



**SOLOMON  
SYSTECH**  
晶門科技

**Solomon Systech (International) Limited**  
HKSE : 2878  
Annual Report 2012年報

# **FORGING AHEAD**

奮力向前 銳意求進



*solutions in silicon*

# FORGING AHEAD

## 奮力向前 銳意求進

Driven by the Group's constant efforts in introducing innovative solutions and focusing on high-growth smart device applications, Solomon Systech has been gathering momentum and advancing energetically and steadily as a galloping horse. The Group's solid business foundation and clear growth strategies chart a course to a prosperous future, where the potential and value of the swift horse can then be fully realized and achieved.

晶門科技一直致力推出創新的解決方案，專注於高增長的智能產品應用，猶如一匹充滿活力的良駒，正奮力穩步向前。穩固的業務基礎以及明確的增長策略，正帶領著集團全力發揮潛力，長驅萬里，邁向美好前程，實現最高價值。

### CORPORATE PROFILE

#### 公司簡介

- ▶ Solomon Systech (International) Limited and its subsidiaries as a Group, is a leading semiconductor company providing integrated circuit products and system solutions that enable a wide range of display applications for smartphones, smart TVs, smart projectors and other smart devices including consumer electronics products, portable devices, industrial appliances and green energy applications such as LED lighting.

Solomon Systech (International) Limited 及其附屬公司為一個具領導地位的半導體集團，提供集成電路晶片產品及系統解決方案，廣泛應用於各類智能手機、智能電視、智能投影機及其它智能產品，包括消費電子產品、便攜式裝置、工業用設備及環保能源應用如LED照明產品。

### VISION

#### 願景

- ▶ Provide the ultimate silicon solution for every display system  
為每個顯示系統提供最終的晶片解決方案

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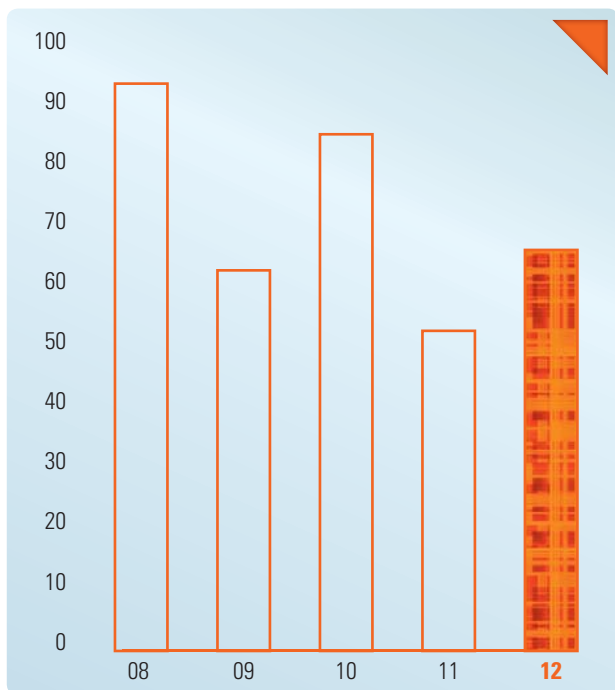
## FINANCIAL HIGHLIGHTS

### 財務摘要

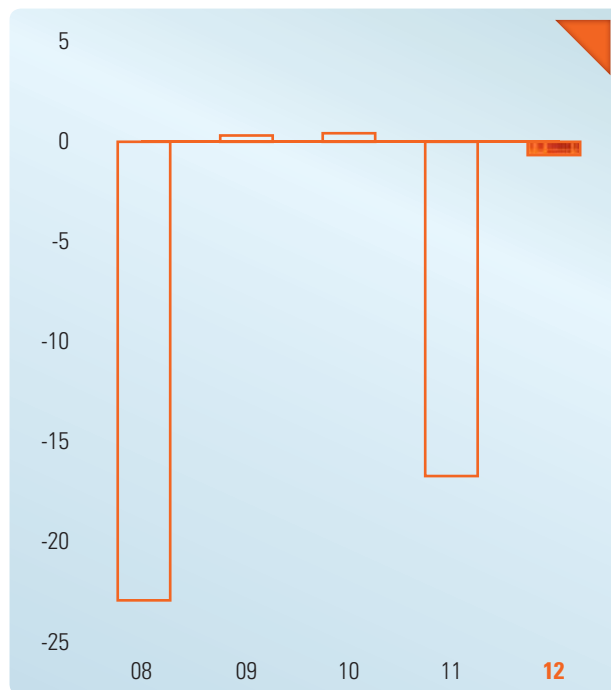
		2012 US\$ million 百萬美元	2011 US\$ million 百萬美元	Change 變動
Sales	銷售額	65.1	51.6	26%
Gross profit	毛利	25.1	15.8	60%
Gross margin (%)	毛利率(%)	38.6%	30.5%	8.1 percentage points 個百分點
Results from core businesses (including finance income from treasury function)	核心業務業績 (包括從財政庫務中 錄得之投資收入)	5.9	(15.6)	
Loss from investments in associated companies	投資聯營公司虧損	(7.3)	(2.0)	
Net loss	虧損淨額	(1.4)	(17.6)	-92%
Loss per share (US cent)	每股虧損 (美仙)	(0.06)	(0.72)	-92%
Book-to-bill ratio	訂單出貨比率	1.07	0.97	10%
Total assets	總資產	131.0	126.5	4%
Shareholders' funds	股東權益	115.9	117.4	-1%

- ▶ Sales increased by over 26% to US\$65.1 million  
銷售額增長逾26%至65.1百萬美元
- ▶ Gross profit soared by 60% to US\$25.1 million  
毛利飆升60%至25.1百萬美元
- ▶ Gross margin increased by around 8 percentage points to 38.6%  
毛利率增加約8個百分點至38.6%
- ▶ Results from core businesses (including finance income from treasury function) amounted to US\$5.9 million, a significant improvement from the loss of US\$15.6 million in 2011  
核心業務業績 (包括從財政庫務中錄得之投資收入) 為5.9百萬美元，較2011年虧損15.6百萬美元大幅改善
- ▶ Loss from investments in associated companies was US\$7.3 million, including US\$4.2 million provision for impairment loss on an associated company  
投資於聯營公司的虧損共7.3百萬美元，含4.2百萬美元作投資於其中一家聯營公司的減值撥備
- ▶ Net loss was US\$1.4 million (2011: US\$17.6 million)  
虧損淨額為1.4百萬美元 (2011: 17.6百萬美元)
- ▶ Basic loss per share was 0.06 US cent (0.43 HK cent)  
每股基本虧損為0.06美仙 (0.43港仙)
- ▶ Book-to-bill ratio was 1.07  
訂單出貨比率為1.07
- ▶ The Board of Directors resolved not to propose any final dividend for the year ended 31 December 2012  
董事會決議不建議宣派截至2012年12月31日止年度的末期股息

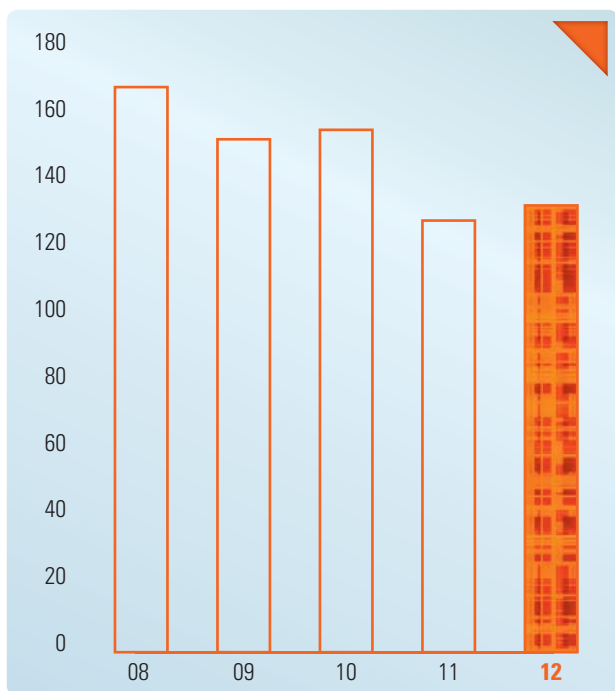
**SALES (US\$m)**  
銷售額 (百萬美元)



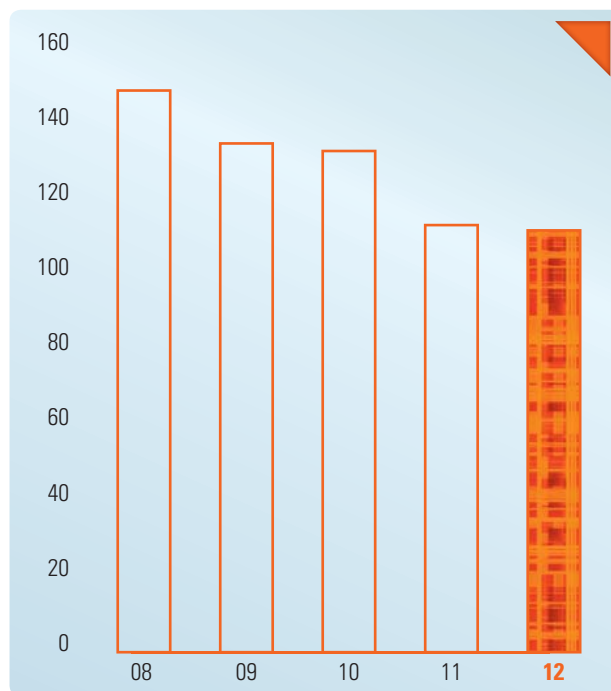
**NET PROFIT/ LOSS (US\$m)**  
純利/虧損淨額 (百萬美元)



**TOTAL ASSETS (US\$m)**  
總資產 (百萬美元)



**SHAREHOLDERS' FUNDS (US\$m)**  
股東權益 (百萬美元)







growth

# GROWTH DRIVING STRATEGIES FOR GLOBAL BUSINESS

增長策略 推動環球業務



The late American President Abraham Lincoln once said, "Be sure you put your feet in the right place, then stand firm."

At Solomon Systech, we do not only stand firm in the right place, but also ensure we proceed in the right direction to deliver long-term and sustainable value to our shareholders.

已故美國總統林肯曾經說過：「確定自己的位置正確，然後站穩陣腳。」

晶門科技著重的不單是在正確位置站穩陣腳，更要確定集團正朝著正確的方向邁進，為股東帶來長遠及可持續的價值。」

**SUN, Patrick**  
*Chairman*

辛定華  
主席



While the global semiconductor and electronics industry has navigated challenging macroeconomic conditions in 2012, as a key player in the industry supply chain, Solomon Systech has demonstrated high resilience and managed to achieve growth despite the turbulent year. Both our unit shipments and turnover have seen an upward trend over the year, setting the stage for further growth.

The Group's strategy of focusing its resources on specific business areas with promising prospects has started to bear fruit. Most importantly, we have further strengthened our foundation in terms of technical competence, customer services and marketing outreach. We are therefore well geared to forge ahead, realizing our growth strategy of capturing market opportunities in 2013 and beyond.

### Corporate Governance

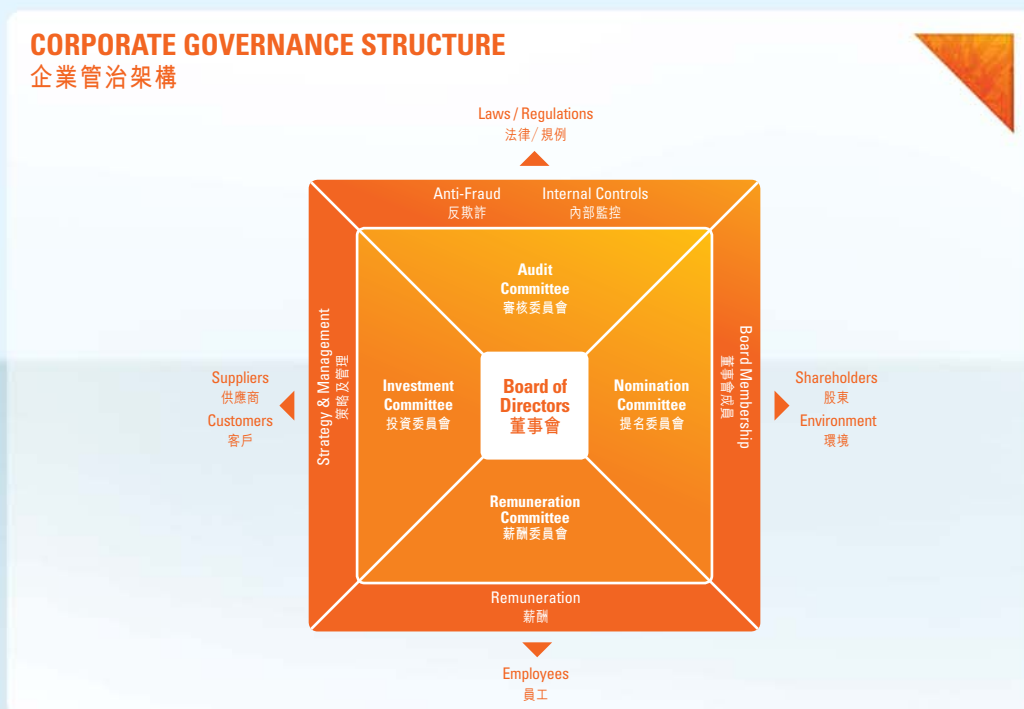
The Group acknowledges that good corporate governance is essential for creating and sustaining shareholder value, and is fundamental to the success of its business operation. As Chairman of the Board, I and other Non-executive Directors are responsible for monitoring the performance, execution of the Group's business strategies and implementation of effective corporate governance practices, while the Managing Director of the Group and other senior executives are responsible for day-to-day business operations.

2012年，全球半導體及電子行業面對挑戰重重的宏觀經濟狀況，作為行業供應鏈的重要一員，晶門科技無懼動盪，表現頑強並錄得增長。集團的產品付運量及營業額年內持續上揚，為進一步增長奠定了穩固的基礎。

將資源集中於幾項前景亮麗的業務上是本集團的發展策略，此策略已漸見成效。更重要的是，我們進一步強化技術、客戶服務及市場覆蓋三方面的基礎，讓我們準備就緒，奮力向前，推行增長策略，把握2013年及未來的市場機會。

### 企業管治

本集團確信良好企業管治對創造及維持股東價值至關重要，同時是業務營運的成功關鍵。身為董事會主席，本人及其他非執行董事負責監察本集團的業務表現及策略的執行，以及採取有效的企業管治措施，而集團董事總經理及其他高級行政人員則負責本集團的日常業務營運。



## CHAIRMAN'S STATEMENT (continued)

### 主席報告(續)

As at 31 December 2012, the Board comprised ten directors, of whom two are Executive Directors, four are Non-executive Directors and four are Independent Non-executive Directors.

Under the Board, there are four committees – the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment Committee. Led by different members of the Board, each committee is dedicated to achieving and maintaining high corporate governance standards, which are critical to ensuring the integrity of the Company's operations and maintaining the trust of investors in the Company.

In October 2011, the Stock Exchange published its Consultation Conclusions on review of the Corporate Governance Code and associated Listing Rules, introducing new and revised Principles, Code Provisions and Recommended Best Practices and the disclosure requirements for the Corporate Governance Report which have come into effect in 2012. During the year ended 31 December 2012, the Company has complied with most of the provisions and, where appropriate, the recommended best practices of the Code on Corporate Governance Practices during the period from 1 January 2012 to 31 March 2012, and the Corporate Governance Code during the period from 1 April 2012 to 31 December 2012 as set out in Appendix 14 to the Listing Rules. The "Corporate Governance Report" in this Annual Report provides greater detail on the subject.

### Corporate Social Responsibility

Solomon Systech has always been a responsible corporate citizen. The Group cares about its employees, the environment as well as the communities where it operates. We believe that good corporate citizenship reflects positively on our brand and values.

The Group has strived to cultivate a safe and quality work environment and provide well-rounded training that enables employees to thrive both on and off the job. The Group has also been actively supporting and promoting the green movement within the Company and the community at large. The Group's IC products and solutions, which help reduce power consumption of electronic products, comply with stringent environmental requirements. These environmental friendly products and solutions are testimony to the Group's commitment to protecting the environment.

During the year, the Group and its staff supported various charitable events and contributed to the development of the industry as well as the community as a whole. In recognition of the Group's active and continuous involvement in social and community-related activities, we have been conferred the "Caring Company" logo by the Hong Kong Council of Social Service for the eighth consecutive year. More information about the Group's corporate social responsibility activities can be found in the "Corporate Social Responsibility" section of this Annual Report.

於2012年12月31日，董事會由十名董事組成，其中兩位為執行董事、四位為非執行董事及四位為獨立非執行董事。

董事會之下設有四個委員會，包括審核委員會、薪酬委員會、提名委員會及投資委員會。各委員會均由不同董事會成員帶領，致力使本集團達致及維持高度企業管治水平，此舉對維持集團在業務方面的誠信及贏取投資者對公司的信任至為重要。

於2011年10月，聯交所刊發有關檢討企業管治守則及相關上市規則的諮詢總結，推出於2012年生效的新及修訂原則、守則條文及建議的最佳常規和於企業管治報告的披露要求。於截至2012年12月31日止年度，本公司已經符合大部份載於上市規則附錄14所載的企業管治常規守則（於2012年1月1日至2012年3月31日期間）及企業管治守則（於2012年4月1日至2012年12月31日期間）中的常規守則及適用的建議最佳常規。本年報的「企業管治報告」刊載有關詳情。

### 企業社會責任

作為負責任的企業公民，本集團一直關心員工，並致力保護經營地區的環境及社會。我們相信，履行良好企業公民責任能正面反映集團的品牌與價值。

本集團一直致力構建安全及優質的工作環境，為員工提供全面培訓，讓他們於工作及工餘時均有良好發展。本集團亦鼎力支持及積極推廣於公司及社區內進行的環保活動，旗下IC產品及解決方案有助降低電子產品的用電量，更符合嚴格的環保規定。此等環保產品及解決方案彰顯本集團銳意保護環境的承諾。

年內，本集團及員工一同支持多項公益活動，並為行業及社會整體發展作出貢獻。本集團連續第八年獲香港社會服務聯會頒發「商界展關懷」標誌，表揚集團積極及持續參與社會及社區相關的公益活動。本集團的企業社會責任活動詳情載於本年報「企業社會責任」一節。

## Shareholder Value

The Group managed to achieve sales growth of over 26% year-on-year to US\$65.1 million. The results of the Group's core businesses (including finance income from treasury function) for the year ended 31 December 2012 amounted to US\$5.9 million, a significant improvement from the loss of US\$15.6 million in 2011. Nonetheless, the Group still recorded a net loss of US\$1.4 million having shared the results of associated companies. As a result, the Board resolved not to recommend any final dividend for the year ended 31 December, 2012.

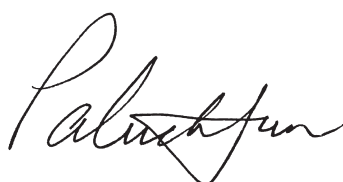
The Group will continue to periodically review our development plans and cash position to ensure an optimum capital structure for maintaining a good balance between the interests of shareholders and the Group's business needs.

## Prospects

We exited 2012 with growth momentum behind us. Moreover, the semiconductor industry is expected to rebound and grow steadily in 2013. This growth is likely to be led by smart wireless applications – exactly the business areas where we have focused on during 2012. These target smart applications, in particular smartphones, tablets, ESLs and LED lighting, are all forecast to exhibit strong double-digit growth and have great development potential.

There are, however, still uncertainties on several fronts, including the pace of the US economic recovery, the euro zone crisis and the high unemployment rate in many developed economies, which will continue to pose risks to the global economy and our industry as a whole. We shall remain cautiously optimistic as we venture into 2013.

On behalf of the Board, I wish to express my sincere gratitude to the Group's valued shareholders, customers, suppliers and business associates for their trust and unwavering support. Appreciation must also be extended to the management and staff for their dedication and hard work in pursuing the initiatives that underlie the progress made last year.



**SUN, Patrick** 辛定華

Chairman 主席

Hong Kong, 20 March 2013

香港，2013年3月20日

## 股東價值

本集團於2012年錄得銷售額65.1百萬美元，按年增長逾26%。本集團的核心業務業績（包括從財政庫務中錄得之投資收入）為5.9百萬美元，較2011年虧損15.6百萬美元大幅改善，惟計入應佔聯營公司盈虧後本集團仍錄得虧損淨額1.4百萬美元，故此董事會決議不建議宣派截至2012年12月31日止年度的末期股息。

本集團將繼續定期檢討其發展計劃及現金水平，以維持最佳的資本架構，確保於股東利益及業務需要之間達致良好平衡。

## 前景

本集團於2012年展現增長勢頭，預期半導體行業將於2013年回暖，並穩定增長。增長預計由智能無線應用所帶動，而這正是本集團於2012年所專注的業務範疇。此等智能應用，包括智能手機、平板電腦、電子貨架標籤及LED照明，預期均會取得強勁的雙位數增長，具有龐大發展潛力。

然而，多方面的不明朗因素，包括美國經濟復甦速度、歐元區危機及多個已發展經濟體系失業率高企等，仍持續對全球經濟及集團經營行業構成風險。因此，本集團對2013年的前景維持審慎樂觀態度。

我謹代表董事會感謝本集團股東、客戶、供應商及業務伙伴的信任及支持，並感謝管理層及員工的貢獻及努力，推行各項策略讓本集團業務於去年取得良好進展。

## MANAGING DIRECTOR'S REVIEW

### 董事總經理回顧



In 2012, we have further strengthened our base for future growth. In 2013, we shall continue to forge ahead with our growth strategy of focusing on solutions and technologies that target smart applications.

於2012年，我們為促進未來增長進一步鞏固基礎。2013年，我們將繼續奮力向前，推行專注於智能應用解決方案及技術的增長策略。

**LEUNG Kwong Wai**  
*Managing Director*

梁廣偉  
董事總經理

## Forging Ahead with Growth Strategy

In 2012, the Group managed to achieve growth despite challenging market conditions.

The volatile global macroeconomic environment in 2012 greatly undermined consumer confidence and dampened consumer demand. Against this adverse environment, the Group forged ahead with its strategy of intensifying focus on the higher growth, higher value-added smart applications market. Owing to the concerted efforts of our dedicated staff, in 2012, the Group managed to achieve a solid growth in total sales, reaching over US\$65 million, or a year-on-year increase of over 26%. Total unit shipments were 102 million units, representing a year-on-year increase of 3%.

Consistent with the Group's growth strategy, its foundation and core competencies were further strengthened during the year. We have realigned internal resources to reinforce sales and marketing operations, in order to further enhance market outreach, improve field application engineering services and technical support for customers, and most importantly, strengthen technology and R&D development of focused applications. We have introduced a series of innovative solutions to extend our product portfolio and boost growth going forward.

In 2012, we have further strengthened our base for future growth. In 2013, we shall continue to forge ahead with our growth strategy of focusing on solutions and technologies that target smart applications. These applications, including smartphones, tablets, electronic shelf labels and LED lighting, are the bright spots in the market.

## Bright Spots for Growth Smartphones & Tablets

The majority of the application markets for semiconductors have deteriorated in 2012, with the exception of the wireless segment, which has enjoyed healthy growth mainly driven by the surge in popularity of smartphones and tablets. In 2013, smartphones and tablets are expected to continue to be the key growth drivers of the consumer electronics market. Global smartphone shipments are predicted to reach around 860 million units in 2013, and grow at a CAGR of 17% from 2012 to 2015. For tablets, global unit shipments are expected to exceed 240 million units in 2013, and grow at a CAGR of around 34% from 2012 to 2015. Given these growth trends, and more major smartphone manufacturers are releasing flagship smartphones with HD/FHD resolution, we are expecting strong demand for HD/FHD drivers, multi-touch controllers, high speed display interface controllers and graphic controllers.

## 推行增長策略 銳意求進

於2012年，本集團在充滿挑戰的市況下仍能達致增長。

2012年全球宏觀經濟環境波動，大大打擊消費信心及需求。面對不利市況，本集團積極推行專注於高增長及高增值智能應用市場的策略。憑藉全體員工的共同努力，本集團於2012年的總銷售額取得穩健增長，超過65百萬美元，按年增長逾26%。總付運量102百萬件，按年上升3%。

為配合增長策略，本集團於年內進一步強化基礎及核心競爭力：重新調配資源，加強市場推廣及營銷能力，以進一步擴大市場覆蓋；提升對客戶的產品應用工程服務及技術支援；更加強對目標應用範疇的技術及研發工作。本集團亦推出一系列創新解決方案，以擴闊產品組合及推動未來增長。

於2012年，我們為促進未來增長而進一步鞏固基礎。2013年，我們將繼續奮力向前，推行專注於智能應用解決方案及技術的增長策略。此等應用包括智能手機、平板電腦、電子貨架標籤及LED照明，均屬市場亮點。

## 增長亮點

### 智能手機及平板電腦

大部份半導體應用市場均於2012年呈現衰退，唯獨無線產品例外，其穩健增長主要源自智能手機及平板電腦的加速普及。於2013年，智能手機及平板電腦預期將繼續成為消費電子產品的主要增長動力。全球智能手機付運量預期將於2013年達到約860百萬件，於2012至2015年的複合年增長率為17%。平板電腦方面，2013年的全球付運量預期將超過240百萬件，於2012至2015年的複合年增長率約為34%。有見此等增長趨勢，加上越來越多主要智能手機製造商推出高清/全高清解像度的旗艦智能手機，本集團預期市場對高清/全高清驅動器、多點觸控控制器、高速顯示器介面控制器及圖像控制器將有殷切需求。

## MANAGING DIRECTOR'S REVIEW (continued)

### 董事總經理回顧(續)

With our newly launched TFT LCD driver ICs for HD smartphones; proprietary MIPI-DSI bridge chip series tailored for FHD displays; innovative capacitive multi-touch controller ICs for high-end smartphones and tablets; and graphic display controller ICs and other new technologies and products in the pipeline, I am confident about the Group's ability to capture various opportunities on the horizon.

#### ESLs

Electronic shelf label is one of the key applications for e-paper technology. The bistability of e-paper enables real-time wireless updating of shelf labels, eliminating manual operations that are highly labor-intensive. Using ESLs also boosts store employee productivity and most importantly, avoids price discrepancies and provides more product information to enhance customer satisfaction.

E-paper and flexible displays are taking off. The total e-paper display market is forecast to grow at a CAGR of 41% for revenue and 64% for unit shipments from 2009 to 2018. The Group's e-paper business has enjoyed satisfactory growth in 2012, and so have our key customers who are world-leading ESL suppliers. We therefore expect our e-paper business to sustain growth momentum.

#### LED Lighting

The LED lighting market is being driven by improving technology and legislation that will gradually phase out incandescent lighting and other inefficient lighting technologies. Declining LED prices will also drive demand for, and penetration of, LED across multiple lighting applications. The global LED lighting penetration rate is forecast to increase from below 10% in 2012 to over 25% in 2015, with the total addressable market surging at a CAGR of around 55% from 2012 to 2015. In view of such developments, we will continue to strengthen our LED lighting module solutions portfolio, and also extend our market penetration and customer base to drive growth.

### Enhancing Core Competencies

To ensure the effective implementation of our growth strategies, the Group executed strategic steps in 2012 to reinforce our foundation and enhance core competencies.

#### Organizational Restructuring

Further to an internal resources realignment exercise in Q4 of 2011, the Group reorganized and restructured the operation of its core business units. Each business unit has been assigned distinctive areas of focus to further enhance organizational efficiency and improve services and to support two major groups of target customers – module customers (LCM) and system customers (independent design houses (IDH) and set maker customers). The said efforts underscore our commitment to better serve LCM customers so that they earn design-wins and production orders from LCD module customers, and with respect to our IDHs, ensure that the Group's products are successfully designed into end products.

隨著本集團推出適用於高清智能手機的TFT LCD驅動器集成電路晶片、適用於全高清顯示的嶄新MIPI-DSI橋接晶片、適用於高端智能手機及平板電腦的創新電容式多點觸控控制器集成電路晶片、圖像顯示控制器集成電路晶片，以及將逐步推出的其他嶄新技術及產品，我對本集團把握市場各項商機充滿信心。

#### 電子貨架標籤

電子貨架標籤是電子紙技術的其中一項主要應用。電子紙的雙穩態性能實現貨架標籤的即時無線更新，取代需要大量人力的人手操作程序。使用電子貨架標籤亦有助提升店舖員工的生產力，更重要的是能避免價格差異，並提供更多產品資訊以提高客戶滿意度。

電子紙及靈活顯示正蓬勃發展，預計於2009至2018年間，整體電子紙顯示市場收益的複合年增長率將達41%，而付運量將達64%。於2012年，本集團的電子紙業務錄得穩健增長，而集團的主要客戶——領導全球的電子貨架標籤供應商亦同樣錄得理想增長。因此，本集團預期電子紙業務將維持增長勢頭。

#### LED 照明

隨著技術提升及法例的改善，白熱燈及其他低效能照明技術將逐漸被淘汰，這正推動了LED照明市場的增長。LED價格下跌亦將推動LED的需求及滲透，於云云照明應用中脫穎而出。全球LED照明的滲透率預期將由2012年的不足10%上升至2015年的25%以上，可獲取市場規模於2012至2015年的複合年增長率將約為55%。在此等蓬勃發展下，本集團將繼續加強LED照明模組解決方案組合，同時擴大市場滲透及客戶基礎，以推動增長。

#### 加強核心競爭力

為確保能有效推行增長策略，本集團於2012年作出多項策略性部署，以加強基礎及核心競爭力。

#### 架構重組

繼於2011年第四季重新調配內部資源後，本集團亦重組核心業務單位的業務運作，讓各業務單位專注於特定業務，以進一步提升架構效率，並改善對兩類主要目標客戶類別提供的服務和支援，他們包括了模組客戶(LCM)及系統客戶(獨立設計公司及製造商客戶)。上述策略履行了本集團更有效服務LCM客戶的承諾，讓他們贏得來自LCD模組客戶的產品設計項目，並取得生產訂單。至於獨立設計公司方面，上述策略可確保本集團的產品能成功設計入終端產品內。

BUSINESS UNIT 業務單位	KEY PRODUCT 主要產品	CUSTOMER FOCUS 專注客戶群
<b>Advanced Display</b> 先進顯示	<ul style="list-style-type: none"> <li>Bistable Display Driver ICs 雙穩態顯示驅動器集成電路晶片</li> <li>PMOLED Display Driver ICs PMOLED顯示驅動器集成電路晶片</li> <li>AMOLED Display Driver ICs AMOLED顯示驅動器集成電路晶片</li> </ul>	<ul style="list-style-type: none"> <li>Module Makers of e-paper, OLED and AMOLED 電子紙、OLED及AMOLED模組製造商</li> </ul>
<b>Mobile Display</b> 移動顯示	<ul style="list-style-type: none"> <li>TFT LCD Driver ICs TFT LCD驅動器集成電路晶片</li> <li>STN LCD Driver ICs STN LCD驅動器集成電路晶片</li> </ul>	<ul style="list-style-type: none"> <li>Module Makers of TFT LCD and STN LCD TFT LCD及STN LCD模組製造商</li> </ul>
<b>Large Display</b> 大型顯示	<ul style="list-style-type: none"> <li>LTFT Source &amp; Gate Driver ICs LTFT源及柵驅動器集成電路晶片</li> </ul>	<ul style="list-style-type: none"> <li>Module Makers of Large LCD Display LCD大型顯示模組製造商</li> </ul>
<b>Mobile System</b> 移動系統	<ul style="list-style-type: none"> <li>Application Processors 應用處理器</li> <li>Capacitive Touch Panel Controller ICs 電容式觸摸屏控制器集成電路晶片</li> <li>MIPI Display Interface Controller ICs MIPI顯示器介面控制器集成電路晶片</li> <li>Graphic Display Controller ICs 圖像顯示控制器集成電路晶片</li> </ul>	<ul style="list-style-type: none"> <li>System Customers for applications covering smartphones, tablets, projectors, personal navigation devices, 3D displays, IP cameras, eBooks, digital photo frames, etc. 智能手機、平板電腦、投影機、個人導航裝置、3D立體顯示、網絡攝影機、電子書、數碼相架等應用範疇的系統客戶</li> </ul>
<b>Green Power</b> 環保能源	<ul style="list-style-type: none"> <li>LED Driver ICs LED驅動器集成電路晶片</li> <li>LED Power Module Solutions LED電源模組解決方案</li> </ul>	<ul style="list-style-type: none"> <li>LED Lighting Makers LED照明製造商</li> </ul>

### Enhancing Sales Support & Market Outreach

In line with the restructuring of the business units, the Group has also realigned its regional sales operations and FAEs to better collaborate with the business units in order to enhance customer outreach and engagement, as well as to further improve field application engineering services and technical support provided to customers. In addition, the Group has set up "Mobile System Solution Centre" to provide additional customer services and technical support to capture the high-growth smartphone and tablet applications markets, particularly China.

### Strengthening New Technology Development & New Product Introduction

In line with the resources realignment exercise conducted in Q4 of 2011, the Group has further optimized its resources for design engineering as well as streamlined operations. This has enabled us to raise the quality and speed by which innovative products and technologies are developed and introduced.

### 加強銷售支援及市場覆蓋

為配合業務單元重組的策略，本集團重新調配區域銷售業務及應用工程人員，以加強與業務單位的合作，擴大客戶覆蓋及加強聯繫，並進一步改善應用工程服務及向客戶提供的技術支援。此外，本集團亦成立「移動系統解決方案中心」，提供額外客戶服務及技術支援，以把握高增長的智能手機及平板電腦應用市場，尤其是中國市場。

### 促進新技術發展及新產品開發

為配合2011年第四季重新調配資源的策略，本集團進一步優化設計工程的資源及精簡業務運作，提升我們發展及引入創新產品及技術的質素及速度。

## MANAGING DIRECTOR'S REVIEW (continued)

### 董事總經理回顧(續)

During the year, the Group introduced innovative products, including TFT LCD driver ICs for HD smartphones; MIPI DSI bridge chips for FHD displays; capacitive touch panel controller ICs to meet the diverse needs of the market; customized AMOLED and PMOLED display driver ICs; high power smart LED modules and a new Android integrated software solution. The Group has also made steady progress in the development of advanced products, including touch panel IP, metal oxide TFT display driver IC, touch lighting IC, OLED lighting driver IC and AMOLED display driver IC for smartphone applications.

#### Prudent Strategic Management

Understanding that new technology development has a relatively high degree of uncertainty and risk, the Group has always adopted a prudent risk management approach. Given uncertainties of timing for the Group's associated company, C2, to achieve business turnaround, and that C2 had been missing its operations and financial performance goals, the Group has made a prudent decision to make a provision to fully impair the net carrying amount of its original investment in C2 brought forward from 31 December 2011.

While the Group will not refrain from exploring good investment opportunities to accelerate business development, it will employ a more comprehensive approach to try to balance against technology and business risks during evaluation of such investment opportunities.

The Group has adopted a prudent working capital management strategy and has always been in a cash-rich position. During the year, the Group set aside a total of US\$40 million in stages to be placed with two professional investment banks in order to invest in quality fixed income financial products, such as marketable investment grade bonds and bond funds, thereby aiming to enhance the yield of the cash on hand.

#### China as a Key Market

China is one of the most important markets to the global semiconductor and electronics industry. The Chinese government's domestic pro-growth policies in 2012 further spurred retail sales, including consumer electronics. Researchers named China as the fastest growing smartphone market, estimating that it will surpass US in 2013 to become the biggest smartphone market in the world. Already, as of 2012, China has become the second largest market for tablet shipments. China's LED indoor lighting market is expanding rapidly as well, and is expected to enjoy a year-on-year growth rate of over 40% in 2013.

年內，本集團開發的創新產品包括：適用於高清智能手機的TFT LCD驅動器集成電路晶片、適用於全高清顯示的MIPI DSI橋接晶片及電容式觸摸屏控制器集成電路晶片，以滿足市場多元化的需求；並有訂制的AMOLED及PMOLED驅動器集成電路晶片、高功率智能LED模組及全新Android整合軟件解決方案。此外，本集團於發展先進產品方面亦取得穩定進展，包括適用於智能手機應用的觸摸屏IP、金屬氧化物TFT顯示驅動器集成電路晶片、觸控照明集成電路晶片、OLED照明驅動器集成電路晶片及AMOLED顯示驅動器集成電路晶片。

#### 審慎策略管理

鑒於發展新科技具較高不穩定性和風險，本集團一直推行審慎風險管理。因本集團的聯營公司C2令業務復甦的時間並不明朗，加上C2未達致其營運及財務目標，本集團遂作出審慎決定，對C2的原來投資承前於2011年12月31日之帳面淨值作全數撥備為投資虧損。

本集團不排除尋找理想的投資機會以加速業務發展，但在評估有關投資機會時將採取更全面的方案以盡量抵消科技及商業風險。

本集團一直推行審慎管理營運資金的策略，並經常持有充裕的現金。年內，本集團分階段預留40百萬美元存於兩家專業投資銀行，用於投資優質固定收益金融產品如可買賣的投資等級債券及債券基金，以增加庫存現金的回報率。

#### 中國作為主要市場

中國對全球半導體及電子行業而言是其中一個最重要的市場。中國政府於2012年推出促進國內增長的政策，進一步推動包括消費電子產品等零售銷售。研究人員視中國為增長最迅速的智能手機市場，預計將於2013年超越美國，成為全球最大智能手機市場。按平板電腦付運量計算，中國於2012年已成為全球第二大市場。中國的LED室內照明市場亦正迅速擴展，預期於2013年將按年增長逾40%。



With regards to China's IC market, it is forecast to experience a CAGR of 13% from 2012 to 2017, 5 percentage points higher than the 8% CAGR forecast for the total IC market during the same period. Equally impressive, sales are expected to top US\$100 billion for the first time in 2014, and approach US\$150 billion in 2017. Correspondingly, the local market is projected to represent 38% of the worldwide IC market by 2017.

