	135	_	_	_	_	_	_	212
Shares purchased for									
Share Award Scheme	_	_	(174)	_	_	_	_	_	(174
Equity compensation	_	_	753	_	_	304	_	(753)	304
Total transactions with owners	77	135	579	_	_	304	_	(3,919)	(2,824
At 30 June 2010	31,619	82,990	(279)	2,082	667	16,108	230	(4,336)	129,081
At 1 January 2011	31,619	82,990	(279)	2,082	1,419	16,253	230	647	134,961
Comprehensive loss									
Loss for the period	_	_	_	_	_	_	_	(5,181)	(5,181)
Currency translation differences	_	_	_	_	(341)	_	_	_	(341)
Total comprehensive loss	_	_	_	_	(341)	_	_	(5,181)	(5,522
Transactions with owners									
Shares issued from exercise									
of share options	39	68	_	_	_	_	_	_	107
Equity compensation	_	_	112	_	_	147	_	(112)	147
Total transactions with owners	39	68	112	_	_	147	_	(112)	254
At 30 June 2011	31,658	83,058	(167)	2,082	1,078	16,400	230	(4,646)	129,693

# **Condensed Consolidated Interim Cash Flow Statement**

For the six months ended 30 June 2011

	Unaudited Six months ended 30 June	
	2011 US\$'000	2010 US\$'000
Net cash used in operating activities	(1,131)	(4,002)
Net cash generated from investing activities	14,295	4,248
Net cash generated from/(used in) financing activities	31	(3,175)
Net increase/(decrease) in cash and cash equivalents	13,195	(2,929)
Exchange differences on cash and cash equivalents	6	6
Cash and cash equivalents at 1 January	51,102	44,798
Cash and cash equivalents at 30 June	64,303	41,875
Analysis of balances of cash and cash equivalents:		
- Bank balances and cash	64,303	41,875

#### 1. General information

Solomon Systech (International) Limited (the "Company") and its subsidiaries (together the "Group") are fabless semiconductor companies specializing in the design, development and sales of proprietary integrated circuits ("IC") products and system solutions that enable a wide range of display applications for mobile phones, portable devices, LCD TV, consumer electronic products, industrial appliances and green energy applications such as LED lighting.

The Company was incorporated in the Cayman Islands on 21 November 2003 as an exempted company with limited liability under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the "Cayman Companies Law"). The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and the address of its principal office in Hong Kong Special Administrative Region ("Hong Kong") is 6/F., No.3 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong.

The Company has been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 8 April 2004.

These condensed consolidated interim financial information are presented in US dollars, unless otherwise stated. This condensed consolidated interim financial information was approved for issue by the Board of Directors ("the Board") on 18 August 2011.

This condensed consolidated interim financial information has not been audited.

#### 2. Key event

Beijing LED Lighting Engineering Co., Ltd. ("BJ-LED"), the associated company that the Group had 47% ownership as at 31 December 2010, proposed a fund raising of CNY10,000,000 (approximately US\$1,546,000) to increase the capital contribution to CNY20,000,000 (approximately US\$3,091,000) in March 2011. Following the decision of the Investment Committee of the Company, the Group decided not to participate in the said fund raising exercise. Approval Certificate for the revised ownership was obtained from the Beijing Municipal Government in May 2011 and the Group's percentage ownership was diluted to 23.5%. Equity method of accounting continues to be used for consolidating BJ-LED to the financial results of the Group.

#### 3. Basis of preparation

This condensed consolidated interim financial information for the six months ended 30 June 2011 ("Interim Financial Information") of the Group has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting". The Amendment to HKAS 34 which has been effective for annual periods beginning on or after 1 January 2011 covering disclosure of changes to fair value measurement (if significant) and the need to update relevant information from the most recent annual report have been accounted for.

The condensed consolidated interim financial information should be read in conjunction with the Company's annual report for the year ended 31 December 2010, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

#### 4. Accounting policies

Except as described below, the accounting policies applied are consistent with those of the annual consolidated financial statements for the year ended 31 December 2010, as described in those annual consolidated financial statements.

Income tax expense is calculated based on management's best estimate of the weighted average annual income tax rate expected for the full financial year applied to the profit before income tax of the interim period.

Certain comparative figures in the Interim Financial Information relating to the results arising from the Group's investments in financial instruments and associated companies, namely "other income/(expenses)", "finance income/(costs) - net" and "share of results of associated companies" have incorporated figures previously classified under "other gain/(loss) - net" and "other operating expenses" in order to conform to the current period's presentation for a fairer presentation of the Group's activities. These reclassifications have no effect on the Group's consolidated financial positions as at both 31 December 2010 and 30 June 2011, or the Group's loss or cash flows for the six months ended 30 June 2010 and 2011.

(a) New, revised and amended standards and interpretations to existing standards effective in 2011

The Group has adopted the following new, revised and amended standards and interpretations to existing standards ("new HKFRSs") that have been issued and are effective for the Group's financial year commencing on 1 January 2011:

•	HKAS 24 (Revised)	Related party disclosures
•	HKAS 32 (Amendment)	Classification of rights issue
•	Amendment to HKFRS 1	Limited exemption from comparative HKFRS 7 disclosures for first-time adopters
•	HK(IFRIC) - Int 19	Extinguishing financial liabilities with equity instruments
•	Amendment to HK(IFRIC) - Int 14	Prepayments of a minimum funding requirement

Various improvements to HKFRSs published by the Hong Kong Institute of Certified Public Accountants in May 2010

The adoption of the new HKFRSs did not result in substantial changes to the accounting policies of the Group and had no material effect on how the results and financial positions for the current or prior accounting periods have been prepared and presented.

#### 4. Accounting policies (continued)

# (b) New, revised and amended standards that are not effective and have not been early adopted by the Group

The following new, revised and amended standards have been issued, but not effective for the financial year beginning 1 January 2011 and have not been early adopted by the Group:

		Effective for annual periods beginning or after
HKAS 1 (Amendment)	Presentation of items of other comprehensive income	1 July 2012
HKAS 12 (Amendment)	Deferred tax: Recovery of underlying assets	1 January 2012
HKAS 19 (Revised)	Employee benefits	1 January 2013
HKAS 27 (Revised)	Separate financial statements	1 January 2013
HKAS 28 (Revised)	Investments in associates and joint ventures	1 January 2013
HKFRS 9	Financial instruments	1 January 2013
HKFRS 10	Consolidated financial statements	1 January 2013
HKFRS 11	Joint arrangements	1 January 2013
HKFRS 12	Disclosure of interests in other entities	1 January 2013
HKFRS 13	Fair value measurement	1 January 2013
Amendment to HKFRS 1	First-time adoption of HKFRSs - severe hyperinflation and removal of fixed dates for first-time adopters	1 July 2011
Amendment to HKFRS 7	Disclosures - transfers of financial assets	1 July 2011

The Group has already commenced an assessment of the impact of the above new, revised and amended standards but is not yet in a position to state whether these new, revised and amended standards would have a significant impact to its results of operations and financial position.

#### 5. Financial risk management

#### 5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and price risk), credit risk, liquidity risk and cash flow and fair value interest rate risk.

#### (a) Market risk

#### (i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Hong Kong Dollar ("HKD"). Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

Since the HKD is pegged to the United States Dollar ("USD"), the management considered that the Group does not have any material foreign exchange exposure in this regard.