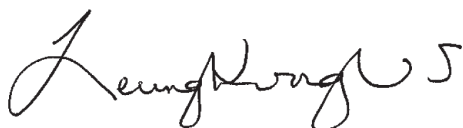
All in all, China presents immense opportunities for our target product display applications. During the year, we have further strengthened our sales and marketing efforts by leveraging our established offices and sales network in China, with the goal of tapping further into this rapidly growing market.

### Looking Ahead

I would like to thank our employees for their hard work and dedication, which has led to progress made by the Group on several key business fronts during the past year. I would also like to extend my gratitude to members of the Board for their support and guidance.

Our strategic focus for 2013 will be to: (1) continue generating higher revenue and boosting growth in the focused display applications; (2) bolster the product introduction process to achieve more design wins and enhance productivity; and (3) improve field support offered to module customers and system customers leading to greater market outreach.

Given that the Group's foundation has been strengthened, our focused business areas have demonstrated sustained growth with market conditions continue to improve, I am convinced that still greater progress can be realized. We will therefore continue to forge ahead, leveraging our proven strategies to achieve growth.



**LEUNG Kwong Wai 梁廣偉**  
*Managing Director 董事總經理*

Hong Kong, 20 March 2013  
香港 · 2013年3月20日

中國的集成電路晶片市場於2012至2107年的複合年增長率預期將達13%，較同期總集成電路晶片市場的預測複合年增長率8%，高出5個百分點。預期銷售亦將於2014年首次達到1,000億美元，並於2017年達到1,500億美元，屆時中國市場預料將佔全球集成電路晶片市場的38%。

總括而言，中國為本集團專注的產品顯示應用帶來龐大商機。年內，本集團透過已於中國建立的辦事處及銷售網絡，進一步加強市場推廣及營銷能力，以進軍此快速增長的市場。

### 展望

我謹此感謝各員工的努力及貢獻，讓本集團於去年在多個主要業務範疇均取得良好進展。我亦謹此感謝董事會成員的支持與指導。

本集團於2013年的策略重點為：(1) 繼續爭取更高收益及推動專注的顯示應用的增長；(2) 加快產品開發的程序，以贏得更多產品設計項目及提升生產力；及(3) 加強對模組客戶及系統客戶的技術支援，以擴大市場覆蓋。

隨著本集團建立更穩固的基礎、所專注的業務範疇取得持續增長以及市況持續改善，我深信本集團將於未來取得更大進展。憑藉行之有效的策略，我們將繼續奮力向前，達致更高增長。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### 財務回顧

#### Overview

For the year ended 31 December 2012, the Group's sales were US\$65.1 million (2011: US\$51.6 million), increased by over 26%. The book-to-bill ratio was maintained at about 1.07 (2011: 0.97).

#### Sales and Gross Profit

The Group recorded a 22% increase in the blended ASP of its products and a moderate increase of 3% in shipment quantity over 2011. The increase in blended ASP was mainly attributed to a change of product mix which included more new products targeting high-end, high-growth applications.

Gross profit of the Group was US\$25.1 million (2011: US\$15.8 million), up by 60% year-on-year as a result of significant improvement of gross margin by close to 8 percentage points to 38.6% for the year from 30.5% in 2011. The increase was mainly attributed to a higher percentage of products with higher margin contributions, and also US\$1.5 million provision reversed from the provision for slow moving inventory made in prior years (2011: US\$2.9 million provision was made). The Group has redoubled its efforts to improve its manufacturing productivity through product yield improvement and full utilization of its own manufacturing assets.

#### Costs and Expenses

The Group has remained vigilant in controlling its expenses. The Group's total expenses, including R&D costs, S&D expenses and administrative expenses, were US\$25.6 million, down by US\$4.3 million, representing a decrease of 15%.

The Group continued to invest in R&D and business development, and remained selective in its R&D spending. Its R&D costs were US\$14.2 million, down 18% year-on-year.

S&D expenses were lowered by 13% from US\$3.6 million in 2011 to US\$3.1 million in 2012. S&D expenses to sales ratio was 4.8% (2011: 6.9%).

Administrative expenses were US\$8.3 million, decreased by US\$0.8 million compared with US\$9.1 million in 2011. The change was mainly related to the Group's one-time spending on the realignment of resources in late 2011 and the consequent savings from staff and facilities costs in 2012.

#### Other Income and Finance Income – Net

In August 2012, SSL disposed of its wholly-owned subsidiary SSBJ, at a consideration of CNY41.5 million (equivalent to approximately US\$6.6 million) and a gain on disposal amounted to US\$0.5 million was recorded as other income under the consolidated income statement.

During 2012, the Group recorded an interest income of US\$1.8 million (2011: US\$1.1 million) as well as dividends and other income of US\$0.4 million from FVTPL, totaling US\$2.2 million (2011: US\$1.5 million). In addition, a net unrealized gain of US\$3.8 million (2011 loss: US\$3.2 million) was recorded from the investment in the FVTPL portfolio pursuant to mark-to-market price as at 31 December 2012.

#### 概覽

截至2012年12月31日止，本集團的銷售額為65.1百萬美元（2011：51.6百萬美元），較去年上升逾26%。訂單出貨比率維持約1.07（2011：0.97）。

#### 銷售額及毛利

本集團錄得產品混合平均售價較2011年上升22%而付運量則微升3%，產品混合平均售價上升主要由於產品組合改變，包含了更多專注於高端、高增長應用的新產品所致。

本集團毛利達25.1百萬美元（2011：15.8百萬美元），較去年上升60%，這是由於毛利率由2011年的30.5%大幅上升約8個百分點至本年之38.6%所致。這主要由於毛利率較高的產品比例提升，加上於年前撥備的呆滯存貨回撥1.5百萬美元（2011：2.9百萬美元撥備）。本集團一直加倍努力透過改善產品良率和盡用自有之生產設備，以提高集團的生產力。

#### 成本及開支

本集團繼續審慎控制開支。本集團的總開支（包括研發成本、銷售及分銷開支加上行政開支）減少4.3百萬美元至25.6百萬美元，下降15%。

本集團繼續投放資金於研發及業務發展，並在選擇研發重點時保持審慎。研發成本為14.2百萬美元，較去年同期減少18%。

銷售及分銷開支由2011年的3.6百萬美元減少13%至2012年的3.1百萬美元。銷售及分銷開支與銷售額比率為4.8%（2011：6.9%）。

行政開支為8.3百萬美元，對比2011年9.1百萬美元減少0.8百萬美元。變動源於本集團於2011年年底重整資源的一次性開銷及其後於2012年在員工和設施開支方面相應的節省。

#### 其他收入及投資收入 — 淨額

於2012年8月，晶門香港出售其全資附屬公司晶門北京，代價為41.5百萬元人民幣（相當於約6.6百萬美元）並於綜合損益表其他收入中錄入0.5百萬美元收益。

於2012年內，本集團確認利息收入1.8百萬美元（2011：1.1百萬美元）及股息和其他來自FVTPL的收益0.4百萬美元合共2.2百萬美元（2011：1.5百萬美元）。另外，FVTPL投資組合按2012年12月31日市價作基準估值錄得未變現淨收益為3.8百萬美元（2011虧損：3.2百萬美元）。

## Net Profit and Loss

The Group managed to attain a profit of US\$5.9 million (2011 loss: US\$15.6 million) for the year ended 31 December 2012 from core businesses (including finance income from treasury function) before the results of associated companies. Having taken into account the US\$7.3 million (2011: US\$2.0 million) loss from the results of associated companies, the Group recorded a net loss attributable to the Company's equity holders of US\$1.4 million (2011: US\$17.6 million).

The Board of the Company resolved not to propose any final dividend for the year ended 31 December 2012.

## Liquidity and Financial Resources

Total cash and cash equivalents and bank deposits of the Group (including other financial assets) amounted to US\$38.4 million as at 31 December 2012 (2011: US\$72.1 million). The change in cash position was mainly a result of engaging bankers to help enhancing the yield of cash on hand through investment in marketable fixed income type of financial assets. A corresponding increase of FVTPL by approximately US\$43 million should be noted. Net cash generated from operating activities during the year was US\$2.8 million (2011: net cash used in operating activities of US\$5.3 million). The change was mainly a result of a significant reduction of loss from operating activities.

Regarding the use of cash reserves, the Group will continue to allocate funds for product development, securing production capacity, strengthening its infrastructure in mainland China to broaden its customer base and capture market and sales opportunities, entering into strategic corporate ventures in a cautious manner and meeting general corporate operational requirements purposes. As at 31 December 2012, the Group had no major borrowing other than the US\$0.6 million mortgage loan for an office property in Hsinchu, Taiwan. The Group's cash balance was mainly invested in various deposits in banks.

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 year under review, the Group did not use any derivative instruments to hedge against foreign currency exposure in operation as the Directors considered this exposure to be insignificant.

## Capital Expenditure and Contingent Liabilities

In 2012, capital expenditure of the Group was US\$0.2 million.

As at 31 December 2012, no material capital expenditure of the Group was approved but not contracted for nor contracted but not provided for.

Aside from the aforesaid, the Group had no other material capital commitment or contingent liability.

## 盈虧淨額

本集團截至2012年12月31日止年度未計算聯營公司業績之前，取得來自核心業務（包括從財政庫務中錄得之投資收入）的溢利達5.9百萬美元（2011虧損：15.6百萬美元）。計算聯營公司業績帶來的7.3百萬美元虧損（2011：2.0百萬美元），本集團錄得本公司權益持有人應佔虧損淨額為1.4百萬美元（2011：17.6百萬美元）。

本公司董事會決議不建議宣派截至2012年12月31日止年度之末期股息。

## 流動資金及財務資源

於2012年12月31日，本集團的現金及現金等價物及銀行存款（包括其他財務資產）總計為38.4百萬美元（2011：72.1百萬美元）。現金狀況有所改變的主要原因是為了提高現金的回報率而委託銀行家協助投資於可於市場中買賣之定期收益類的財務資產。FVTPL相應增加了約43百萬美元。年內經營活動產生的現金淨額為2.8百萬美元（2011經營活動使用的現金淨額：5.3百萬美元），變動主要由於經營虧損大幅下降之故。

有關現金儲備的使用，本集團將繼續投資於產品開發、提升生產力、加強中國內地的基建以擴闊客戶基礎及把握市場及銷售商機、謹慎地進行策略性企業投資及用作一般公司營運用途。於2012年12月31日，除了0.6百萬美元用作位於台灣新竹之辦公室物業按揭貸款外，本集團並無任何主要借貸。本集團之現金主要投資於銀行各類存款。

本集團的主要應收及應付款均以美元結算。本集團會密切監察外幣兌換率的變動，以確保能夠以有利的兌換率將美元兌換成其他貨幣，支付當地的營運開支。於回顧年內，由於董事會認為本集團的外匯風險不高，因此本集團並無運用任何衍生工具以對沖其營運方面的外匯風險。

## 資本開支及或然負債

於2012年，資本開支為0.2百萬美元。

於2012年12月31日，本集團並沒有重大的已獲批但未商定合約以及已商定合約但未撥備之資本開支。

除前述之外，本集團概無其他重大資本承擔或或然負債。

# 2012 NEW PRODUCTS AND DESIGN WINS

## 新產品及成功設計項目

### MOBILE DISPLAY 移動顯示

### ADVANCED DISPLAY 先進顯示

#### NEW PRODUCTS 新產品



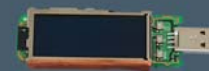
TFT LCD Driver IC  
TFT LCD驅動器  
集成電路晶片



High-speed MIPI Display  
Interface Controller IC  
高速MIPI顯示器  
介面控制器集成電路晶片



Bistable Display  
Driver IC  
雙穩態顯示驅動器  
集成電路晶片



PMOLED Display Driver IC  
PMOLED顯示驅動器集成電路晶片

#### DESIGN-WINS 成功設計項目



Smartphone  
智能手機

Tablet  
平板電腦



Electronic Shelf Label  
電子貨架標籤



Portable WiFi Router  
便攜式WiFi路由器



Health Care Product  
健康護理產品

**DISPLAY SYSTEM SOLUTION**  
顯示系統解決方案

**GREEN POWER**  
環保能源

**LARGE DISPLAY**  
大型顯示



Smart Display Product  
智能顯示產品

ProMedia Application  
Software Product  
ProMedia應用軟件產品



Constant-current Power Module  
恆流電源模組



Gate Driver IC  
柵驅動器集成電路晶片



Source Driver IC  
源驅動器集成電路晶片



Multimedia Education  
Projector  
多媒體教學投影機



Pocket Projector  
袋裝投影機



Sports Camera  
運動相機



Security System  
保安系統



Digital Wireless  
Recording System  
無線數碼錄像系統



LED Spotlight  
LED射燈



LED Tube Light  
LED管燈



LED Panel Light  
LED面板燈



Large LCD TV  
大屏幕LCD TV

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析 (續)

## BUSINESS PERFORMANCE & OUTLOOK (continued)

### 業務回顧及展望 (續)

#### Business Performance

In 2012, in order to more effectively implement its strategy of focusing on the smart applications market, the Group has shifted its product mix towards high-end, high-growth applications with higher average selling prices and values. Attributed to this shift in business focus, in 2012, the Group's sales totaled US\$65.1 million (2011: US\$51.6 million), an increase of over 26% year-on-year, while its total shipment reached more than 100 million units (2011: 99.4 million units), an increase of around 3% year-on-year despite the challenging market conditions. The increase in sales was mainly contributed by the higher-growth smart products. It is noteworthy that the unit shipments recorded a strong year-on-year growth particularly in Q4 2012. This, together with a book-to-bill-ratio of 1.07, has set the stage for further growth.

#### 業務回顧

為了更有效推行專注於智能產品應用的策略，本集團於2012年把旗下產品組合的重心轉移至平均售價及價值較高的高端及高增長應用。受惠於業務重心轉移，在市況充滿挑戰下，本集團於2012年的銷售額仍按年上升逾26%至65.1百萬美元（2011：51.6百萬美元），總付運量超過100百萬件（2011：99.4百萬件），按年上升約3%。銷售額增長主要受較高增長的智能產品所帶動。值得注意的是，2012年第四季付運量較去年同期大幅增長，加上訂單出貨比率為1.07，皆為未來增長奠定基礎。

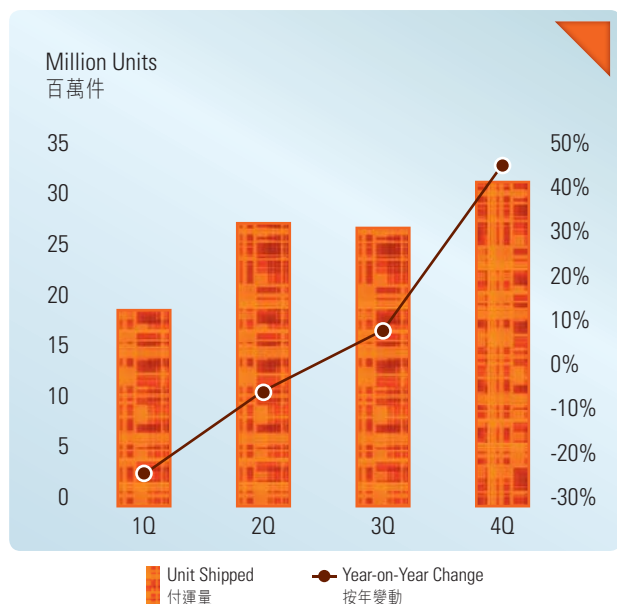
#### PRODUCT SHIPMENT (BY BUSINESS UNIT)

##### 產品付運量 (按業務單元)

Units Shipped (million)	付運量 (百萬件)	2012	2011	Change 變動
Mobile Display	移動顯示	24.9	32.7	-24%
Advanced Display	先進顯示	54.0	63.4	-15%
Large Display	大型顯示	16.2	—	—
Display System Solution	顯示系統解決方案	7.1	3.0	138%
Green Power	環保能源	0.5	0.3	75%
<b>Total</b>	<b>總數</b>	<b>102.7</b>	<b>99.4</b>	<b>3%</b>

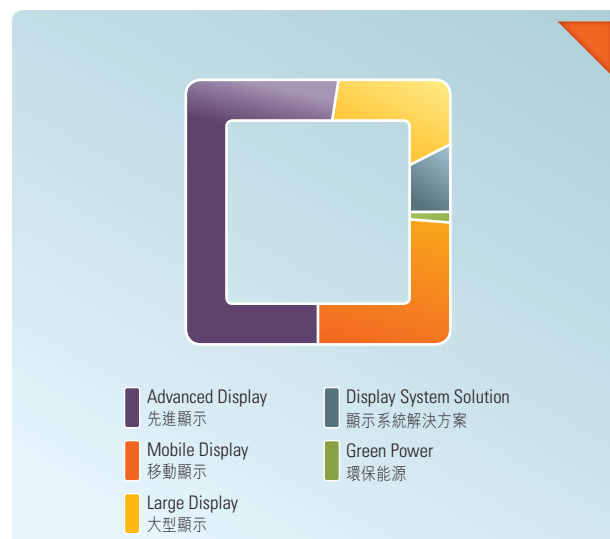
#### 2012 PRODUCT SHIPMENT (BY QUARTER)

##### 2012年產品付運量 (按季度)



#### 2012 PRODUCT SHIPMENT (BY BUSINESS UNIT)

##### 2012年產品付運量 (按業務單元)



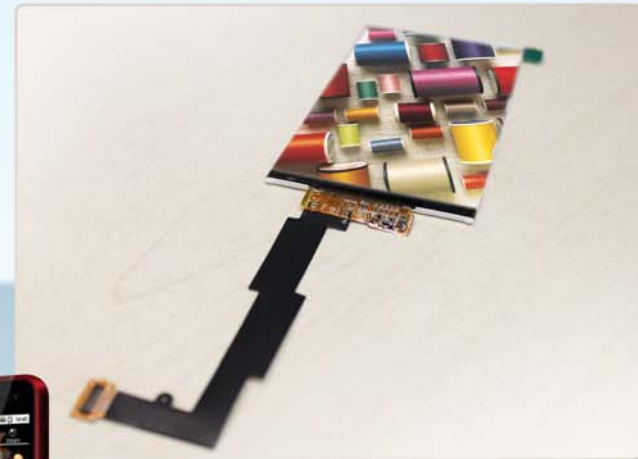
▶ *MIPI Display Interface Controller IC  
SSD2828 for FHD Display*  
用於全高清顯示的MIPI顯示器介面控制器  
集成電路晶片SSD2828



▶ *Android Tablet*  
Android平板電腦



▶ *Android Smartphone*  
Android智能手機



▶ *TFT LCD Driver IC SSD2075 for  
HD Smartphones*  
用於高清顯示智能手機的  
TFT LCD驅動器集成電路晶片SSD2075

## Mobile Display

The Mobile Display business, which includes LCD driver ICs, capacitive touch panel controller ICs and MIPI display interface controller ICs, has been shifting towards applications with higher resolution and higher average selling price, in particular smartphones and tablets.

The Group introduced a number of innovative solutions towards the end of the year, including TFT LCD driver ICs which enhance the display of HD smartphones, MIPI display interface controller ICs that support high-resolution, high-speed and low-power display of FHD smart devices, such as smartphones, tablets, Mobile Internet Devices, etc., as well as a variety of capacitive touch panel controller ICs targeting the diverse needs of the high-growth touchscreen applications, for example, solutions supporting FHD panels and Windows 8 applications. During the year, the Group also collaborated closely with world-leading LCD panel makers to develop driver controller ICs supporting in-cell touch panel technology and metal oxide TFT technology. The Group's new TFT LCD driver IC SSD2075 garnered EE Times' "China IC Design House Award – Hottest Controllers/ Driver ICs" in recognition of its excellent quality and performance.

Apart from successfully incorporating the Group's high speed display interface controller ICs into a number of the world's top-tier smartphone models launched into the market, the Group also secured design wins for its capacitive touch panel driver ICs for applications including smartphones and tablets.

The total unit shipment of Mobile Display products in 2012 decreased by approximately 24% to 24.9 million units (2011: 32.7 million units) owing to several factors: the decrease in shipment of driver ICs supporting lower resolution (QVGA) devices; the shortage of panels for tablets which hampered

## 移動顯示

移動顯示業務包括LCD驅動器集成電路晶片、電容式觸摸屏控制器集成電路晶片及MIPI顯示器介面控制器集成電路晶片，這項業務正逐步轉移至解像度及平均售價較高的應用產品，特別是智能手機及平板電腦。

本集團於本年底前推出多項創新解決方案，包括可加強高清智能手機顯示功能的TFT LCD驅動器集成電路晶片；支援高解像、高速及低功耗全高清智能產品的MIPI顯示器介面控制器，該晶片可支援包括智能手機、平板電腦及移動互聯網設備等全高清智能產品；以及多款符合高增長觸摸屏應用產品不同需要的電容式觸摸屏控制器集成電路晶片，例如支援全高清面板及Windows 8應用的解決方案。年內，本集團亦與全球領先的LCD屏製造商緊密合作，開發支援內嵌式觸摸屏技術及金屬氧化物 TFT 技術的驅動控制器集成電路晶片。本集團新的TFT LCD驅動器集成電路晶片SSD2075獲EE Times頒發「中國IC設計公司成就獎——熱門產品（控制/驅動IC）」，表揚該產品的卓越質素及表現。

除成功獲多個全球一級智能手機生產商採用本集團的高速顯示器介面控制器集成電路晶片外，本集團的電容式觸摸屏控制器集成電路晶片亦贏得智能手機及平板電腦等設計項目。

2012年移動顯示產品的總付運量減少約24%至24.9百萬件（2011：32.7百萬件），主要原因是：支援較低解像度（QVGA）裝置的驅動器集成電路晶片的付運量減少；本集團電容式觸摸屏控制器集成電路晶片在2012年上半年的銷售增長受到平板電

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

## BUSINESS PERFORMANCE & OUTLOOK (continued)

### 業務回顧及展望(續)



the growth of the Group's capacitive touch panel controller ICs in the first half of 2012; and that the new products focusing on higher-growth application markets were launched in the second half of the year and have not yet contributed significantly to total shipments.

The successful launch and penetration of the Group's Mobile Display products into the higher-end value-added applications in 2012 has put the Group in a better position to capture the growing high resolution smartphone and tablet applications market.

### Advanced Display

The Advanced Display business unit includes OLED Display and New Display product families which support OLED and e-paper display technologies, respectively. In 2012, the business unit focused more on New Display technology and higher-end OLED applications.

The Group's New Display business recorded a satisfactory growth of 66% year-on-year in 2012, as the Group successfully launched a series of new solutions custom made for a number of world-leading electronic shelf label makers who have enjoyed steady expansion of their business. The Group has strived to expand the market outreach of ESL, capitalizing on the growing popularity of this new display application especially in Europe.

The Group continues to be the leader in the PMOLED display driver IC market. During the year, it garnered design wins including higher-end applications such as smart healthcare devices, portable WiFi routers, smart watches, enterprise security devices, etc. It has also worked on design-in projects for set-top boxes and has successfully diversified and extended further the applications of PMOLED display driver ICs. For AMOLED display driver ICs, the Group has partnered with leading display panel makers in China to develop AMOLED display driver ICs for smartphone applications.

腦屏幕短缺所影響；而專注較高增長應用市場的新產品於本年度下半年推出，因此佔付運量的比重不大。

本集團的移動顯示產品於2012年成功推出並獲高端增值應用所採用，令本集團在不斷增長的高解像度智能手機及平板電腦應用市場中更具優勢。

### 先進顯示

先進顯示業務單元包括OLED顯示器及新型顯示器兩大產品類別，分別支援OLED及電子紙顯示技術。於2012年，此業務單元較專注於新型顯示技術及較高端的OLED應用。

2012年本集團成功推出一系列專為多個世界領先的電子貨架標籤製造商而訂制的嶄新解決方案，而這些製造商亦取得穩定的業務擴展，因此新型顯示業務按年增長達66%。隨著新型顯示應用於歐洲等地日趨普及，本集團致力把握機遇，拓展電子貨架標籤的市場覆蓋。

本集團繼續穩踞PMOLED顯示驅動器集成電路晶片市場的領導地位。年內，本集團贏得智能健康護理設備、便攜式WiFi路由器、智能手錶、企業安全系統等各項高端應用的設計項目，亦進行多個機頂盒的設計項目，成功令PMOLED顯示驅動器集成電路晶片的應用更多元化。至於AMOLED顯示驅動器集成電路晶片方面，本集團正與中國領先的顯示屏製造商合作，開發用於智能手機應用的AMOLED顯示驅動器集成電路晶片。





Due to the reduction in demand for mobile sub-displays and MP3 players using PMOLED display driver ICs, and the shift of business focus to higher-end OLED and New Display applications, the Advanced Display business unit shipped a total of around 54.0 million units in 2012, a decrease from 63.4 million units in 2011.

## Large Display

The Large Display business unit focuses on providing large panel TFT driver ICs to address large display applications.

With mass production started in March 2012 and the Group became a key driver IC supplier of Panda-LCD, a major manufacturer of LTFT-LCD panels and modules in China, the total IC shipments of the Large Display business unit for 2012 have already reached 16.2 million units. This rapid increase was mainly attributed to the strong business growth and product demand of Panda-LCD.

Not only has the Group become a reliable supplier of Panda-LCD and received sales revenues from this high volume customer, it has also enriched its customer portfolio and strengthened its business relationship with Panda-LCD, becoming a potential supplier for other products of Panda-LCD.

## Display System Solution

The Display System Solution business unit delivers total system solutions that provide high quality image processing functions, multimedia solutions and high-speed interfaces for mobile display devices.

In 2012, the unit shipments of the Display System Solution business unit surged 138% to approximately 7.1 million units (2011: 3.0 million units) year-on-year. This was mainly attributed to a strong growth in demand for the Group's graphic display controller ICs from 3D active shutter glasses and smartphones, as well as its multimedia processors from pico projectors, education projectors, IP cameras and Internet TV dongles.

由於市場對使用 PMOLED 顯示驅動器集成電路晶片的移動子顯示屏及 MP3 播放器的需求減少，加上本集團將業務重心轉移至較高端的 OLED 及新型顯示應用，先進顯示業務單元 2012 年之付運量約 54 百萬件，較 2011 年的 63.4 百萬件下降。

## 大型顯示

大型顯示業務單元主要提供大屏幕 TFT 驅動器集成電路晶片，以滿足市場對大型顯示應用的需求。

本集團自 2012 年 3 月開始進行批量生產，並成為中國一家主要 LTFT-LCD 面板及模組製造商熊貓液晶的主要驅動器集成電路晶片供應商。年內大型顯示業務單元的集成電路晶片付運量已達 16.2 百萬件。付運量急升主要由於業務增長強勁及熊貓液晶對產品的需求殷切。

本集團成為熊貓液晶的可靠供應商，不僅自此高訂貨量客戶取得銷售收益，同時擴大了本集團客戶群，亦加強了與熊貓液晶的業務關係，有機會成為熊貓液晶旗下其他產品的供應商。

## 顯示系統解決方案

顯示系統解決方案業務單元為移動顯示設備提供具有高質量影像處理功能、多媒體解決方案及高速介面的全面系統解決方案。

顯示系統解決方案業務單元於 2012 年的付運量按年飆升 138% 至約 7.1 百萬件 (2011: 3 百萬件)，主要受惠於市場對集團應用於 3D 主動快門式眼鏡及智能手機的圖像顯示控制器集成電路晶片的需求強勁；對於微型投影機、教學投影機、網絡攝影機及網絡電視接收器的多媒體處理器需求亦十分殷切。

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

## BUSINESS PERFORMANCE & OUTLOOK (continued)

### 業務回顧及展望(續)



The Group captured additional design wins in pico projectors and multimedia education projectors from the world's top projector makers. Apart from projectors, the Group also scored design wins in a number of smartphones, HD sports cameras, security systems and digital wireless recording systems.

The excellent performance and market potential of the Group's system solutions is validated by the awards conferred. During the year, the world's first 3D dual-LCoS mini projector that the Group jointly developed with The Hong Kong Applied Science and Technology Research Institute won "The Best Lifestyle (Green, Healthy and Creative Living) Gold Award" at the Hong Kong ICT Awards. The Group's multimedia processor SSD1938 is incorporated within this innovative projector. In addition, the SSD1938 has garnered CSIP's "China Chip Award - Best Market Potential" during the year.

During the year, the Group launched an integrated software solution, ProMedia, which comprises a set of easy-to-use user-interface applications that should boost the growth of its smart display products.

The increase in sales contribution from the Display System Solution business over the past few years proves that the Group's strategy of transforming the business from an IC component company into a system solution provider has started to bear fruit. The Group intends to forge ahead to develop more advanced solutions, and strives to extend its applications to other smart products.

### Green Power

The Green Power business unit focuses on providing energy-saving LED driver ICs and LED power modules for LED lighting and LED backlighting applications.

In 2012, the Green Power business unit shipped approximately 0.5 million units (2011: 0.3 million units), a 75% increase year-on-year. Despite the relatively

本集團贏得世界頂尖投影機製造商更多微型投影機及多媒體教學投影機的設計項目；其他贏得的設計項目包括智能手機、高清運動相機、保安系統及數碼無線錄影系統。

本集團研發的系統解決方案的卓越表現及市場潛力深受認可，屢獲殊榮。年內，由本集團與香港應用科技研究院合作研發的全球首部3D雙LCoS小型投影機，於香港資訊及通訊科技獎中榮獲最佳生活時尚（綠色、健康、創意）金獎。該創新的投影機採用本集團的多媒體處理器SSD1938。此外，SSD1938亦獲工業和信息化部軟件與集成電路促進中心頒發「中國芯最具潛質獎」。

年內，本集團推出綜合軟件解決方案ProMedia，包含一套容易使用的用戶介面應用，將有助推動其智能顯示產品的增長。

系統解決方案業務的銷售貢獻於過去數年節節上升，證明本集團致力由集成電路晶片公司轉型為系統解決方案供應商的策略已開始見成效。本集團未來將開發更多先進的解決方案，致力將應用層面擴大至其他智能產品。

### 環保能源

環保能源業務單元主要提供節能LED驅動器集成電路晶片及LED電源模組，用於LED照明及LED背光應用。

於2012年，環保能源業務單元付運約0.5百萬件（2011：0.3百萬件），按年上升75%。儘管2012年首三季的業務略為放緩，

slow business in the first three quarters of 2012, the Group saw a significant increase in demand for its products in Q4, in particular from customers in Europe seeking high quality products.

The Green Power business unit introduced new products and solutions during the year with a view to better capturing the growing LED lighting market. These included a series of constant-current power modules to support high power LED lighting, a smart touch LED lighting module for table lamps, etc. The Group also achieved design wins for LED spotlights, panel lights and tube lights.

The Company has become an LED solution provider of a world leader in LED technology. This is a testimony to the excellent quality, performance and reliability of the Group's products, as well as its customer service and support.

## Outlook

In 2013, the Group is forging ahead with the strategy of focusing on the higher-growth smart applications. The Group strives to introduce more innovative, high quality products and system solutions to capture the growing market and extend its market outreach. The Group believes that the book-to-bill ratio of 1.07 and the upward trend seen in its unit shipments over the year should boost the growth momentum of the company in 2013.

### Smartphones & Tablets

Smartphones and tablets, in particular those with HD/FHD resolution, high speed and low power consumption, are expected to show strong growth in 2013. The Group has been working with leading display module makers to develop new technologies and ICs to tap this trend.

The Group's TFT LCD driver ICs for HD smartphones are scheduled to start mass production during 2013. The other new products of the Group, including the new series of MIPI DSI bridge chips tailored for FHD displays, high performance capacitive touch controller ICs targeting high-end smartphones and tablets, in-cell touch driver IC and metal oxide TFT driver IC are all expected to be launched in 2013. In addition, the Group has partnered with leading display panel makers in China to work in full swing on the development of AMOLED display driver ICs for smartphone applications, strengthening the groundwork for the Group's development in this area.

The Group is confident that its continued technology innovation and the expansion of its product portfolio tailored for smartphone and tablet applications have put it in a competitive position to capitalize on this expanding market opportunity.

但本集團產品於第四季的需求大幅增加，尤其來自需求優質產品的歐洲客戶。

為把握不斷增長的LED照明市場，環保能源業務單元於年內推出多個新產品及解決方案，包括一系列支援高功耗LED照明的恒流電源模組、應用於桌燈的智能觸控LED照明模組等。本集團亦贏得多個設計項目，包括LED射燈、面板燈及管燈。

本公司成為了一家世界領先的LED技術公司的LED解決方案供應商，彰顯本集團產品以至客戶服務及支援的卓越質素、表現及可靠性。

## 展望

於2013年，本集團的策略為專注於較高增長的智能應用，致力推出更多創新的優質產品及系統解決方案，以把握此快速增長的市場及擴大市場覆蓋。本集團認為訂單出貨比率為1.07，加上過去一年付運量的上升趨勢，將推動本公司在2013年的增長勢頭。

### 智能手機及平板電腦

本集團預期智能手機及平板電腦在2013年將錄得強勁增長，特別是具有高清/全高清解像、高速及低耗電功能的智能手機及平板電腦。本集團一直與領先的顯示模組製造商合作，發展新技術及集成電路晶片以把握此趨勢。

本集團應用於高清智能手機的TFT-LCD驅動器集成電路晶片將於2013年批量生產。本集團的其他新產品均將於2013年陸續面世，包括專用於全高清顯示的新系列MIPI DSI橋接晶片、針對高端智能手機及平板電腦的高性能電容式觸摸屏控制器集成電路晶片、內嵌式觸摸屏驅動器集成電路晶片及金屬氧化物TFT驅動器集成電路晶片。此外，本集團與中國領先顯示屏製造商合作，全力發展用於智能手機應用的AMOLED顯示驅動器控制集成電路晶片，為本集團在此範疇的發展奠定更穩固基礎。

憑藉在技術方面不斷創新以及擴闊應用於智能手機及平板電腦應用的產品組合，本集團自信具備競爭優勢，以把握不斷擴展的市場機會。

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

#### BUSINESS PERFORMANCE & OUTLOOK (continued)

##### 業務回顧及展望(續)

#### Smart TVs & Projectors

The Group's design wins with leading brands of smart projectors and its successful outreach to the education projector segment have enabled the Group to further strengthen its positioning in this business segment.

With the success of its display controllers for 3D active shutter glasses, the Group has started to develop other products using 3D display technology, including 3D cameras and accessories for 3D devices, paving the way for the Group's development in this potential business area.

As far as TV is concerned, with the high-volume customer, i.e. Panda-LCD, in hand, the Group will strive to engage with the customer for more new business projects.

#### Other Smart Devices

Apart from smartphones, tablets, TVs and projectors, the Group also strives to tap further into the smart devices markets with good potential, in particular ESLs, OLED displays and smart LED lighting.

The Group has established a firm footing in the e-paper business and we maintain a positive view about its potential. ESLs using e-paper technology are expected to sustain growth momentum. The Group is continuing to explore development opportunities, especially in potential application markets such as larger size ESL displays, and also extend its reach to US and Asia.

For PMOLED, the Group will continue to expand into new applications targeting different market segments, in particular smart devices and healthcare applications, and the Group is also working on a design-in project to utilize the distinguishing features of PMOLED, i.e., high resolution and low power consumption, to replace Vacuum Fluorescent Display (VFD) in automotive, industrial and set-top box applications.

For LED lighting, the Group will focus on high-quality, high-volume applications and customers, apart from ramping up mass production of the new products with design wins secured.

While LEDs are widely regarded as the star lighting technology of tomorrow, OLED technology is also playing an increasingly important role in next-generation lighting. A number of countries have already launched their OLED lighting development plans. The Group is exploring the potential of this growing market.