#### (ii) Price risk

The Group is exposed to price risk because investments held by the Group are classified on the condensed consolidated interim balance sheet as financial assets at fair value through profit or loss. The Group is not exposed to commodity price risk. To manage its price risk arising from investments in financial instruments, the Group diversifies its portfolio or invests only in high turnover blue chips with good dividend yield.

The Group's investments in equity-linked deposits also expose the Group to equity securities price risk as their fair values are mainly linked to the share prices of the underlying shares traded in Hong Kong stock market.

Available-for-sales financial assets are exposed to price risk. Available-for-sale financial assets that do not have quoted market prices in any active markets and those fair values cannot be reliably measured are stated at cost less impairment. The available-for-sales financial assets as at 30 June 2011 are stated at cost less impairment since there are no quoted market prices in any active markets. The price risk is therefore reflected in the impairment loss.

#### (b) Credit risk

Customers of the Group are mainly well-known distributors and manufacturers with sound financial background. In addition, the Group has policies in place to ensure that sales of products are made to customers with appropriate credit days and within their respective credit limits.

Credit risk is managed on a group basis. Credit risk arises from cash and cash equivalents, and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables. Deposits are only placed with reputable banks and financial institutions. For credit exposures to customers, Group management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors.

The maximum exposure to credit risk at the balance sheet date is the carrying value of the trade and other receivables. The Group has been monitoring the receivables aging closely. No provision for impairment was made to these receivables as at 30 June 2011 since majority of the overdue sum has been settled after the balance sheet date.

#### 5. Financial risk management (continued)

#### 5.1 Financial risk factors (continued)

#### (c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by keeping committed credit lines available.

#### (d) Cash flow and fair value interest rate risk

Except for the cash and cash equivalents, bank deposits, other financial assets and certain bonds and notes classified as financial assets at fair value through profit or loss ("FVTPL"), the Group has no other significant interest-bearing assets or liabilities.

The bonds and notes are issued at fixed interest rates which expose the Group to fair value interest rate risk.

Other financial assets consist of structured deposits, which are linked to foreign currencies. The structured deposits are issued at fixed interest rates which expose the Group to fair value interest rate risk.

The investments in available-for-sale financial assets and FVTPL as at 30 June 2011 did not have material interest rate risk.

Since there is no significant borrowing in the Group and the cash and cash equivalents and bank deposits are under short maturity terms, the cash flow and fair value interest rate risk is considered to be low.

#### 5.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or repurchase shares.

During the period, the Group had no material borrowing. The reduction in shareholders' funds was mainly due to the loss for the period.

#### 5. Financial risk management (continued)

#### 5.3 Fair value estimation

The Group's investments in financial instruments are measured in the balance sheet at fair value. The fair value measurements are disclosed by level of the following fair value measurement hierarchy:

- Level 1 quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices);
- Level 3 inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group was the current bid price. These instruments were included in level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter instruments) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The fair value of financial instruments is established by using advanced financial valuation technique by the reputable financial institutions. Valuation technique can range from simple discounted cash flow analysis to complex pricing model such as Binomial Option Pricing Model, Monte Carlo Simulation Method, Black-Scholes Option Pricing Model, etc.

The carrying values less impairment provision of trade receivables, other financial assets, cash, payables and bank loans approximate their fair values.

#### 6. Critical accounting estimates and judgements

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

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

#### 6.1 Income tax

The Group is subject to income tax in several jurisdictions. Significant judgement is required in determining the worldwide provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional tax will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provision and deferred tax assets and liabilities in the period in which such determination is made.

#### 6.2 Equity compensation

In determining the total expenses for the Group's share-based compensation plans, the Group estimates the number of share options or shares that are expected to become exercisable or vested at the date of grant. At each balance sheet date before the share options/shares become fully exercisable/vested, the Group will revise the total expenses where the number of share options or shares that are expected to become exercisable or vested is different from previously estimated.

#### 6.3 Estimated impairment of investments in associated companies

Goodwill is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of goodwill arising from acquisition of associated companies have been determined based on the higher of fair value less cost-to-sell or value-in-use calculations. These calculations require the use of estimates.

#### 6.4 Provision for impairment of trade receivables

The Group makes provision for impairment of trade receivables based on an assessment of the recoverability of trade receivables. Provisions are applied to trade receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of trade receivables and provision for impaired receivables in the period in which such estimate has been changed.

#### 6.5 Provision for obsolete or slow moving inventories

The Group makes provision for obsolete or slow moving inventories based on consideration of obsolescence of raw materials and work in progress and the net realizable value of finished goods. The identification of inventory obsolescence and estimated selling price in the ordinary course of business require the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventory and impairment provision in the period in which such estimate has been changed.

#### 7. Segment information

During the period under review, the Group has been principally engaged in the design, development and sales of proprietary IC products and system solutions that enabled a wide range of display applications for mobile phones, portable devices, LCD TVs, consumer electronic products, industrial appliances and green energy applications such as LED lighting.

The Group has been operating in one single operating segment, i.e. the design, development and sales of proprietary IC products and system solutions.

The chief operating decision-makers have been identified as the executive directors and senior management led by the Group CEO (Managing Director). The executive directors and senior management reviewed the Group's internal reporting to assess performance and allocate resources. A management approach has been used for the operating segment reporting.

Sales amounted to US\$27,454,000 and US\$38,018,000 for the six months ended 30 June 2011 and 2010 respectively.

The Company is domiciled in Hong Kong. The Group mainly operates in Hong Kong. The sales of the Group were mainly to customers located in Hong Kong, Taiwan and Korea.

#### (a) Sales

	Unaudited Six months ended 30 June		
	2011 US\$'000	2010 US\$'000	
Hong Kong	9,375	10,677	
Taiwan	5,423	7,346	
Korea	4,465	10,094	
Japan	1,617	1,711	
Mainland China ("China")	1,075	4,166	
South East Asia	1,147	928	
United States of America ("USA")	460	622	
Others	3,892	2,474	
	27,454	38,018	

Sales are classified based on the places/countries in which customers are located.

### 7. Segment information (continued)

#### (b) Total assets

	Unaudited	Audited
	30 June	31 December
	2011	2010
	U\$\$'000	US\$'000
Hong Kong	117,586	127,701
China	15,621	15,383
Taiwan	8,472	9,771
Others	1,229	1,362
	142,908	154,217

Assets are listed based on where the assets are located. Others comprise Japan, South East Asia and the USA.

#### (c) Capital expenditures

	Unaudited Six months ended 30 June					
	Pre operati	-	ty, plant uipment			
	2011 US\$'000	2010 US\$'000	2011 US\$'000	2010 US\$'000		
Hong Kong	_	_	313	113		
China	36	_	109	1,980		
South East Asia	_	_	126	732		
Japan	_	_	_	6		
	36	_	548	2,831		

Capital expenditures are listed based on where the assets are located.

### 8. Expenses by nature

Expenses included in cost of sales, research and development costs, selling and distribution expenses and administrative expenses are analyzed as follows:

	Unaudited Six months ended 30 June	
	2011 US\$'000	2010 US\$'000
Cost of inventories sold	17,784	26,362
Amortization of the prepaid operating lease	12	_
Depreciation of owned property, plant and equipment	1,373	1,299
Depreciation of leased property, plant and equipment		1
Operating leases for land and buildings	686	643
Provision for impairment loss of investment in an associated company	vision for impairment loss of investment in an associated company —	
Provision for obsolete or slow moving inventories	819	85
Employee benefit expenses (including Directors' emoluments):		
<ul> <li>Equity compensation</li> </ul>	147	304
<ul> <li>Non-equity compensation</li> </ul>	9,483	8,512
Net exchange gain or loss (597)		450

### 9. Finance income/(costs) - net

	Unaudited Six months ended 30 June	
	2011 US\$'000	2010 US\$'000
Income:		
- Gain on disposal of financial assets at fair value through profit or loss	1	28
<ul> <li>Interest income from deposits</li> </ul>	<b>539</b>	633
<ul> <li>Dividend income</li> </ul>	152	116
– Others	153	55
<ul> <li>Net unrealizable gain or loss from financial assets at fair value through profit or loss:</li> </ul>		
– Fair value gain	155	503
– Fair value loss	(840)	(2,004)
Costs:		
<ul> <li>Interest element of finance leases</li> </ul>	(1)	(1)
- Interest expense of bank loan	(6)	(6)
	153	(676)

#### 10. Income tax expense

Income tax expense is calculated based on management's best estimate of the weighted average annual income tax rate expected for the full financial year applied to the profit before income tax of the interim period.

Hong Kong income tax has been provided at the rate of 16.5% (2010: 16.5%) while overseas income tax has been provided at the rates of taxation prevailing in the countries in which the Group operates. No provision for Hong Kong income tax has been made as the Group has no estimated assessable profits for the six months ended 30 June 2011 and 2010.

		Unaudited Six months ended 30 June	
	2011 US\$'000	2010 US\$'000	
Current income tax :			
<ul><li>Hong Kong</li></ul>	_	_	
<ul><li>Overseas</li></ul>	2	2	
Deferred income tax	_	_	
	2	2	

#### 11. Loss per share

#### (a) Basic loss per share

The basic loss per share is calculated based on the Group's loss attributable to the equity holders of the Company of US\$5,181,000 (2010: US\$3,943,000) and the weighted average number of 2,450,862,633 (2010: 2,437,134,484) ordinary shares in issue excluding own shares held during the current period.

#### (b) Diluted loss per share

The diluted earnings/(loss) per share is calculated based on the Group's profit/(loss) attributable to the equity holders of the Company and the weighted average number of ordinary shares after adjusting for the effects of all dilutive potential ordinary shares including allocated but excluding unallocated own shares held during the periods.

During the six months ended 30 June 2011 and 2010, the conversion of all dilutive share options outstanding and inclusion of allocated own shares held would have an anti-dilutive effect on the loss per share. Accordingly, there was no dilutive effect on the calculation of the diluted loss per share in both periods.

#### (c) Weighted average number of ordinary shares

	Unaudited Six months ended 30 June Number of shares	
	2011	2010
Weighted average number of ordinary shares in issue	2,450,862,633	2,437,134,484
Allocated own shares held under Share Award Scheme	1,642,853	11,150,387
Conversion of all dilutive share options outstanding	_	6,805,471
Adjusted weighted average number of		
ordinary shares for diluted loss per share calculation	2,452,505,486	2,455,090,342

#### 12. Dividend

No dividend related to the year ended 31 December 2010 was declared or paid during the period. In addition, the Board resolved not to declare any interim dividend for the six months ended 30 June 2011.

#### 13. Prepaid operating lease

	Unaudited	Unaudited
	2011	2010
	US\$'000	US\$'000
At 1 January		
Cost	1,185	_
Accumulated amortization	_	_
Net book amount	1,185	_
Six months ended 30 June		
Opening net book amount	1,185	_
Additions	36	_
Amortization	(12)	_
Exchange differences	24	
Closing net book amount	1,233	_
At 30 June		
Cost	1,245	_
Accumulated amortization	(12)	_
Net book amount	1,233	_

#### 14. Investments in associated companies

BJ-LED, the associated company that the Group had 47% ownership as at 31 December 2010 proposed a fund raising of CNY10,000,000 (approximately US\$1,546,000) to increase the capital contribution to CNY20,000,000 (approximately US\$3,091,000) in March 2011. Following the decision of the Investment Committee of the Company, the Group decided not to participate in the said fund raising exercise. Approval Certificate for the revised ownership was obtained from the Beijing Municipal Government in May 2011 and the Group's percentage ownership was diluted to 23.5%. No gain or loss has been recognized upon the deemed partial disposal of the interest in BJ-LED.

#### 15. Trade and other receivables

	Unaudited	Audited
	30 June	31 December
	2011	2010
	US\$'000	US\$'000
Trade receivables	8,866	13,327
Provision for impairment of receivables	_	_
Trade receivables - net	8,866	13,327
Deposits, prepayments and other receivables	2,992	9,150
	11,858	22,477

As at 30 June 2011, the Group's trade receivables from corporate customers were mainly on credit terms of 30 to 90 days. The ageing analysis of trade receivables based on overdue days is as follows:

	Unaudited 30 June	Audited 31 December
	2011 US\$'000	2010 US\$'000
Current	7,297	10,876
1 - 30 days	1,423	2,330
31 - 60 days	23	120
61 - 90 days	118	_
91 - 180 days	5	_
181- 365 days	_	1
	1,569	2,451
	8,866	13,327

As at 30 June 2011, trade receivables of US\$1,569,000 (31 December 2010: US\$2,451,000) were considered past due if measured strictly against the credit terms offered. The overdue sum was not impaired since the majority of the overdue sum has been settled after the balance sheet date.

As at 30 June 2011 and 31 December 2010, no trade receivables were impaired and provided for.

# 16. Share capital

	Unaudited 2011		Audited 2010	
	Number		Number	
	of shares	US\$'000	of shares	US\$'000
Authorized:				
<ul><li>Ordinary shares of HK\$0.10 each</li></ul>	5,000,000,000	64,433	5,000,000,000	64,433
Issued and fully paid:				
– At 1 January	2,453,302,351	31,619	2,447,302,351	31,542
<ul> <li>Exercise of share options (note 18)</li> </ul>	3,000,000	39	6,000,000	77
- At 30 June 2011 and 31 December 2010	2,456,302,351	31,658	2,453,302,351	31,619

### 17. Trade and other payables

	Unaudited 30 June 2011 US\$'000	Audited 31 December 2010 US\$'000
Trade payables	7,668	11,835
Accrued expenses and other payables	3,566 11,234	5,326 17,161

At 30 June 2011, the ageing analysis of trade payables based on overdue days is as follows:

	Unaudited	Audited
	30 June	31 December
	2011	2010
	US\$'000	US\$'000
Current	7,612	8,524
1 - 30 days	14	3,201
31 - 60 days	1	36
61 - 90 days	<del>_</del>	34
Over 90 days	41	40
	7,668	11,835

#### 18. Equity compensation scheme

#### (a) The Share Option Scheme

The Company adopted the Share Option Scheme at an extraordinary general meeting held on 25 February 2004 and a meeting of the Board on 19 March 2004 under which options may be granted to subscribe for the Company's shares. Participants of the Scheme shall include directors (including executive directors, non-executive directors and independent non-executive directors) and employees of any member of the Group and any advisers, consultants, distributors, contractors, contract manufacturers, suppliers, agents, customers, business partners, joint venture business partners, service providers of any member of the Group who the Board considers have contributed or will contribute to the Group (the "Participants"). The purpose of the Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in the Company and its shares for the benefits of the Company with a flexible mean of either retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to the Participants. The terms of the Scheme are in accordance with the provisions of the Chapter 17 of The Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange.