#### 智能電視及投影機

本集團贏得多個著名智能投影機品牌的設計項目及成功擴大在教學投影機市場的覆蓋，有助進一步加強本集團在此範疇的地位。

有見應用於3D主動快門式眼鏡的顯示控制器取得成功，本集團已開始發展更多採用3D顯示技術的產品，包括3D相機及其他3D產品的配件，為發展此具潛力的業務範疇鋪路。

至於電視方面，本集團取得熊貓液晶這高訂貨量客戶，將致力與其發展更多新的業務計劃。

#### 其他智能產品

除智能手機、平板電腦、電視及投影機之外，本集團亦致力進軍其他具潛力的智能產品市場，特別是電子貨架標籤、OLED顯示及智能LED照明等。

本集團的電子紙業務已建立穩固根基，我們對此業務的前景保持樂觀，預期採用電子紙技術的電子貨架標籤將持續增長勢頭。本集團正繼續發掘更多發展機會，尤其是更大型的電子貨架標籤顯示等具潛力的應用市場，以及擴大市場覆蓋至美國及亞洲。

至於PMOLED方面，本集團將會繼續擴展至新的產品應用，以針對不同市場需要，特別是智能產品及健康護理產品。本集團亦正進行一個設計項目，利用PMOLED高解像及低耗電量的卓越特點，以取代現時用於汽車、工業及機頂盒的真空螢光顯示器(VFD)。

LED照明方面，本集團將專注於高質及高量的應用和客戶，並提升贏得設計項目的新產品的批量生產。

市場已廣泛認同LED是未來新一代的照明技術，而OLED技術在下一代照明發展中亦擔當日漸重要的角色，多個國家已推出OLED照明發展計劃，本集團正發掘此增長中的市場的潛力。

## Research and Development

Research and development has always been the cornerstone of the Group. To enhance our strengths in target product display applications and pave the way for future growth, the Group has focused on developing new related technologies and also enhancing the features of existing products. In 2012, the Group spent roughly US\$14.2 million on R&D, representing about 56% of total expenses and 22% of sales for the year.

As at 31 December 2012, the Group had an R&D workforce of 204, representing approximately 63% of the total workforce (excluding those from its manufacturing subsidiary). The personnel mix included IC designers and product engineers as well as system application and software engineers to meet the requirements for operating the total system solutions businesses.

### Numerous IP Developed and Patents Granted

Many IPs were developed or under development in 2012, focusing on our target business areas. This included IP for display driver ICs and touch panel controller ICs supporting smartphones and tablets, such as high speed interface, RAM compression codec, in-cell touch and configurable gate control for metal oxide TFT; as well as a high SNR touch sensor, single layer multi-touch and passive pen algorithm. IP was also developed or under development for LED and OLED lighting, which included touch lighting and dimmable control in LED lighting driver ICs, as well as a wide dynamic range driver IC in OLED lighting.

In 2012, the Group altogether had six patents granted, covering areas including touch sensing, bistable display driver ICs, dynamic backlight control and local contrast management. The Group also had various patents filed at patent offices in the USA, China, Taiwan, and Korea. In addition, the Group released several articles to technology media to share our views about touch sensing technologies for smartphones, as well as testing of touch panels.

In the future, the Group will continue to develop innovative products and technologies for its target display applications, in particular smartphones, tablets, LED lighting and OLED lighting.

## 研發

研發一向是本集團的基石，為加強我們於目標產品顯示應用的優勢以及為未來增長鋪路，本集團專注於開發相關的新技術，並提升現有產品的功能。於2012年，本集團於研發方面的支出約為14.2百萬美元，佔年內總開支約56%及佔銷售額約22%。

於2012年12月31日，本集團的研發團隊共有204名員工，約佔員工總數（不包括負責生產之附屬公司的員工）的63%。團隊包括集成電路晶片設計師及產品工程師，以及系統應用及軟件工程師，以配合經營全面系統解決方案業務的需要。

### 開發多項知識產權並取得多項專利

2012年，本集團於專注發展的目標業務範疇，成功開發或正在發展多項知識產權，包括支援智能手機及平板電腦的顯示驅動器集成電路晶片及觸摸屏控制器集成電路晶片的知識產權，如高速介面、RAM壓縮編碼器、內嵌式觸控、應用於金屬氧化物TFT的可配置柵驅動控制器集成電路晶片，以及高SNR觸控感應電路、單層多點觸控和被動式觸控筆演算法。本集團亦已開發及正在開發LED及OLED照明的知識產權，包括觸控照明、可調光LED照明驅動器集成電路晶片，以及OLED照明的閘動態範圍驅動器集成電路晶片。

於2012年內，本集團共獲六項專利，涵蓋範疇包括觸摸感應、雙穩態顯示驅動器集成電路晶片、動態背光控制及局部對比道管理。本集團亦已分別向美國、中國、台灣及韓國等地提出多項專利申請。此外，本集團向技術媒體發表了數篇文章，分享本集團對於智能手機的觸控感應技術的觀點，以及有關觸摸屏的測試。

未來，本集團將繼續開發更多應用於目標顯示應用的創新產品及技術，特別是智能手機、平板電腦、LED照明及OLED照明。



# STAY UNITED

TO BETTER SERVE  
THE COMMUNITY

凝聚力量

攜手共建社群



# CORPORATE SOCIAL RESPONSIBILITY

## 企業社會責任

### WORKPLACE QUALITY

#### 工作環境質素

At Solomon Systech, we have a strong sense of commitment to fulfilling corporate social responsibility and ensuring that it becomes part of our everyday operations. We believe that corporate social responsibility is not just a "top down" effort. It should be a commitment made at all levels of the company, together with our customers, suppliers, business partners and the society at large.

As a responsible corporate citizen, the Group focuses specifically on three key areas:

- Our Employees
- The Environment
- The Community

#### Employees – Our Most Valuable Asset

As a technology company, our success rests on our employees' ability to create and innovate. They are our greatest asset.

As at 31 December 2012, the Group had a total workforce of 393 employees, including its manufacturing subsidiary in China. Of the 393 employees, 44% were based in the Hong Kong head office with the rest located in China, Japan, Singapore, Taiwan and the USA. There was a 10% decrease in headcount compared to 2011 due to business and operations realignment.

晶門科技積極履行企業社會責任，並確保企業社會責任成為本集團日常運作的一部分。我們認為企業社會責任不僅是「由上而下」的努力，而是由公司全體員工加上客戶、供應商、業務夥伴及社會大眾同心協力地承擔。

作為負責任的企業公民，本集團專注三大範疇：

- 我們的員工
- 環境
- 社會

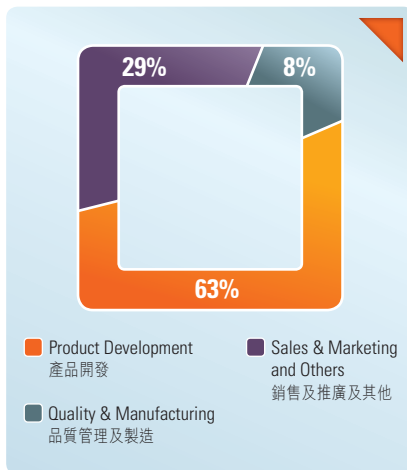
#### 員工 — 我們最寶貴的資產

作為一家科技公司，本集團的成功有賴員工的創造與創新能力，因此員工是本集團的最大資產。

於2012年12月31日，本集團共有393名員工，包括位於中國負責生產的附屬公司的員工。所有員工中的44%駐香港總辦事處，其餘員工分別駐中國、日本、新加坡、台灣及美國。由於業務及營運重整，整體員工數目較2011年減少10%。

#### FUNCTION

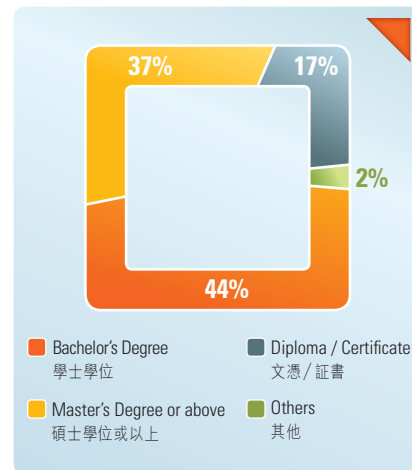
職能



- 228 technical engineering staff  
228名技術工程師
- 322 staff worldwide as at 31 December 2012  
於2012年12月31日，全球聘有共322名員工

#### EDUCATION

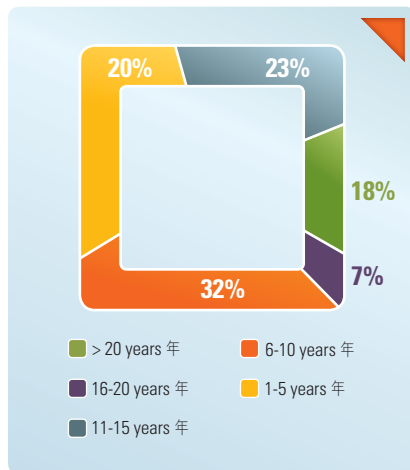
教育程度



- 37% Master's Degree or above  
37%持碩士學位或以上
- 81% Bachelor's Degree or above  
81%持學士學位或以上

#### EXPERIENCE

經驗



- Management team with over 26 years of working experience  
管理層擁有逾26年工作經驗
- Staff with an average of over 12 years of working experience  
員工平均擁有逾12年工作經驗

Data in all charts excludes the manufacturing subsidiary  
圖表中所有數據不包括負責生產之附屬公司



More than 80% of the Group's employees hold a bachelor's degree or above, and more than one-third have a master's degree or higher academic qualifications. The Group's emphasis on R&D is also reflected in the make-up of our workforce, as more than 63% are engineers who specialize in product design and development. The entire team has, on average, more than 12 years of working experience.

To reward and retain talent, the Group offers competitive remuneration to employees and provides them with training, career development programs and a first-rate working environment to ensure they enjoy working with the Group and are motivated to contribute their best efforts to the Group's success.

### Development & Training

At Solomon Systech, learning is a way of life. Offering the right training to employees to help them learn has always topped the operational agenda of the management. The Group provides various training courses and workshops to employees to serve one or more of the following purposes: to instill a culture of continuous learning and excellence, to help the employees realize their full potential and ability to cope with changes and challenges, to enhance their understanding of company policies and internal procedures, and to equip them with the right knowledge, skills and attitude, so that each person can contribute significantly to ensuring the Group's success.

In 2012, an average of around 30 training hours per person was provided to employees. All new employees are required to undertake mandatory programs on topics including internal control and information security, as well as ISO and quality management systems, as a part of their job orientation. Specifically designed for new hires, these programs familiarize them with the Group's operations and its emphasis on quality.

In addition to regular technical training and workshops, the Group also provides training on corporate governance and the Five "I"s, i.e., "Industry Talents", "Innovation", "Institutionalization", "International Partnership" and "Integrity" which form the core competencies of Solomon Systech and are critical to the company's long term growth. For example, in 2012 we invited the ICAC to conduct a training session on integrity and compliance with the law. We want to ensure all our employees have a solid grasp of these core competencies and work closely together to keep raising the bar in these areas.

本集團超過八成員工擁有學士學位或以上學歷，超過三分之一持碩士學位或以上學歷。本集團著重研發的文化亦反映於員工組合之中，逾63%的員工為專注產品設計及開發的工程師。整體員工平均擁有逾12年工作經驗。

為鼓勵員工及提高他們的歸屬感，本集團為員工提供具競爭力的薪酬，以及培訓、職業發展計劃和一流的工作環境，務求令他們更投入工作，為集團的成功發展盡展所長。

### 發展及培訓

在晶門科技，學習是生活的一部份。為員工提供合適的培訓，幫助他們學習，一向是管理層的首要任務。本集團為員工提供多種培訓課程及工作坊，務求達至以下最少一個目標：培養持續進修及精益求精的文化，幫助員工發揮潛力及能力應付改變和挑戰，加強他們對公司政策和內部程序的了解，並且幫助他們掌握正確知識、技巧和態度，務求令每一位員工也為本集團的成功作出貢獻。

2012年，本集團向每位員工提供平均約30小時的培訓。本集團為各新入職員工提供必須的培訓，如內部監控、資訊保護、ISO及品質管理系統等。這些專門為新員工設計的課程，旨在協助他們熟悉本集團的運作及培養對品質的堅持。

除了定期的技術培訓及工作坊，本集團亦提供企業管治及五個「I」的培訓，即精英薈萃、創新意念、確立制度、國際夥伴及堅守誠信，這些不但是晶門科技的核心價值，對本公司長遠發展亦非常重要。例如，本集團於2012年邀請廉政公署舉辦誠信及遵守法律的培訓。我們希望確保全體員工能掌握這些核心價值，並與公司緊密合作，不斷提高有關標準。

## CORPORATE SOCIAL RESPONSIBILITY (continued)

### 企業社會責任(續)

#### WORKPLACE QUALITY (continued)

##### 工作環境質素(續)

The Group also offers training in other skill sets, including language skills, marketing and leadership skills, etc.

Training is conducted with external consultants and internal experienced employees as instructors. Apart from in-house training, the Group also encourages employees to take external job-related courses and sponsors a portion of the course fee.

The Group believes strongly in continual learning and development. Through offering our employees regular exposure to learning and knowledge enhancement, the Group hopes to empower our employees to stay ahead of competition and drive the growth of the company together.

### Remuneration and Awards

Remuneration of employees includes basic salaries, bonuses and fringe benefits. The Group believes in motivating, retaining and rewarding employees and attracting new talent with the right incentives, either cash or share based, to facilitate the alignment of their interests with those of the Group. Selected employees have been granted shares under the Share Award Plan, subject to vesting, to recognize their past performance and contribution, and as an incentive for their continuing contributions to the Group. In addition, the Group also implements a cash reward program, the NPI Incentive Program, to reward development teams for their success in introducing new products to the market that excel in time-to-market and revenue contribution. There are also Patent Awards and First Order Awards, which aim to encourage and reward technological innovation, time-to-market reduction and revenue generation for new products.

### Employees' Well-being

To help our employees strike a healthy work-life balance and also promote team building, the Staff Recreation Club (SRC), comprising representatives from different departments, organized corporate events, gatherings and various other activities for the employees in 2012.

本集團亦提供其他技術培訓，包括語言技巧、市場推廣及領導能力等。

本集團提供的培訓由外界的顧問及內部富有經驗的員工出任導師。除了內部培訓以外，本集團更鼓勵員工報讀與工作相關的課程，並為員工贊助部份費用。

本集團非常支持持續進修及發展，希望透過為員工提供定期進修及加強知識的機會，令他們能在競爭中保持領先，一起推動公司成長。

### 酬金及獎勵

集團員工的酬金包括基本薪金、花紅及福利。集團相信，現金或股份獎勵計劃可令員工的利益及集團的利益連成一線，以獎勵、穩定及鼓勵員工，並吸納新的人才。按照股份獎勵計劃，個別員工會獲授具歸屬限制的公司股份，以表揚他們的傑出表現及鼓勵他們繼續為集團作出貢獻。除此之外，集團亦實施了一項名為「NPI 獎勵計劃」的現金獎勵計劃，以適當獎金嘉許成功將新產品適時推出市場並帶來收益的研發小組。集團亦頒發「專利權獎」和「首張訂單獎」，以鼓勵及獎賞員工創新科技，適時推出新產品及帶來收入。

### 員工福祉

為了幫助員工平衡工作和生活，提倡團隊精神，由不同部門代表組成的員工康樂會於2012年為員工籌辦了各種公司活動及聚會。



► *Cake-making Class*  
蛋糕製作班

► *Anniversary Dinner*  
周年晚宴



► *BBQ*  
燒烤活動



► *Hiking*  
遠足活動

Apart from corporate events such as the anniversary dinner and annual lunch, during the year the SRC organized sports gatherings such as basketball and badminton and also outings to enhance employees' health and overall well-being. Leisure gatherings, recreational activities and interest classes such as a Christmas party, barbecues and cake-making courses were organized to boost morale, foster teamwork among employees and also cultivate a sense of belonging to the "big family".

The Group also cares about work safety and the health of our employees. Occupational safety and health measures are in place to facilitate assessment of workplace risks and related occupational safety standards, and our employees are also provided with health training.

The Group values our pool of industry talent and rewards our members for excellent performance. Through providing employees with job satisfaction, we hope to instil in them a sense of ownership of the company and our mission.

年內除了周年紀念晚宴及年度午膳等公司活動以外，員工康樂會亦籌辦了體育活動，如籃球和羽毛球，以及戶外活動，以促進員工的身心健康；另外亦籌辦了工餘聚會、康樂活動及興趣班，包括聖誕派對、燒烤及蛋糕製作班等，目的是提升士氣，加強團隊精神，以及培養員工對公司「大家庭」的歸屬感。

本集團亦十分關注工作環境的安全及員工健康。為此，本集團已實施職業安全及健康措施，協助評估工作環境的風險和相關職業安全標準，以及為員工提供健康及衛生培訓。

本集團非常重視其團隊精英，對員工的成績予以肯定和嘉許。透過為員工帶來工作滿足感，從而加強員工對公司的歸屬感和使命感。

## CORPORATE SOCIAL RESPONSIBILITY (continued)

### 企業社會責任(續)

#### ENVIRONMENTAL PROTECTION

#### 環境保護



▶ Million Trees Project – International Tree Plantation Day  
世界地球日之百萬森林 — 國際植樹日

▶ The Group has earned ISO 9001 Quality Management Certification and ISO 14001 Environmental Management Certification  
集團獲頒ISO 9001質量管理證書及ISO 14001環境管理證書



FS 54224



EMS 524601



As a socially responsible company, Solomon Systech is committed to providing semiconductor products, technologies, services and solutions supported by continual improvement in execution and quality. In this way we can create significant economic value for customers and users, and also protect the environment and prevent pollution, in compliance with legal requirements. Our IC products and system solutions are designed to be the key components to lower the power consumption of consumer and industrial electronic products. These environmentally-friendly IC products and system solutions underpin our commitment to protecting the environment.

Our Green Mission:

1. Restrict the use of hazardous substances in products
2. Utilize natural resources prudently and rationally

作為一家肩負社會責任的公司，晶門科技不斷改善公司運作及產品質素，致力提供半導體產品、技術、服務及解決方案，藉此為客戶及用戶創造更大的經濟效益，同時遵守法規，保護環境，防止污染。本集團的集成電路晶片產品及系統解決方案是降低家用及工業用電子產品耗電量的主要配件，這些環保產品正反映了我們對保護環境的承諾。

我們的環保使命：

1. 禁止產品使用有害物質
2. 慎用天然資源

## Certifications

All of Solomon Systech's products are RoHS compliant. In addition to the six hazardous substances banned by RoHS standards, the Group has extended its product testing to ensure restriction of use of more than 30 hazardous substances in compliance with Sony's SS00259 Management Regulations. We also request our suppliers to sign a warranty letter to declare that their products are RoHS compliant.

The Group has earned the ISO 14001 certification for its environmental management systems and ISO 9001 certification for its quality management systems. We have developed and implemented management and operational policies in fulfillment of legal requirements for protecting the environment and minimizing pollution, and also ensure the excellent quality of its products and services.

## Green Thinking and Practices

Strongly believing that Individual Social Responsibility is the root of Corporate Social Responsibility, the Group is also taking the initiative to introduce different measures and organize a wide range of activities to engage our staff to help protect the earth.

The Hong Kong head office and other regional offices supported "Earth Hour 2012" by dressing in black and switching off the lights during lunch for one hour to support the event. Our Hong Kong Staff also participated in the "Million Trees Project – International Tree Plantation Day," a global tree planting project organized by The United Nations Environmental Program, aiming to arouse the attention of people and local community to the importance of environmental protection.

We proactively promote energy-saving ideas in the workplace and encourage our employees to make these practices a habit. Through simple but feasible measures such as weekly "green tips," regular lights-out sessions during lunch hour and sending friendly reminders to the staff to switch off computers and unplug electronic devices before long weekends, we have successfully reduced electricity consumption. We have also set up a comprehensive electronic documentation system to promote e-filing and e-approvals to reduce paper consumption.

## 證書

晶門科技所有產品均符合危害性物質限制指令RoHS。除了該指令限制的六種有害物質以外，本集團亦把產品測試範圍擴大，禁止使用索尼SS00259管理規則內超過30種有害物質。我們亦要求供應商簽訂保證書，表明其產品符合危害性物質限制指令。

本集團的環保管理系統取得ISO 14001證書，而質量管理系統則獲ISO 9001證書。我們發展及執行一套管理及營運政策，以確保全面符合保護環境及減少污染的法律規定，並確保其產品及服務的優越品質。

## 環保思維及措施

我們深信個人社會責任是企業社會責任的根本，我們已採取行動，引入各種措施，組織多項活動，動員員工為保護地球出一分力。

香港總公司及其他地區辦公室透過穿著黑衣，於午膳時間關燈一小時以支持「2012地球1小時」活動。香港員工亦參與由聯合國環境規劃署籌辦的全球植樹計劃「世界地球日之百萬森林—國際植樹日」，該計劃旨在喚起公眾及本地社會注意環保的重要性。

我們積極在工作環境之中推廣節能概念，鼓勵員工養成有關習慣。透過簡單而可行的方法，例如每周環保提示、午餐時間關燈及於長周末之前提醒員工關閉電腦及拔掉電子產品電源，成功減少整體耗電量。我們亦設立全面電子化文件系統，推廣電子存檔及電子批核，以減少用紙。

## CORPORATE SOCIAL RESPONSIBILITY (continued)

### 企業社會責任(續)

#### Community Involvement

#### 關愛社會



▶ Walk for Millions  
公益金百萬行



▶ Exploring the Natural Environment – Walkathon & Fun Day  
探索自然生態 – 步行籌款同樂日



▶ Named "Caring Company" for 8th Consecutive Year  
連續八年獲頒為「商界展關懷」公司

### Supporting Charitable Events

We care about our earth as well as the communities where we work. We encourage our employees to participate in social and community events and volunteer for good causes. In 2012, our employees participated in a number of such activities, including the Community Chest of Hong Kong's "Walk for Millions," and Hong Kong Electronic Industries Association Education Foundation's "Exploring the Natural Environment – Walkathon & Fun Day." The Group and our staff together raised a total of HK\$120,000 (approximately US\$15,000) via these charitable events during the year.

In recognition of our continuous efforts in corporate social responsibility and the care we show to our employees and the environment, the Group has been named as a "Caring Company" for the eighth consecutive year by the Hong Kong Council of Social Service.

### 支持公益活動

我們關心地球及工作所在的社區，鼓勵員工參與公益活動和義務工作。2012年，我們參與了若干公益活動，包括公益金百萬行、香港電子業商會教育基金舉辦的「探索自然生態 – 步行籌款同樂日」等。本集團及員工透過此等公益活動共籌得善款約120,000港元（約15,000美元）。

本集團連續第八年獲香港社會服務聯會頒發「商界展關懷」標誌，表揚本集團致力履行企業社會責任，及對員工和環境的關顧。



▶ *Scholarship Awarded to Top University Students*  
頒發獎學金予大學尖子

### Contributing to Sustainable Community Development

Apart from supporting charity events, as a responsible technology company, the Group is highly committed to the sustainable development of the community, with special focus on three areas: industrial development, government strategies as well as talent and education.

The Group's senior management sits on the executive boards of major local and international industrial associations to help organize and promote activities that boost the development of the industry and technology locally, regionally and internationally, including seminars, training, trade shows and exhibitions. The Group also participated in a number of key trade shows and exhibitions as speakers and exhibitors.

The Group as a key player in the industry has provided suggestions and consultation on government strategies to advance the research and development of innovative technologies, as well as business growth and development of the industry as a whole.

The Group believes that education and nurturing talent is the key to the well-being of society. Towards this end, the Group has established a scholarship program for top students nominated by accredited universities in Hong Kong. In addition to providing internships, the Group's senior management also sits on advisory boards of local universities, and advises and participates in seminars, training and workshops of universities, contributing to the development of new talent for the industry and a better society.

### 為社會的可持續發展作出貢獻

除了支持公益活動，作為一家負責任的科技公司，本集團亦非常重視社會的可持續發展，尤其是三大方面：行業發展、政府政策及人才培育。

本集團的高級管理層出任本地及國際多個業內協會的執行委員會，籌辦及推廣有助行業發展的本地、地區性及國際性科技發展活動，包括研討會、培訓、貿易會及展覽。本集團又參與多個重要貿易會及展覽，更擔任演講嘉賓及作參展商。

作為業內翹楚之一，本集團為政府就創新科技研發、整體行業增長及發展等政策提供建議和意見。

本集團相信教育和培養人才對社會福祉極為重要。為此，本集團為香港認可大學提名的優秀學生設立獎學金計劃，並提供實習機會。本集團的高級管理層亦參與本地大學顧問委員會，參加大學的研討會、培訓及工作坊，為行業及社會培育新人才出一分力。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT 董事會及高級管理層

### Independent Non-executive Chairman



**Mr. SUN, Patrick**, age 54, is the Independent Non-executive Chairman and an Independent Non-executive Director of the Company. He is also the Chairman of the Nomination Committee and Remuneration Committee and a member of the Audit Committee of the Company. Mr. Sun was appointed an independent non-executive director of China CNR Corporation Limited (SSE: 601299) on 3 February 2012. He is also an independent non-executive director of China NT Pharma Group Limited (HKSE: 1011), China Railway Group Limited (HKSE: 0390), Trinity Limited (HKSE: 0891) and Sihuan Pharmaceutical Holdings Group Ltd. (HKSE: 0460), respectively. Mr. Sun is the vice-chairman of the Chamber of Hong Kong Listed Companies. He was a member of Takeovers & Mergers Panel and the Takeovers Appeal Committee, deputy chairman of the Listing Committee and a member of the Council of The Stock Exchange of Hong Kong Limited, the senior country officer and head of investment banking for Hong Kong of JPMorgan Chase & Co. and group executive director and head of investment banking for Greater China of Jardine Fleming Holdings Limited. He ceased to be a non-executive director of Renhe Commercial Holdings Company Limited (HKSE: 1387) with effect from 31 December 2012.

### Managing Director



**Dr. LEUNG Kwong Wai**, aged 56, is the Founder and Managing Director of the Group. He also serves as the Group Chief Executive Officer ("CEO"). He is acting as the Authorized Representative (pursuant to Rule 3.05 of the Listing Rules), Chairman of the Investment Committee and a member of the Nomination Committee of the Company. Dr. Leung is a director of EPD Technology Limited, the associated company of the Group and a director of the wholly-owned subsidiaries of the Group namely Ample Pacific Limited, Broadwood Global Limited, Cornway International Limited, In Achieve Limited, Loyal Creative Limited, Mentor Ventures Limited, Pac-Pacific Limited, Solomon Systech Inc., Solomon Systech Limited, Solomon Systech Japan Company Limited, Solomon Systech Taiwan Limited, Systech Technology China Limited, WE3 Ventures Limited and WE3 Technology Company Limited. In 2012, Dr. Leung ceased to be a Director of the associated companies of the Group, namely Shenzhen aigo Research and Development Co., Ltd and C2 Microsystems Inc.

Before 1999, Dr. Leung was the director of Operations of Motorola Semiconductors Hong Kong Limited. Currently, he is vice chairman of Hong Kong Electronic Industries Association, vice president of the Hong Kong Semiconductor Industry Council, and a member of the board of directors of Nano and Advanced Materials Institute Limited. Dr. Leung is also vice president of Executive Council of CSIA-ICCAD. Dr. Leung received the Young Industrialist Award for Hongkong in 2001, the Outstanding Polytechnic University Alumni Award in 2003, the Outstanding Achievement Award by China Semiconductor

### 獨立非執行主席

辛定華先生，54歲，為本公司獨立非執行主席及獨立非執行董事。他亦為本公司提名委員會與薪酬委員會的主席及審核委員會委員。辛先生於2012年2月3日獲委任為中國北車股份有限公司（上海證券股份代碼：601299）的獨立非執行董事。他現時分別為中國泰凌醫藥集團有限公司（香港股份編號：1011）、中國中鐵股份有限公司（香港股份編號：0390）、利邦控股有限公司（香港股份編號：0891）和四環醫藥控股集團有限公司（香港股份編號：0460）的獨立非執行董事。辛先生為香港上市公司商會副主席。他曾是收購及合併委員會及收購上訴委員會的成員、上市委員會副主席及香港聯合交易所有限公司理事會成員，摩根大通香港區高級地區主管兼投資銀行主管及Jardine Fleming Holdings Limited大中華地區集團執行董事兼投資銀行業務主管。他於2012年12月31日起離任人和商業控股有限公司（香港股份編號：1387）的非執行董事。

### 董事總經理

梁廣偉博士，56歲，為本集團的創辦人兼董事總經理，他同時執行集團行政總裁的職務。他為本公司之授權代表（依據上市規則第3.05條）、投資委員會主席及提名委員會委員。梁博士為集團聯營公司EPD Technology Limited的董事及集團全資附屬公司：Ample Pacific Limited、博活環球有限公司、Cornway International Limited、達晉有限公司、來建有限公司、Mentor Ventures Limited、通洋有限公司、Solomon Systech Inc.、晶門科技有限公司、Solomon Systech Japan Company Limited、晶門科技股份有限公司、晶門電子科技中國有限公司、WE3 Ventures Limited和維駿科技有限公司的董事。梁博士於2012年離任本集團聯營公司深圳市愛國者嵌入式系統科技有限公司及C2 Microsystems Inc.公司的董事。

1999年以前，梁博士為萬力半導體香港有限公司營運總監。目前，他是香港電子業商會副主席、香港半導體行業協會副會長和納米及先進材料研究院有限公司的董事局成員。梁博士同時為中國半導體行業協會集成電路設計分會副理事長。梁博士獲頒2001年香港青年工業家獎及2003年傑出理大校友獎。於2004年，梁博士榮獲中國半導體行業協會頒發傑出成就獎，及於2007年獲香港科技大學頒授榮譽院士銜。梁博士於2013年1月被香港特別行政區行政長官委任為經濟發展委員會轄下的



Industry Association in 2004, and was conferred Honorary Fellowship by the Hong Kong University of Science and Technology in 2007. In January 2013, Dr. Leung was appointed by the Chief Executive of the Hong Kong Special Administrative Region as a non-official member of the Working Group on Manufacturing Industries, Innovative Technology, and Cultural and Creative Industries, which is among the four Working Groups of the Economic Development Commission.

### Executive Director



**Mr. LAI Woon Ching**, aged 59, joined the Group at its inception in 1999 and is currently the Vice President, China Operations and Quality & Manufacturing of Solomon Systech Limited. Mr. Lai is also leading the Large Display business operations of the Group. Mr. Lai is a member of the Investment Committee of the Company.

He is a director of the wholly-owned subsidiaries of the Group namely Cornway International Limited, Jing Guang Semiconductors (Dongguan) Limited, Solomon Systech (Shenzhen) Limited and Systech Technology China Limited. He ceased to be a Director of Solomon Systech (Beijing) Limited during the year.

### Non-executive Directors



**Dr. LAM Pak Lee**, aged 63, was the Non-executive Chairman of the Company from 2004 to 2006. He has resigned from his position as Non-executive Chairman with effect from 1 January 2007 but remains as a Non-executive Director of the Company. He is also the founder, chairman and CEO of Quanta Computer Inc. (TSE: 2382),

and Chairman of Quanta Storage Inc. (TSE: 6188).



**Mr. SHEU Wei Fu**, aged 43, was appointed as alternate director to Dr. Lam Pak Lee, who is a Non-executive Director of the Company, with effect from 1 July 2007. He has been the special assistant to Dr. Lam since 1998.



**Mr. LAI Weide**, aged 53, has been a Non-executive Director and a member of the Remuneration Committee of the Company since October 2010. Mr. Lai is the deputy general manager of CEC, the substantial shareholder of the Company and the chairman of Nanjing CEC-PANDA Information Industry Co., Ltd. He is an executive director

and the chairman of Nanjing Panda Electronics Company Limited (SSE: 600775 & HKSE: 00553) and a director of Nanjing Huadong Electronics Information & Technology Co., Ltd. (SZSE: 000727). Mr. Lai used to be the general manager of the Assets Management Department of CEC, chairman of the supervisory committee of China National Software and Service Company Limited (SSE: 600536), a director of Shanghai Huahong (Group) Co., Ltd. and a director of Shenzhen SED Electronics Group Co., Ltd.

四個工作小組中之製造、高新科技及文化創意產業工作小組之非官方委員。

### 執行董事

**黎垣清先生**，59歲，自本集團於1999年成立時加入工作。他現時為晶門科技有限公司副總裁——中國業務和品質及製造，黎先生亦同時領導本集團大型顯示業務。黎先生為本公司投資委員會委員，他是集團全資附屬公司：Cornway International Limited、東莞晶廣半導體有限公司、晶門科技（深圳）有限公司及晶門電子科技中國有限公司的董事。他於年內離任晶門科技（北京）有限公司董事。

### 非執行董事

**林百里博士**，63歲，於2004年至2006年間為本公司非執行主席，他於2007年1月1日起辭任主席一職，但仍同時繼續擔任公司的非執行董事。林博士為廣達電腦股份有限公司（台灣證券股份編號：2382）的創辦人、董事長兼行政總裁及廣明光電股份有限公司（台灣證券股份編號：6188）的董事長。

**許維夫先生**，43歲，為本公司非執行董事林百里博士之替代董事，由2007年7月1日起生效。許先生自1998年起擔任林博士的特別助理。

**賴偉德先生**，53歲，自2010年10月起為本公司的非執行董事及薪酬委員會委員。賴先生是本公司的主要股東中國電子副總經理及南京中電熊貓信息產業集團有限公司董事長。他為南京熊貓電子股份有限公司執行董事及董事長（上海證券股份代碼：600775及香港股份編號：00553）及南京華東電子信息科技股份有限公司（深圳證券股份代碼：000727）的董事。賴先生曾任中國電子資產經營部總經理、中國軟件與技術服務股份有限公司（上海證券股份代碼：600536）的監事會主席、上海華虹（集團）有限公司董事及深圳桑達電子集團有限公司董事。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT (continued)

### 董事會及高級管理層 (續)

#### Non-executive Directors (continued)



**Mr. LI Xiaochun**, aged 48, has been a Non-executive Director and a member of the Audit Committee of the Company since October 2010. Mr. Li is the chief financial officer of CEC, the substantial shareholder of the Company and was appointed the chairman of CEC Corecast Corporation Limited (SSE: 600764) on 30 December 2012. Mr. Li used to be a director of Industrial Bank Co. Ltd. (SSE: 601166), and also the general manager of the Finance Department of China Aerospace Science & Industry Corporation, the Chairman of Aerospace Science and Industry Finance Limited, a director of Aerospace Information Co., Ltd., Chairman of China Electronics Financial Co., Ltd. and a director of Nanjing Panda Information Holdings Limited.



**Mr. ZHAO Guiwu**, aged 50, has been a Non-executive Director since October 2010 and a member of the Investment Committee of the Company. Mr. Zhao is the chairman of Shanghai Huahong Integrated Circuit Co., Ltd, the chairman of Shanghai Belling Co., Ltd. (SSE: 600171) and the non-executive vice-chairman of China Electronics Corporation Holdings Company Limited (HKSE: 00085). He was the general manager of the Integrated Circuit Business Group of CEC, the deputy manager of the Strategic Planning Department and the general manager of the Planning Development (Strategic Projects) Department of CEC, the Chief of the Planning Division of the Department of Corporate Planning of China Electronics Technology Group Corporation and the deputy general manager of CETC (Deqing) Huaying Electronics Co., Ltd.

#### Independent Non-executive Directors

##### Mr. SUN, Patrick

(please refer to Independent Non-executive Chairman on p.38)



**Mr. CHOY Kwok Hung, Patrick**, aged 70, has been an Independent Non-executive Director of the Company since 2004 and he is also a member of the Audit Committee, Investment Committee and Remuneration Committee of the Company. Mr. Choy is a director of Beijing LED Lighting Engineering Co. Ltd., an associated company of the Group. Mr. Choy retired from Motorola as corporate vice President. He is also an executive director and chairman of China Financial Leasing Group Limited (HKSE: 2312). He is the founder and chairman of Global Strategy Group. Mr. Choy was a member of the Chinese People's Political Consultative Conference (CPPCC), National Committee from 2003 to March 2013.

#### 非執行董事 (續)

**李曉春先生**，48歲，自2010年10月起為本公司之非執行董事及審核委員會委員。李先生現任本公司的主要股東中國電子總會計師並於2012年12月30日獲委任為中電廣通股份有限公司董事長（上海證券股份代碼：600764）。李先生曾為興業銀行股份有限公司董事（上海證券股份代碼：601166），中國航天科工集團公司財務部部長、航天科工財務有限公司董事長、航天信息股份有限公司董事、中國電子財務有限責任公司董事長及南京中電熊貓信息產業集團有限公司董事。

**趙貴武先生**，50歲，自2010年10月起為本公司的非執行董事及為投資委員會委員。趙先生現任上海華虹集成電路有限責任公司董事長、上海貝嶺股份有限公司（上海證券股份代碼：600171）董事長及中國電子集團控股有限公司（香港股份編號：00085）非執行副主席。他曾任中國電子集成電路事業本部主任、中國電子戰略規劃部副總經理及規劃計畫部（重大項目）總經理、中國電子科技集團公司企業策劃部規劃處處長及中電科技（德清）華瑩電子有限公司副總經理。

#### 獨立非執行董事

##### 辛定華先生

(請參閱第38頁獨立非執行主席一節)

**蔡國雄先生**，70歲，自2004年起出任本公司的獨立非執行董事，並為本公司審核委員會、投資委員會及薪酬委員會委員。蔡先生為集團聯營公司北京愛爾益地照明工程有限公司的董事。蔡先生於退休前為Motorola企業副總裁。他亦為中國金融租賃集團有限公司（香港股份編號：2312）的執行董事兼主席。他是環球策略有限公司的創辦人兼董事長。由2003年至2013年3月，蔡先生為中國人民政治協商會議（中國政協）全國委員會成員。



**Mr. WONG Yuet Leung, Frankie**, aged 64, who had been a Non-executive Director of the Company since 2004, was re-designated as an Independent Non-executive Director with effect from 1 January 2007. He is also the Chairman of Audit Committee of the Company. Mr. Wong was appointed as a director of Sichuan Shuangma Cement Co., Ltd. (SZSE: 000935) on 18 July 2012. He is also a non-executive director of SOCAM Development Limited (formerly known as Shui On Construction and Materials Limited) (HKSE: 0983) and Shui On Land Limited (HKSE: 272). Mr. Wong was a non-executive director of CIG Yangtze Ports PLC (HKSE: 8233). He is also a non-executive director of Walcom Group Limited (WALG), a company listed on the AIM Board of London Stock Exchange plc.