Movements in the number of share options outstanding and their related exercise prices for the six months ended 30 June 2011 are as follows:

			Unaudi Movement durin of share options	g the period	units)	
Grant date	Exercise price per share HK\$	Held at 1 January 2011	Exercised	Lapsed	Held at 30 June 2011	Expiry date
7 February 2007	1.430	1,528	_	(1,528)	_	31 March 2011
7 February 2007	1.430	2,220	_	_	2,220	31 March 2012
24 July 2008	0.275	3,000	(3,000)	_	_	30 June 2011
13 July 2009	0.632	11,000	_	_	11,000	30 June 2012
28 June 2010	0.620	12,000	_	_	12,000	30 June 2013
		29,748	(3,000)	(1,528)	25,220	

<sup>1,528,000</sup> share options granted on 7 February 2007 with an exercise price of HK\$1.43 per share were lapsed on 31 March 2011.

During the period, 3,000,000 share options granted on 24 July 2008 with an exercise price of HK\$0.275 per share were exercised, which resulted in 3,000,000 shares (2010: 6,000,000 share options with an exercise price of HK\$0.275 per share exercised) being issued at a weighted average price of HK\$0.275 each.

Options to subscribe for 12,000,000 new shares of the Company were granted by the Company to Directors and senior management of the Group at a nominal consideration of HK\$1.0 payable by each grantee under the Share Option Scheme on 28 June 2010. These options are exercisable during the period from 1 July 2011 to 30 June 2013 at the exercise price of HK\$0.62 per share.

#### 18. Equity compensation scheme (continued)

#### (a) The Share Option Scheme (continued)

The Company has been using the Black-Scholes Valuation Model to value the share options granted. There has been no share option granted for the six months ended 30 June 2011. The key parameters used in the Model and the corresponding fair values of the options granted during 2010 are listed below:

Date of grant	28 June 2010
Number of share options granted	12,000,000
Total option value	US\$242,000
	(HK\$1,877,000)
Share price at date of grant (HK\$)	0.62
Exercise price (HK\$)	0.62
Expected life of options	2 years
Annualized volatility	48.2%
Risk free interest rate	0.76%
Dividend payout rate	1.6%

The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the Model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily closing share prices over the last one year.

#### 18. Equity compensation scheme (continued)

#### (b) The Share Award Plan

The Share Award Plan was adopted by the Company at an extraordinary general meeting held on 25 February 2004 and a meeting of the Board on 19 March 2004 with an initial pool of 46,223,520 shares held by HSBC Institutional Trust Services (Asia) Limited (the "Trustee") as trustee for the benefit of the directors and employees. The initial pool of shares brought forward at the time of listing of the Company has been fully used up. The Trustee will execute instruction to replenish the pool by purchasing shares from the market with the approval of the Remuneration Committee of the Company.

Under the terms and conditions of the grant, 40% of the shares will be vested 1 year from the grant date and the remaining 60% will be vested 2 years from the grant date.

At 30 June 2011, the number of shares allocated but remained unvested under the Trustee for Directors and employees of the Group was 468,000 while the total number of shares held by the Trustee was 1,967,520 leaving a balance of 1,499,520 shares for future grant to directors and employees in the rest of 2011 and beyond.

Shares held by the Trustee under the Share Award Plan are listed below:

		Unaudited Number of shares		
	2011	2010		
At 1 January	3,543,520	10,547,520		
Shares purchased from market	<u> </u>	2,000,000		
Shares vested during the period	(1,576,000)	(9,004,000)		
At 30 June	1,967,520	3,543,520		

There was no share of the Company provisionally awarded to employees of the Group pursuant to Share Award Plan for the six months ended 30 June 2011.

The Group has been using HKFRS 2 to account for the equity compensation expenses of the shares granted at fair value at the date of grant.

#### 19. Commitments

### (a) Capital commitments

Capital expenditure committed at the balance sheet date is as follows:

	Unaudited 30 June	Audited 31 December
	2011	2010
	US\$'000	US\$'000
Approved but not contracted for	2	2,250
Contracted but not provided for	505	_

#### (b) Operating lease commitments

The future aggregate minimum lease payments under non-cancelable leases are as follows:

	Unaudited	Audited
	30 June	31 December
	2011	2010
	US\$'000	US\$'000
Not later than 1 year	1,107	1,265
Later than 1 year and not later than 5 years	464	753
Later than 5 years	_	_
	1,571	2,018

#### 20. Event after balance sheet date

On 9 August 2011, the Group entered into the Sale and Purchase Agreement (the "Agreement") to subscribe for approximately 24.0% new shares of a fabless semiconductor company ("Target"), an independent third party, focusing on the development and sales of System-on-chip ("SOC") for Smart TV at a consideration of US\$9 million. The subscription was completed simultaneously with the execution of the Agreement. The Target will be accounted for under equity method of accounting.

# **Report on Review of Interim Financial Information**



羅兵咸永道

# TO THE BOARD OF DIRECTORS OF SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(incorporated in the Cayman Islands with limited liability)

#### Introduction

We have reviewed the interim financial information set out on pages 3 to 25, which comprises the interim condensed consolidated balance sheet of Solomon Systech (International) Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2011 and the related interim condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The 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" 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 Hong Kong Accounting Standard 34 "Interim Financial Reporting". 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.

#### **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 inquiries, 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 Hong Kong Accounting Standard 34 "Interim Financial Reporting".

#### **PricewaterhouseCoopers**

Certified Public Accountants

Hong Kong, 18 August 2011

# **Management Discussion and Analysis**

#### **FINANCIAL REVIEW**

#### **Overview**

For the six months ended 30 June 2011, the Group's sales were US\$27.5 million (1H 2010: US\$38.0 million), decreased by 28% year-on-year. The overall market demand was not strong in 1H 2011 due to a cautious outlook for 2011 economic growth in the aftermath of the Japan earthquake and lingering European sovereign debt issues.

#### Sales and Profit

The Group recorded a 22% decrease year-on-year in shipment quantity and a 8% year-on-year decrease in the blended average selling price ("ASP") of its products. The decrease in blended ASP was caused by a change of product mix. The sales decrease was mainly due to (1) lower than expected Mobile Display business unit sales, and (2) later than anticipated start of volume sales for new products resulting from a weakened demand from customers. Gross profit was US\$8.9 million, down by 21% (1H 2010: US\$11.2 million) as a result of the drop in sales. During the period, the Group's gross margin rose to 32.5% from 29.5% in the first half of 2010. The increase in gross margin was mainly due to a higher percentage of products with higher profit margin contributions. Inventory scrap was US\$0.8 million (including an offset of approximately US\$0.4 million to the standard cost written on for slow moving inventory with full provision made in prior years) in the first half of 2011. The Group has redoubled its efforts to improve its manufacturing productivity through product yield improvement and full utilization of its own manufacturing assets.

The Group has remained vigilant on controlling its expenses. The Group's total expenses, including research and development ("R&D") costs, selling and distribution ("S&D") expenses and administrative expenses, were US\$14.2 million, up by US\$0.1million, representing a minor increase of 1%.

S&D expenses were lowered by 9% from US\$1.9 million in the first half of 2010 to US\$1.8 million in the current period.

Administrative expenses decreased by 16% year-on-year to US\$4.1 million which included an exchange gain of US\$0.6 million (1H 2010: exchange loss of US\$0.5 million). The Group continued to invest in R&D and business development, and remained selective in its R&D spending. Its R&D expenses were US\$8.3 million, up 15% over the spending in the first half of 2010.

During the period under review, the Group recorded interest income of US\$0.5 million as well as dividends and other income of US\$0.3 million from financial assets at fair value through profit or loss ("FVTPL"), totaling US\$0.8 million. However, a net unrealized loss of US\$0.7 million (1H 2010: US\$1.5 million) was recorded from the investment in the FVTPL portfolio as at 30 June 2011.

Net loss was US\$5.2 million (1H 2010: US\$3.9 million).

The Board resolved not to declare any interim dividend for the six months ended 30 June 2011.

#### **Liquidity and Financial Resources**

Net cash used in operating activities during the period was US\$1.1 million (1H 2010: US\$4.0 million). Total bank deposits and cash and cash equivalents (including other financial assets) of the Group amounted to US\$82.6 million as at 30 June 2011, compared to US\$79.6 million at the end of 2010. The change in cash position was mainly a result of (1) net outflow from operations amounting to US\$1.1 million resulted from loss for the period adjusted for non-cash items and the decrease in working capital; (2) receipt of US\$5.5 million in early 2011 as the proceeds from the disposal of an available-for-sale financial assets in late 2010; (3) addition of fixed assets US\$0.5 million and FVTPL of US\$0.7 million; and (4) payment of US\$1.0 million related to the prepaid operating lease in connection with the land use rights in Beijing, China.

Regarding the use of cash reserves, the Group will continue to allocate funds for product development, securing production capacity, strengthening its infra-structure in mainland China to broaden its customer base and capture market and sales opportunities, entering into strategic corporate ventures and meeting general corporate operational purposes. As at 30 June 2011, the Group had no major borrowing other than the US\$0.7 million in a mortgage loan for the purchase of an office property in Hsinchu, Taiwan. The Group's cash balance was mainly invested in various deposits.

### Management Discussion and Analysis (continued)

#### **FINANCIAL REVIEW (continued)**

Most of the Group's trade receivables and payables are quoted in US dollars. The Group closely monitors the movement of foreign exchange rates and constantly seeks to obtain favorable exchange rates for conversion of US dollars into other currencies for paying local operating expenses. During the period under review, the Group did not use any derivative instruments to hedge against foreign currency exposure as the Directors considered this exposure to be insignificant.

#### Capital Expenditure and Contingent Liabilities

In the first half of 2011, capital expenditure of the Group was US\$0.6 million, of which the majority was related to the Group's purchase of equipment in Hong Kong and China.

As at 30 June 2011, US\$0.5 million of capital expenditure was contracted but not provided for, majority of which was for the preliminary preparations needed for the construction in Beijing, China.

Saved as aforesaid, the Group had no other material capital commitment or contingent liability.

#### **BUSINESS PERFORMANCE AND OUTLOOK**

#### **Product Shipment**

During the period under review, the Group shipped a total of approximately 54 million display IC units, representing a year-on-year decrease of 22%. This decrease was primarily attributable to: (1) lower than expected Mobile Display business unit sales and (2) a later than anticipated start of volume sales for new products resulting from a weakened demand from customers. The weakened demand was due to a cautious outlook for 2011 economic growth in the aftermath of the Japan earthquake and lingering European sovereign debt issues.

The unit shipments of Mobile Display products, including STN/TFT LCD driver ICs and touch panel ICs, decreased by approximately 42% to 18.6 million units (2010: 32.0 million units). Despite the growing demand for the Group's touch panel products, its Mobile Display unit experienced a sequential sales decline during the period due to reduced sales contribution of driver IC from Korea, its largest sales market in 2010. The unit shipments of Advanced Display products, including OLED display ICs and new display ICs, dropped slightly by about 5% to approximately 33.8 million units. This was attributed to a reduction in demand for mobile sub-displays using Passive Matrix OLED ("PMOLED") driver ICs as the mobile phone market was dominated by smartphones. The unit shipments of Display System Solution products decreased by approximately 10% to 1.4 million units year-on-year, as the demand for eReader products was reduced. The Group's Green Power business unit shipped approximately 0.2 million units of LED driver IC and LED backlight power modules to new clients in China and Europe, a 256% increase compared to the same period last year.

Breakdown of unit shipments by business units is as follows:

Units Shipped (million)	1H 2011	1H 2010	Change	2010
Mobile Display	18.6	32.0	(42%)	72.1
Advanced Display	33.8	35.5	(5%)	67.0
Display System Solution	1.4	1.5	(10%)	2.9
Green Power	0.2	0.1	256%	0.2
Total	54.0	69.1	(22%)	142.2

#### **Business Relationship**

The business units of the Group are grouped into two categories: Display IC business and System Solution business.

For its Display IC business, the Group is serving most of the major global display module makers. We focus on approaching both display module makers and end-product manufacturers directly to ensure we deliver the most appropriate product solutions and value-added services to them. During the period under review, in addition to display module makers and related end-product manufacturers, the Mobile Display business unit has also been collaborating with capacitive touch panel makers and related end-product manufacturers to produce the Group's first capacitive touch panel solutions. The Group's Large Display business unit has been working with target customers to qualify its new driver ICs for monitor modules, to be in time for volume shipments; while its Advanced Display business unit has secured design wins in OLED applications as well as electronic shelf labels. Looking ahead, the Group intends to further strengthen relationships with leading customers and top-tier end-product manufacturers from China, Europe, Japan, Korea and Taiwan.

Regarding the System Solution business, the Group provides customers with total system solutions in two focus areas: Display System Solutions and Green Power. Display System Solutions supports specific multimedia applications. Working in alignment with independent design houses ("IDHs"), the Group offers timely and total system solutions to original design manufacturers ("ODMs"). During the period under review, the Group's MagusCore™ multimedia system solution secured several design wins in pico and pocket projectors with rich multimedia and connectivity capabilities. Green Power provides lighting system solutions to the emerging green power market, including LED lighting (indoor and outdoor) and LED backlight units ("BLU"). In collaboration with lighting system design houses, the Group was able to enlarge its total solutions offering and broaden its customer base for emerging market applications. In addition, the Group's Large Display business unit has been collaborating with the Green Power business unit on LED backlighting to provide total TV display solutions.

#### Research and Development

As a technology company, the Group is deeply devoted to R&D. The Group spent approximately US\$8.3 million on R&D in the first half of 2011, representing about 59% of the total expenses and 30% of sales for the period. The Group's continual investment in R&D testifies to its determination to develop and offer innovative products to cater to the rapidly changing market trends and to capture new business opportunities.

The Group has been relentlessly enhancing the features of existing products and developing new products. Numerous intellectual properties ("IP") were developed or under development during the past six months, such as display driver power management, an electronic signage embedded control, display color management and memory compression, a multi-lane high speed mobile interface and touch panel control.

In the past six months, the Group had three patents granted, including two for display driver design and one for image enhancement, and one patent filed for LED controller driver. The Group also had several patents being filed with patent offices in different regions, including the USA, China, Taiwan, Korea and Europe.

As at 30 June 2011, the Group had an R&D workforce of 248, representing approximately 51% of our entire staff. The Group's R&D team continually designs products using various wafer technologies as advanced as 90nm. We also have specialist teams in Hong Kong, Beijing, Shenzhen and Singapore possessing expertise in mix-signal high-voltage IC design, VLSI (very-large-scale-integration) design, application software design, system applications and wireless technology.