**Mr. YIU Tin Chong, Joseph**, aged 63, has been an Independent Non-executive Director of the Company since July 2011. He is also a member of the Investment Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Yiu is the chairman Emeritus of Freescale Semiconductor (Hong Kong) Ltd ("FSHKL") and an advisor to FSHKL on regional business strategy, government affairs and corporate governance. Following the separation of Freescale Semiconductor Group from Motorola Group in 2004, he was named senior vice president of FSHKL and General Manager of Asia Pacific region. Before transiting to Freescale Semiconductor Group, Mr. Yiu worked for Motorola Group for over 26 years, both in USA and Asia. His diversified working experience covers automotive electronics, computer systems, wireless communication and semiconductor products, both in the technical field and management role. His last position with Motorola Group was corporate vice president and general manager of Motorola Semiconductor Hong Kong Ltd.

### Honorary Adviser



**Professor KAO Kuen, Charles**, aged 79, was an Independent Non-executive Director of the Company until 1 March 2008 and has been acting as the honorary adviser of the Company. Known as "the father of fiber optics", Prof. Kao was awarded the 2009 Nobel Prize in Physics.

### Company Secretary



**Mrs. FUNG Lui Kit Har, Keziah**, aged 52, Vice President, Finance. Mrs. Fung joined Solomon Systech Limited in 2000 as Finance Director and is currently acting as the Company Secretary and the Authorized Representative of the Company pursuant to Rule 3.05 of the Listing Rules. Mrs. Fung is a Director of Ample Pacific Limited, Loyal Creative Limited, Pac-Pacific Limited and Solomon Systech Pte. Limited, the wholly-owned subsidiaries of the Group.

黃月良先生，64歲，自2004年起出任本公司的非執行董事，並於2007年1月1日調任為獨立非執行董事。他亦是本公司審核委員會主席。黃先生於2012年7月18日獲委任為四川雙馬水泥股份有限公司（深圳證券股份代碼：000935）之董事。他現時為瑞安建業有限公司（香港股份編號：0983）及瑞安房地產有限公司（香港股份編號：272）的非執行董事。黃先生曾是中國基建港口有限公司（香港股份編號：8233）的非執行董事。他亦是英國倫敦證券交易所上市的華擴達集團（WALG）的非執行董事。

姚天從先生，63歲，自2011年7月起出任本公司之獨立非執行董事。他亦為本公司投資委員會、薪酬委員會及提名委員會委員。姚先生現任飛思卡爾半導體（香港）有限公司（「飛思卡爾香港」）榮譽主席，就區域業務拓展策略、政府關係及企業管治等多方面提供諮詢服務。於2004年，隨着飛思卡爾半導體集團從摩托羅拉集團分拆出來，姚先生被委任為飛思卡爾香港高級副總裁及亞太區總經理。在此以前，姚先生在摩托羅拉集團服務超過26年，跡遍美國和亞洲地區。他的廣泛工作經歷涵蓋了汽車電子、計算機系統、無線通訊及半導體產品等領域，從技術研發到企業管理，均有豐富的經驗。姚先生在離任摩托羅拉集團時為集團副總裁及萬力半導體香港有限公司總經理。

### 榮譽顧問

高錕教授，79歲，於2008年3月1日前擔任本公司的獨立非執行董事，現為本公司的榮譽顧問。被喻為「光纖之父」的高教授，於2009年獲頒授諾貝爾物理學獎。

### 公司秘書

馮雷潔霞女士，52歲，為集團副總裁 — 財務，於2000年加入晶門科技有限公司出任財務總監。馮女士目前兼任本公司的公司秘書職務及為依據上市規則第3.05條本公司所委任之授權代表，她亦為集團全資附屬公司，包括Ample Pacific Limited、來建有限公司、通洋有限公司及Solomon Systech Pte. Limited的董事。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT (continued)

### 董事會及高級管理層 (續)

#### Senior Management

**Mr. CHEUNG Wai Kuen, Kenny**, aged 47, joined the Group in 2008 and is currently Vice President, Business Operations of Solomon Systech Limited, and a Director of WE3 Technology Company Limited and 維深通訊 (深圳) 有限公司, the wholly-owned subsidiaries of the Group. Mr. Cheung was an Executive Director of the Company from 2009 to 2010.

**Mr. HUANG Hsing Hua**, aged 54, Vice President, Sales. Mr. Huang joined the Group in 2003 as Sales Director of Solomon Systech Limited. Mr. Huang is a Director of Solomon Systech Limited and Solomon Systech Taiwan Limited, the wholly-owned subsidiaries of the Group. Mr. Huang was an Executive Director of the Company from 2004 to 2010.

**Mr. LEONG Ka Chun, John Peter**, aged 52, Vice President, Corporate Development. Mr. Leong joined Solomon Systech Limited in 2006 as Corporate Development Director and is a Director of EPD Technology Limited, an associated companies of the Group. Mr. Leong is also a Director of In Achieve Limited, a wholly-owned subsidiary of the Group.

**Mr. LO Wai Ming**, aged 50, Vice President, Business Operations. Mr. Lo joined the Group at its inception in 1999 as Business Operations Director of Solomon Systech Limited. He is also a Director of Kitronix Limited and Beijing LED Lighting Engineering Co. Ltd, the associated companies of the Group. Mr. Lo is also a Director of the wholly-owned subsidiaries of the Group, namely Broadwood Global Limited, Cornway International Limited, Mentor Ventures Limited, Solomon Systech Japan Company Limited, Solomon Systech (Shenzhen) Limited and Solomon Systech Taiwan Limited. Mr. Lo was an Executive Director of the Company and a member of the Investment Committee from 2004 to 2010.

**Mr. WANG Wah Chi, Raymond**, aged 47, Vice President, Business Operations. He rejoined Solomon Systech Limited in 2006 as Business Operations Director.

**Ms. LO Oi Yee, Mabel**, aged 48, Human Resources Director. She joined Solomon Systech Limited in 2000 as Human Resources Manager.

**Mr. TSUI Wai Hung, Ken**, aged 44, Design Engineering Director. He joined Solomon Systech Pte. Limited, a wholly owned subsidiary of the Group in 2004 as Design Engineering Manager. He is also a Director of Solomon Systech Pte. Limited.

**Mr. WONG Ka Kei**, age 47, Planning & Customer Services Director. He joined Solomon Systech Limited in 2005 as Business Process Solutions Manager.

#### 高級管理層

**張惠權先生**，47歲，於2008年加入本集團，現時為晶門科技有限公司副總裁 — 業務營運及集團全資附屬公司維駿科技有限公司及維深通訊 (深圳) 有限公司的董事。張先生於2009年至2010年期間曾為本公司執行董事。

**黃心華先生**，54歲，副總裁 — 營業。黃先生於2003年加入本集團出任晶門科技有限公司營業總監。黃先生為本集團全資附屬公司晶門科技有限公司及晶門科技股份有限公司的董事。黃先生於2004年至2010年期間曾為本公司執行董事。

**梁家俊先生**，52歲，副總裁 — 企業發展。梁先生於2006年加入晶門科技有限公司出任企業發展總監。梁先生分別為集團聯營公司EPD Technology Limited的董事及集團全資附屬公司達晉有限公司的董事。

**盧偉明先生**，50歲，副總裁 — 業務營運。盧先生自本集團於1999年成立時起加入晶門科技有限公司出任業務營運總監。他亦是集團聯營公司奇創力有限公司及北京愛爾益地照明工程有限公司的董事。他亦為集團全資附屬公司博活環球有限公司、Cornway International Limited、Mentor Ventures Limited、Solomon Systech Japan Company Limited、晶門科技 (深圳) 有限公司及晶門科技股份有限公司的董事。盧先生於2004年到2010年期間曾為本公司執行董事及投資委員會委員。

**王華志先生**，47歲，副總裁 — 業務營運。他於2006年重新加入晶門科技有限公司出任業務營運總監。

**盧愛兒女士**，48歲，人力資源總監。她於2000年加入晶門科技有限公司出任人力資源經理。

**徐偉雄先生**，44歲，技術總監。他於2004年加入集團全資附屬公司Solomon Systech Pte. Limited出任技術經理。他亦為該公司董事。

**黃家驥先生**，47歲，策劃及客戶服務總監。他於2005年加入晶門科技有限公司出任業務流程經理。

### Changes in Information of Directors

Pursuant to the disclosure requirement under Rule 13.51B(1) of the Listing Rules, changes in information of Directors of our Company are as follows:

- Mr. Sun, Patrick was appointed an independent non-executive director of China CNR Corporation Limited (SSE: 601299) on 3 February 2012 and he ceased to be a non-executive director of Renhe Commercial Holdings Company Limited (HKSE: 1387) with effect from 31 December 2012.
- Mr. Wong Yuet Leung, Frankie was appointed a director of Sichuan Shuangma Cement Co., Ltd. (SZSE: 000935) with effect from 18 July 2012.
- Mr. Li Xiaochun was appointed the chairman of CEC Corecast Corporation Limited (SSE: 600764) on 30 December 2012.
- Mr. Yiu Tin Chong, Joseph replaced Mr. Zhao Guiwu as a member of the Nomination Committee of the Company with effect from 1 April 2012.
- In 2012, Dr. Leung Kwong Wai ceased to be a Director of the associated companies of the Group, namely Shenzhen aigo Research and Development Co., Ltd and C2 Microsystems Inc..
- During the year, Mr. Lai Woon Ching ceased to be a Director of Solomon Systech (Beijing) Limited.

### 董事資料變更

根據聯交所上市規則第13.51B(1)條的資料披露規定，本公司董事資料的變更如下：

- 辛定華先生於2012年2月3日獲中國北車股份有限公司（上海證券股份代碼：601299）委任為獨立非執行董事及他自2012年12月31日起辭任人和商業控股有限公司（香港股份編號：1387）的非執行董事。
- 於2012年7月18日，黃月良先生獲委任為四川雙馬水泥股份有限公司（深圳證券股份代碼：000935）之董事。
- 李曉春先生於2012年12月30日獲委任為中電廣通股份有限公司董事長（上海證券股份代碼：600764）。
- 姚天從先生於2012年4月1日起替代趙貴武先生成為提名委員會委員。
- 梁博士於2012年離任本集團聯營公司深圳市愛國者嵌入式系統科技有限公司及C2 Microsystems Inc. 公司董事。
- 年內，黎垣清先生離任晶門科技（北京）有限公司的董事。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Corporate Governance Practices

The Board of Directors and the management of the Group are committed to achieving and maintaining high standards of corporate governance, which the Group considers as critical in safeguarding the integrity of its business operations and maintaining investors' trust in the Company. The management also actively and constantly observes the latest corporate governance developments in Hong Kong and overseas, particularly those in UK and USA.

During the year, the Company has complied with most of the provisions of the Code on Corporate Governance Practices, which were effective until 31 March 2012 and the Corporate Governance Code (the "Code"), which was effective since 1 April 2012 as set out in Appendix 14 of the Listing Rules. To maintain high standards of corporate governance, the Company has complied with certain recommended best practices in the Code.

### Directors' Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code for Directors' securities transactions. All the Directors have confirmed their compliance with the required standards set out in the Model Code during the year. Regarding the shares held by Directors, the details are listed in the "Report of the Directors" from page 62 to page 72 of this Annual Report. Pursuant to Code Provisions A.6.4, the Group established its own written guidelines no less exacting than the Model Code for 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. All Directors and relevant employees conformed to the Group's own guidelines throughout the year 2012.

### Board of Directors

The Board comprises two Executive Directors (including the Managing Director), four Non-executive Directors and four Independent Non-executive Directors (including the Chairman). The Company has taken appropriate insurance cover in respect of legal action against Directors. The size and composition of the Board are reviewed from time to time, taking into account the scope and nature of the Company's operations, to ensure that the size of the Board is adequate to provide a diversity of views and facilitate effective decision-making. The Directors come from diverse background with varied expertise in finance, industry and business fields. The biographical details of all Directors and the relationships among them, if any, are set out in the "Board of Directors and Senior Management" on pages 38 to 43 of this Annual Report and the Company's website. Save as disclosed in the section of "Board of Directors and Senior Management", none of the Directors has any financial, business, family or other material or relevant relationships among members of the Board and the Company has received confirmation of independence from each of the Independent Non-executive Directors.

### 企業管治常規

董事會及集團的管理層承諾達到及保持高水平的企業管治，這也是維護業務營運的誠信和提高投資者對本公司信心的關鍵因素。管理層亦主動和經常地留意香港與海外（特別是英國及美國）的最新企業管治發展。

年內，本公司已遵守大部份有效期至2012年3月31日的上市規則附錄14所載的企業管治常規守則及生效期始於2012年4月1日的企業管治守則（「守則」）的條文。為維持高水平的企業管治標準，公司已遵守部份守則條文中建議的最佳常規守則。

### 董事的證券交易

本公司已採納上市規則附錄10所載的標準守則作為董事進行證券交易的守則。全體董事已向本公司確認彼等於年內一直遵守標準守則所載的規定。就董事所持有的股份而言，有關詳情乃列於本年報第62頁至72頁之「董事會報告」一節。根據守則條文第A.6.4條，本集團已就董事及有關員工可能在買賣本公司證券時取得尚未公開的股價敏感資料，制訂不比標準守則寬鬆的書面指引。於2012年全年，所有董事及有關員工已確認遵守本集團之內部指引。

### 董事會

董事會的成員計有兩名執行董事（包括董事總經理），四名非執行董事及四名獨立非執行董事（包括主席）。本公司已就其董事會面對之法律訴訟作出適當的投保安排。本集團會不時檢討董事會的規模及組成，當中會考慮本公司的業務範圍及性質，以確保董事會的規模足以提供不同的觀點，並作出有效決策。董事擁有不同背景，具備金融、行業及商業領域的專業知識。所有董事的履歷詳情及彼等之間的關係（如有）載於本年報第38頁至43頁之「董事會及高級管理層」及本公司網站。除「董事會及高級管理層」一節所披露者外，概無董事與董事會成員之間有任何財務、商業、家族或其他重大或相關關係，而公司亦已收到各獨立非執行董事對獨立性的確認。

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

### **Independent Non-executive Chairman and Managing Director**

The roles of the Independent Non-executive Chairman (the "Chairman"), Mr. Sun, Patrick, and the Managing Director, Dr. Leung Kwong Wai are segregated as stipulated in the Listing Rules, in order to ensure a clear distinction between the responsibilities of the Chairman and the Managing Director.

There are clear demarcations of responsibilities and authorities between the Chairman and the Managing Director which ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

The Chairman, Mr. Sun, Patrick, is responsible for ensuring that all Directors act in the best interest of shareholders. He is fully accountable to the shareholders and contributes to the Board and the Group on all top-level or strategic decisions. Specifically, he is assigned with three key roles to perform, namely leading the Board, ensuring the Group's effective communication with shareholders and implementing a high standard of corporate governance.

The Managing Director, Dr. Leung Kwong Wai, is responsible for managing the Group and executing the strategies adopted by the Board. He functions as the Chief Executive Officer who leads the Group's management team in accordance with the directions set by the Board. He is responsible for ensuring that a proper internal control system is in place and that the Group's business conforms to applicable laws and regulations. The Managing Director chairs the monthly operations and financial reviews and also the bi-weekly management staff meetings, as well as the quarterly employees' communication meeting.

### **Functions of the Board**

The Board is responsible for overseeing the management of the Company's business and affairs with the goal of maximizing long-term value for shareholders, while balancing broader stakeholder interests. Schedule of matters reserved for the Board include:

- Strategy and management
- Group structure and capital
- Financial reporting and control
- Internal controls
- Major contracts
- Corporate communications

董事會的成員各有所長，而每名董事均充份具備行業知識、豐富的企業及策略規劃經驗及/或本集團所從事業務相關的專門知識。所有董事均能為本公司帶來各種經驗及專長。

### **獨立非執行主席及董事總經理**

獨立非執行主席（「主席」）辛定華先生及董事總經理梁廣偉博士之職責，根據上市規則的規定，已作區分，藉以確保獨立非執行主席與董事總經理的責任明確劃分。

主席及董事總經理的職責及職權有明確區分，可確保權力均衡，加強問責性，以及提高董事會作出獨立決策的能力。

主席辛定華先生的職責是確保全體董事均以股東的最佳利益行事。主席對股東負全責，在所有高層次或策略決定上，向董事會及本集團提供建議。主席具體地獲委予三項主要職務，包括領導董事會、確保本集團與股東進行有效溝通及實行高標準之企業管治。

董事總經理梁廣偉博士負責管理本集團運作，以及執行董事會採納的策略。他以行政總裁的角色帶領本集團的管理層按照董事會的指示履行職務。他須確保本集團具備適當的內部監控體系，及本集團的業務經營遵守適用的法律和規例。董事總經理於每月召開的業務及財務檢討會議和每兩星期召開的高級管理層會議擔任主席，並會主持每季召開的員工溝通大會。

### **董事會的職責**

董事會負責監督本公司對業務及事務的管理，目標為盡量為股東提升長遠的價值，同時均衡廣泛的權益人的權益。董事會審議的事宜包括：

- 策略及管理
- 集團架構及資本
- 財務報表及監控
- 內部監控
- 主要合約
- 企業傳訊

- Board membership and other appointments
- Remuneration
- Authority and delegation
- Corporate governance
- Company policies

Matters not specifically reserved for the Board and relate primarily to the daily operations of the Group are delegated to the management under the supervision of the respective Directors and the leadership of the Managing Director.

### Non-executive Directors

The Non-executive Directors bring a wide range of skills, industry and business experience to the Group. At least once a year, Non-executive Directors and also Independent Non-executive Directors will have a private discussion with the Chairman on the Group's matters without the presence of the Executive Directors (including the Managing Director). In addition, Non-executive Directors, according to the Group's policy, may access the Group's employees at anytime they think appropriate. During the year, the Group's management also met with certain Non-executive Directors to seek their views on certain business or operational matters.

During the year 2012, the Board had a total of four Independent Non-executive Directors and they represented two-fifth of the Board which were in excess of the minimum requirements for three under Rule 3.10(1) of the Listing Rules and for one-third under Rule 3.10A of the Listing Rules respectively. This composition of the Board demonstrates a strong independent element, which can effectively exercise independent judgment pursuant to the Code Provisions A.3 so as to further strengthen the Company's corporate governance.

Among the four Independent Non-executive Directors, Messrs. Sun, Patrick and Wong Yuet Leung, Frankie have appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

All Independent Non-executive Directors bring their wealth of experience to the Board and make active contribution to the Group. They closely monitor the Group's development and freely express their opinions at the Board meetings. All Independent Non-executive Directors, except as disclosed in this Annual Report, do not have any business with or financial interests in the Group and confirmed their independence to the Group pursuant to Rule 3.13 of the Listing Rules. The Company considers all Independent Non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

- 董事會成員及其他任命
- 薪酬
- 職權及授權
- 企業管治
- 公司政策

其他非特定之董事會職責以及有關本集團主要的日常運作事務，則在各董事監督下及董事總經理領導下委派管理層處理。

### 非執行董事

非執行董事為本集團帶來各方面的技術、行業及業務經驗。非執行董事及獨立非執行董事就本集團事宜與主席進行每年不少於一次的私下討論，執行董事（包括董事總經理）並不列席。此外，根據本集團之政策，非執行董事可於彼等認為合適時隨時接觸本集團之員工。年內，本集團的管理層亦不時會見若干非執行董事，尋求他們在若干業務或營運事宜的意見。

於2012年內，董事會共有四名獨立非執行董事而他們佔董事會成員人數五份之二，已分別超越上市規則第3.10(1)條必須最少三名及上市規則第3.10A條要求三份之一的最低要求之規定。使公司董事會的組成具備更強的獨立元素，更有效達成守則條文A.3條所載的獨立判斷，進一步加本公司的企業管治。

本公司四名獨立非執行董事中，辛定華先生和黃月良先生均擁有上市規則第3.10(2)條所規定的適當之專業資格或會計或有關財務管理專門技能。

所有獨立非執行董事都憑藉他們豐富的經驗為董事會效力，並積極為本集團作出貢獻。他們密切監察本集團的發展，並在董事會會議上自由發表意見。所有獨立非執行董事（除本年報所披露者外）與本集團之間並無任何業務或財務方面的利益關係，彼亦根據上市規則第3.13條，確定他們是獨立於本集團。本公司認為所有獨立非執行董事根據上市規則之獨立指引是獨立於本集團。



Subject to re-election according to the procedures set out in the Company's Articles of Association, the Company has entered into service contracts for a specific term of one year with each of the Non-executive Director and Independent Non-executive Director.

受本公司組織章程細則所載的膺選連任程序的規限，本公司已與各非執行董事及獨立非執行董事訂立為期一年的條文服務合約。

				From	To	開始	結束
SUN, Patrick	辛定華	Renew	續約	1 July 2012	30 June 2013	2012年7月1日	2013年6月30日
CHOY Kwok Hung, Patrick	蔡國雄	Renew	續約	1 July 2012	30 June 2013	2012年7月1日	2013年6月30日
WONG Yuet Leung, Frankie	黃月良	Renew	續約	1 July 2012	30 June 2013	2012年7月1日	2013年6月30日
YIU Tin Chong, Joseph	姚天從	Renew	續約	1 July 2012	30 June 2013	2012年7月1日	2013年6月30日
LAI Weide	賴偉德	Renew	續約	1 January 2013	31 December 2013	2013年1月1日	2013年12月31日
LAM Pak Lee	林百里	Renew	續約	1 July 2012	30 June 2013	2012年7月1日	2013年6月30日
LI Xiaochun	李曉春	Renew	續約	1 January 2013	31 December 2013	2013年1月1日	2013年12月31日
ZHAO Guiwu	趙貴武	Renew	續約	1 January 2013	31 December 2013	2013年1月1日	2013年12月31日

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

At every annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director shall retire from office at least once every three years or within such other period as the rules of the Stock Exchange may from time to time prescribe. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In March 2012, the Group has made available "Procedures for Shareholders to Propose a Person for Election as a Director of the Company" on both the Company's and the Stock Exchange's website. The Company has been proposing separate resolutions at the general meetings of the Company for the election of individual directors.

In accordance with Article 112 of the Company's Articles of Association, Messrs. Choy Kwok Hung, Patrick, Li Xiaochun, Lai Weide and Zhao Guiwu will retire by rotation at the forthcoming annual general meeting. Messrs. Li Xiaochun, Lai Weide and Zhao Guiwu, being eligible, offer themselves for re-election.

Mr. Choy Kwok Hung, Patrick ("Mr. Choy") has been serving as an Independent Non-executive Director of the Company for more than 9 years during the term of his further appointment in 2013. Mr. Choy, being eligible, decided to offer himself for re-election as an Independent Non-executive Director of the Company upon his retirement by rotation at the forthcoming annual general meeting. His appointment will be subject to the passing of a separate resolution by shareholders pursuant to the Code Provisions A.4.3 at the forthcoming annual general meeting.

### 董事的委任、重選及罷免

於本公司的每次股東週年大會上，三分之一當時的董事，或倘其人數並非三或三的倍數，則最接近的人數不少於三分之一，須輪席告退。每一位董事最少需要每三年或聯交所不時規定之期限告退。退任董事可參加重選連任，並在其退任董事的會議中繼續以董事資格行事。

於2012年3月，本集團已公開登載「股東提名人選參選為本公司董事的程序」於本公司及聯交所網站。而本公司在選舉個別董事時，一直均在本公司股東大會上以個別決議案提呈。

根據本公司的組織章程細則第112條，本公司之董事蔡國雄先生、李曉春先生、賴偉德先生和趙貴武先生於即將舉行的股東週年大會上輪席告退。李曉春先生、賴偉德先生和趙貴武先生符合資格及願意膺選連任。

蔡國雄先生（「蔡先生」）為本公司獨立非執行董事，並於2013年再委任期內將任職超過9年。蔡先生於即將舉行的股東週年大會上輪席告退後，彼符合資格自願決定再膺選連任為本公司獨立非執行董事。依據守則條文A.4.3，他須就是項委任提呈獨立決議案以供股東於即將舉行之股東週年大會中通過。

### Board Meetings and Board Practices

The Board has scheduled to meet at least four times a year, and the Board will also meet on other occasions when a board-level decision on a particular matter is required. The meetings are structured to allow open discussion. All Directors participate to discuss the strategy, operational and financial performance and internal control of the Group.

The company secretary of the Company (the "Company Secretary") assists the Chairman to prepare the agenda of the meeting and each Director may request to include any relevant matters in the agenda. Generally, at least 14 days' notice is given for the regular meetings by the Company. All substantive agenda items have comprehensive briefing papers, which are circulated at least three days before each Board meeting.

The Company Secretary is responsible for distributing detailed documents to Directors prior to the Board meetings to ensure that the Directors are able to make informed decisions regarding the matters discussed in the meetings so that they may receive accurate, timely and clear information.

All Directors may access to the advice and services of the Company Secretary who regularly updates the Board on governance and regulatory matters. The Company Secretary is also responsible for ensuring the procedures of the Board meetings are observed and providing the Board opinions on matters in relation to the compliance with the procedures of the Board meetings.

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board, the Company will not deal with the matter by way of written resolution or by a Board committee (except if that Board committee was specifically established for such purpose). The Independent Non-executive Director with no material interest in the matter will attend the meeting to deal with the matter if it is considered appropriate. Other than the exceptional criteria allowed under the Listing Rules, any Director who or whose associates have any material interest in any proposed Board resolutions will not be counted as a quorum in the relevant Board meeting or no vote for the Board resolutions.

All the Board committees adopted the same principles and procedures used in the Board meetings.

### Board Committees

To assist the Board in the execution of its duties, the Board has delegated specific functions to four Board Committees. The principal committees of the Board are the Audit Committee, Remuneration Committee, Nomination Committee and Investment Committee, details of which are as follows:

### 董事會會議及董事會常規

董事會每年召開至少四次會議，於需要就某事項作出董事會決議時，董事會亦將於其他情況下召開會議。會議的形式有利於進行坦誠討論。所有董事參與討論本集團的策略、營運及財務表現以及內部監控。

本公司的公司秘書（「公司秘書」）協助主席編製會議議程，每名董事可要求將任何有關事項列入議程。一般而言，本公司舉行定期會議前需要發出至少14天的通知。所有主要議程項目均有全面簡介文件，並於每次董事會會議前最少三天傳閱。

公司秘書負責於董事會會議前分派詳細文件予董事，以確保董事能夠就會議上討論的事項作出知情決定，以便彼等可獲得準確、及時及清晰的資料。

所有董事可獲得公司秘書的建議及服務，公司秘書將就管治及監管事項定期向董事會提供更新資料。公司秘書亦負責確保董事會會議依程序進行，並就有關遵守董事會會議程序的事項向董事會提供意見。

倘若主要股東或董事在董事會將予考慮的事項中存在利益衝突，本公司不得透過書面決議案或經由董事委員會（特別為此目的而組建的董事委員會除外）處理該事項。倘認為適當，於該事項中無重大權益的獨立非執行董事將出席處理該事項的會議。除上市規則准許的例外情況外，在所提呈的任何董事會決議案中擁有任何重大權益的任何董事或其聯繫人，均不得計入有關董事會會議的法定人數內，亦不得就有關董事會決議案投票。

所有董事委員會均採納董事會會議中所採用的相同原則及程序。

### 董事委員會

董事會向四個董事委員會委派指定職責，以便董事會執行其職務。主要董事委員會為審核委員會、薪酬委員會、提名委員會及投資委員會，詳情載列如下：

		<b>Date of first appointment to the Board</b> 首次獲委任為董事會成員的日期	<b>Date of last re-election as Director</b> 最近一次膺選連任為董事的日期	<b>Audit Committee</b> 審核委員會	<b>Remuneration Committee</b> 薪酬委員會	<b>Nomination Committee</b> 提名委員會	<b>Investment Committee</b> 投資委員會
	<b>Position</b> 職位						
SUN, Patrick 辛定華	Independent Non-executive Chairman & Independent Non-executive Director 非執行主席及獨立非執行董事	25 February 2004 2004年2月25日	24 May 2012 2012年5月24日	√	√	√	
CHOY Kwok Hung, Patrick 蔡國雄	Independent Non-executive Director 獨立非執行董事	25 February 2004 2004年2月25日	9 June 2010 2010年6月9日	√	√		√
YIU Tin Chong, Joseph 姚天從	Independent Non-executive Director 獨立非執行董事	6 July 2011 2011年7月6日	24 May 2012 2012年5月24日		√	√ <sup>(ii)</sup>	√
WONG Yuet Leung, Frankie <sup>(i)</sup> 黃月良 <sup>(i)</sup>	Independent Non-executive Director 獨立非執行董事	3 February 2004 2004年2月3日	30 May 2011 2011年5月30日	√			
LAI Weide 賴偉德	Non-executive Director 非執行董事	11 October 2010 2010年10月11日	30 May 2011 2011年5月30日		√		
LAM Pak Lee 林百里	Non - executive Director 非執行董事	25 February 2004 2004年2月25日	30 May 2011 2011年5月30日				
SHEU Wei Fu (alternate to LAM Pak Lee) 許維夫 (林百里之替代董事)	Non-executive Director 非執行董事	1 July 2007 2007年7月1日	N/A 不適用				
LI Xiaochun 李曉春	Non - executive Director 非執行董事	11 October 2010 2010年10月11日	30 May 2011 2011年5月30日	√			
ZHAO Guiwu 趙貴武	Non - executive Director 非執行董事	11 October 2010 2010年10月11日	30 May 2011 2011年5月30日				√
LEUNG Kwong Wai 梁廣偉	Executive Director/ Managing Director/ Chief Executive Officer 執行董事/董事總經理/行政總裁	21 November 2003 2003年11月21日	24 May 2012 2012年5月24日			√	√
LAI Woon Ching 黎垣清	Executive Director 執行董事	25 February 2004 2004年2月25日	24 May 2012 2012年5月24日				√

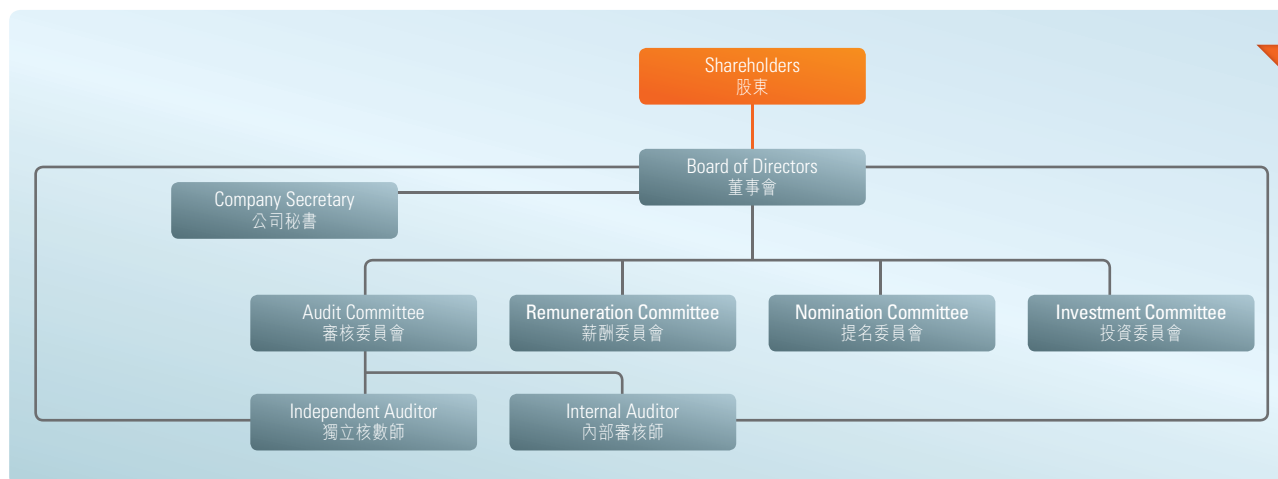
(i) Mr. Wong Yuet Leung, Frankie was re-designated from a Non-executive Director to an Independent Non-executive Director effective from 1 January 2007.

(i) 黃月良先生自2007年1月1日起由非執行董事調任為獨立非執行董事。

(ii) Mr. Yiu Tin Chong, Joseph, Independent Non-executive Director replaced Mr. Zhao Guiwu, Non-executive Director of the Company as a member of Nomination Committee of the Company with effect from 1 April 2012.

(ii) 獨立非執行董事姚天從先生於2012年4月1日起取代非執行董事趙貴武先生為本公司提名委員會委員。

CORPORATE GOVERNANCE STRUCTURE 企業管治架構



**Audit Committee**

The Audit Committee comprises three Independent Non-executive Directors and one Non-executive Director and is chaired by Mr. Wong Yuet Leung, Frankie. Mr. Wong has many years of corporate finance and investment experience at company board level and Mr. Sun, Patrick, member of the Audit Committee, is also an experienced investment banker with appropriate professional qualifications. They meet the requirement of having appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules for the purpose of such appointment.

The Audit Committee meets not less than twice a year to review and discuss the internal audit findings, internal controls, interim and annual consolidated financial statements respectively. It may hold additional meetings from time to time to discuss special projects or other issues it considers necessary. The independent auditor and internal auditor of the Group may request a meeting if they consider it necessary.

The Audit Committee will conduct, on behalf of the Board, annual review of the adequacy of resources, qualifications and experience of staff for the Group's accounting and financial reporting function, and training programs and budget.

The authorities of the Audit Committee include (1) investigating any activity within its terms of reference; (2) seeking any information it requires from any employee; and (3) obtaining outside legal or other independent professional advice if required.

The main duties of the Audit Committee are as follows:

- To make recommendation to the Board on the appointment, re-appointment and removal of the independent auditor, and to approve the remuneration and terms of engagement of the independent auditor, and deal with any question of resignation or dismissal of that auditor

**審核委員會**

審核委員會的委員包括三名獨立非執行董事及一名非執行董事。審核委員會由黃月良先生擔任主席。黃先生具有多年董事會級之企業財務及投資經驗而辛定華先生（為審核委員會委員之一）亦是一名經驗豐富的投資銀行家。他們同樣具備符合上市規則第3.10(2)條的規定之適當的專業資格或會計或有關財務管理的專門技術。

審核委員會每年舉行不少於兩次會議，以審閱和商議內部審核結果、內部監控、中期及全年綜合財務報表。委員會亦會不時舉行額外的會議，商討有關委員會認為有需要討論的特別事項或其他事宜。本集團聘請的獨立核數師和內部審核師若認為有需要，可要求召開會議。

審核委員會將代表董事會每年審核是否有足夠的資源、合資格及具經驗的員工擔任本集團的會計及財務報表職能，以及培訓計劃和預算。

審核委員會的職權包括(1) 調查屬於其職權範圍內的任何活動；(2) 向任何員工尋求委員會所需的任何資料；以及(3) 在有需要時向外尋求法律或其他獨立專業意見。

審核委員會之主要職務如下：

- 負責向董事會提出就委任、重新委任及罷免獨立核數師的建議，並批准獨立核數師的薪酬及聘任條款，以及處理任何有關辭任或辭退該核數師的問題

- To review with the Group's management, independent auditor and internal auditor, the adequacy of the Group's policies and procedures regarding internal controls and risk management system, and any statement by the directors to be included in the annual accounts prior to endorsement by the Board
- To review independent auditor's independence, objectivity, effectiveness of the audit process and the scope of the independent audit including the engagement letter, prior to commencement of audit
- To review the annual, quarterly (if any) and interim financial reports prior to approval by the Board and liaise with the Board and senior management, and the Committee must meet, at least twice a year, with the independent auditor
- To evaluate the cooperation received by the independent auditor; obtain the comments of management regarding the responsiveness of the independent auditor to the Group's needs; inquire the independent auditor as to whether there have been any disagreements with the management which if not satisfactorily resolved would result in the issue of a qualified report on the Group's financial statements
- To seek from the independent auditor, on an annual basis, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including provision of non-audit services and requirements regarding rotation of audit partners and staff
- To review and monitor the scope, effectiveness and results of internal audit function, ensure co-ordination between the internal and independent auditor and ensure that the internal audit function is adequately resourced and has appropriate standing within the Group
- To discuss with management the scope and quality of systems of internal control and ensure that management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting function, and their training programs and budget
- To review the findings of internal investigations and the management's response into any suspected frauds or irregularities or failures of internal controls or infringements of laws, rules and regulations
- To consider other topics, as defined by the Board
- 與集團的管理層、獨立核數師及內部核數師檢討集團有關內部監控及風險管理的政策及程序是否足夠，以及在提交董事會批署前審閱任何董事擬載於年度賬目內的聲明
- 於開始審核工作前審視獨立核數師是否獨立、客觀、審核程序是否有效，以及外聘審核的範疇，包括聘任書
- 在提交董事會批准前應審閱年度、季度（如有）及中期財務報表，及與董事會和高級管理層磋商，而委員會必須與獨立核數師每年會面至少兩次
- 評估獨立核數師從管理層所得到的配合；取得管理層對有關獨立核數師回應本集團需要的意見；查詢獨立核數師曾否與管理層有任何意見分歧，以致若無法圓滿解決會導致獨立核數師就本集團的財務報表發出具保留意見的報告
- 每年要求獨立核數師提供就其維持獨立性及監察是否遵守相關規定所採納的政策及程序的資料，包括是否提供非審核服務及審核工作所涉及的合夥人及員工的輪任要求
- 檢討及監察內部審核職能的範疇、效能及結果，確保內部及獨立核數師互相協調，以及確保內部審核職能獲足夠資源並於本集團內有恰當地位
- 與管理層商討內部監控的範疇及質素，以及確保管理層已履行其職責確保內部監控系統有效，包括所需資源、會計及財務匯報人員的資歷及經驗以及相關員工的培訓計劃及預算開支是否足夠
- 就任何懷疑不誠實行為或不合規情況或內部監控缺失或涉嫌違反法律、規則及規例情況審查內部調查結果及管理層的回應
- 考慮董事會界定的其他議題

The Audit Committee held two meetings during the year ended 31 December 2012 to review and discuss the financial results and reports, financial reporting and compliance procedures, internal control system and risk management review and process and the re-appointment of the independent auditor of the Group.