#### **Human Resources**

As at 30 June 2011, the Group had a workforce of 487 employees (31 December 2010: 480), of whom about 43% were based at the Hong Kong headquarters and the rest were located in China, Japan, Singapore, Taiwan and the USA. The Group always optimizes human resources with a strategic staffing arrangement. During the period under review, the Group has transferred manpower internally to support the rapidly growing capacitive touch panel business.

As a technology company relying on intellectual excellence, we value our human resources highly. To reward and retain talent, the Group offers competitive remuneration to employees and constantly provides employees with training, career development programs and a first-rate working environment to make sure they enjoy working with the Group and contribute their best efforts to the Group's success.

New product introduction bonus and first sales incentives, which aim at driving the success of new product development and new business, have remained in place and have been paid to certain employees in the first half of 2011.

### Management Discussion and Analysis (continued)

#### **PROSPECTS**

The Group sees potentials for stable growth in the second half of the year, given our efforts in strategic investment and development of new technologies and products. However, we are cautious about the possible impact of the global economy, in view of the weak US economy, lingering European sovereign debt issues and aftermath of the Japan earthquake.

To generate incremental revenue and to expand its customer base, the Group intends to continue delivering new technologically leading ICs and fast turnkey solutions for emerging high-growth applications.

#### **DISPLAY IC BUSINESS**

#### Mobile Display

The Mobile Display business unit provides display driver ICs and touch panel ICs for small to medium size LCD displays. This unit supports key technologies including STN / TFT LCD and capacitive touch panels for monochrome and color displays as well as displays with touch panel functions.

The Group believes there is good market potential for smartphones, tablet PCs and MIDs that come with high definition ("HD"), medium size display and multi-touch functions. A number of the Mobile Display unit's new generation products supporting higher display resolution and bigger display size, including multi-touch capacitive panel controllers for displays ranging from 3" to 12", high-speed display interface controllers and TFT driver controllers for HD displays, are commencing full production soon to tap this growing market.

The Group will also continue its efforts to advance its technology and introduce cutting-edge products to support the next generation of 3D display.

#### **Advanced Display**

The Advanced Display business unit groups together OLED Display and New Display product families.

As the leader in the Passive Matrix OLED ("PMOLED") display IC market, the Group will work with clients in the automotive, industrial and healthcare markets on design-in projects to further diversify and extend the applications of PMOLED display IC to achieve growth.

The Group sees market potential in Active Matrix OLED ("AMOLED") display ICs as well as OLED Lighting. The Group has developed AMOLED display ICs with leading panel makers, and intends to continue extending its technology to support both AMOLED and OLED lighting to capture the anticipated growth of these market segments in coming years.

For the New Display business, the Group maintains a positive view on its growth potential as more applications recognize the value of the new display technology. The overall e-paper display market is expected to remain positive. For electronic shelf labels in particular, the Group has shipped a large volume of new display ICs during the period to cater for the surging demand, and will ramp up its business in this booming market. The Group will continue to enrich the product portfolio of its New Display business and develop new technologies to establish leadership in this emerging market.

#### Large Display

The Large Display business unit addresses large display applications such as LCD TVs, LCD monitors and notebook computers. The business and product development team in Beijing is working with target customers to qualify its new driver products in time for volume shipment this year. The team has also been working actively with the Green Power business unit on LED backlighting to provide total TV display solutions. The business unit is developing new products to support the growing 6G and 8.5G LCD production lines in China.

#### **SYSTEM SOLUTION BUSINESS**

#### **Display System Solution**

The Display System Solution business unit is a key part of the Group's success in transforming its business from IC component sales to delivering total system solutions. During the period under review, the Group has continued to expand the product offerings of its high-performance MagusCore™ multimedia system solution. Its newly launched system solutions for multimedia products with advanced features, such as HD & 3D, have received good initial market response. In addition, the Group has won a number of design-wins in graphic controller-related products and custom-design IC projects in the advanced 3D glasses product segment.

In the second half of 2011, the Group will continue to promote MagusCore<sup>TM</sup> to the market, aiming at Android-based applications for 3CC - Converged Communication, Cloud Computing and Consumer Content - enabling more advanced high volume applications such as Android portable media players ("PMP"), eBook readers, MIDs, surveillance devices and smart TVs. During the period under review, the business unit has successfully developed the world's first Android-based GPS tracker, in addition to mobile phone solutions for dual mode and elderly market segments for top-tier mobile brands' products. The business unit will continue its efforts to develop more Android-based solutions to capitalize on these booming market segments.

#### Green Power

The Green Power business unit focuses on providing energy-saving LED driver ICs and LED power module solutions for LED indoor and outdoor lighting as well as the LED BLU. It has also developed new high performance constant current driver ICs and modules to provide efficient solutions for offline LED lighting applications. As this business is still at its initial stage of development, there is considerable room for development. The Group will continue ramping up efforts to develop more new products and technologies with a view to capitalizing on this expanding market sector.

#### Investing in Booming Smart TV Market

The Group entered into a Sale and Purchase Agreement on 9 August 2011 to subscribe for new shares of an IC design company which specializes in the development and sales of multimedia System-on-Chip ("SoC") solutions for Smart TV. The investment is a strategic move aiming to introduce a new product line, Smart TV, as one of the growth engines of the Group. It is expected that this new product line of Smart TV not only would expand the product offerings of the Group and provide total solutions to its customers in TV/large display business, but it also enables the Group to enjoy enhanced cost effectiveness as both parties share a similar set of technology requirements and intellectual property. This new product line is expected to enable the Group to capture the enormous potentials of the surging Smart TV market, and also enhance the Group's overall business development.

### **Directors' Interests**

As at 30 June 2011, the interests and short positions of each director and the chief executive in the shares and underlying shares of the Company or its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of part XV of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") as set out in Appendix 10 of the Listing Rules, were as follows:

		Ordinary shares of HK\$0.10 each in the Company as at 30 June 2011					
		Number of shares	Number of options	Total	% of the issued shares capital of the Company		
Independent Non-executive Direc	ctors						
Sun, Patrick	Long	_	2,200,000	2,200,000	0.09%		
Choy Kwok Hung, Patrick	Long	2,712,000	2,200,000	4,912,000	0.20%		
Wong Yuet Leung, Frankie	Long	1,000,000	2,200,000	3,200,000	0.13%		
Non-executive Directors							
Lai Weide	Long	_	_	_	_		
Lam Pak Lee	Long	1,800,000	2,200,000	4,000,000	0.16%		
Sheu Wei Fu (alternate to Lam Pak Lee)	Long	_	_	_			
Li Xiaochun	Long	_	_	_	_		
Zhao Guiwu	Long	_	_	_	_		
Executive Directors							
Leung Kwong Wai	Long	119,400,308	2,812,000	122,212,308	4.98%		
Lai Woon Ching	Long	26,899,032	2,230,000	29,129,032	1.19%		

Mr. Choy Kwok Hung, Patrick ("Mr. Choy"), Independent Non-executive Director and Mr. Lo Wai Ming ("Mr. Lo"), who resigned from the role as Executive Director of the Company effective 1 December 2010 but remained as a member of senior management of the Group, through investment vehicles under their control invested in BJ-LED at the same time in 2009 and same term of the Group's investment in BJ-LED. The investment vehicles hold 4% and 9% respectively in BJ-LED as at 31 December 2010. BJ-LED proposed a fund raising of CNY10,000,000 to increase the capital contribution to CNY20,000,000 in March 2011 (refer to note 14 to the condensed consolidated interim financial information). Both Mr. Choy and Mr. Lo participated in the said fund raising. Mr. Choy's effective ownership in BJ-LED was substantially increased from 3.6% to a percentage approximately 24.7% while Mr. Lo's ownership in BJ-LED increased from 9% to 11.5% as at 30 June 2011.

Saved as disclosed above, at no time during the period was the Company, its subsidiaries or its associated companies a party to any arrangement to enable the directors and chief executives of the Company (including their spouse and children under 18 years of age) to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company or its associated company, other than Dr. Leung Kwong Wai who holds shares of certain subsidiaries solely for the purpose of ensuring that the relevant subsidiary has more than one member.

### **Substantial Shareholders**

The register of substantial shareholders required to be kept by the Company under section 336 of Part XV of the SFO shows that as at 30 June 2011, the Company had been notified of the following substantial shareholders' interests and short positions in the shares or underlying shares of the Company, being interests of 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the directors and the chief executives of the Company.

	Ordinary shares of HK\$	Ordinary shares of HK\$0.10 each in the Company as at 30 June 2011						
Name	Capacity	Position	Number of shares held	% of the issued share capital of the Company				
China Electronics Corporation	Interest of controlled corporation	Long	664,288,000	27.04%				

#### Note:

China Electronics Corporation was controlling the entire issued share capital of 中國電子進出口總公司 ("CEC-IE"), which in turn was holding 100% interest in 華電有限公司 ("HDC"). The long position of 664,288,000 shares as at 30 June 2011 held by HDC represented the same parcel of shares in which China Electronics Corporation, CEC-IE were deemed to be interested in by virtue of the SFO.

Saved as disclosed above, the Company had not been notified of any interest or short positions in the shares or underlying shares of the Company as at 30 June 2011.

# **Share Option Scheme**

The Company adopted the Share Option Scheme at an extraordinary general meeting held on 25 February 2004 and a meeting of the Board on 19 March 2004 under which options may be granted to subscribe for the Company's shares. Participants of the Scheme shall include directors (including executive directors, non-executive directors and independent non-executive directors) and employees of any member of the Group and any advisers, consultants, distributors, contractors, contract manufacturers, suppliers, agents, customers, business partners, joint venture business partners, service providers of any member of the Group who the Board considers have contributed or will contribute to the Group (the "Participants"). The purpose of the Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in the Company and its shares for the benefits of the Company with a flexible mean of either retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to the Participants. The terms of the Scheme are in accordance with the provisions of the Chapter 17 of the Listing Rules on the Stock Exchange.

During the period, Mr. Wong Yuet Leung, Frankie, Dr. Lam Pak Lee and Dr. Leung Kwong Wai have exercised their share options granted on 24 July 2008 in full at an exercise price of HK\$0.275 per share, resulting 3,000,000 new shares issued.

Details of the share options outstanding as at 30 June 2011 which have been granted under the Share Option Scheme are as follows:

	Number of share options (in thousand units)								Exercise	period
	Held on 1 January 2011	Lapsed during the period	Forfeited and cancelled during the period	Granted during the period	Exercised during the period	Held on 30 June 2011	Exercise price HK\$	Grant date	Begins	Ends
Independent		<u> </u>	<u> </u>	<u> </u>	<u> </u>					
Non-executive										
Directors										
Sun, Patrick	1,000	_	_	_	_	1,000	0.632	13 July 2009	1 July 2010	30 June 2012
	1,200	_	_	_	_	1,200	0.620	28 June 2010	1 July 2011	30 June 2013
	2,200	_	_	_	_	2,200				
Choy Kwok Hung, Patrick	1,000	_	_	_	_	1,000	0.632	13 July 2009	1 July 2010	30 June 2012
	1,200	_	_	_	_	1,200	0.620	28 June 2010	1 July 2011	30 June 2013
	2,200	_	_	_	_	2,200				
Wong Yuet Leung, Frankie	1,000	_	_	_	(1,000)	_	0.275	24 July 2008	1 July 2009	30 June 2011
	1,000	_	_	_	_	1,000	0.632	13 July 2009	1 July 2010	30 June 2012
	1,200	_	_	_	_	1,200	0.620	28 June 2010	1 July 2011	30 June 2013
	3,200	_	_	_	(1,000)	2,200				
Subtotal	7,600	_	_	_	(1,000)	6,600				

Details of the share options outstanding as at 30 June 2011 which have been granted under the Share Option Scheme are as follows (continued):

	Number of share options (in thousand units)								Exercis	e period
			Forfeited and							
	Held on 1 January 2011	Lapsed during the period	cancelled during the period	Granted during the period	Exercised during the period	Held on 30 June 2011	Exercise price HK\$	Grant date	Begins	Ends
Executive and Non-executive Directors										
Lam Pak Lee	1,000	_	_	_	(1,000)	_	0.275	24 July 2008	1 July 2009	30 June 2011
	1,000	_	_	_	_	1,000	0.632	13 July 2009	1 July 2010	30 June 2012
	1,200	_	_	_	_	1,200	0.620	28 June 2010	1 July 2011	30 June 2013
	3,200	_	_	_	(1,000)	2,200				
Leung Kwong Wai	408	(408)	_	_	_	_	1.430	7 February 2007	1 April 2009	31 March 2011
	612	_	_	_	_	612	1.430	7 February 2007	1 April 2010	31 March 2012
	1,000	_	_	_	(1,000)	_	0.275	24 July 2008	1 July 2009	30 June 2011
	1,000	_	_	_	_	1,000	0.632	13 July 2009	1 July 2010	30 June 2012
	1,200	_	_	_	_	1,200	0.620	28 June 2010	1 July 2011	30 June 2013
	4,220	(408)	_	_	(1,000)	2,812				
Lai Woon Ching	20	(20)	_	_	_	_	1.430	7 February 2007	1 April 2009	31 March 2011
	30	_	_	_	_	30	1.430	7 February 2007	1 April 2010	31 March 2012
	1,000	_	_	_	_	1,000	0.632	13 July 2009	1 July 2010	30 June 2012
	1,200	_	_	_	_	1,200	0.620	28 June 2010	1 July 2011	30 June 2013
	2,250	(20)	_	_	_	2,230				
Subtotal	9,670	(428)	_	_	(2,000)	7,242				
Senior management and employees										
Others	1,100	(1,100)	_	_	_	_	1.430	7 February 2007	1 April 2009	31 March 2011
	1,578	_	_	_	_	1,578	1.430	7 February 2007	1 April 2010	31 March 2012
	5,000	_	_	_	_	5,000	0.632	13 July 2009	1 July 2010	30 June 2012
	4,800	_	_	_	_	4,800	0.620	28 June 2010	1 July 2011	30 June 2013
Subtotal	12,478	(1,100)	_	_	_	11,378				
Total	29,748	(1,528)			(3,000)	25,220				

# **Corporate Governance and Supplementary Information**

Corporate Governance is highly regarded within the Group. The Group keeps abreast of the best practices in the corporate governance area and strives to implement such practices as appropriate. At present, the roles of Non-executive Chairman and the Chief Executive Officer (in the case of the Group, the Managing Director) are separated. In addition, Independent Non-executive Directors ("INEDs") and Non-executive Directors ("NEDs") are appointed for a specific term, subject to re-election according to the procedures set out in the Company's Articles of Association. INEDs and NEDs are encouraged to take educational courses at the expense of the Group on duties of the Board and corporate governance.