審核委員會於截止2012年12月31日止年度曾舉行的兩次會議，審閱及討論本集團的財務業績及報告、財務報表及守章程序、內部監控體系及風險管理審閱與程序和續聘獨立核數師。

## CORPORATE GOVERNANCE REPORT (continued) 企業管治報告(續)

As the Audit Committee is also responsible for corporate governance duties, the Committee performed the following duties during the year ended 31 December 2012:

- To develop and review the Group's policies and practices on corporate governance and make recommendations to the Board
- To review and monitor the training and continuous professional development of directors and senior management
- To review and monitor the policies and practices on compliance with legal and regulatory requirements
- To develop, review and monitor the Code of Conduct and compliance manual (if any) applicable to employees and directors
- To review the compliance with the Code Provisions and disclosure in the Corporate Governance Report

### Remuneration Committee

The Remuneration Committee comprises one Non-executive Director and three Independent Non-executive Directors. A majority of the votes in the Remuneration Committee are exercisable by Independent Non-executive Directors. The Committee does not deal with the remuneration of Non-executive Directors which shall be a matter for the Executive Directors of the Board. No Director or senior executive will be involved in any discussion in connection with his or her own remuneration. The Committee also consults the Independent Non-executive Chairman about their proposals relating to the remuneration of other Executive Directors and has access to professional advice if considered necessary. The Committee consulted the head of human resources in respect of human resources policy and market as well as other company information.

The meetings of the Remuneration Committee shall normally be held not less than once a year to review and approve principally the remuneration of Executive Directors of the Company. The Committee, currently chaired by Mr. Sun, Patrick, has delegated to the Managing Director the authority to approve the remuneration of all the employees of the Group below the rank of Executive Director. Policy related remuneration schemes will be decided by the Remuneration Committee.

The main duties of the Remuneration Committee are as follows:

- To determine the framework and broad policy for the remuneration of Directors, senior management and general staff
- To establish guidelines for the recruitment of the Chief Executive Officer and senior management
- To approve the policy and structure for the remuneration of Directors (including Non-executive Directors) whilst ensuring no director or any of his associates is involved in deciding his own remuneration
- To determine the remuneration of Executive Directors including benefits in kind, pension right and compensation payment

由於審核委員會亦負責企業管治之職務，截止2012年12月31日止年度，委員會履行如下的職務：

- 制定及檢討企業管治政策及常規，並向董事會提出建議
- 檢討及監察董事及高級管理層的培訓及持續專業發展
- 檢討及監察遵守法律及監管規定方面的政策及常規
- 制定、檢討及監察員工及董事的行為守則及合規手冊（如有）
- 檢討遵守守則條文的情況及在企業管治報告內的披露

### 薪酬委員會

薪酬委員會的委員包括一名非執行董事及三名獨立非執行董事。獨立非執行董事在薪酬委員會內佔大比數投票權。委員會不會處理非執行董事的酬金事宜，釐定非執行董事的酬金屬於董事會執行董事的職務。董事或高級行政人員將不會參與有關其酬金的任何討論。該委員會亦會向獨立非執行主席諮詢有關其他執行董事酬金的意見，並在有需要時，尋求專業意見。委員會會向人力資源部主管諮詢有關人事政策、市場及其他公司資料。

薪酬委員會每年召開不少於一次會議，主要是檢討和核准本公司執行董事的酬金。該委員會現時由辛定華先生擔任主席，並已向董事總經理授予權力，以核准屬於執行董事職級以下本集團全體員工的酬金。薪酬委員會將作出有關薪酬政策事宜的決定。

薪酬委員會之主要職務如下：

- 審批董事、高級管理層及一般員工的薪酬政策
- 制定招聘行政總裁及高級管理層的指引
- 審批就董事（包括非執行董事）薪酬的政策及結構，同時確保任何董事或其任何聯繫人不得參與釐定自己的薪酬
- 釐定執行董事的薪酬待遇，包括非金錢利益、退休金權利及賠償金額

- To review and approve the compensation arrangements in connection with any loss or termination of their office or appointment, or dismissal or removal for misconduct to executive directors and senior management which shall be fair and not excessive
- To review the criteria for assessing performance of the Executive Directors and/ or senior management which should reflect the Company's business objectives and targets
- To determine the annual performance bonus for Executive Directors and review the annual performance bonus for senior management achievements against the performance criteria and by reference to market norms
- To engage such external professional advisors to assist and/or advise the Remuneration Committee on issues as it considers necessary

In 2012, the Remuneration Committee determined the remuneration policy for the Executive Directors, assessed their performances as well as approved their employment contracts with the Group. Details of remuneration of Directors and the senior management can be obtained in note 11 of the Consolidated Financial Statements section.

### Nomination Committee

Since April 2012, the Nomination Committee has comprised the Chairman (also the Chairman of the Committee), the Managing Director and one Independent Non-executive Director. The Committee generally meets before the annual general meeting, or at other times as required by the Chairman of the Committee.

The Nomination Committee, led by Chairman Mr. Sun, Patrick, will identify qualified candidates to fill the Board membership whenever such vacancy arises. It will nominate such candidates for the Board to consider, and regularly review the composition of the Board as well as make suggestions on any change that may be required.

The main duties of the Nomination Committee are as follows:

- To review the structure, size and composition of the Board at least annually and to make recommendation to the Board with regard to any changes required
- To evaluate the balance of skills, knowledge and experience of the Board
- To assess the independence of Independent Non-executive Directors
- To identify and nominate candidates to the Board for it to appoint or to recommend to Shareholders for election
- To regularly review the time required from a Director to perform his responsibilities
- To make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the chief executive as well as the senior management

- 檢討及批准有關執行董事及高級管理層因喪失或被終止其職務或委任或因行為失當而被解僱或罷免所涉及的賠償安排；有關賠償須公平合理而不致過多
- 審閱評估執行董事及/或高級管理層表現的準則；有關準則須反映本公司的業務目的及目標
- 根據表現準則評核執行董事、高級管理層的表現並參考市場標準，釐定執行董事以及審閱高級管理層的年度表現花紅
- 就薪酬委員會認為有需要的事宜外聘專業顧問，向委員會提供協助及/或意見

於2012年，薪酬委員會已釐定執行董事的薪酬政策、評估其表現及批准其與本集團的聘用合約。董事及高級管理層之薪酬詳情載於綜合財務報表附註11內。

### 提名委員會

自2012年4月起，提名委員會的委員包括主席（亦為委員會之主席）、董事總經理及一名獨立非執行董事。委員會會議須於股東週年大會前或委員會主席要求的其他時間舉行。

提名委員會由主席辛定華先生領導，會物色合資格候選人出任董事，以填補空缺。委員會就提名候選人提呈董事會考慮，並定期檢討董事會成員組成及提交需要作出變動的建議。

提名委員會之主要職務如下：

- 至少每年檢討董事會之架構、規模及組成，並就任何所需的改動向董事會提供建議
- 評估董事會於技能、知識及經驗上的平衡
- 評定獨立非執行董事的獨立性
- 物色候選人並向董事會提名，供董事會委任或向股東推薦選任為董事
- 定期檢討董事履行其責任所需付出的時間
- 就主席、行政總裁及高級管理層繼任計劃的有關事宜向董事會提出建議

In 2012, the Nomination Committee reviewed the structure, size and composition of the Board and the independence of the Independent Non-executive Directors. Mr. Choy Kwok Hung, Patrick has been serving as an Independent Non-executive Director of the Company for more than 9 years. Pursuant to the Code Provisions A.4.3, his further appointment upon retirement at annual general meeting should be subject to a separate resolution to be approved by shareholders. The Committee advised the Board on the matters concerning the re-election of Directors by shareholders according to the Company's Articles of Association, the Code Provisions, the structure, size and composition of the Board and the independence of the Independent Non-executive Directors.

### Investment Committee

The Investment Committee comprises two Executive Directors, one Non-executive Director and two Independent Non-executive Directors. It shall meet at the request of any member of the Committee and its meetings will be facilitated by the Vice President, Corporate Development, and the Vice President, Finance will also participate in the discussion.

The Investment Committee, currently chaired by Dr. Leung Kwong Wai, will evaluate and approve any equity investment of US\$2 million or less with the support from the head of Corporate Development. Any equity investment exceeding that amount will be proposed by the Committee for the Board's approval. The Committee is authorized, at the expense of the Group, to seek external professional advice it considers necessary and to arrange external advisers to attend its meetings. The Committee will also periodically report the status and performance of investments to the Board.

The main duties of the Investment Committee are as follows:

- To assist the Board in discharging its duties and responsibilities in relation to investment activities (excluding treasury or cash management)
- To assist the Board with all of its policy setting responsibilities related to investment
- To establish and document the basic investment principles and beliefs held by the Committee as well as the Code of Conduct for avoiding possible conflict of interest
- To have all necessary access and authority to seek information from management to fulfill its objectives, duties and responsibilities
- To review the appointment of external professional advisers
- To review and monitor investment performance
- To review and advise on additions to and dispositions of existing investments
- To review annually the terms of reference of the Committee and to recommend to the Board any required changes
- To submit an annual work report to the Board summarizing the Committee's activities, findings, recommendations and results for the past year

於2012年，提名委員會檢討董事會之架構、規模及組成及獨立非執行董事的獨立性。蔡國雄先生已當本公司獨立非執行董事超過9年，依據守則條文A.4.3闡明，他在股東週年大會退任後的再委任須提呈獨立決議案以供股東批准。委員會已根據公司組織章程細則、守則條文、董事會之架構、規模及組成和獨立非執行董事的獨立性給予董事會關於股東重選董事事宜的意見。

### 投資委員會

投資委員會的委員包括兩名執行董事、一名非執行董事及兩名獨立非執行董事。委員會須於任何委員會委員提出要求時召開會議，會議由副總裁——企業發展作出安排，副總裁-財務亦會參與討論。

投資委員會現時由梁廣偉博士擔任主席，在企業發展部主管的協助下，評估及批准任何2百萬美元或以下的資本投資。任何超越該金額的資本投資將會由委員會提呈以待董事會通過。委員會獲授權有需要時以集團支出尋求外界專業意見及安排該等顧問出席會議。委員會就投資的狀況及表現定期向董事會匯報。

投資委員會之主要職務如下：

- 協助董事會履行其於投資（不包括庫務或現金管理）方面的職責及責任
- 協助董事會制定所有有關投資責任的政策
- 訂立委員會遵循的基本投資原則及條例，及設立行為守則以避免可能發生的利益衝突
- 有權向管理層接觸及尋求資料以達致履行其目標、職務及責任
- 審閱委任外界的專業顧問
- 審閱及監察投資表現
- 審閱投資及就增加和出售現有的投資提供意見
- 每年檢討委員會的職權範圍及建議董事會作出任何所需的改動
- 向董事會呈交年度工作報告，概述委員會的活動、調查結果、建議及以往年度的成果



The attendance of Directors at the following board or board committee meetings during the year is set out below:

本年度董事出席下列董事或董事委員會會議之情況如下：

		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Investment Committee 投資委員會
Number of meetings held	會議次數	4	2	1	1	1
<b>Members of the Board</b>	<b>董事會成員</b>	<b>Number of meetings attended (Attendance rate) 出席會議次數 (出席率)</b>				
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
SUN, Patrick (Independent Non-executive Chairman)	辛定華 (獨立非執行主席)	4 (100%)	2 (100%)	1 (100%)	1 (100%)	
CHOY Kwok Hung, Patrick	蔡國雄	4 (100%)	2 (100%)	1 (100%)		1 (100%)
WONG Yuet Leung, Frankie	黃月良	4 (100%)	2 (100%)			
YIU Tin Chong, Joseph	姚天從	4 (100%)		1 (100%)	N/A <sup>(i)</sup>	1 (100%)
<b>Executive Directors</b>	<b>執行董事</b>					
LEUNG Kwong Wai (Managing Director)	梁廣偉 (董事總經理)	4 (100%)			1 (100%)	1 (100%)
LAI Woon Ching	黎垣清	4 (100%)				1 (100%)
<b>Non-executive Directors</b>	<b>非執行董事</b>					
LAI Weide	賴偉德	2 (50%)		1 (100%)		
LAM Pak Lee	林百里	1 (25%)				
SHEU Wei Fu (alternate to LAM Pak Lee)	許維夫 (林百里之替代董事)	3 (75%)				
LI Xiaochun	李曉春	4 (100%)	0 (0%)			
ZHAO Guiwu	趙貴武	2 (50%)			1 (100%)	1 (100%)

(i) Mr. Yiu Tin Chong, Joseph, Independent Non-executive Director of the Company replaced Mr. Zhao Guiwu, Non-executive Director of the Company as a member of Nomination Committee of the Company with effect from 1 April 2012.

(i) 本公司之獨立非執行董事姚天從先生於2012年4月1日起取代非執行董事趙貴武先生為本公司提名委員會委員。

## Accountability and Audit

### Financial Reporting

The Directors of the Company acknowledge their responsibilities to present a balanced, clear and understandable assessment in the consolidated financial statements of the annual and interim reports. The Directors have prepared the consolidated financial statements on a going concern basis, with supporting assumptions or qualifications as necessary. When the Directors are aware of material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, such uncertainties will be clearly and prominently set out and discussed at length in this Corporate Governance Report.

### Internal Controls

The Board has responsibilities for maintaining and reviewing the effectiveness of the Group's internal control system. The internal controls within the Group are designed to help the Group achieve key initiatives, and represent the Group's efforts in protecting its physical assets, information and technology. As maintaining an effective control system is a shared responsibility of all in the Group, the Group is dedicated to educating all employees via trainings and the weekly Managing Director's message on the Company web portal

## 問責性及審核

### 財務報告

本公司董事確認，彼等有責任在年報及中期報告的綜合財務報表中提供客觀持平、清晰及簡明的評估。董事已按持續經營基準編製綜合財務報表，並於有需要時輔以假設或保留意見。倘董事知悉有重大不明朗事件或情況可能會嚴重影響本公司持續經營的能力，董事必須在企業管治報告中清楚披露及詳細討論該等不明朗因素。

### 內部監控

董事會有責任維持及審閱本集團內部監控體系之效能。本集團的內部監控旨在協助本集團達致目標，致力保障其資產、資訊及科技。由於保持有效的內部監控體系是每位集團成員共同的責任，固本集團致力從培訓及董事總經理每星期於門戶網站的分享用以教育員工明白內部監控政策及對其堅持的重要性。現有的內部監控能讓本集團在瞬息萬變及富挑戰的營商環境下實踐最佳的營商方法。截至2012年12月31日止，董事會參考由

to ensure they understand the importance of internal control policies and adhere to them. The presence of internal controls empowers the Group to implement best business practices in dynamic and challenging business environments. The Board assessed the effectiveness of internal control for the year ended 31 December 2012, including financial and operational controls, and risk management functions, by considering reviews performed by the Audit Committee, executive management and the Corporate Audit Department; and the independent auditor's management letters, if any. The Board also reviewed the Group's operating and financial performance against the financial budget on a quarterly basis while executive management closely monitored the financial performance on a monthly basis.

The Corporate Audit Department assists the Audit Committee to conduct regular reviews of the Group's internal control system, which include the effectiveness of financial, operational and compliance controls and risk management functions. The Corporate Audit Department follows a risk-based approach. Different audit areas are assigned with different risk ratings and an audit plan is formulated accordingly so that priority and appropriate audit frequency is given to areas with higher risks. The annual work plan is reviewed and endorsed by the Audit Committee. The Corporate Audit Department conducts regular financial and operational reviews on the Group and reports directly to the chairman of the Audit Committee regularly. Summary of major findings and control weaknesses, if any, are reviewed by the Audit Committee at least twice every year. The Corporate Audit Department monitors the follow-up actions agreed upon in response to its recommendations.

During the year, the Corporate Audit Department analyzed the control environment of the Company as it is the foundation of an effective internal control. The approach of the review includes sending questionnaires to senior executives and relevant employees to verify their attitude and awareness on the control environment of the Company, reviewing relevant documentations like the current Group's Code of Conduct, the whistle blowing policy and evaluating findings on any deficiencies in the design of the internal controls and developing recommendations for improvement. The result of the review had been reported to and reviewed by the Audit Committee.

As Integrity is one of the Group's core competencies and also one of the control environment factors, the Management has contributed additional efforts on promoting and educating the importance of integrity. The Group has always held a strong belief that its future success relies on its trustworthiness, goodwill and integrity in dealing with customers, suppliers, employees, shareholders, the industry and governments. The Group has therefore established a set of Code of Conduct for all of its employees to follow. Adherence to the Code of Conduct is the responsibility of each employee of the Group and is a condition of continued employment. The Code of Conduct deals with key subject areas such as proper use of the Group's funds and assets, customer/ supplier/ government relationships, conflicts of interest and operating procedures. Management

審核委員會、行政管理層及內審部之檢討和獨立核數師致管理層的建議報告(如有),對內部監控,包括財務、營運監控及風險管理功能之成效作出評估。董事會亦會每季以財務預算為本審核本集團運作及財務表現,同時行政管理層亦會緊密監察每月的實際財務表現。

內審部協助審核委員會進行常規的審閱本集團之內部監控體系,包括財務、營運及法規遵從性的監控和風險管理功能之成效。內審部遵從風險為基礎之手法。對不同的審核部分劃分不同的風險評級及制定權衡風險的審核方案,對較高風險的部分適當予以較優先及較頻密之審核。審核委員會已經審核及批准年度審核計劃,內審部亦會定期為集團的財務和營運作出審閱及定期向審核委員會主席提交報告。審核委員會至少每年兩次,就主要之查核結果及監控弱點作出檢討。內審部亦會對落實執行之建議作出監督。

於本年內,內審部已對監控環境作分析,因監控環境是一個有效的內部監控之基礎。檢討方法包括發出問卷予高級管理層及相關員工以查証他們對公司監控環境的態度及意識,審閱有關文件如本集團現有的行為守則、反欺詐行為的告密政策和對內部監控在設計上的任何不足之處進行評估及制定改善建議。檢討的結果已向審核委員會匯報及經其審閱。

由於堅守誠信是本集團的核心價值之一,亦是監控環境的其中之一要素,管理層投放額外力度於推廣及教育堅守誠信的重要性。本集團一直深信其未來的成就,有賴客戶、供應商、員工、股東、同業和政府對其之信用、商譽和誠信。因此,本集團設立了行為守則供所有員工依從。遵守該行為守則是本集團每位員工的責任,亦是持續聘任的條件。本集團行為守則涉及主要範疇,包括妥善運用本集團資金和資產、與客戶/供應商/政府的關係、利益衝突和營運程序等。管理層定期檢討現有的行為守則作進一步改善。本集團已刊出2013年版本的行為守則予所有集團員工。除此之外,本集團提供各樣內部及外部培訓給員工,如內部監控及資訊保障的講座及誠信與遵守法規的講座。

regularly reviews the existing Code of Conduct for further improvement. The year of 2013 version of Code of Conduct of the Group was published to all employees. Besides, the Group provides various internal and external seminars on integrity to employees, for instance, Internal Control and Information Protection seminar and Integrity and Compliance of the Law seminar. Exploring new training programs which can benefit our employees is also one of the responsibilities of the Management. During the year, the Management invited ICAC to hold their new integrity seminar, "Integrity and Compliance with the Law – The Road to Create Wealth" for our employees.

In order to enhance the internal control system, the Group established and published in 2006 a whistle blowing policy and a system on anti-fraud for employees and third parties to raise concerns in confidence, which complied with the new recommended best practice in the Code. In 2012, no incident of fraud or misconduct was reported from employees or stakeholders that had material effect on the Group's financial statements and overall operations.

The Board considered that the internal control system of the Group in 2012 is effective and adequate and the Company had complied with the Code Provision.

### **Independent Auditor**

The Group's independent auditor is PricewaterhouseCoopers. PwC HK is responsible for auditing and forming an independent opinion on the Group's annual consolidated financial statements. Apart from the statutory audit of the annual consolidated financial statements, PwC HK was also engaged to perform a review on the interim consolidated financial statements of the Group for the six months ended 30 June 2012 as well as advise the Group on taxation and related matters.

The fees payable by the Group to the independent auditor in respect of audit and non-audit services provided by them for the year ended 31 December 2012 are US\$178,000 and US\$28,000 respectively.

### **Directors' Continuous Training and Development**

The Group has been responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company director to all the Directors of the Company. All the Directors of the Company understand that they should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

The Company provides various guideline materials to Directors, for instance, Directors' duties and responsibilities, the relevant laws and regulations applicable to Directors and duty of disclosure of interest and business of the Group. Every newly appointed Director will receive a comprehensive induction session at his/ her appointment. All Directors were encouraged to have

管理層其中一個責任是搜羅對員工有益處的新培訓課程。於本年度，我們邀請廉政公署舉辦一個新的有關誠信的講座「誠信守法可創富」給員工。

為加強內部監控體系，本集團已於2006年制定及刊登有關反欺詐行為的告密政策及制度，讓員工及第三方可暗中舉報，此為符合增設建議最佳常規。於2012年，並無員工或權益人士舉報任何足以對本公司財務報表及整體業務運作構成重大影響的欺詐或失當行為。

董事會認為在2012年的內部監控體系是有效及充足，而本公司已遵守守則條文。

### **獨立核數師**

本公司之獨立核數師乃羅兵咸永道會計師事務所。羅兵咸香港所負責審核及對年度綜合財務報表發出獨立意見。除對年度綜合財務報表作出法定審核外，羅兵咸香港亦獲聘為審閱本公司截至2012年6月30日止六個月中期綜合財務報表，並就稅務法規及有關事宜提供意見。

截至2012年12月31日止年度，本集團付予獨立核數師有關審核及非審核服務之費用分別為178,000美元及28,000美元。

### **董事之持續培訓及發展**

本集團一直負責安排合適的培訓並提供有關經費，以及適切着重上市公司董事的角色、職能及責任給予本公司各董事。所有本公司的董事均已知悉他們應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。

本公司提供多元化的準則資料予董事，如董事責任及義務、相關的法規及應用於董事的條例及本集團的利益和企业的披露責任。每位新委任之董事均會獲得全面的就任須知。所有董事均鼓勵持續專業發展，以重溫他們的知識及技能。於2012年，部分董事已參與聯交所於香港及北京舉辦有關經修訂的守則之研

## CORPORATE GOVERNANCE REPORT (continued) 企業管治報告(續)

continuous professional development to enhance and refresh their knowledge and skills. In 2012, some of the Directors attended the seminars on the revised Code held by the Stock Exchange in Hong Kong and Beijing. Directors were also encouraged to take educational courses on duties of the Board and corporate governance.

Pursuant to the Code Provision A.6.5 which took effective on 1 April 2012, Directors attended seminars, conferences or through self-reading to continuously develop and refresh their knowledge and skills. Such continuous training and professional development focused on corporate governance, regulatory updates on directors' duties and information relevant to the Company and/ or its business.

The Board has received from each of the directors (Independent Non-executive Directors, Non-executive Directors including alternative director and Executive Directors) of the Company a record of the training received for the year ended 2012 indicating their compliance to the Code Provision A.6.5.

### Shareholders Communication

The Company considers that communication with its shareholders is essential for enhancing investor relations and its shareholders' understanding of the Group's business performance and strategies. In 2012, the Company has maintained continuous and open communication with its shareholders via different channels. The Board has regularly reviewed and considered that the Company's communication with its shareholders has been effective.

The Company reports to shareholders semi-annually on the Group's business and financial conditions. In 2012, the Company made the Group's eighth annual results announcement and the ninth interim results announcement since listing.

The Company held its Annual General Meeting on 24 May 2012. During the said Annual General Meeting, the following items were discussed:

- Report of the Directors and Independent Auditor's Report for the year ended 31 December 2011
- Re-election of four retiring Directors
- Authorization to fix the Directors' remuneration
- Appointment of Independent Auditor and authorization to Board of Directors to fix their remuneration
- An ordinary resolution to grant a general mandate to the Directors to repurchase shares up to a maximum of 10% of the existing issued share capital
- An ordinary resolution to grant a general mandate to the Directors to allot, issue or deal with new shares up to a maximum of 10% of the existing issued share capital

討論。本集團亦鼓勵董事修讀有關董事職務及企業管治之教育課程。

根據於2012年4月1日生效的守則條文第A.6.5條，董事通過參與研討會、會議或自學，持續發展並重溫董事之相關知識及技能。此持續培訓及專業發展集中於企業管治、有關董事責任的法規更新及與本公司或其業務相關的信息。

董事會亦收悉本公司每位董事（獨立非執行董事、非執行董事包括替代董事及執行董事）於2012年度止所接受的培訓記錄均顯示他們已經遵守守則條文第A.6.5條。

### 股東通訊

本公司認為與其股東保持溝通對促進投資者關係及加強股東對本集團業績和策略的了解不可或缺。於2012年，本公司透過不同渠道與股東保持持續及開放的溝通。董事會經常檢討並認為本公司與股東保持有效的溝通。

本公司每半年向股東報告其集團的業務和財務狀況。在2012年，本公司發表了自上市後本集團的第八份全年業績及第九次中期業績。

本公司於2012年5月24日舉行股東週年大會，並在會上討論下列項目：

- 截至2011年12月31日止年度之董事會報告及獨立核數師報告
- 重選四位退任董事
- 授權釐定董事酬金
- 委任獨立核數師及授權董事會釐定核數師酬金
- 普通決議案：授予董事一般授權，以購回本公司股本中現有已發行股份最多達10%的股份
- 普通決議案：授予董事一般授權，以配發、發行或處理本公司股本中現有已發行股份最多達10%的新股

- An ordinary resolution to extend the general mandate granted to the Directors to issue new shares by the number of shares repurchased

On 9 October 2012, the Company held an Extraordinary General Meeting seeking shareholders' approval of the following resolution in connection with the continuing connected transactions with Panda-LCD as an ordinary resolution:

"THAT (1) the Agreement (as defined in the announcement of the Company dated 30 August 2012), be and is hereby approved; (2) the 2012 annual cap for US\$9,000,000 be and is hereby approved; (3) the 2013 and 2014 annual caps for US\$18,000,000 and US\$28,000,000 respectively be and are hereby approved; and (4) the Board of the Company be and is hereby authorized to take all necessary or expedient in its opinion to implement and/or give effect to the Agreement."

Separate resolutions were proposed at the general meetings of the Company on each substantially separate issue, including the election of individual directors. All resolutions related to the Annual General Meeting and the Extraordinary General Meeting were duly passed.

- 普通決議案擴大授予董事一般授權，以發行相等於購回本公司股份數目的新股

本公司於2012年10月9日舉行股東特別大會，藉以請股東審批下列與熊貓液晶的持續關連交易的決議案為普通決議案：

「動議：(1) 批准協議（定義見本公司日期為2012年8月30日的公告）；(2) 批准2012年年度上限為9,000,000美元；(3) 批准2013年及2014年年度上限分別為18,000,000美元和28,000,000美元；及(4) 授權本公司董事會採取其認為必要或合適的所有步驟，以實施協議及/或促使其生效。」

每項實際獨立的事宜，均在本公司股東大會上以個別決議案提呈，包括選舉個別董事。有關股東週年大會及股東特別大會的決議案已適當地通過。

#### Attendance of Directors at the general meetings

##### 董事出席股東大會情況

		Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
SUN, Patrick	辛定華	√ <sup>(i)</sup>	—
CHOY Kwok Hung, Patrick	蔡國雄	√	—
WONG Yuet Leung, Frankie	黃月良	—	√ <sup>(ii)</sup>
YIU Tin Chong, Joseph	姚天從	√	√ <sup>(ii)</sup>
<b>Non-executive Directors</b>	<b>非執行董事</b>		
LAM Pak Lee / SHEU Wei Fu	林百里 / 許維夫	—	—
LAI Weide	賴偉德	—	— <sup>(iii)</sup>
LI Xiaochun	李曉春	—	— <sup>(iii)</sup>
ZHAO Guiwu	趙貴武	—	— <sup>(iii)</sup>
<b>Executive Directors</b>	<b>執行董事</b>		
LEUNG Kwong Wai	梁廣偉	√	√ <sup>(iv)</sup>
LAI Woon Ching	黎垣清	√	√

(i) As Chairman of the Board, Remuneration Committee and Nomination Committee, and member of Audit Committee, he was available at the general meeting to answer questions in the absence of Mr. Wong Yuet Leung, Frankie, the Chairman of Audit Committee.

(ii) Representatives of the Independent Board Committee were available at the general meeting to answer questions to approve the continuing connected transaction.

(iii) They had to abstain from voting in the general meeting.

(iv) He was designated by the Chairman of the Board as the Chairman of the Meeting.

(i) 他作為董事會、薪酬委員會和提名委員會主席以及審核委員，代表未能出席的審核委員主席黃月良先生於股東大會上回應問題。

(ii) 董事會獨立董事委員的代表於批准持續關連交易的股東大會上回應問題。

(iii) 他們須於該股東大會放棄投票。

(iv) 他獲董事會主席授權為該大會主席。

The Company's independent auditor attended the 2012 Annual General Meeting and was available to answer questions. In addition, the Company's independent financial adviser also attended the Extraordinary General Meeting and was available to answer questions.

本公司的獨立核數師出席2012年股東週年大會，並可於會上回答提問。再者，本公司的獨立財務顧問亦出席股東特別大會，並可於會上回答提問。

## CORPORATE GOVERNANCE REPORT (continued) 企業管治報告(續)

For the year under review, the Company conducted meetings and conference calls with investors and analysts. As part of its efforts to promote its image and reputation, the Group leveraged the networks and experience of a public relations firm.

The views of investors are invaluable to the Company. To improve its communication with investors, the Company has been collecting ideas from shareholders and feedback from the investment community since listing. The Company also appreciates the opportunity to meet shareholders face-to-face. The Company's Articles of Association has accommodated the use of websites for communication with shareholders since 2009.

The Company establishes different communication channels with shareholders and investors, including (i) printed copies of corporate communications (including but not limited to annual reports, interim reports, notices of meetings, circulars and proxy forms) which are required under the Listing Rules. Shareholders can also choose (or are deemed to have consented) to receive such documents using electronic means through the Company's website; (ii) the annual general meeting which provides a forum for shareholders to raise comments and exchange views with the Board; (iii) updated and key information on the Group is available on Company's website; (iv) the Company's website which offers a communication channel between the Company and its shareholders and stakeholders; (v) media conferences and briefing meetings with analysts to be held to update interested parties on the performance of the Group; (vi) the Company's Registrar which deals with shareholders for share registration and related matters; and (vii) the Corporate Communications and Development Department of the Group which handles enquiries from shareholders and investors generally.

To the best of knowledge of the Company, as at 31 December 2012, CEC held about 28% of the Company's shares, the Board as a whole held roughly 7%, and the remaining approximately 65%, is believed to be in public hands.

The website of the Group ([www.solomon-systech.com](http://www.solomon-systech.com)) is also updated constantly to inform investors and the general public of the latest information of the Group, for example, the important dates for shareholders in the coming year. Further information for shareholders can be found on pages 158 to 159 of this Annual Report.

### Shareholders' Rights

The Company's shareholders' rights are at all times highly regarded by the Group. The Group will make sure the Company's shareholders know how to exercise their rights. The Group provides effective channels for the Company's shareholders to communicate their ideas to the Group and exert their rights.

Pursuant to Article 68 of the Company's Articles of Association, any two or more members of the Company shall also be able to convene general meetings

於回顧年內，本公司舉行了投資者及分析員會議及電話會議。本集團亦借助公關公司的網絡和經驗，致力推廣本集團的企業形象和知名度。

投資者的意見對本公司來說是非常寶貴。為了加強與投資者的溝通，自上市以來，本公司經常收集股東的意見及了解市場資訊。本公司亦珍惜與股東面對面會晤的機會。自2009年起，本公司的組織章程細則容許運用網站與股東溝通。

本公司與股東及投資者建立不同的溝通途徑，包括：(i) 按上市規則規定，寄發公司通訊（其中包括但不限於年報、中期報告、會議通告、通函及代表委任表格）印刷本，股東亦可選擇（或被視為已同意）以電子方式透過本公司網站收取該等文件；(ii) 股東可於股東週年大會上發表建議及與董事會交換意見；(iii) 本公司網站載有本集團之最新及重要資訊；(iv) 本公司網站為股東及權益人提供與本公司溝通之途徑；(v) 本公司亦會召開新聞發佈會及投資分析員簡佈會向有關人士提供本集團最新業績資料；(vi) 本公司之股份登記處為股東處理一切股份登記及相關事宜；及 (vii) 本公司企業傳訊及發展部處理股東及投資者之一般查詢。

據本公司所知，截至2012年12月31日止，中國電子持有本公司股份約28%，董事會的董事合共持有大約7%本公司的股份，餘下約65%的股份，則相信是由公眾人士所持有。

本集團的網站 ([www.solomon-systech.com](http://www.solomon-systech.com)) 亦會定期更新資料，向投資者和公眾人士提供本集團的最新訊息，例如股東於來年需注意的重要日期。有關股東須知的其他資料可參閱本年報第158頁至159頁。

### 股東權利

本集團時刻重視本公司之股東權利，並會協助他們了解如何行使應有的權利。本集團設有溝通渠道，讓本公司股東表達對本集團的意見或行使其權利。

依據本公司組織章程細則第68條，股東大會亦可由兩位或更多成員遞交書面要求到本公司位於香港的總部，或者當本公司不

on the written requisition deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognized clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

With regard to general enquiry, a shareholder may contact the Company's Share Registrar directly. Information on proceedings at general meetings, votes of members, proxies, dividends and reserves, transfer of shares and other information are detailed in the Company's Memorandum and Articles of Association, which is accessible for inspection at the Company's Share Registrar, through website of the Group or the website of the Stock Exchange. The contact details of the Share Registrar is on page 158 of this Annual Report. In the event that a shareholder wishes to put forward a proposal to the Board, he may put forth his enquiry in writing to the Corporate Communications Department of the Group who will act on the subject matter accordingly.

### **Company Secretary**

The Company Secretary is responsible for advising the board through the Chairman and/or the Managing Director on governance matters and should also facilitate induction and professional development of Directors. In 2012, the Company Secretary has undertaken more than 15 hours of relevant professional training which exceeded the requirement of Rule 3.29 of the Listing Rules.

再有總部的情況下遞交到註冊辦事處後召開，該要求應註明會議目的並由要求提出者簽名，但是此要求提出者在遞交要求之日應持有不少於在本公司股東大會具有表決權的實繳股本的十分之一。此外，當本公司任何股東為經認可的結算所（或其被提名人）並遞交書面要求到本公司位於香港的總部，或者當本公司不再有總部的情況下遞交到註冊辦事處後召開，該要求應註明會議目的並由要求提出者簽名，但是此要求提出者在遞交要求之日應持有不少於在本公司股東大會具有表決權的實繳股本的十分之一。如果董事會在要求遞交之日後21日內，沒有適時地在之後的21日內召開會議，要求提出者或其中任何一位代表所有提出者的全部表決權半數以上的要求提出者，可以與董事會召開會議相同的方式盡可能召開股東大會，唯該會議不得於遞交要求之日三個月後召開，但由於董事會的失誤要求提出者經受的所有合理費用概由本公司為其報銷。

股東可直接聯絡本公司的股份過戶登記處，查詢一般資料。有關股東大會的程序、投票方法、委任代表、股息及儲備、股份轉讓及其他資料，已詳列於本公司的組織章程大綱及細則，組織章程大綱及細則可於本公司的股份過戶登記處、通過本集團的網站或聯交所網站查閱。股份過戶登記處的聯絡資料載於本年報第158頁。如股東欲向董事會提呈任何建議，可致函本集團的企業傳訊部，以妥善處理有關事宜。

### **公司秘書**

公司秘書負責通過董事會主席及/或董事總經理就管治事宜向董事會提出意見，並協助董事就任及專業發展。在2012年，公司秘書已超過上市條例第3.29條的要求，接受多於15小時相關專業培訓。

# REPORT OF THE DIRECTORS

## 董事會報告

The Directors submit their report together with the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2012.

### Principal activities and geographical analysis of operations

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 20 to the consolidated financial statements.

An analysis of the Group's performance for the year by business segment is set out in note 6 to the consolidated financial statements.

### Results and appropriations

The results of the Group for the year are set out in the consolidated income statement on page 76.

The Board of the Company does not recommend the payment of a final dividend.

### Reserves

Movements in the reserves of the Group and of the Company during the year are set out in note 28 to the consolidated financial statements.

### Donations

Charitable and other donations made by the Group during the year amounted to US\$14,000.

### Property, plant and equipment

Details of the movements in property, plant and equipment of the Group and of the Company are set out in note 18 to the consolidated financial statements.

### Share capital

Details of the movements in share capital of the Company are set out in note 26 to the consolidated financial statements.

### Distributable reserves

Distributable reserves of the Company as at 31 December 2012, comprising share premium reserve of US\$108,672,000 that is subject to the regulation of Section 34 of the Cayman Islands Companies Law and the Articles of Association of the Company, the equity compensation reserve of US\$16,502,000 and accumulated losses of US\$126,000 totaling US\$125,048,000 net are available for distribution to the Company's shareholders.

董事謹提呈本公司及其附屬公司截至2012年12月31日止年度的經審核綜合財務報表。

### 主要業務及按地區分析的營運

本公司的主要業務為投資控股。附屬公司的業務載於綜合財務報表附註20。

本集團本年度按業務分部的表現分析載於綜合財務報表附註6。

### 業績及分派

本集團本年度的業績載於綜合損益表第76頁。

董事會不建議派付末期股息。

### 儲備

本集團及本公司於年內的儲備變動載於綜合財務報表附註28。

### 捐獻

本集團於年內作出的慈善及其他捐獻達14,000美元。

### 物業、機器及設備

本集團及本公司的物業、機器及設備變動詳情載於綜合財務報表附註18。

### 股本

本公司的股本變動詳情載於綜合財務報表附註26。

### 可分派儲備

本公司於2012年12月31日的可分派儲備，包括股份溢價儲備108,672,000美元（受開曼群島公司法第34條及本公司的組織章程細則規限），股本權益報酬儲備16,502,000美元及累積虧損126,000美元合共125,048,000美元淨額可供分派予本公司股東。



### Pre-emptive rights

There is no provision for pre-emptive rights under the Company's Articles of Association and there is no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### Five-year financial summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years ended 31 December is set out on page 153.

### Purchase, sale or redemption of 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 year ended 31 December 2012.

### Share options

Share options have been granted to directors of the Company, senior management and employees of the Group under the Share Option Scheme approved by the shareholders of the Company at an Extraordinary General Meeting on 25 February 2004. The terms of the Share Option Scheme are in accordance with the provisions of the Chapter 17 of the Listing Rules on the Stock Exchange. The Share Option Scheme is valid and effective for a period of 10 years commencing on 19 March 2004, being the date of adoption of such scheme by the Board of Directors of the Company.

On 28 September 2012, share options to subscribe for 6,400,000 new shares of the Company were granted to certain directors of the Company and senior management of the Group at a nominal consideration of HK\$1.0 payable by each grantee under the Share Option Scheme. These share options are exercisable during the period from 1 October 2013 to 30 September 2015, at the exercise price of HK\$0.2126 per share.

### 優先購買權

本公司的組織章程細則，並無優先購買權的條文規定本公司須按比例向現有股東提呈發售新股份，而開曼群島法例亦無限制該等權利。

### 五年財務摘要

本集團截至12月31日止最近五個財政年度的業績和資產及負債摘要載於第153頁。

### 購買、出售或贖回本公司上市股份

截至2012年12月31日止年度內，本公司或其任何附屬公司並無購買、出售或贖回本公司上市股份。

### 購股權

根據於2004年2月25日舉行的股東特別大會上獲本公司股東批准的購股權計劃，本公司曾向董事、本集團的高級管理層及僱員授出購股權。購股權計劃的條款是遵照聯交所上市規則第17章的條文。購股權計劃由2004年3月19日（即本公司董事會採納該購股權計劃之日）起生效，為期10年。

於2012年9月28日，本公司根據購股權計劃按每名承授人以象徵式代價1.0港元，授出可認購本公司合共6,400,000股新股份的購股權予本公司某些董事及本集團的高級管理層。該購股權可於2013年10月1日至2015年9月30日期間行使，其行使價為每股0.2126港元。

## REPORT OF THE DIRECTORS (continued)

### 董事會報告(續)

#### Share options (continued)

##### Valuation of share options

The Company has been using the Black-Scholes Valuation Model to value the share options granted. Details of the key parameters used in the Model and the corresponding fair values of the share options granted during the year should be referred to note 27(a) to the consolidated financial statements. The details of the share options granted to the respective parties during 2012 and 2011 are as follows:

#### 購股權(續)

##### 購股權價值

本公司採用畢蘇訂價模式計算已授出購股權的價值。本年度應用此模式的主要參考數據及對應該等授出的購股權之公平值詳情參見綜合財務報表附註27(a)。於2012年及2011年內授予相關人士的購股權詳情如下：

		2012		2011	
		Number (in thousand units) 數量 (以千位計)	Value US\$'000 (in thousand units) 價值 千美元	Number (in thousand units) 數量 (以千位計)	Value US\$'000 價值 千美元
SUN, Patrick	辛定華	800	7.2	1,200	7.4
CHOY Kwok Hung, Patrick	蔡國雄	800	7.2	1,200	7.4
WONG Yuet Leung, Frankie	黃月良	800	7.2	1,200	7.4
YIU Tin Chong, Joseph	姚天從	800	7.2	1,200	7.4
LAI Weide	賴偉德	—	—	—	—
LAM Pak Lee	林百里	800	7.2	1,200	7.4
SHEU Wei Fu (alternate to LAM Pak Lee)	許維夫 (林百里的替代董事)	—	—	—	—
LI Xiaochun	李曉春	—	—	—	—
ZHAO Guiwu	趙貴武	—	—	—	—
LEUNG Kwong Wai	梁廣偉	800	7.2	1,200	7.4
LAI Woon Ching	黎垣清	800	7.2	1,200	7.4
Subtotal for Directors	董事小計	5,600	50.4	8,400	51.8
Subtotal for senior management	高級管理層小計	800	7.4	1,200	7.4
<b>Total</b>	<b>總計</b>	<b>6,400</b>	<b>57.8</b>	<b>9,600</b>	<b>59.2</b>

Details of the share options outstanding as at 31 December 2012 which have been granted under the Share Option Scheme are as follows:

於2012年12月31日，購股權計劃授出之購股權的詳情如下：

		Number of share options (in thousand units) 購股權數目 (以千位計)				Exercise period 行使期			
		Held on 1 January 2012 於2012年 1月1日 持有	Lapsed during the year 年內 已失效	Granted during the year 年內 已授出	Held on 31 December 2012 於2012年 12月31日 持有	Exercise price HK\$ 行使價 港元	Grant date 授出日期	Begins 開始	Ends 結束
<b>Independent Non-executive Directors 獨立非執行董事</b>									
SUN, Patrick	辛定華	1,000	(1,000)	—	—	0.6320	13 July 2009	1 July 2010	30 June 2012
		1,200	—	—	1,200	0.6200	28 June 2010	1 July 2011	30 June 2013
		1,200	—	—	1,200	0.1634	30 September 2011	1 October 2012	30 September 2014
		—	—	800	800	0.2126	28 September 2012	1 October 2013	30 September 2015
		3,400	(1,000)	800	3,200				
CHOY Kwok Hung, Patrick	蔡國雄	1,000	(1,000)	—	—	0.6320	13 July 2009	1 July 2010	30 June 2012
		1,200	—	—	1,200	0.6200	28 June 2010	1 July 2011	30 June 2013
		1,200	—	—	1,200	0.1634	30 September 2011	1 October 2012	30 September 2014
		—	—	800	800	0.2126	28 September 2012	1 October 2013	30 September 2015
		3,400	(1,000)	800	3,200				
YIU Tin Chong, Joseph	姚天從	1,200	—	—	1,200	0.1634	30 September 2011	1 October 2012	30 September 2014
		—	—	800	800	0.2126	28 September 2012	1 October 2013	30 September 2015
		1,200	—	800	2,000				
WONG Yuet Leung, Frankie	黃月良	1,000	(1,000)	—	—	0.6320	13 July 2009	1 July 2010	30 June 2012
		1,200	—	—	1,200	0.6200	28 June 2010	1 July 2011	30 June 2013
		1,200	—	—	1,200	0.1634	30 September 2011	1 October 2012	30 September 2014
		—	—	800	800	0.2126	28 September 2012	1 October 2013	30 September 2015
		3,400	(1,000)	800	3,200				
<b>Subtotal</b>	<b>小計</b>	<b>11,400</b>	<b>(3,000)</b>	<b>3,200</b>	<b>11,600</b>				

# REPORT OF THE DIRECTORS (continued)

## 董事會報告(續)

### Share options (continued)

### 購股權(續)

		Number of share options (in thousand units) 購股權數目 (以千位計)				Exercise period 行使期			
		Held on 1 January 2012 於2012年 1月1日 持有	Lapsed during the year 年內 已失效	Granted during the year 年內 已授出	Held on 31 December 2012 於2012年 12月31日 持有	Exercise price HK\$ 行使價 港元	Grant date 授出日期	Begins 開始	Ends 結束
<b>Executive and Non-executive Directors 執行及非執行董事</b>									
LAM Pak Lee	林百里	1,000	(1,000)	—	—	0.6320	13 July 2009 2009年7月13日	1 July 2010 2010年7月1日	30 June 2012 2012年6月30日
		1,200	—	—	1,200	0.6200	28 June 2010 2010年6月28日	1 July 2011 2011年7月1日	30 June 2013 2013年6月30日
		1,200	—	—	1,200	0.1634	30 September 2011 2011年9月30日	1 October 2012 2012年10月1日	30 September 2014 2014年9月30日
		—	—	800	800	0.2126	28 September 2012 2012年9月28日	1 October 2013 2013年10月1日	30 September 2015 2015年9月30日
		3,400	(1,000)	800	3,200				
<b>LEUNG Kwong Wai 梁廣偉</b>									
		612	(612)	—	—	1.4300	7 February 2007 2007年2月7日	1 April 2010 2010年4月1日	31 March 2012 2012年3月31日
		1,000	(1,000)	—	—	0.6320	13 July 2009 2009年7月13日	1 July 2010 2010年7月1日	30 June 2012 2012年6月30日
		1,200	—	—	1,200	0.6200	28 June 2010 2010年6月28日	1 July 2011 2011年7月1日	30 June 2013 2013年6月30日
		1,200	—	—	1,200	0.1634	30 September 2011 2011年9月30日	1 October 2012 2012年10月1日	30 September 2014 2014年9月30日
		—	—	800	800	0.2126	28 September 2012 2012年9月28日	1 October 2013 2013年10月1日	30 September 2015 2015年9月30日
		4,012	(1,612)	800	3,200				
<b>LAI Woon Ching 黎垣清</b>									
		30	(30)	—	—	1.4300	7 February 2007 2007年2月7日	1 April 2010 2010年4月1日	31 March 2012 2012年3月31日
		1,000	(1,000)	—	—	0.6320	13 July 2009 2009年7月13日	1 July 2010 2010年7月1日	30 June 2012 2012年6月30日
		1,200	—	—	1,200	0.6200	28 June 2010 2010年6月28日	1 July 2011 2011年7月1日	30 June 2013 2013年6月30日
		1,200	—	—	1,200	0.1634	30 September 2011 2011年9月30日	1 October 2012 2012年10月1日	30 September 2014 2014年9月30日
		—	—	800	800	0.2126	28 September 2012 2012年9月28日	1 October 2013 2013年10月1日	30 September 2015 2015年9月30日
		3,430	(1,030)	800	3,200				
<b>Subtotal</b>	<b>小計</b>	<b>10,842</b>	<b>(3,642)</b>	<b>2,400</b>	<b>9,600</b>				
<b>Others 其他</b>									
Senior management and employees	高級管理層及僱員	1,578	(1,578)	—	—	1.4300	7 February 2007 2007年2月7日	1 April 2010 2010年4月1日	31 March 2012 2012年3月31日
		5,000	(5,000)	—	—	0.6320	13 July 2009 2009年7月13日	1 July 2010 2010年7月1日	30 June 2012 2012年6月30日
		4,800	—	—	4,800	0.6200	28 June 2010 2010年6月28日	1 July 2011 2011年7月1日	30 June 2013 2013年6月30日
		1,200	—	—	1,200	0.1634	30 September 2011 2011年9月30日	1 October 2012 2012年10月1日	30 September 2014 2014年9月30日
		—	—	800	800	0.2126	28 September 2012 2012年9月28日	1 October 2013 2013年10月1日	30 September 2015 2015年9月30日
<b>Subtotal</b>	<b>小計</b>	<b>12,578</b>	<b>(6,578)</b>	<b>800</b>	<b>6,800</b>				
<b>Total</b>	<b>總計</b>	<b>34,820</b>	<b>(13,220)</b>	<b>6,400</b>	<b>28,000</b>				

## Directors

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

### Independent Non-executive Directors

Mr. Sun, Patrick (Chairman)  
Mr. Choy Kwok Hung, Patrick  
Mr. Wong Yuet Leung, Frankie  
Mr. Yiu Tin Chong, Joseph

### Non-executive Directors

Dr. Lam Pak Lee  
Mr. Sheu Wei Fu (alternate to Dr. Lam Pak Lee)  
Mr. Lai Weide  
Mr. Li Xiaochun  
Mr. Zhao Guiwu

### Executive Directors

Dr. Leung Kwong Wai (Managing Director)  
Mr. Lai Woon Ching

In accordance with Article 112 of the Company's Articles of Association, Messrs. Choy Kwok Hung, Patrick, Li Xiaochun, Lai Weide and Zhao Guiwu will retire by rotation at the forthcoming annual general meeting. Messrs. Li Xiaochun, Lai Weide and Zhao Guiwu, being eligible, offer themselves for re-election.

Mr. Choy Kwok Hung, Patrick ("Mr. Choy") has been serving as an Independent Non-executive Director of the Company for more than 9 years during the term of his further appointment in 2013. Mr. Choy, being eligible, decided to offer himself for re-election as an Independent Non-executive Director of the Company upon his retirement by rotation at the forthcoming annual general meeting. His appointment will be subject to the passing of a separate resolution by shareholders pursuant to the Code Provisions A.4.3 at the forthcoming annual general meeting.

Messrs. Sun, Patrick, Choy Kwok Hung, Patrick, Wong Yuet Leung, Frankie and Yiu Tin Chong, Joseph are Independent Non-executive Directors of the Company and their service contracts were renewed in 2012 for a term expiring on 30 June 2013.

### Directors' service contracts

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation, other than statutory compensation.

### Directors' interests in contracts

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

## 董事

本年度內及截至本報告日期止之董事如下：

### 獨立非執行董事

辛定華先生 (主席)  
蔡國雄先生  
黃月良先生  
姚天從先生

### 非執行董事

林百里博士  
許維夫先生 (林百里博士之替代董事)  
賴偉德先生  
李曉春先生  
趙貴武先生

### 執行董事

梁廣偉博士 (董事總經理)  
黎垣清先生

根據本公司的組織章程細則第 112 條，本公司之董事蔡國雄先生、李曉春先生、賴偉德先生和趙貴武先生於即將舉行的股東週年大會上輪席告退。李曉春先生、賴偉德先生和趙貴武先生符合資格及願意膺選連任。

蔡國雄先生 (「蔡先生」) 為本公司獨立非執行董事並於 2013 年再委任期內將任職超過 9 年。蔡先生於即將舉行的股東週年大會上輪席告退後，彼符合資格自願決定再膺選連任為本公司獨立非執行董事。依據守則條文 A.4.3，他須就是項委任提呈獨立決議案以供股東於即將舉行之股東週年大會中通過。

辛定華先生、蔡國雄先生、黃月良先生及姚天從先生為本公司獨立非執行董事，已於 2012 年續簽訂其服務合約，任期至 2013 年 6 月 30 日止。

### 董事的服務合約

擬於即將舉行的股東週年大會上膺選連任的董事，概無與本公司或其任何附屬公司簽訂不可於一年內免付補償 (法定補償除外) 而終止的服務合約。

### 董事於合約的權益

於本年底或年內任何時間，本公司或其任何附屬公司並沒有為訂約方或本公司董事於當中直接或間接擁有重大權益且涉及本集團業務的重大合約。

## REPORT OF THE DIRECTORS (continued)

### 董事會報告(續)

#### Biographical details of directors and senior management

Brief biographical details of directors and senior management are set out on pages 38 to 42 of this Annual Report.

#### Directors' and chief executive's interests and short positions in the shares and underlying shares of the Company or any associated corporation

As at 31 December 2012, the interests and short positions of each director and chief executive in the shares and underlying shares of the Company or its associated corporations (within the meaning of the Securities and Futures Ordinance), 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 were as follows:

#### 董事及高級管理層的履歷詳情

董事及高級管理層的履歷載於本年報第38至第42頁。

#### 董事及最高行政人員於本公司或任何相聯法團之股份及相關股份中的權益及淡倉

於2012年12月31日，各董事及行政總裁於本公司或其相聯法團（定義見證券及期貨條例）的股份及相關股份中擁有登記於根據SFO第XV部第352條規定本公司須存置的登記名冊上，或須根據上市公司董事進行證券交易的標準守則知會本公司及聯交所的權益及淡倉如下：

#### Ordinary shares of HK\$0.10 each in the Company as at 31 December 2012

於2012年12月31日本公司每股面值0.10港元的普通股

			Shares	Options <sup>(i)</sup>	Total	% of the issued share capital of the Company
			股份	購股權 <sup>(i)</sup>	總計	佔本公司 已發行 股本百分比
<b>Independent Non-executive Directors</b>		<b>獨立非執行董事</b>				
SUN, Patrick	辛定華	Long 權益	—	3,200,000	3,200,000	0.13%
CHOY Kwok Hung, Patrick	蔡國雄	Long 權益	2,712,000	3,200,000	5,912,000	0.24%
YIU Tin Chong, Joseph	姚天從	Long 權益	—	2,000,000	2,000,000	0.08%
WONG Yuet Leung, Frankie	黃月良	Long 權益	—	3,200,000	3,200,000	0.13%
<b>Non-executive Directors</b>		<b>非執行董事</b>				
LAI Weide	賴偉德	Long 權益	—	—	—	—
LAM Pak Lee	林百里	Long 權益	1,800,000	3,200,000	5,000,000	0.20%
SHEU Wei Fu (alternate to LAM Pak Lee)	許維夫 (林百里的替代董事)	Long 權益	—	—	—	—
LI Xiaochun	李曉春	Long 權益	—	—	—	—
ZHAO Guiwu	趙貴武	Long 權益	—	—	—	—
<b>Executive Directors</b>		<b>執行董事</b>				
LEUNG Kwong Wai	梁廣偉	Long 權益	119,400,308	3,200,000	122,600,308	4.99%
LAI Woon Ching	黎垣清	Long 權益	26,899,032	3,200,000	30,099,032	1.23%

(i) These are share options granted under the Share Option Scheme with more details on pages 141 to 142.

(i) 該等購股權為根據購股權計劃（詳情見第141至142頁）授出之購股權。

Saved as disclosed above, at no time during the year, the directors and chief executive (including their spouse and children under 18 years of age) had any interests in, or had been granted, or exercised, any rights to subscribe for shares of the Company and its associated corporation required to be disclosed pursuant to the SFO.

除上文所披露者外，於年內任何時間，董事及行政總裁（包括彼等之配偶及年齡在18歲以下的子女）概無擁有或獲授予或行使根據SFO須予披露可認購本公司及其相聯法團之股份的任何權利。

Mr. Choy Kwok Hung, Patrick, 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, an associated company of the Group. Mr. Choy and Mr. Lo declared that their respective percentage ownership in BJ-LED as at 31 December 2012 was 15.3% (2011: 15.3%) and 11.5% (2011: 11.5%) respectively.

Saved as disclosed above, at no time during the year was the Company, its subsidiaries or its associated corporation a party to any arrangement to enable the directors and chief executive 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 corporation 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' interests and/or short positions in the shares and underlying shares of the Company

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 31 December 2012, 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 chief executive of the Company.

獨立非執行董事蔡國雄先生和盧偉明先生（「盧先生」）（盧先生於2010年12月1日辭去本公司執行董事職務但仍為集團高級管理層成員）透過彼等控制的投資公司投資於本集團的一家聯營公司BJ-LED。蔡先生與盧先生申報他們於2012年12月31日分別擁有BJ-LED 15.3%（2011：15.3%）及11.5%（2011：11.5%）。

除上文所披露者外，於年內任何時間，除梁廣偉博士純粹為確保有關附屬公司有一名以上股東而持有若干附屬公司的股份外，概無本公司、其附屬公司或其相聯法團為任何安排的其中一方，讓本公司董事及行政總裁（包括彼等之配偶及年齡在18歲以下的子女）持有本公司或其相聯法團的股份或相關股份或債權證的任何權益或淡倉。

### 主要股東在本公司的股份及相關股份之權益及/或淡倉

根據SFO第XV部第336條須存置的主要股東登記名冊所示，於2012年12月31日，本公司已獲知會下列主要股東的權益及淡倉（即於本公司已發行股本擁有5%或以上權益）。該等權益為上文披露的本公司董事及行政總裁權益以外者。

#### Ordinary shares of HK\$0.10 each in the Company as at 31 December 2012

於2012年12月31日本公司每股面值0.10 港元的普通股

Name 股東名稱	Capacity 身份	Position 權益狀況	Number of shares held 所持股份數目	% of the issued share capital of the Company 佔本公司已發行 股本百分比
China Electronics Corporation 中國電子信息產業集團有限公司	Interest of controlled corporation 受控制公司權益	Long 權益	687,784,000	28.00%

**Note:**

The long position of 687,784,000 shares of the Company were held by 華電有限公司 ("HDC"). China Electronics Corporation controlled the entire issued share capital of 中國電子進出口總公司 ("CEC-IE"), which in turn held 100% interest in HDC, and as such, CEC held the 687,784,000 shares of the Company held by HDC.

**附註：**

華電有限公司持有687,784,000股本公司股份之權益。中國電子信息產業集團有限公司控制中國電子進出口總公司全數已發行股本，而中國電子進出口總公司則持有華電有限公司的100%權益從而中國電子持有華電有限公司所持有的687,784,000股本公司股份之權益。

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 31 December 2012.

除上文所披露者外，於2012年12月31日，本公司並無獲知會於本公司股份或相關股份中擁有任何權益或淡倉。

## REPORT OF THE DIRECTORS (continued)

### 董事會報告(續)

#### Management contracts

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

#### Major suppliers and customers

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

##### Purchases

- |                                   |     |
|-----------------------------------|-----|
| • the largest supplier            | 23% |
| • five largest suppliers combined | 70% |

##### Sales

- |                                   |     |
|-----------------------------------|-----|
| • the largest customer            | 17% |
| • five largest customers combined | 52% |

The Group's largest customer was Nanjing CEC Panda LCD Technology Co., Ltd., a company incorporated in the PRC, which is an associate of CEC and a connected person of the Company.

Saved as disclosed above, none of the Directors of the Company, their associates or any shareholder (who to the knowledge of the Directors own more than 5% of the Company's share capital) had any interest in the major suppliers or customers noted above.

#### Related parties and connected transactions

A summary of the related party transactions entered into by the Group during the year ended 31 December 2012 were contained in note 36 to the consolidated financial statements. The following transactions between certain connected parties (as defined in the Listing Rules) and the Group have been entered into and/or are ongoing for which relevant announcements, if necessary, had been made by the Company in accordance with Chapter 14A of the Listing Rules.

##### Connected transactions

- (a) Belling, a company listed in the Shanghai Stock Exchange (SSE Code: 600171) and controlled by CEC – provision of technical services on driver ICs pursuant to a technical service agreement signed on 24 October 2012.

#### 管理合約

年內概無簽訂或現存有關本公司全部或任何主要部分業務的管理及行政的合約。

#### 主要供應商及客戶

本集團主要供應商及客戶應佔本年度的採購及銷售百分比如下：

##### 採購

- |           |     |
|-----------|-----|
| • 最大供應商   | 23% |
| • 五大供應商合計 | 70% |

##### 銷售

- |          |     |
|----------|-----|
| • 最大客戶   | 17% |
| • 五大客戶合計 | 52% |

本集團最大客戶是南京中電熊貓液晶顯示科技有限公司，一家於中國註冊成立的公司，為中國電子的聯繫人，乃本公司的關連人士。

除上文所披露者外，概無本公司之董事、其聯繫人或任何股東（就董事所知擁有本公司股本5%以上者）於上述主要供應商或客戶中擁有權益。

#### 關聯方及關連交易

截至2012年12月31日止年度，本集團訂立的關聯方交易摘要載於綜合財務報表附註36。按照上市規則第14A章的披露規定，若干關連方（按上市規則定義）與本集團進行的下列交易經已訂立及/或持續進行，而本公司已根據上市規則的規定作出相關公佈（如需要）。

##### 關連交易

- (a) 貝嶺，一家於上海證券交易所上市（上海證券股份代碼：600171）並受CEC控制的公司 — 本集團依據於2012年10月24日簽訂之技術服務協議提供驅動IC技術的服務。



### Continuing connected transactions

(a) SFCCL, an indirect subsidiary of CEC – provision of the design engineering development services by the Group.

(b) Panda-LCD, an associate of CEC – sales of products by the Group to Panda-LCD.

(c) Belling – the sales of IC products by the Group to Belling.

The aforesaid connected transactions and continuing connected transactions have been reviewed by Independent Non-executive Directors of the Company. The Independent Non-executive Directors confirmed that the aforesaid connected transactions entered into were (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or on terms no less favourable to the Group than the terms available to or from independent third parties; (c) in accordance with the relevant agreements governing them on the terms that are fair and reasonable and in the interests of the Company and its shareholders as a whole. The continuing connected transactions between the Group and Panda-LCD was further approved by the shareholders at the Extraordinary General Meeting held on 9 October 2012.

The Independent Non-executive Directors of the Company, together with the Group's Corporate Audit Department and Audit Committee, have conducted annual reviews of the continuing connected transactions of the Group for the year ended 31 December 2012, and were satisfied that the Group's continuing connected transactions during 2012 have complied with the Listing Rules requirement in all respects.

The Company's independent auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed for the year ended 31 December 2012 in accordance with paragraph 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

### 持續關連交易

(a) 桑菲，為CEC的間接附屬公司 — 本集團向桑菲提供設計工程開發服務。

(b) 熊貓液晶，為CEC的聯繫人 — 本集團銷售產品予熊貓液晶。

(c) 貝嶺 — 本集團銷售IC產品予貝嶺。

上述關連交易及持續關連交易已由本公司獨立非執行董事審閱。獨立非執行董事確認上述關連交易是 (a) 在本集團的一般及通常業務過程中訂立的；(b) 以正常商業條款或以不遜於本集團從獨立第三方可得或獲取的條款訂立；(c) 根據管制有關協議且為公平和合理並符合本公司股東整體利益的條款訂立。本集團與熊貓液晶的持續關連交易再於2012年10月9日之股東特別大會獲股東審批。

本公司獨立非執行董事已經聯同集團的內審部和審核委員會對截至2012年12月31日止年度的持續關連交易作年度審閱，並滿意集團在2012年度內的持續關連交易於各方面均符合上市規則的要求。

根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，本公司之獨立核數師已受聘對本集團持續關連交易作出報告。根據上市規則第14A.38條，核數師已就截至2012年12月31日止年度的持續關連交易，發出無保留意見的函件，並載有其發現和結論。本公司已將核數師函件副本向聯交所提供。

## REPORT OF THE DIRECTORS (continued)

### 董事會報告(續)

#### Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares as at 20 March 2013.

#### Compliance with the Corporate Governance Code

During the year, the Company has complied with most of the provisions of the Code on Corporate Governance Practices, which were effective until 31 March 2012, and the Corporate Governance Code, which was effective since 1 April 2012 as set out in Appendix 14 of the Listing Rules. To maintain high standards of corporate governance, the Company has complied with certain recommended best practices in the Code.

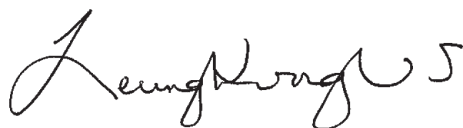
#### Compliance with the Model Code for Securities Transactions by Directors of Listed Issuers

The Company has its own written guidelines on securities transactions by Directors and relevant employees on no less exacting terms than the required standard set out in Appendix 10 of the Listing Rules. Specific enquiry has been made to all Directors, and all Directors have confirmed that they have been in compliance with such guidelines during the year ended 31 December 2012.

#### Independent Auditor

The consolidated financial statements for the year ended 31 December 2012 have been audited by PricewaterhouseCoopers who retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-appointment.

On behalf of the Board  
代表董事會



**LEUNG Kwong Wai 梁廣偉**  
Managing Director 董事總經理

Hong Kong, 20 March 2013  
香港，2013年3月20日

#### 充足的公眾持股量

根據本公司可循公開途徑獲得的資料及據董事所知，已確認於2013年3月20日，本公司超過25%的已發行股份由公眾人士持有，故公眾持股量充足。

#### 遵守企業管治守則

年內，本公司已遵守大部份有效期至2012年3月31日的上市規則附錄14所載的企業管治常規守則條文及生效期始於2012年4月1日的企業管治守則的條文。為維持高水平的企業管治標準，公司已遵守部份守則條文中建議的最佳常規守則。

#### 遵守上市證券發行人之董事證券買賣有關之標準守則

本公司亦就董事及有關員工進行的證券交易制訂其本身的書面指引，條款與上市規則附錄10所載的規定標準同樣嚴格。本公司已向全體董事作出具體查詢，於截至2012年12月31日止年度內，彼等均一直遵守該等指引。

#### 獨立核數師

截至2012年12月31日止年度的綜合財務報表已由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所須於即將舉行之股東週年大會中告退，並符合資格及願意應聘連任。

# INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

## TO THE SHAREHOLDERS OF SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Solomon Systech (International) Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 76 to 152, which comprise the consolidated and company balance sheets as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, 20 March 2013

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*PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong  
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com*

# 獨立核數師報告



羅兵咸永道

## 致 SOLOMON SYSTECH (INTERNATIONAL) LIMITED 股東

(於開曼群島註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第 76 至 152 頁 Solomon Systech (International) Limited(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表。此綜合財務報表包括於 2012 年 12 月 31 日的綜合和公司資產負債表與截至該日止年度的綜合損益表、綜合全面收入報表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見，並僅向整體股東報告我們的意見，除此之外本報告別無其他目的。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。

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於 2012 年 12 月 31 日的事務狀況，及貴集團截至該日止年度的虧損及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所

執業會計師

香港，2013 年 3 月 20 日

羅兵咸永道會計師事務所，香港中環太子大廈廿二樓  
電話：+852 2289 8888，傳真：+852 2810 9888，www.pwchk.com

# CONSOLIDATED FINANCIAL STATEMENTS

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# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

For the year ended 31 December 2012  
截至2012年12月31日止年度

		Note	2012 US\$'000 千美元	2011 US\$'000 千美元
Sales	銷售額	6	65,123	51,600
Cost of sales	銷售成本	7	(39,979)	(35,844)
Gross profit	毛利		25,144	15,756
Research and development costs	研究及開發成本	7	(14,203)	(17,227)
Selling and distribution expenses	銷售及分銷開支	7	(3,098)	(3,575)
Administrative expenses	行政開支	7	(8,265)	(9,115)
Other income	其他收入	8	680	148
Finance income – net	投資收入 – 淨額	9	258 5,677	(14,013) (1,561)
Results of associated companies:	聯營公司盈虧：		5,935	(15,574)
– Share of results of associated companies	– 應佔聯營公司盈虧	19	(3,069)	(1,994)
– Provision for impairment loss	– 減值撥備	10	(4,234)	(21)
Loss before income tax	除稅前虧損		(1,368)	(17,589)
Income tax	所得稅	12	(2)	(2)
Loss attributable to the equity holders of the Company	本公司權益持有人應佔虧損		(1,370)	(17,591)
Loss per share attributable to the equity holders of the Company: (expressed in US cent per share)	本公司權益持有人應佔的每股虧損：(以美仙，每股呈列)	14		
– Basic	– 基本		(0.06)	(0.72)
– Diluted	– 攤薄		(0.06)	(0.72)
Dividend	股息	15	—	—

The notes on pages 83 to 152 form an integral part of these consolidated financial statements.

第83至152頁的附註為此等綜合財務報表的組成部份。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收入報表

For the year ended 31 December 2012  
截至2012年12月31日止年度

		2012 US\$'000 千美元	2011 US\$'000 千美元
Loss for the year	本年度虧損	(1,370)	(17,591)
Other comprehensive loss for the year:	本年度其他全面虧損：		
– Currency translation differences	– 外幣換算差額	(174)	(233)
Total comprehensive loss attributable to the equity holders of the Company	本公司權益持有人應佔全面虧損	(1,544)	(17,824)

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# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

As at 31 December 2012  
於2012年12月31日

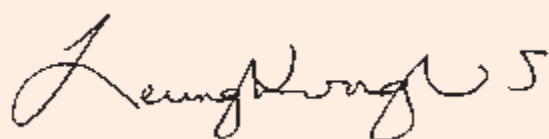
	Note 附註	2012 US\$'000 千美元	2011 US\$'000 千美元
<b>ASSETS</b>			
<b>Non-current assets</b>			
Goodwill and intangible assets	16	—	—
Prepaid operating lease	17	—	1,253
Property, plant and equipment	18	4,190	5,904
Investments in associated companies	19	672	7,533
Investment in derivatives related to an associated company	19	—	442
Available-for-sale financial assets	21	2,206	2,506
		<b>7,068</b>	17,638
<b>Current assets</b>			
Inventories	23	6,788	7,087
Trade and other receivables	24	15,227	9,358
Financial assets at fair value through profit or loss	25	63,431	20,139
Other financial assets	22	—	2,476
Pledged bank deposits		130	130
Short-term fixed deposits	22	1,550	17,976
Cash and cash equivalents	22	36,816	51,660
		<b>123,942</b>	108,826
<b>Total assets</b>		<b>131,010</b>	126,464
<b>EQUITY</b>			
<b>Capital and reserves attributable to the equity holders of the Company</b>			
Share capital	26	31,658	31,658
Reserves	28		
Own shares held		(122)	(167)
Others		84,413	85,927
<b>Total equity</b>		<b>115,949</b>	117,418



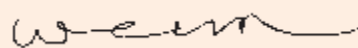
	Note 附註	2012 US\$'000 千美元	2011 US\$'000 千美元
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>	<b>負債 非流動負債</b>		
Obligations under finance leases	融資租賃責任 29	3	7
Bank loan	銀行貸款 32	497	572
Deferred income tax	遞延所得稅 30	50	50
		<b>550</b>	629
<b>Current liabilities</b>	<b>流動負債</b>		
Obligations under finance leases	融資租賃責任 29	3	7
Trade and other payables	應付款及其他應付款 31	13,413	7,183
Bank loan	銀行貸款 32	95	92
Deferred income	遞延收入	—	135
Income tax provision	所得稅撥備	1,000	1,000
		<b>14,511</b>	8,417
<b>Total liabilities</b>	<b>總負債</b>	<b>15,061</b>	9,046
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>131,010</b>	126,464
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>109,431</b>	100,409
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>116,499</b>	118,047

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On behalf of the Board  
代表董事會



**LEUNG Kwong Wai 梁廣偉**  
Managing Director 董事總經理



**LAI Woon Ching 黎垣清**  
Director 董事

# BALANCE SHEET

## 資產負債表

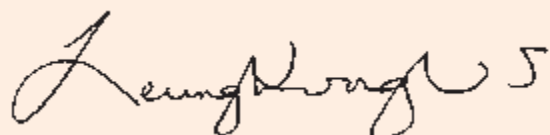
As at 31 December 2012  
於2012年12月31日

	Note 附註	2012 US\$'000 千美元	2011 US\$'000 千美元
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	18	—	—
Investments in subsidiaries	20(a)	56,688	56,713
		<b>56,688</b>	56,713
<b>Current assets</b>			
Trade and other receivables		436	331
Amounts due from subsidiaries	20(b)	30,994	32,399
Financial assets at fair value through profit or loss	25	57,677	14,576
Other financial assets	22	—	2,476
Short-term fixed deposits	22	—	13,824
Cash and cash equivalents	22	12,285	31,862
		<b>101,392</b>	95,468
<b>Total assets</b>		<b>158,080</b>	152,181
<b>EQUITY</b>			
<b>Capital and reserves attributable to the equity holders of the Company</b>			
Share capital	26	31,658	31,658
Reserves	28	125,048	120,298
<b>Total equity</b>		<b>156,706</b>	151,956
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred income tax	30	—	—
<b>Current liabilities</b>			
Amounts due to subsidiaries	20(b)	1,305	119
Accrued expenses and other payables		69	106
		<b>1,374</b>	225
<b>Total liabilities</b>		<b>1,374</b>	225
<b>Total equity and liabilities</b>		<b>158,080</b>	152,181
<b>Net current assets</b>		<b>100,018</b>	95,243
<b>Total assets less current liabilities</b>		<b>156,706</b>	151,956

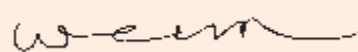
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第83至152頁的附註為此等綜合財務報表的組成部份。

On behalf of the Board  
代表董事會



**LEUNG Kwong Wai 梁廣偉**  
Managing Director 董事總經理



**LAI Woon Ching 黎垣清**  
Director 董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2012  
截至2012年12月31日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔								
		Share capital 股本 US\$'000 千美元	Share premium 股份溢價 US\$'000 千美元	Own shares held 所持 本身股份 US\$'000 千美元	Merger reserve 合併儲備 US\$'000 千美元	Exchange reserve 匯兌儲備 US\$'000 千美元	Equity compensation reserve 股本權益 報酬儲備 US\$'000 千美元	Other reserve 其他儲備 US\$'000 千美元	Retained earnings/ (accumulated losses) 保留盈利/ (累計虧損) US\$'000 千美元	Total equity 總權益 US\$'000 千美元
At 1 January 2011	於2011年1月1日	31,619	82,990	(279)	2,082	1,419	16,253	230	647	134,961
<b>Comprehensive loss</b>	<b>全面虧損</b>									
Loss for the year	年內虧損	—	—	—	—	—	—	—	(17,591)	(17,591)
Currency translation differences	外幣換算差額	—	—	—	—	(233)	—	—	—	(233)
<b>Total comprehensive loss</b>	<b>全面虧損總計</b>	—	—	—	—	(233)	—	—	(17,591)	(17,824)
<b>Transactions with owners</b>	<b>股東交易</b>									
Shares issued from exercise of share options	購股權行使而發行的股份	39	68	—	—	—	—	—	—	107
Equity compensation	股本權益報酬	—	—	112	—	—	174	—	(112)	174
<b>Total transactions with owners</b>	<b>全部股東交易</b>	39	68	112	—	—	174	—	(112)	281
At 31 December 2011	於2011年12月31日	31,658	83,058	(167)	2,082	1,186	16,427	230	(17,056)	117,418
At 1 January 2012	於2012年1月1日	<b>31,658</b>	<b>83,058</b>	<b>(167)</b>	<b>2,082</b>	<b>1,186</b>	<b>16,427</b>	<b>230</b>	<b>(17,056)</b>	<b>117,418</b>
<b>Comprehensive loss</b>	<b>全面虧損</b>									
Loss for the year	年內虧損	—	—	—	—	—	—	—	(1,370)	(1,370)
Currency translation differences	外幣換算差額	—	—	—	—	(174)	—	—	—	(174)
<b>Total comprehensive loss</b>	<b>全面虧損總計</b>	—	—	—	—	(174)	—	—	(1,370)	(1,544)
<b>Transactions with owners</b>	<b>股東交易</b>									
Equity compensation	股本權益報酬	—	—	45	—	—	75	—	(45)	75
<b>Total transactions with owners</b>	<b>全部股東交易</b>	—	—	45	—	—	75	—	(45)	75
At 31 December 2012	於2012年12月31日	<b>31,658</b>	<b>83,058</b>	<b>(122)</b>	<b>2,082</b>	<b>1,012</b>	<b>16,502</b>	<b>230</b>	<b>(18,471)</b>	<b>115,949</b>

The notes on pages 83 to 152 form an integral part of these consolidated financial statements.