#### **Code on Corporate Governance Practices**

The Company has complied with all applicable code provisions as set out in the Appendix 14 of the Listing Rules throughout the six months ended 30 June 2011. As at 30 June 2011, Audit Committee, Remuneration Committee, Nomination Committee and Investment Committee had been formed with their respective terms of reference in force.

Mr. Yiu Joseph Tin-chong ("Mr. Yiu") was appointed as an INED of the Company with effect from 6 July 2011. Upon the appointment of Mr. Yiu, the number of INED of the Company increased from a minimum of three pursuant to Rule 3.10 of the Listing Rules to four. The percentage of INED in the Board becomes over one-third which is in compliance with the Recommended Best Practices (A.3.2 of the Appendix 14 of the Listing Rules).

As at 18 August 2011, the composition of the Board of the Company was as follows:

NEDs	INEDs	Executive Directors
Mr. Lai Weide	Mr. Sun, Patrick	Dr. Leung Kwong Wai
	<ul> <li>Chairman of the Board</li> </ul>	<ul> <li>Managing Director</li> </ul>
Dr. Lam Pak Lee	<ul> <li>Chairman of Remuneration Committee</li> </ul>	<ul> <li>Chairman of Investment Committee</li> </ul>
	<ul> <li>Chairman of Nomination Committee</li> </ul>	
Mr. Sheu Wei Fu		Mr. Lai Woon Ching
(alternate to Dr. Lam Pak Lee)	Mr. Choy Kwok Hung, Patrick	
Mr. Li Xiaochun	Mr. Wong Yuet Leung, Frankie	
	<ul> <li>Chairman of Audit Committee</li> </ul>	
Mr. Zhao Guiwu		
	Mr. Yiu Joseph Tin-chong	

#### Compliance with the Model Code for Securities Transactions by Directors of Listed Issuer

Pursuant to Appendix 14 of the Listing Rules, the Group established its own written guidelines ("Guidelines") on no less exacting terms than the Model Code for the Directors and relevant employees who are likely to be in possession of unpublished price sensitive information in respect of their dealings in the securities of the Company. Specific enquiry had been made with the Directors and relevant employees and they had complied with the Group's own Guidelines throughout the six months ended 30 June 2011.

After due enquiry to all the directors, there is no change in any of the information of directors as required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules during the course of the director's term of office required to publish an announcement according to Rule 13.51B(2) of the Listing Rules.

#### **Other Changes about Directors**

In accordance with Article 95 and Article 112 of the Company's Articles of Association, the retiring directors namely Mr. Li Xiaochun, Mr. Lai Weide, Mr. Zhao Guiwu, Dr. Lam Pak Lee and Mr. Wong Yuet Leung, Frankie were all successfully re-elected at the 2011 Annual General Meeting.

Mr. Sun, Patrick was appointed as an Independent Non-executive Director on 1 March 2010 of China NT Pharma Group Company Limited (HKSE: 1011) which has been listed on the Main Board of the Stock Exchange on 20 April 2011.

Mr. Zhao Guiwu resigned as Chairman of Beijing Huahong IC Design Co., Ltd with effect from 31 May 2011.

Mr. Yiu Joseph Tin-chong was appointed as an INED of the Company with effect from 6 July 2011.

#### **Purchase, Sale or Redemption of the Company's Listed Shares**

There was no purchase, sale or redemption of the Company's listed shares by the Company or any of its subsidiaries during the period under review.

#### **Review of Interim Condensed Consolidated Financial Information**

The Audit Committee is composed of three INEDs and one NED. The unaudited Condensed Consolidated Interim Financial Information of the Group for the six months ended 30 June 2011 has been reviewed by the Audit Committee of the Company alongside the internal audit team.

The unaudited Condensed Consolidated Interim Financial Information of the Group for the six months ended 30 June 2011 has been reviewed by the Company's independent auditor, PricewaterhouseCoopers, 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. The auditor's independent review report is included in the interim report of the Group.

#### **Investor Relations and Communications**

The Group recognizes the rights of the Company's shareholders to know more about its business and prospect, and therefore it has always taken a proactive approach to communicate with the investment community, for example, institutional investors, sell-side analysts and retail investors. In the first half of 2011, the Group held meetings and conference calls with investors and analysts. To enhance the Group's profile among the general public in Hong Kong, interviews were conducted with local media, and group visits to its head office were arranged with local universities and technology institutions. Stakeholders of the Company are recommended to visit the Group's website (www.solomon-systech.com) from time to time, where up-to-date information of the Group can be accessed.

#### Publication of Interim Results on the Stock Exchange's Website and the Company's Website

All the financial and other related information of the Company required by the Listing Rules of the Stock Exchange has been published on the Stock Exchange's website (www.hkex.com.hk) and the Company's website (www.solomon-systech.com) on 18 August 2011.

On behalf of the Board

Solomon Systech (International) Limited

LEUNG Kwong Wai

Managing Director

Hong Kong, 18 August 2011

# **Corporate and Shareholder Information**

#### **Financial Calendar**

Financial Year End 31 December
Interim Results Announced 18 August 2011

#### **Share Listing**

Listing Venue Main Board of The Stock Exchange

of Hong Kong Limited

Listing Date 8 April 2004
Stock Code 2878
Board Lot 2,000 shares
Trading Currency HKD
Issued Shares 2,456,302,351

(as at 30 June 2011)

#### **Share Registrar**

Tricor Investor Services Limited

26/F Tesbury Centre 28 Queen's Road East

Wanchai Hong Kong

Tel: (852) 2980 1333 Fax: (852) 2810 8185 Website: www.tricoris.com

#### **Independent Auditor**

PricewaterhouseCoopers

#### **Solicitors**

ReedSmith Richards Butler

#### **Principal Office**

6/F., No.3 Science Park East Avenue

Hong Kong Science Park Shatin, New Territories

Hong Kong

Tel: (852) 2207 1111 Fax: (852) 2267 0800

#### **Company Secretary**

Mrs. Fung Lui Kit Har, Keziah FCMA, FHKCPA, ACS, ACIS

Vice President, Finance

#### **Investor Relations**

Mr. John Leong

Vice President, Corporate Development Email: ir@solomon-systech.com

#### **Corporate Communications**

Ms. Jessica Lee

Corporate Communications Manager

Tel: (852) 2207 1672 Fax: (852) 2207 1372

Email: communication@solomon-systech.com

#### Website

www.solomon-systech.com

This 2011 Interim Report ("Interim Report") (in both English and Chinese versions) has been posted on the Company's website at www.solomon-systech.com.

Shareholders who have chosen to receive the Company's Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) via the Company's website and for any reason have difficulty in gaining access to the Interim Report posted on the Company's website will promptly upon request be sent by post the Interim Report in printed form free of charge.

Shareholders may at any time change their choice of means of receipt and language of the Corporate Communications.

Shareholders may request for printed copies of the Interim Report or change their choice of means of receipt and language of the Corporate Communications by sending reasonable notice in writing to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong or by sending an email to solomon2878-ecom@hk.tricorglobal.com.