第83至152頁的附註為此等綜合財務報表的組成部份。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 December 2012  
截至2012年12月31日止年度

		Note	2012 US\$'000 千美元	2011 US\$'000 千美元
<b>Operating activities</b>	<b>經營活動</b>			
Cash generated from/ (used in) operations	經營產生/ (使用) 的現金	34(a)	2,789	(5,237)
Overseas income tax paid	繳付海外所得稅		(2)	(2)
Interest paid on the bank loan	繳付銀行貸款之利息		(12)	(12)
Interest element of finance lease rental payments	融資租賃租金之利息部份		—	(1)
<b>Net cash generated from/ (used in) operating activities</b>	<b>經營活動產生/ (使用) 的現金淨額</b>		<b>2,775</b>	<b>(5,252)</b>
<b>Investing activities</b>	<b>投資活動</b>			
Purchases of property, plant and equipment	購置物業、機器及設備	18	(231)	(971)
Payment for an operating lease	繳付經營租賃款		—	(998)
Investment in an associated company	投資於聯營公司	19(a)	—	(8,537)
Investment in the derivatives related to an associated company	投資於有關聯營公司的衍生工具	19(a)	—	(463)
Proceeds from disposal of an associated company	出售聯營公司	19(b)	8	—
Proceeds from disposal of an available-for-sale financial asset	出售可供出售財務資產		—	5,532
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備	34(b)	2	40
Proceeds from disposal of a subsidiary	出售附屬公司	34(c)	1,886	—
Decrease/ (increase) in financial assets at fair value through profit or loss	通過損益以反映公平價值的財務資產減少/ (增加)		(39,419)	1,768
Decrease/ (increase) in other financial assets	其他財務資產減少/ (增加)		2,476	(1,198)
Decrease in short-term fixed deposits	短期定期存款減少		16,426	9,243
Interest received	已收利息		1,565	1,144
<b>Net cash generated from/ (used in) investing activities</b>	<b>投資活動產生/ (使用) 的現金淨額</b>		<b>(17,287)</b>	<b>5,560</b>
<b>Financing activities</b>	<b>融資活動</b>			
Payment of capital element of finance leases	支付融資租賃資本部份的款項		(8)	(33)
Repayment of bank loan	償還銀行貸款		(72)	(117)
Proceeds from exercise of share options	購股權獲行使所得款		—	107
<b>Net cash used in financing activities</b>	<b>融資活動使用的現金淨額</b>		<b>(80)</b>	<b>(43)</b>
Net increase/ (decrease) in cash and cash equivalents	現金及現金等價物淨增加/ (減少)		<b>(14,592)</b>	265
Exchange gain/ (loss) on cash and cash equivalents	現金及現金等價物的匯兌收益/ (虧損)		(252)	293
<b>Cash and cash equivalents at 1 January</b>	<b>於1月1日的現金及現金等價物</b>		<b>51,660</b>	51,102
<b>Cash and cash equivalents at 31 December</b>	<b>於12月31日的現金及現金等價物</b>		<b>36,816</b>	51,660
<b>Analysis of balances of cash and cash equivalents:</b>	<b>現金及現金等價物的結餘分析：</b>			
– Bank balances and cash	– 銀行結餘及現金		<b>36,816</b>	51,660

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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1. General information

Solomon Systech (International) Limited and its subsidiaries are fabless semiconductor companies specializing in the design, development and sales of proprietary integrated circuits products and system solutions that enable a wide range of display applications for smartphones, smart TVs, smart projectors and other smart devices including consumer electronics products, portable devices, 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 Cap.22, the Cayman Islands Companies Law (Law 3 of 1961, as consolidated and revised), 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 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 since 8 April 2004.

These consolidated financial statements are presented in US dollars, unless otherwise stated.

### 2. Key event

On 16 August 2012, SSL, a wholly-owned subsidiary of the Company, entered into a Sale and Purchase Agreement with Beijing Guotian Investment Limited pursuant to which SSL sold the entire 100% ownership of SSBJ at a consideration of CNY41,460,000 (equivalent to approximately US\$6,580,000). The Disposal allowed the Group to focus its resources on its core businesses and be released from the commitment to spending additional resources to construct an industrial-office building in Beijing. The Group will continue its display business activities in Beijing and the PRC through its established offices and sales network. SSBJ was no longer treated as a subsidiary of the Group and its financial results ceased to be consolidated into the consolidated financial statements of the Company since the Disposal was completed on 29 August 2012.

### 1. 一般資料

Solomon Systech (International) Limited 及其附屬公司為無晶圓廠半導體公司，專門設計、開發、銷售專有集成電路晶片產品及系統解決方案，能廣泛應用於各類智能手機、智能電視、智能投影機及其他智能產品，包括消費電子產品、便攜式裝置、工業用設備及環保能源應用如LED照明產品。

本公司於2003年11月21日根據開曼群島公司法(1961年法律3，經綜合及修訂)第22章在開曼群島註冊成立為一間獲豁免有限公司。本公司註冊辦事處的地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands，而其香港特別行政區總辦事處的地址為香港新界沙田香港科學園科技大道東3號6樓。

本公司自2004年4月8日起，一直在香港聯合交易所有限公司主板上市。

除另有列明外，此等綜合財務報表以美元作呈列單位。

### 2. 主要事項

於2012年8月16日，本公司全資附屬公司晶門香港與北京國田投資有限公司簽訂一則買賣協議，據此，晶門香港出售晶門北京100%全部擁有權，代價為41,460,000元人民幣(相當於約6,580,000美元)。此出售事項使集團能夠集中資源發展核心業務，不需承擔在北京投入額外資源以建設工業辦公大樓。本集團將通過現已建立之辦事處及銷售網絡於北京和中國繼續其顯示業務。出售事項於2012年8月29日完成，晶門北京不再被視為本集團之附屬公司，而其財務業績亦不再於本公司之綜合賬目內合併入賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### 3.1. Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss and derivative financial instruments.

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

##### (a) Amendments to standards effective in 2012

The Group has adopted the following amendments to standards that have been issued and are effective for the Group's financial year commencing on 1 January 2012:

HKAS 12 (Amendment) 香港會計準則第12號 (修正)	Deferred tax Recovery of underlying assets 遞延稅項：收回相關資產
HKFRS 1 (Amendment) 香港財務報告準則第1號 (修正)	First-time adoption of HKFRSs - severe hyperinflation and removal of fixed dates for first-time adopters 首次採納香港財務報告準則－嚴重通脹及首次採納者固定日子的廢除
HKFRS 7 (Amendment) 香港財務報告準則第7號 (修正)	Disclosures - transfers of financial assets 披露事項－轉讓財務資產

The adoption of the amended 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.

#### 3. 主要會計政策概要

編製本綜合財務報表時採用的主要會計政策載於下文。除另有列明外，此等政策已貫徹應用於所有呈報年度。

##### 3.1. 編製基準

本公司綜合財務報表已按照香港會計師公會頒佈的香港財務報告準則編製。綜合財務報表乃根據歷史成本常規編製，並按重估通過損益以反映公平價值的財務資產及衍生金融工具作出調整。

編製符合香港財務報告準則的綜合財務報表須採用若干關鍵會計估算，亦須管理層在應用本集團會計政策的過程中作出判斷。涉及較多判斷或較複雜程度的範疇、或假設及估算對綜合財務報表屬重要的範疇，乃於附註5中披露。

##### (a) 於2012年生效的修正準則

本集團已採納下列於2012年1月1日開始的財政年度生效之修正準則：

採納已修正的香港財務準則對本集團之會計政策並無重大改變，亦沒有對現有或前期的業績及財務狀況編製和呈報構成重大影響。

### 3.1. Basis of preparation (continued)

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

The following new, revised and amendments to standards have been issued, but not effective for the financial year beginning 1 January 2012 and have not been early adopted by the Group:

### 3.1. 編製基準(續)

#### (b) 尚未生效且本集團並無提前採納的新準則、修訂和修正準則

下列新準則、修訂和修正準則已頒佈但於2012年1月1日開始的財政年度尚未生效，且本集團並無提前採納：

		Effective for annual periods beginning on or after 開始或之後的年度期間生效
HKAS 1 (Amendment) 香港會計準則第1號 (修正)	Presentation of items of other comprehensive income 列載其他全面收入的項目	1 July 2012 2012年7月1日
HKAS 19 (Revised 2011) 香港會計準則第19號 (2011修訂)	Employee benefits 員工福利	1 January 2013 2013年1月1日
HKAS 27 (Revised 2011) 香港會計準則第27號 (2011修訂)	Separate financial statements 獨立財務報表	1 January 2013 2013年1月1日
HKAS 28 (Revised 2011) 香港會計準則第28號 (2011修訂)	Investments in associates and joint ventures 於聯營公司及合資公司之投資	1 January 2013 2013年1月1日
HKAS 32 (Amendment) 香港會計準則第32號 (修正)	Offsetting financial assets and financial liabilities 財務資產及財務負債的抵銷	1 January 2014 2014年1月1日
HKFRS 9 香港財務報告準則第9號	Financial instruments 金融工具	1 January 2015 2015年1月1日
HKFRS 10 香港財務報告準則第10號	Consolidated financial statements 綜合財務報表	1 January 2013 2013年1月1日
HKFRS 11 香港財務報告準則第11號	Joint arrangements 共同安排	1 January 2013 2013年1月1日
HKFRS 12 香港財務報告準則第12號	Disclosure of interests in other entities 披露於其他實體之權益	1 January 2013 2013年1月1日
HKFRS 13 香港財務報告準則第13號	Fair value measurement 公平值計量	1 January 2013 2013年1月1日
HKFRS 1 (Amendment) 香港財務報告準則第1號 (修正)	First-time adoption of HKFRS - government loans 首次採納香港財務報告準則—政府貸款	1 January 2013 2013年1月1日

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 3. Summary of significant accounting policies (continued)

##### 3.1. Basis of preparation (continued)

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

		<b>Effective for annual periods beginning on or after 開始或之後 的年度期間生效</b>
HKFRS 7 (Amendment) 香港財務報告準則第7號 (修正)	Disclosures - offsetting financial assets and financial liabilities 披露事項－財務資產及財務負債的抵銷	1 January 2013 2013年1月1日
Annual improvement projects 年度改進項目	Improvements to HKASs and HKFRSs 2011 2011年香港會計準則及香港財務報告準則的改進	1 January 2013 2013年1月1日
Amendments to HKFRS 7 and 9 香港財務報告準則第7號及第9號之修正	Mandatory effective date of HKFRS 9 and transition disclosures 香港財務報告準則第9號之強制生效日期及過渡性披露	1 January 2015 2015年1月1日
Amendments to HKFRS 10, 11 and 12 香港財務報告準則第10號、第11號及第12號之修正	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: transition guidance 綜合財務報表、共同安排及於其他實體的權益披露：過渡指引	1 January 2013 2013年1月1日
Amendments to HKFRS 10, 12 and HKAS 27 香港財務報告準則第10號、第12號及香港會計準則第27號之修正	Investments Entities 投資實體	1 January 2014 2014年1月1日

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

There are no other HKFRSs or HK(IFRIC) interpretations that are not yet effective expected to have a material impact on the Group.

#### 3. 主要會計政策概要(續)

##### 3.1. 編製基準(續)

###### (b) 尚未生效且本集團並無提前採納的新準則、修訂和修正準則(續)

本集團已經開始對上列之新準則、修訂和修正準則進行評估，目前尚未確定該等新準則、修訂和修正準則是否對經營業績及財務狀況構成重大影響。

沒有任何其他尚未生效的香港財務報告準則或香港(國際財務報告準則詮釋委員會)詮釋預期會對集團構成重大影響。



### 3.2. Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to 31 December.

#### (a) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The Group also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control. De-facto control may arise from circumstances such as enhanced minority rights or contractual terms between shareholders, etc. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognized in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Group applies the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owner of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

### 3.2. 綜合賬目

綜合財務報表包括本公司及其所有附屬公司所編製截至12月31日止的財務報表。

#### (a) 附屬公司

附屬公司指本集團對其財務及營運政策有監管權的所有實體(包括特殊用途實體)，一般附有超過半數投票權以上的持股量。在評估本集團是否控制另一實體時，會考慮目前是否存在可行使或轉換的潛在投票權及其影響。如本集團不持有超過50%投票權，但有能力基於實質控制權而管控財務和經營政策，也會評估是否存在控制權。實質控制權可來自情況如增加少數股東權益的數目或股東之間的合約條款等情況。附屬公司自控制權轉移至本集團之日起全面綜合入賬。附屬公司於控制權終止之日起不再綜合入賬。

集團內公司之間的交易、交易的結餘及收支予以對銷。來自集團內公司間的利潤和損失(確認於資產)亦予以對銷。附屬公司的會計政策已按需要作出調整，以確保與本集團採用的政策一致。

本集團利用購買法將業務合併入賬。購買的對價為所轉讓之資產、對被收購方的前所有人產生的負債及本集團發行股本的公平值。所轉讓的對價包括從或然對價安排所產生之任何資產和負債的公平值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公平值計量。就個別收購基準，本集團可按公平值或按非控制性權益應佔被購買方可辨認的淨資產的比例，計量被收購方的非控制性權益。購買相關成本在產生時支銷。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

### 3. Summary of significant accounting policies (continued)

#### 3.2. Consolidation (continued)

##### (a) Subsidiaries (continued)

If the business combination is achieved in stages, the acquiree's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through consolidated income statement.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with HKAS 39 either in consolidated income statement or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in the consolidated financial statements (note 3.6).

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognized in consolidated income statement. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associated company, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to consolidated income statement.

### 3. 主要會計政策概要(續)

#### 3.2. 綜合賬目(續)

##### (a) 附屬公司(續)

如業務合併分階段進行，收購方之前在被收購方持有的權益按收購日期的公平值在綜合損益表中重新計量。

本集團將轉讓的任何或有對價按收購日期的公平值計量。被視為資產或負債的或有對價公平值的其後變動，根據香港會計準則第39號的規定，在綜合損益表中或作為其他綜合收益的變動確認。分類為權益的或有對價不重新計量，其之後的結算在權益中入賬。

商譽初步計量為轉讓的對價與非控制性權益的公平值總額，超過所購買可辨認資產和承擔負債淨值的差額。若該對價低於所購入附屬公司淨資產的公平值，該差額在綜合財務報表中確認(附註3.6)。

不構成喪失控制性之與非控制性權益進行的交易視為權益交易(即持有者以持有者身份進行的交易)。所支付的任何作價與相關應佔所收購附屬公司淨資產賬面值的差額記錄為權益。出售非控制性權益的盈虧亦記錄在權益中。

當集團不再持有控制權，在主體的任何保留權益重新計量至於喪失控制權當日之公平值，賬面值的變動在綜合損益表中確認。公平值為就保留權益的後續入賬而言的初始賬面值，作為聯營、合營或金融資產。此外，之前在其他全面收入中確認的任何數額猶如本集團已直接處置相關資產和負債。這意味著之前在其他全面收入中確認的數額被重新分類至綜合損益表。

### 3.2. Consolidation (continued)

#### (a) Subsidiaries (continued)

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

#### (b) Associated companies

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associated companies include goodwill identified on acquisition.

The Group's share of post-acquisition profits or losses is recognized in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in associated companies equal or exceed its interest in the associated companies, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associated companies.

Dilution gains or losses arising in investments in associated companies are recognized in the consolidated income statement.

### 3.2. 綜合賬目(續)

#### (a) 附屬公司(續)

附屬公司投資按成本扣除減值列賬。成本亦包括投資的直接成本。

如股息超過宣派股息期內附屬公司的總綜合收益，或如在獨立財務報表的投資帳面值超過合併財務報表中被投資公司淨資產(包括商譽)的帳面值，則必須對附屬公司投資作減值測試。

#### (b) 聯營公司

聯營公司指本集團對其有重大影響力而無控制權的實體，通常附帶20%至50%投票權的持股量。根據權益會計法，此投資初始按成本確認，及其賬面值被增加或減少以確認投資者於收購日後應佔被投資公司之盈虧。本集團於聯營公司之投資包括收購時已識別的商譽。

本集團應佔其聯營公司收購後的盈虧將於綜合損益表內確認。而本集團應佔收購後其他全面收入之變動(連同投資賬面值相應的調整)則會於其他全面收入內確認。收購後累計變動會於投資賬面值作出調整。當本集團應佔聯營公司的虧損等於或超過其於聯營公司的權益(包括任何其他無抵押應收款)時，本集團不會確認進一步的虧損，除卻惟本集團已代聯營公司承擔法律或推定性的責任或已代聯營公司付款者外。

於聯營公司的投資所產生的攤薄盈虧於綜合損益表內確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

### 3. Summary of significant accounting policies (continued)

#### 3.3. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors and senior management led by the Group Chief Executive Officer who make strategic decisions.

#### 3.4. Foreign currency translation

##### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in US dollars, which is the Company's functional and presentation currency.

##### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated income statement.

All foreign exchange gains and losses are presented in the consolidated income statement.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analyzed between translation differences resulting from changes in the amortized cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in the amortized cost are recognized in the consolidated income statement and other changes in the carrying amount are recognized in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognized in the consolidated income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in other comprehensive income.

### 3. 主要會計政策概要(續)

#### 3.3. 分部呈報

營運分部的呈報方式與最高營運決策層提供的內部報告一致。本集團最高營運決策層為制定策略決策的集團行政總裁領導下的執行董事及高級管理層，負責分配資源及評估營運分部的業績。

#### 3.4. 外幣換算

##### (a) 功能及呈報貨幣

載於本集團各實體財務報表內的項目均採用該實體經營業務所在的主要經濟環境的貨幣(「功能貨幣」)計算。綜合財務報表以美元呈報，美元為本公司的功能及呈報貨幣。

##### (b) 交易及結餘

外幣交易均採用交易當日或項目重新計量的估值日期的匯率換算為功能貨幣。因該等交易的結算及以外幣為單位的貨幣資產及負債按年終的匯率換算所產生的匯兌盈虧，均於綜合損益表內確認。

所有其他匯兌盈虧於綜合損益表中呈列。

以外幣為單位被分類為可供出售的貨幣性證券的公平值變動，按照證券的攤銷成本變動與該證券賬面值的其他變動所產生的匯兌差額進行分析。與攤銷成本變動有關的匯兌差額於綜合損益表內確認，賬面值的其他變動則於其他全面收入中確認。

非貨幣性財務資產及負債，如通過損益以反映公平價值的權益的換算差額呈報為公平值盈虧的一部份。非貨幣性項目，例如被分類為可供出售的財務資產的權益的換算差額包括在其他全面收入內。

### 3.4. Foreign currency translation (continued)

#### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognized in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognized in equity.

### 3.4. 外幣換算(續)

#### (c) 集團公司

功能貨幣與呈報貨幣不同的所有集團實體(該等實體均無嚴重通脹經濟下的貨幣)的業績及財務狀況,均按下列方式換算為呈報貨幣:

- (i) 各資產負債表呈列的資產及負債,均按該資產負債表的結算日的收市匯率換算;
- (ii) 各損益表的收支按平均匯率換算(除非該平均匯率未能合理反映各交易日的匯率所帶來的累積影響,在此情況下,則按照交易日的匯率換算該等收支);及
- (iii) 所產生的所有匯兌差額均於其他全面收入內確認。

因收購海外實體而產生的商譽及公平值調整,均視作該海外實體的資產及負債,並按收市匯率換算。所產生的所有匯兌差額於權益內確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

### 3. Summary of significant accounting policies (continued)

#### 3.5. Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives using the following depreciation rates:

Freehold land	永久業權土地	Not amortized 不予攤銷
Building	樓宇	2%
Leasehold improvements	租賃物業裝修	20% or over the unexpired lease period, whichever is shorter 20%或按未屆滿租期(以較短者為準)
Furniture, fixtures, licenses and equipment	傢具、固定裝置、許可證及設備	33.33%
Machinery and laboratory equipment	機器及實驗室設備	12.50% – 33.33%
Motor vehicles	汽車	33.33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 3.7).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the consolidated income statement.

### 3. 主要會計政策概要(續)

#### 3.5. 物業、機器及設備

所有物業、機器及設備均按歷史成本減去折舊及減值虧損列賬。歷史成本包括收購有關項目而直接應佔的開支。

其後所產生的成本僅會在與項目有關的未來經濟利益很有可能流入本集團，且該項目的成本能可靠計量時，計入資產賬面值或確認為一項獨立資產(視何者適用而定)。已被更換部份的賬面值從賬目中剔除。所有其他維修及保養均於該費用產生的財政期內於綜合損益表支銷。

物業、機器及設備的折舊均採用直線法，將其成本與其剩餘價值差額，以下列之折舊率於其估計可使用期內攤銷，有關詳情列載如下：

資產的剩餘價值及可使用年期於各結算日予以審閱及恰當地作出調整。

若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額(附註3.7)。

出售盈虧按所得款與賬面值的差額釐定，並在綜合損益表內確認。

### 3.6. Intangible assets

#### (a) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognized immediately as an expense and is not subsequently reversed.

#### (b) Patents and intellectual property

Patents and intellectual property are shown at historical cost. Patents and intellectual property have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method to allocate the cost of patents and intellectual property over their estimated useful lives of no more than five years.

### 3.6. 無形資產

#### (a) 商譽

商譽產生自收購附屬公司、聯營公司和合營企業，並相當於所轉讓對價超過本集團在被收購方的可辨認資產、負債和或有負債淨公平值權益與非控制權益在被收購方公平值的數額。

就減值測試而言，在業務合併中購入的商譽會分配至每個現金產出單元或現金產出單元組（預期可從合併中獲取協同利益）。商譽被分配的每個單元或單元組指在主體內商譽被監控作內部管理用途的最底層次。商譽在經營分部層次進行監控。

對商譽的減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。商譽賬面值與可收回數額（使用價值與公平值減出售成本較高者）比較。任何減值須即時確認及不得在之後期間撥回。

#### (b) 專利及知識產權

專利及知識產權是按歷史成本呈列。專利及知識產權有固定的可使用年期，並按成本減累計攤銷列賬。攤銷的計算是採用直線法，估計專利及知識產權使用不多於為五年之年期，以作成本分攤。

**3. Summary of significant accounting policies (continued)**

**3.7. Impairment of non-financial assets**

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at balance sheet date.

**3.8. Financial assets**

**(a) Classification**

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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

FVTPL and other financial assets are financial assets designated by management as fair value through profit or loss upon initial recognition. Financial assets are classified in this category because they are managed and their performance are evaluated on a fair value basis, in accordance with the Group's investment strategy. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets, if expected to be settled in 12 months, otherwise, they are classified as non-current.

**3. 主要會計政策概要(續)**

**3.7. 非財務資產的減值**

沒有確定使用年期之資產無需攤銷，但需要每年就減值進行測試。當有事件出現或情況改變顯示資產賬面值可能無法收回時，就必須為資產進行減值檢討。減值虧損按資產賬面值高於其可收回金額之差額確認。可收回金額以資產之公平值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開識別現金流量(現金產生單位)的最低層次進行組合。除商譽外，已蒙受減值的非財務資產在每個報告日期均就減值是否可以回撥進行檢討。

**3.8. 財務資產**

**(a) 分類**

本集團的財務資產分為以下類別：通過損益以反映公平價值、貸款及應收款和可供出售。分類乃視乎購入有關財務資產的目的而釐定。管理層會於初始確認時釐定財務資產的類別。

(i) 通過損益以反映公平價值的財務資產

FVTPL 及其他財務資產指初始時管理層定為通過損益以反映公平價值的財務資產。該財務資產以此項分類乃基於其管理及表現符合集團投資策略以公平值作基準。衍生工具除被指定為作對沖用途之外，均視為作買賣用途。本類別之資產，若預期在 12 個月內結算，被界定為流動資產，否則分類為非流動資產。



### 3.8. Financial assets (continued)

#### (a) Classification (continued)

##### (ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables include trade and other receivables, cash and cash equivalents and fixed deposits in the consolidated balance sheet (notes 3.11 and 3.12).

##### (iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

#### (b) Recognition and measurement

Regular purchases and sales of financial assets are recognized on trade-date i.e. the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. FVTPL are initially recognized at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and FVTPL are subsequently carried at fair value. Loans and receivables are carried at amortized cost using the effective interest method.

### 3.8. 財務資產(續)

#### (a) 分類(續)

##### (ii) 貸款及應收款

貸款及應收款為固定或可釐定付款、且在活躍市場並無報價的非衍生財務資產。此等項目包括在流動資產內，惟到期日為結算日後超過十二個月者，則為非流動資產。於綜合資產負債表中貸款及應收款包括應收款及其他應收款、現金及現金等價物和定期存款(附註3.11及3.12)。

##### (iii) 可供出售財務資產

可供出售財務資產為被指定為此類別或並無歸入任何其他類別的非衍生工具。除非管理層計劃在結算日後十二個月內出售有關投資，否則列為非流動資產。

#### (b) 確認及計量

定期買賣的財務資產於交易日確認，交易日即本集團承諾買賣資產的日期。對於並非通過損益以反映其公平價值的所有財務資產，投資初始按公平值加交易成本確認。FVTPL 初始按公平值確認，其交易成本於綜合損益表支銷。當從投資所收取現金流量的權利已到期或已轉讓，且本集團已將所有權的全部風險及回報實際轉讓，則終止確認財務資產。可供出售的財務資產和FVTPL 其後均按公平值列賬。貸款及應收款均以實際利率法按攤銷成本列賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

### 3. Summary of significant accounting policies (continued)

#### 3.8. Financial assets (continued)

##### (b) Recognition and measurement (continued)

Dividend income and gains or losses arising from changes in the fair value of the FVTPL category are presented in the consolidated income statement as “finance income - net” when the Group’s right to receive payments is established in the year in which they arise respectively.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognized in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the consolidated income statement as “finance income - net”.

Interest on available-for-sale financial assets calculated using the effective interest method is recognized in the consolidated income statement as part of “finance income - net”. Dividends on available-for-sale financial assets are recognized in the consolidated income statement as “finance income - net” when the Group’s right to receive payments is established.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not publicly traded in market but with active valuation from reputable financial institution (for example, structured products linked to equity price) is determined by reference to the dealer’s quote or input from reputable financial institutions.

### 3. 主要會計政策概要(續)

#### 3.8. 財務資產(續)

##### (b) 確認及計量(續)

股息收入及來自FVTPL類別的公平值變動所產生的盈虧，當本集團確定收取有關款項的權利時，列入產生期間綜合損益表內的「投資收入－淨額」中。

貨幣證券及分類為可供出售的非貨幣證券的公平值變動於其他全面收入確認。

當分類為可供出售的證券售出或減值時，在權益中確認的累計公平值調整列入綜合損益表內作為「投資收入－淨額」。

可供出售的財務資產的利息是按實際利率法計算，於綜合損益表內確認為「投資收入－淨額」其中之一。當集團收取有關款項的權利確定時，可供出售財務資產的股息將於綜合損益表作為「投資收入－淨額」確認。

可於活躍市場交易的金融工具(如：公開交易的衍生產品)，其公平值是基於結算日的市場報價。本集團所持有的財務資產的市場報價是當時的買價；恰當的財務負債的市場報價是當時的賣價。

不在市場公開交易的金融工具，但能於有信譽的金融機構提供活躍估值(如：與證券掛鈎的結構性產品)，其公平值的釐定是恰當參考發行商的報價或有信譽的金融機構的資料。

### 3.8. Financial assets (continued)

#### (b) Recognition and measurement (continued)

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 loss.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indication that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the consolidated income statement, is removed from equity and recognized in the consolidated income statement. Impairment losses recognized in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. Impairment testing of trade receivables is described in note 3.11.

### 3.9. Derivative financial instruments

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair values.

Changes in the fair value of the derivative instruments which do not qualify for hedge accounting are recognized immediately in the consolidated income statement.

### 3.10. Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials and subcontracting charges. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 3.8. 財務資產(續)

#### (b) 確認及計量(續)

沒有任何活躍市場報價之可供出售財務資產其公平值未能可靠地估算者，以成本扣除減值虧損呈列。

本集團於各結算日評估是否有客觀證據顯示有單項或一組財務資產出現減值。就歸類為可供出售的財務資產的權益證券而言，若證券的公平值大幅或長期下跌至低於其成本值，會被視為證券已經顯示減值。倘若可供出售財務資產存在任何此等證據，累計虧損(按收購成本與當時公平值之間的差額，減有關財務資產以往已於綜合損益表內確認的任何減值虧損計算)會自權益中剔除及於綜合損益表內確認。於綜合損益表就股本工具確認的減值虧損不會在綜合損益表內撥回。應收款的減值測試在附註3.11中說明。

### 3.9. 衍生金融工具

衍生金融工具初始按簽訂合約日的公平值確認，其後再按其公平值重新計量。

不適用對沖交易會計法的衍生金融工具的公平值變動，將立即於綜合損益表中確認。

### 3.10. 存貨

存貨按成本及可變現淨值兩者中較低者列賬。成本採用加權平均法釐定。製成品及在製品的成本包括原材料及分包費用。可變現淨值指於日常業務過程中的估計售價，減適用的變動銷售開支。

**3. Summary of significant accounting policies (continued)**

**3.11. Trade and other receivables**

Trade and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and defaults or delinquency in payments are considered indicators that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of a provision account, and the amount of the loss is recognized in the consolidated income statement. When a trade receivable is uncollectible, it is written off against the provision account of trade receivables. Subsequent recoveries of amounts previously written off are credited the consolidated income statement.

**3.12. Cash and cash equivalents**

In the consolidated cash flow statement, cash and cash equivalents include cash at bank and in hand, deposits held at call with banks and fixed deposits with original maturity within 3 months or less. The cash and cash equivalents meet the definition of loans and receivables and are measured at amortized cost using the effective interest method.

**3.13. Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares and share options are shown in equity as a deduction from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from the equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in the equity attributable to the Company's equity holders.

**3. 主要會計政策概要(續)**

**3.11. 應收款及其他應收款**

應收款及其他應收款初始按公平值確認，其後採用實際利率法按攤銷成本減去減值撥備計量。倘有客觀證據顯示本集團將不能根據應收款的原訂條款收回全部到期款項，則會為該等應收款及其他應收款設定減值撥備。債務人出現重大財務困難、債務人可能破產或進行財務重組，以及沒有履行償還欠款，均被視為是應收款減值的跡象。撥備金額為資產賬面值與估計未來現金流量按原實際利率貼現之現值的差額。資產賬面值的扣減是透過使用撥備削減，其虧損於綜合損益表中內入賬確認。如一項應收款無法收回，其會予應收款內的備付賬戶撇銷。之前已撇銷的款項如其後收回，將撥回綜合損益表中。

**3.12. 現金及現金等價物**

在綜合現金流量表中，現金及現金等價物包括銀行存款及手頭現金、銀行可贖回的定期存款和少於三個月或以內到期的定期存款。現金及現金等價物符合貸款及應收款定義，並以實際利率法攤銷成本計量。

**3.13. 股本**

普通股乃列作權益。發行新股份或購股權應佔的直接邊際成本於所得款項扣除後列入權益入賬。

如任何本集團之公司購入本公司的權益股本(庫存股份)，所支付的代價，包括任何直接應佔的邊際成本(扣除所得稅)，於本公司權益持有人應佔的權益中扣除，直至股份被註銷或重新發行為止。如股份其後被重新發行，任何已收取的代價，扣除任何直接應佔的邊際交易成本及相關的所得稅影響，應包括在本公司權益持有人的應佔權益內。

### 3.14. Current and deferred income tax

The income tax for the year comprises current and deferred tax. Tax is recognized in the consolidated income statement, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except for deferred income tax liabilities where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

### 3.14. 本期和遞延所得稅

本年度的所得稅包括於綜合損益表中確認的本期和遞延稅項。稅項在利潤表中確認，但與在其他綜合收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他綜合收益或直接在權益中確認。本期所得稅依據本公司及其附屬公司營運和產生應課稅收入之國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

遞延所得稅採用負債法就資產及負債的稅基與其在綜合財務報表中的賬面值之差額產生的暫時差額全數撥備。然而，若遞延所得稅來自在交易（不包括企業合併）中對資產或負債的初始確認，而在交易進行時並無對會計損益或應課稅盈虧造成影響，則毋須為該遞延所得稅入賬。遞延所得稅採用於結算日已頒佈或實質上已頒佈，且預期於有關遞延所得稅資產變現或遞延所得稅負債獲清償時適用的稅率（及法例）予以釐定。

遞延所得稅資產是就很可能有未來應課稅溢利而就此可使用暫時差額作出確認。

遞延所得稅就於附屬公司投資產生的暫時差額作出撥備，惟在本集團可控制暫時差額的撥回時間及暫時差額在可預見將來很有可能不會撥回的情況下則除外。

**3. Summary of significant accounting policies (continued)**

**3.15. Employee benefits**

**(a) Pension obligations**

The Group operates defined contribution plans, under which the Group pays fixed contributions into separate entities. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

**(b) Share-based compensation**

The Group operates equity-settled, share-based compensation plans. The fair value of the employee services received in exchange for the grant of the shares or share options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the shares or share options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of shares or share options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of shares or share options that are expected to become exercisable. It recognizes the impact of the revision of original estimates, if any, in the consolidated income statement, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the share options are exercised.

Under the Share Award Plan, directors and employees of the Group are entitled to receive shares in the Company. Detail of the plan and the outstanding shares can be referred to note 27(b) to the consolidated financial statements.

The Company also adopted the Share Option Scheme under which share options may be granted to subscribe for the Company's shares. Please refer to note 27(a).

**3. 主要會計政策概要(續)**

**3.15. 僱員福利**

**(a) 退休金責任**

本集團現參與界定為退休金供款計劃，據此，本集團向獨立實體支付定額供款。若該基金並無持有足夠資產向所有僱員就其在當期及以往期間的服務支付福利，本集團亦無法定或推定責任支付進一步供款。

**(b) 以股份為基礎的補償**

本集團設有一項以權益償付、以股份為基礎的補償計劃。僱員提供服務而獲授予股份或購股權的公平值乃確認為開支。於歸屬期內列作開支的總金額乃參照已授出的股份或購股權的公平值釐定，不包括任何非市場歸屬條件(例如盈利能力和銷售增長目標)的影響。非市場歸屬條件包括在關於預期股份或購股權歸屬數目的假設中。於各結算日，本集團修改其預期可行使股份和購股權數目，並於綜合損益表內確認修改原來估計數字(如有)的影響，以及在餘下歸屬期對權益作出相應調整。

於購股權獲行使時，已收取的所得款項(扣除任何直接應佔交易成本)均計入股本(面值)及股份溢價中。

根據股份獎勵計劃，本集團董事及僱員有權取得本公司股份。股份獎勵計劃的詳情及股份餘額可參閱綜合財務報表附註27(b)。

本公司亦採納購股權計劃，據此，購股權可予授出以認購本公司股份。有關購股權計劃的詳情可參閱附註27(a)。

### 3.15. Employee benefits (continued)

#### (c) Employee leave entitlements

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

Employee entitlements to sick leave and maternity leave are not recognized until the time of leave.

#### (d) Profit-sharing and bonus plans

The Group recognizes a liability and an expense for profit-sharing bonus based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

### 3.15. 僱員福利(續)

#### (c) 僱員應享假期

僱員應享年假在僱員享有時確認。本集團為截至結算日僱員已提供服務而享有年假的估計負債作出撥備。

僱員應享病假及分娩假期於僱員正式休假時才予確認。

#### (d) 分享溢利及花紅計劃

本集團根據一項計算公式，就花紅及分享溢利確認負債及費用。該公式參考本公司股東的應佔溢利作出若干調整。本集團依合約或過往慣例產生推定性的責任時確認撥備。

**3. Summary of significant accounting policies (continued)**

**3.16. Provisions**

Provisions for restructuring costs and legal claims are recognized when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as an interest expense.

**3.17. Trade payables and other payables**

Trade payables and other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

**3. 主要會計政策概要(續)**

**3.16. 撥備**

在出現以下情況時，就重組費用及法律索償作出撥備：本集團因過去事件承擔現有法律或推定性的責任，而清償有關責任需導致資源流出的可能性極高，以及有關金額已被可靠估計。惟不會就未來營運虧損確認撥備。

倘出現多項類似責任，清償有關責任導致資源流出的可能性乃經考慮整體責任類別後予以釐定。即使就同類責任中任何一個項目相關的資源流出的可能性甚低，仍須確認撥備。

撥備採用稅前利率按照預期需償付有關責任的開支的現值計量，該利率反映當時市場對貨幣時間值和有關責任特定風險的評估。隨著時間過去而增加的撥備確認為利息開支。

**3.17. 應付款及其他應付款**

應付款及其他應付款初始以公平值確認，其後採用實際利率法按攤銷成本計量。



### 3.18. Revenue recognition

Revenue comprises the fair value of consideration received or receivable for the sale of products in the ordinary course of the Group's activities. Revenue is shown net of discount and after eliminating sales within the Group. The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

#### (a) Sales of products

The Group manufactures and sells proprietary IC products and system solutions. Sales of products are recognized on the transfer of risks and rewards of ownerships, which generally coincides with the time of shipment/ delivery.

#### (b) Interest income

Interest income is recognized using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income.

#### (c) Other income

Other income is recognized when the Group's right to receive payments is established.

### 3.18. 收入確認

收入指本集團在日常經營活動中銷售產品的已收款或應收款的公平值。收入在扣除折扣及對銷本集團內部銷售後以淨值列賬。當收入的金額能夠可靠計量，未來經濟利益很有可能流入有關實體，本集團每項營運活動均符合具體準則時(如下文所述)，本集團確認收入。本集團會根據其往業績並考慮客戶類別、交易種類和每項安排的特點作出估計。

#### (a) 產品銷售

本集團生產及銷售專有IC產品及系統解決方案。產品銷售於擁有權的風險及回報轉讓時予以確認，一般與裝運/付運時間同時發生。

#### (b) 利息收入

利息收入採用實際利率法，按時間分攤基準確認。倘若應收款出現減值，本集團則會將賬面值減至可收回金額，即估計的未來現金流量按該工具之原實際利率貼現值，並繼續將貼現計算並確認為利息收入。

#### (c) 其他收入

其他收入是當本集團被確定為有權收取款項時確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 3. Summary of significant accounting policies (continued)

##### 3.19. Leases (as the lessee)

###### (a) Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

- (i) Prepayments made under operating lease are amortized to the consolidated income statement on a straight-line basis over the period of the lease, or when there is impairment, the impairment is expensed in the consolidated income statement.
- (ii) Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated income statement on a straight-line basis over the period of the lease.

###### (b) Finance lease

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other short-term and other long-term payables. The interest element of the finance lease payment is charged to the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

#### 3. 主要會計政策概要(續)

##### 3.19. 租賃(作為承租人)

###### (a) 經營租賃

擁有權的大部份風險及回報權利由出租人保留的租賃乃列為經營租賃。

- (i) 根據經營租賃所支付的預付款項會按直線法於租期內在綜合損益表內列作開支。當有需要作出減值撥備時，減值差額於綜合損益表支銷。
- (ii) 根據經營租賃所支付的款項(扣除來自出租人的任何收入)會按直線法於租期內在綜合損益表內列作開支。

###### (b) 融資租賃

本集團有物業、機器及設備租賃。由本集團承擔擁有權的大部份風險及回報的物業、機器及設備租賃乃列為融資租賃。融資租賃乃於租賃開始時按租賃物業的公平值與最低租金現值兩者中較低者資本化。

每筆租金均會於負債與財務費用之間分配，以達到尚未支付融資餘額的固定比率。相應的租金責任(扣除融資費用)乃計入其他短期及其他長期應付款。融資成本的利息部份會於有關租期內在綜合損益表中確認，並藉此制訂各期間負債餘額的固定定期利率。從融資租賃而獲得的物業、機器及設備乃按使用期及租賃期兩者中較短者作折舊計算。

### 3.20. Government grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognized in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate.

### 3.21. Research and development

Research expenditure is expensed as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognized as intangible assets when the following criteria are fulfilled:

- it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- management intends to complete the intangible asset and use or sell it;
- there is an ability to use or sell the intangible asset;
- it can be demonstrated how the intangible asset will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- the expenditure attributable to the intangible asset during its development can be reliably measured.

Other development expenditures are expensed as incurred. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period. Development costs with a finite useful life that have been capitalized as an intangible asset are amortized from the commencement of the point at which the asset is ready for use on a straight-line basis over its useful life, not exceeding five years.

Development assets are tested for impairment annually in accordance with HKAS 36 - Impairment of Assets.

### 3.20. 政府補貼

倘可合理保證將獲得補貼及本集團符合所有附帶條件，則按公平值確認政府補貼。

政府補貼之有關成本予以遞延，並配合其計劃補償的成本支銷期間在綜合損益表內確認。

### 3.21. 研究及開發

研發開支乃於產生時支銷。產生於項目開發的開支(於設計及測試新的和經改良的產品相關)被確認為無形資產，需符合以下準則：

- 技術上可完成的無形資產，能供使用或出售；
- 管理層計劃完成的無形資產並作使用或出售；
- 能供使用或出售的無形資產；
- 能證明極有可能於未來產生經濟效益的無形資產；
- 能以合適的技術、財政及其他資源完成開發，從而能供使用或出售；及
- 歸屬於無形資產開發時的開支能被可靠的計量。

其他研發開支於產生時支銷。以往確認為開支的研發成本於往後期間不會確認為資產。已資本化且可使用年期有限的研發成本於有關產品投入商業使用時，按直線法於其預期利益期間(不超過五年)攤銷。

研發資產需每年根據香港會計準則第36號－資產減值作減值測試。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 3. Summary of significant accounting policies (continued)

##### 3.22. Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors.

##### 3.23. Comparative figures

Certain comparative figures in the Group's consolidated income statement have been reclassified to conform to the current year presentation.

#### 3. 主要會計政策概要(續)

##### 3.22. 股息分派

分派予公司股東的股息會於本公司股東或董事批准派發股息的期間內於本集團財務報表中確認為負債。

##### 3.23. 比較數字

若干在本集團綜合損益表的比較數字已作重新分類，以符合本年度數字的列報。

## 4. Financial risk management

### 4.1. 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 HKD. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations. Part of the FVTPL are in foreign currencies.

Since the HKD is pegged to 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 certain investments held by the Group are classified on the consolidated balance sheet as FVTPL. The Group is not exposed to commodity price risk. To manage its price risk arising from investments in equity financial instruments, the Group diversifies its portfolio and invests only in high turnover blue chips with good dividend yield.

At 31 December 2012, the Group held listed equity securities and marketable bonds (note 25). If the equity/ bond price had increased/ decreased by 10% with all other variables held constant, the post-tax loss for the year would have been approximately US\$5,531,000 (2011: US\$1,195,000) lower/ higher as a result of gain/ loss on listed equity securities and marketable bonds classified as at fair value through profit or loss.

## 4. 財務風險管理

### 4.1. 財務風險因素

本集團因其業務須承受各種不同的財務風險：市場風險(包括外匯風險和價格風險)、信貸風險、流動資金風險和現金流量及公平值利率風險。

#### (a) 市場風險

##### (i) 外匯風險

本集團經營跨國業務，承受各類貨幣所產生的外匯風險，其風險主要來自港元。外匯風險因日後進行的商業交易，已確認海外業務的資產和負債而產生。部分FVTPL亦以外幣為單位。

因港元與美元掛鈎，管理層認為本集團外匯風險不高。

##### (ii) 價格風險

本集團承受價格風險，因為本集團持有於綜合資產負債表中之分類為FVTPL的投資。本集團並沒有商品價格之風險。本集團處理投資於股本金融工具上所產生之價格風險是透過分散不同的投資組合及投資於高流量和高息率的藍籌證券。

於2012年12月31日，本集團持有上市股票及可買賣債券(附註25)。如股票/債券價格上升/下降10%(其他變數保持不變)，年內其除稅後虧損約會減少/增加5,531,000美元(2011: 1,195,000美元)，由分類為通過損益以反映公平價值的上市股票及可買賣債券的收益/損失所導致。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

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

##### 4.1. Financial risk factors (continued)

###### (a) Market risk (continued)

###### (ii) Price risk (continued)

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

The investments in the available-for-sales financial assets are exposed to price risk. As all of the available-for-sale financial assets held by the Group do not have quoted market price in any active market and are stated at cost less impairment loss. The price risk has therefore been 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 reporting date is the carrying value of the trade and other receivables. The Group has been monitoring the receivables aging closely. As at 31 December 2012, past due amount accounted for 30% (2011: 36%) of total trade receivables and US\$121,000 (2011: US\$153,000) provision for impairment was made to these receivables.

#### 4. 財務風險管理(續)

##### 4.1. 財務風險因素(續)

###### (a) 市場風險(續)

###### (ii) 價格風險(續)

本集團年前投資的股票掛鈎的定期存款亦承受股本證券價格風險，因其公平價值主要與在香港股票市場交易的股票價格掛鈎。

本集團的可供出售財務資產有價格風險。因本集團持有的全部可供出售資產均沒有任何活躍市場報價，並以成本扣除減值虧損呈列。因此價格風險已於減值虧損中反映。

###### (b) 信貸風險

本集團的客戶主要為具穩健財務背景的分銷商。此外，本集團已有一套既定政策，確保產品於適當信貸期及信貸額內銷售予客戶。

信貸風險以組合方式處理。信貸風險產生於現金及現金等價物，和銀行及金融機構的存款，同時集團亦承受客戶的信貸風險，包括應收而未收取款項。存款只會存放於商譽良好的銀行及金融機構。至於客戶的信貸，本集團的管理層會就客戶的信貸能力、財務狀況、過往經驗及其他因素作出評估。

應收款及其他應收款於報告日的賬面值為最高之信貸風險。本集團緊密查察應收款之賬齡。於2012年12月31日，逾期之應收款佔應收款總計的30%(2011: 36%)，當中121,000美元(2011: 153,000美元)之應收款已作撥備。

#### 4.1. 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.

The table below analyses the Group's and the Company's financial liabilities into relevant maturity groups based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal to their carrying balances, as the impact of discounting is not significant.

#### 4.1. 財務風險因素(續)

##### (c) 流動資金風險

本集團採用審慎的流動資金風險管理，維持足夠的現金及透過取得足夠的已承諾信貸額而獲得資金。由於本集團的基本業務性質變化大，故其致力保持有可供動用的承諾信貸額以維持資金來源的靈活性。

本集團及本公司之財務負債按結算日至合約到期日餘下的限期分類為不同的到期組合列載如下。於列表中披露之金額為未貼現的合約現金流量。因貼現率並無對此帶來重大影響，於十二個月內到期的餘額相等於其面值。

		Group 本集團		Company 本公司	
		2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元
<b>Due within 12 months</b>	<b>於12個月內到期</b>				
Trade and other payables	應付款及其他應付款	13,413	7,183	69	106
Bank loan including interest portions	銀行貸款(包括利息部分)	105	103	—	—
Obligations under finance leases including interest portions	融資租賃責任(包括利息部分)	3	7	—	—
Amounts due to subsidiaries	應付附屬公司款	—	—	1,305	119
<b>Due after 12 months</b>	<b>於12個月之後到期</b>				
Bank loan including interest portions	銀行貸款(包括利息部分)	521	604	—	—
Obligations under finance leases including interest portions	融資租賃責任(包括利息部分)	3	8	—	—

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

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

##### 4.1. Financial risk factors (continued)

###### (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 FVTPL, the Group has no other significant interest-bearing assets or liabilities.

The majority of the FVTPL investments are bonds issued at fixed interest rates which expose the Group to fair value interest rate risk.

Other financial assets as at 31 December 2011 consist of structured deposits, which were linked to foreign currencies. The structured deposits were issued at fixed interest rates which exposed the Group to fair value interest rate risk. There is no investment in other financial assets as at 31 December 2012.

The investments in available-for-sale financial assets and FVTPL as at 31 December 2012 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.

##### 4.2. 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 2012, the Group had no material borrowing. The reduction in shareholders' funds is mainly due to the loss for the year.

#### 4. 財務風險管理(續)

##### 4.1. 財務風險因素(續)

###### (d) 現金流量及公平值利率風險

除現金及現金等價物、銀行存款、其他財務資產和分類為通過損益以反映公平價值的債券及票據外，本集團並無其他重大計息資產或負債。

大部分FVTPL的投資乃以固定利率發行之債券令本集團承受公平值利率風險。

本集團於2011年12月31日的其他財務資產包括與外幣掛鈎的結構性存款。該等結構性存款以固定利率發行，本集團承受公平值利率風險。於2012年12月31日，再沒有投資於其他財務資產。

投資於可供出售的財務資產及FVTPL於2012年12月31日並無重大利率風險。

由於本集團並無重大借貸，以及現金及現金等價物和銀行存款的限期條款均屬短期，故現金流量及公平值利率風險被視為不高。

##### 4.2. 資金風險管理

本集團管理資金的目標為確保本集團持續營運、提供回報予股東及利益予其他權益人，並維持最佳的資金結構以減低資金成本。

為維持或調整資金結構，本集團可能會調整派付股息之金額、退還資金予股東或回購股份。

於2012年，本集團並無重大借貸。股東權益減少主要是由於年內的虧損。



#### 4.3. 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 following table presented the assets (liabilities: Nil) that were measured at fair value at 31 December 2012 of the Group and the Company:

#### 4.3. 公平值估計

本集團的金融工具之投資於資產負債表中以公平值計量並按下列公平值計量的級別分類法披露：

- 第1層級 – 相同資產或負債於活躍市場的報價(未經調整)；
- 第2層級 – 除包括於第一層級的報價外，可直接(即價格)或間接(即由價格衍生)觀察出資產或負債的輸入資料；
- 第3層級 – 非由可觀察的市場數據的資產或負債的輸入資料(即非可觀察的輸入資料)。

本集團及本公司於2012年12月31日之以公平值計量的資產(負債：無)列載如下：

		Group 本集團				Company 本公司			
		Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
		第1層級	第2層級	第3層級	總計	第1層級	第2層級	第3層級	總計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
<b>Assets</b>	<b>資產</b>								
Financial assets at fair value through profit or loss	通過損益以反映其公平價值的財務資產								
Unlisted	非上市								
Deposit notes	存款票據	—	8,090	—	8,090	—	3,522	—	3,522
Derivative financial instruments	衍生金融工具	—	—	29	29	—	—	29	29
Marketable bonds	可買賣債券	38,953	—	—	38,953	37,767	—	—	37,767
Marketable funds	可買賣基金	6,326	—	—	6,326	6,326	—	—	6,326
Listed in Hong Kong	於香港上市								
Equity securities	股票	9,968	—	—	9,968	9,968	—	—	9,968
Fund	基金	65	—	—	65	65	—	—	65
		55,312	8,090	29	63,431	54,126	3,522	29	57,677

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

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

##### 4.3. Fair value estimation (continued)

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 value less impairment provision of cash, bank loan, other financial assets, trade receivables and payables approximate their fair values.

#### 4. 財務風險管理(續)

##### 4.3. 公平值估計(續)

可於活躍市場交易的金融工具的公平價值乃基於結算日的公開市場報價。交投活躍市場乃可隨時報價及可自交易所、證券商、經紀人、行業集團、定價服務或規管機構定期取得及該等價格乃按公平基準實際及定期發生市場交易。本集團持有的財務資產採用的公開市場報價系當時的買價。此類工具分類於第1層級。

不在活躍市場交易的金融工具(如：不透過交易所買賣之工具)的公平價值採用估值方法確定。該等估值方法盡量使用可觀察之市場數據，並盡可能少依賴公司個別估算。如所需的輸入資料全是可觀察的，此項工具分類於第2層級。

如一項或多項主要輸入資料並非基於可觀察的市場數據，此項工具則分類於第3層級。

有信譽的金融機構採用先進的財務估值方法確定金融工具的公允價值。估值方法可從簡單的現金流量折現法到複雜的定價模型如「二項式」期權定價模式、蒙地卡羅模擬法、畢蘇期權定價模式等。

現金、銀行貸款、其他財務資產、應收款及應付款的賬面值減去減值撥備，與其公平值接近。

## 5. 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.

### 5.1. 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.

### 5.2. 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 or shares become fully exercisable or 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.

## 5. 關鍵會計估算及判斷

估算及判斷會持續予以評估，並以過往經驗及其他因素（包括在某些情況下對未來事件的合理預計）為依據。

本集團對未來作估算及假設。根據定義，會計估算的結果極少與相關的實際結果相同。所作的估算及假設可能存在重大風險，並導致下一財政期間的資產及負債賬面值有重大調整的項目在下文論述。

### 5.1. 所得稅

本集團需繳納若干司法權區的所得稅。釐定各地所得稅撥備涉及重大判斷。許多發生交易，對其最終稅項的釐定難以作出確定的計算。本集團根據對預計有否有額外稅項的負擔，就預期稅項審計事項確認為負債。倘該等事項的最終稅項結果與初始記錄金額有別，該差異將影響釐定稅項期間的所得稅撥備及遞延稅項資產及負債。

### 5.2. 股本權益報酬

就本集團的股本權益報酬計劃釐定總開支時，本集團估計於授出當日預期可予行使的購股權或歸屬的股份數目。於購股權全面行使或股份全面歸屬前的各結算日，倘預期可予行使的購股權或歸屬的股份數目與先前的估計有別，則本集團將會修訂其總開支。

**5. Critical accounting estimates and judgements**

(continued)

**5.3. Estimate impairment of investments in associated companies**

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 3.6. 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.

The Group makes provision for impairment of intangible assets held by associated companies based on the consideration of the recoverable amount. The determination of the recoverable amount requires the use of judgement and estimate.

**5.4. 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 year in which such estimate has been changed.

**5.5. 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 year in which such estimate has been changed.

**5. 關鍵會計估算及判斷(續)**

**5.3. 於聯營公司投資的減值估算**

依據附註3.6所列示的會計政策，本集團每年就商譽是否遭受任何減值進行測試。收購聯營公司產生的商譽的可收回金額以計算資產之公平值扣除銷售成本或使用價值兩者之間較高者為準。該等計算須運用估算。

本集團就聯營公司持有的無形資產考慮其可回收價值作出減值。釐定可回收價值時需要判斷及估算。

**5.4. 應收款減值**

本集團根據應收款可收回情況的評估為應收款作出減值撥備。倘出現事項或情況有變而顯示不一定可收回餘款時，則須就應收款撥備。識別減值須運用判斷及作出估算。倘預期金額有別於原先估計數值，則有關差額將影響估計數值出現變動年度之應收款的賬面值及應收款減值撥備。

**5.5. 過時或滯銷存貨減值**

本集團根據原材料及在製品的過時情況及製成品的可變現淨值為過時或滯銷存貨作出撥備。識別存貨過時情況及於日常業務過程中的估計售價須運用判斷及作出估算。倘預期金額有別於原先估計數值，則有關差額將影響估計數值出現變動年度之存貨的賬面值及減值撥備。

## 6. Segment information – Group

During the year, the Group has principally engaged in the design, development and sales of proprietary IC products and system solutions that enabled a wide range of display applications for smartphones, smart TVs, smart projectors and other smart devices including consumer electronics products, portable devices, 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 director and senior management led by the Group CEO (Managing Director). The executive director 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\$65,123,000 and US\$51,600,000 for the years ended 31 December 2012 and 2011 respectively.

The Company is domiciled in Hong Kong. The Group mainly operates in Hong Kong. The Group mainly sells to customers located in China, Hong Kong, Europe and Taiwan.

### (a) Sales – Group

		2012 US\$'000 千美元	2011 US\$'000 千美元
China	中國	16,895	3,756
Hong Kong	香港	14,382	17,719
Europe	歐洲	9,312	7,944
Taiwan	台灣	8,654	8,837
South East Asia	東南亞	6,862	2,414
Korea	韓國	4,928	6,678
Japan	日本	2,234	3,080
USA	美國	1,379	905
Others	其他	477	267
		<b>65,123</b>	<b>51,600</b>

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

## 6. 分部資料 – 本集團

於年內，本集團主要從事設計、開發、銷售專有IC產品及系統解決方案，能廣泛應用於各類智能手機、智能電視、智能投影機及其他智能產品，包括消費電子產品、便攜式裝置、工業用設備及環保能源應用如LED照明產品。

本集團一直以單一營運分部經營，即設計、開發及銷售專有IC產品及系統解決方案。

本集團最高營運決策層為集團行政總裁(董事總經理)暨領導下的執行董事和高級管理層。執行董事和高級管理層檢討本集團內部報告以評估業績及分配資源。管理層基於該等報告確定營運分部報告。

截至2012及2011年12月31日止年度，銷售額分別為65,123,000美元及51,600,000美元。

本公司的所在地位於香港。本集團主要於香港經營其業務。本集團之產品主要銷售予位於中國、香港、歐洲及台灣的客戶。

### (a) 銷售額 – 本集團

銷售額按客戶所在地區/國家分類。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 6. Segment information – Group (continued)

##### (b) Total assets – Group

		2012 US\$'000 千美元	2011 US\$'000 千美元
Hong Kong	香港	107,218	98,850
China	中國	17,964	13,925
Taiwan	台灣	4,450	5,288
USA	美國	49	7,438
Others	其他	1,329	963
		<b>131,010</b>	126,464

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

資產是根據資產的所在地予以列載。其他包括日本及東南亞。

##### (c) Capital expenditures – Group

		Investments in 投資於							
		Prepaid operating lease 預付經營租賃款		Property, plant and equipment 物業、機器及設備		Derivatives related to an associated company 有關聯營公司的衍生工具		Associated companies 聯營公司	
		2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元
Hong Kong	香港	—	—	116	443	—	—	—	—
China	中國	—	37	41	391	—	—	—	—
South East Asia	東南亞	—	—	74	126	—	—	—	—
USA	美國	—	—	—	—	—	463	—	8,537
Others	其他	—	—	—	11	—	—	—	—
		—	37	<b>231</b>	971	—	463	—	8,537

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

資本開支是根據資產的所在地予以列載。

##### (d) Major customers – Group

Details of customers accounted for 10% or more of total revenue of the Group are as follows:

##### (d) 主要客戶 – 本集團

佔本集團的總銷售額10%或以上的客戶詳情如下：

Customer and location	客戶及其所在地	2012 US\$'000 千美元	2011 US\$'000 千美元
Customer A China	客戶A 中國	7,742	N/A不適用
Customer B Hong Kong, Taiwan, South East Asia	客戶B 香港、台灣、東南亞	7,238	12,582
Customer C South East Asia, Korea	客戶C 東南亞、韓國	7,028	5,056
Customer D Europe	客戶D 歐洲	N/A不適用	5,702

## 7. Expenses by nature – Group

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

		2012 US\$'000 千美元	2011 US\$'000 千美元
Cost of inventories sold	售出存貨成本	40,704	32,330
Product engineering costs	產品工程成本	2,487	3,047
(Gain)/ loss on disposal of property, plant and equipment	出售物業、機器及設備的 (收益)/虧損	7	(1)
Provision for/ (written-back of provision for) obsolete or slow moving inventories	過時或滯銷存貨撥備/(回撥)	(1,514)	2,864
Provision for/ (written-back of) impairment of trade receivables	應收款減值撥備/(回撥)	(32)	153
Auditor's remuneration	核數師酬金	178	172
Operating leases for land and buildings	土地及樓宇的經營租賃	1,175	1,372
Amortization of prepaid operating lease	攤銷預付經營租賃	17	26
Depreciation of owned property, plant and equipment	自置物業、機器及設備的折舊	2,008	2,972
Depreciation of leased property, plant and equipment	租賃物業、機器及設備的折舊	7	9
Employee benefit expenses (excluding Directors' emoluments)	僱員福利開支 (董事酬金除外)	16,130	19,243
Directors' emoluments	董事酬金	684	683
Net exchange gain	淨匯兌收益	(256)	(284)

## 8. Other income – Group

## 7. 按性質分類的開支 – 本集團

包括在銷售成本、研究及開發成本、銷售及分銷開支和行政開支內的開支分析如下：

## 8. 其他收入 – 本集團

		2012 US\$'000 千美元	2011 US\$'000 千美元
Gain on disposal of a subsidiary	出售附屬公司的收益	539	—
Others	其他	141	148
		680	148

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

### 9. Finance income – net – Group

### 9. 投資收入 – 淨額 – 本集團

		<b>2012</b>	2011
		<b>US\$'000</b>	US\$'000
		千美元	千美元
Gain on disposal of FVTPL	出售FVTPL的收益	<b>107</b>	81
Interest income	利息收入	<b>1,767</b>	1,108
Dividend income	股息收入	<b>328</b>	308
Unrealizable gain or loss from FVTPL:	FVTPL未變現的盈虧：		
– Fair value gain	– 公平值收益	<b>3,806</b>	79
– Fair value loss	– 公平值虧損	<b>(40)</b>	(3,287)
Interest element of finance leases	融資租賃的利息部份	—	(1)
Interest expense of bank loan	銀行貸款的利息支出	<b>(12)</b>	(12)
Other gain/ (loss)	其他收益/ (虧損)	<b>(279)</b>	163
		<b>5,677</b>	(1,561)

### 10. Provision for impairment loss of associated companies – Group

### 10. 聯營公司減值撥備 – 本集團

		<b>2012</b>	2011
		<b>US\$'000</b>	US\$'000
		千美元	千美元
On the carrying value	於賬面值	<b>3,792</b>	—
On the derivatives related to an associated company	於有關聯營公司的衍生工具	<b>442</b>	21
		<b>4,234</b>	21



## 11. Employee benefit expenses – Group

### (a) Employee benefit expenses – Group

		2012 US\$'000 千美元	2011 US\$'000 千美元
Wages and salaries	工資及薪金	14,084	16,684
Discretionary bonuses	酌情花紅	7	23
Equity compensation – shares and share options	股本權益報酬－股份及購股權	26	76
Pension costs – defined contribution plans <sup>(i)</sup>	退休金成本－界定供款計劃 <sup>(i)</sup>	625	638
Other employee benefits	其他僱員福利	1,388	1,822
		<b>16,130</b>	<b>19,243</b>

(i) Forfeited contributions to certain defined contribution plans will be utilized to reduce contributions. During 2012, there was no contribution being forfeited (2011: US\$10,000).

### (b) Directors' emoluments

The remuneration of every director of the Company including the equity compensation charged to the consolidated income statement under the requirements of HKFRS 2 "Share-based payment" is set out below:

## 11. 僱員福利開支－本集團

### (a) 僱員福利開支－本集團

(i) 已放棄之供款可用作扣減界定供款計劃的供款。於2012年內，並無已放棄的供款(2011：10,000美元)。

### (b) 董事酬金

本公司每名董事的酬金(包括根據香港財務報告準則第2號「以股份為基礎的付款」在綜合損益表內支銷的股本權益報酬)列載如下：

#### Directors' emoluments for the year ended 31 December 2012 截至2012年12月31日止年度董事之酬金

		Fees 袍金 US\$'000 千美元	Salary 薪金 US\$'000 千美元	Other benefits <sup>(i)</sup> 其他福利 <sup>(i)</sup> US\$'000 千美元	Employer's contribution to pension scheme 僱主的 退休金 計劃供款 US\$'000 千美元	Subtotal 小計 US\$'000 千美元	Equity compensation <sup>(ii)</sup> 股本 權益報酬 <sup>(ii)</sup> US\$'000 千美元	Total 總計 US\$'000 千美元
Sun, Patrick	辛定華	32	—	—	—	32	7	39
Choy Kwok Hung, Patrick	蔡國雄	27	—	—	—	27	7	34
Yiu Tin Chong, Joseph	姚天從	25	—	—	—	25	7	32
Wong Yuet Leung, Frankie	黃月良	27	—	—	—	27	7	34
Lai Weide	賴偉德	4	—	—	—	4	—	4
Lam Pak Lee	林百里	20	—	—	—	20	7	27
Sheu Wei Fu (alternate to Lam Pak Lee)	許維夫 (林百里之 替代董事)	—	—	—	—	—	—	—
Li Xiaochun	李曉春	7	—	—	—	7	—	7
Zhao Guiwu	趙貴武	4	—	—	—	4	—	4
Leung Kwong Wai	梁廣偉	—	285	44	13	342	7	349
Lai Woon Ching	黎垣清	—	139	2	6	147	7	154
		<b>146</b>	<b>424</b>	<b>46</b>	<b>19</b>	<b>635</b>	<b>49</b>	<b>684</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 11. Employee benefit expenses – Group (continued)

##### (b) Directors' emoluments (continued)

		Directors' emoluments for the year ended 31 December 2011 截至2011年12月31日止年度董事之酬金						
		Fees 袍金 US\$'000 千美元	Salary 薪金 US\$'000 千美元	Other benefits <sup>(i)</sup> 其他福利 <sup>(i)</sup> US\$'000 千美元	Employer's contribution to pension scheme 僱主的 退休金 計劃供款 US\$'000 千美元	Subtotal 小計 US\$'000 千美元	Equity compensation <sup>(ii)</sup> 股本 權益報酬 <sup>(ii)</sup> US\$'000 千美元	Total 總計 US\$'000 千美元
Sun, Patrick	辛定華	34	—	—	—	34	14	48
Choy Kwok Hung, Patrick	蔡國雄	29	—	—	—	29	14	43
Yiu Tin Chong, Joseph	姚天從	12	—	—	—	12	14	26
Wong Yuet Leung, Frankie	黃月良	27	—	—	—	27	14	41
Lai Weide	賴偉德	3	—	—	—	3	—	3
Lam Pak Lee	林百里	19	—	—	—	19	14	33
Sheu Wei Fu (alternate to Lam Pak Lee)	許維夫 (林百里之 替代董事)	—	—	—	—	—	—	—
Li Xiaochun	李曉春	8	—	—	—	8	—	8
Zhao Guiwu	趙貴武	7	—	—	—	7	—	7
Leung Kwong Wai	梁廣偉	—	285	3	13	301	14	315
Lai Woon Ching	黎垣清	—	138	1	6	145	14	159
		139	423	4	19	585	98	683

(i) Other benefits include leave pay, insurance premium and other allowances.

(ii) This represents the amount charged to the consolidated income statement under the requirements of HKFRS 2. Equity compensation granted in prior years with vesting term extended into the year has an impact to the current year.

(i) 其他福利包括假期工資、保險費及其他津貼。

(ii) 股本權益報酬指根據香港財務報告準則第2號的規定於綜合損益表內支銷的金額。包括於以前年度授予之股本權益其歸屬期伸延至本年度之金額。

**(c) Equity compensation to Directors**

More details for the Equity Compensation Schemes can be referred to note 27 to the consolidated financial statements. Details of the share options granted to each of the directors and their corresponding fair values are listed as below:

**(c) 董事的股本權益報酬**

有關股本權益報酬的其他資料可參閱綜合財務報表附註27。已授予各董事的購股權，以及其相應的公平值列載如下：

		2012		2011	
		Number of share options granted 已授出購股權數目 (in thousand units) (以千位計)	Fair value of the share options at grant date <sup>(i)</sup> 於授出日期購股權的公平值 <sup>(i)</sup> US\$'000 千美元	Number of share options granted 已授出購股權數目 (in thousand units) (以千位計)	Fair value of the share options at grant date <sup>(i)</sup> 於授出日期購股權的公平值 <sup>(i)</sup> US\$'000 千美元
Sun, Patrick	辛定華	800	7.2	1,200	7.4
Choy Kwok Hung, Patrick	蔡國雄	800	7.2	1,200	7.4
Wong Yuet Leung, Frankie	黃月良	800	7.2	1,200	7.4
Yiu Tin Chong, Joseph	姚天從	800	7.2	1,200	7.4
Lai Weide	賴偉德	—	—	—	—
Lam Pak Lee	林百里	800	7.2	1,200	7.4
Sheu Wei Fu (alternate to Lam Pak Lee)	許維夫 (林百里之 替代董事)	—	—	—	—
Li Xiaochun	李曉春	—	—	—	—
Zhao Guiwu	趙貴武	—	—	—	—
Leung Kwong Wai	梁廣偉	800	7.2	1,200	7.4
Lai Woon Ching	黎垣清	800	7.2	1,200	7.4
		<b>5,600</b>	<b>50.4</b>	<b>8,400</b>	<b>51.8</b>

(i) These represent the full fair value at grant date to be amortized in the next 12 months for the share option or in accordance with the vesting terms of the share grant and may differ from the total charge to the consolidated income statement of the year.

(i) 呈現的於授出日期的全部公平值將根據購股權予其後十二個月內或根據股份計劃的歸屬條款予以攤銷，有關之公平值可能有別於本年度於綜合損益表內所扣除的總額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 11. Employee benefit expenses – Group (continued)

##### (d) Five highest paid individuals in Group

The five individuals whose emoluments were the highest in the Group for the year include one (2011: two) director whose emoluments are reflected in the analysis above.

The emoluments paid to the remaining four (2011: three) highest paid individuals by nature of expenses and by band are as follows:

		2012 US\$'000 千美元	2011 US\$'000 千美元
Basic salaries, other allowances and benefits in kind	基本薪金及其他津貼和福利	679	495
Discretionary bonuses	酌情花紅	—	—
Contribution to pension scheme and long service payment	向退休計劃供款及長期服務金付款	29	159
Equity compensation	股本權益報酬	708 5	654 14
		<b>713</b>	<b>668</b>

Emolument bands (US\$) 酬金額範圍 (美元)	Number of individuals 人數	
	2012	2011
150,001 - 200,000	4	1
200,001 - 250,000	—	1
250,001 - 300,000	—	1

During the year, no emoluments have been paid to the Directors of the Company or the five highest paid individuals in Group as an inducement to join or upon joining the Group (2011: Nil).

#### 11. 僱員福利開支 – 本集團(續)

##### (d) 集團內五名最高薪人士

本集團五名最高薪人士包括一名(2011: 兩名)董事，其酬金已於上述分析中反映。

餘下之四名(2011: 三名)最高薪人士的酬金按開支性質及按組合範圍如下：

		2012 US\$'000 千美元	2011 US\$'000 千美元
Basic salaries, other allowances and benefits in kind	基本薪金及其他津貼和福利	679	495
Discretionary bonuses	酌情花紅	—	—
Contribution to pension scheme and long service payment	向退休計劃供款及長期服務金付款	29	159
Equity compensation	股本權益報酬	708 5	654 14
		<b>713</b>	<b>668</b>

Emolument bands (US\$) 酬金額範圍 (美元)	Number of individuals 人數	
	2012	2011
150,001 - 200,000	4	1
200,001 - 250,000	—	1
250,001 - 300,000	—	1

於年內，並無向本公司董事或集團內五名最高薪人士支付任何酬金，作為吸引加入本集團或於加盟本集團時的獎勵(2011: 無)。

**(e) Remuneration of the senior management in Group**

The emoluments for the nine senior management members listed on pages 41 to 42 of this annual report fell within the following bands:

Emolument bands (US\$) 酬金額範圍 (美元)	Number of individuals 人數	
	2012	2011
<100,000	2	2
100,001 - 150,000	2	2
150,001 - 200,000	5	4
200,001 - 250,000	—	1

**12. Income tax – Group**

Hong Kong income tax has been provided at the rate of 16.5% (2011: 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 years ended 31 December 2012 and 2011.

**(e) 集團內之高級管理層薪酬**

九名列載於本年報第41至42頁的高級管理層成員酬金額介乎以下範圍：

**12. 所得稅 – 本集團**

香港所得稅已根據稅率16.5%(2011: 16.5%)計算而海外所得稅則根據本集團營運所在國家的適用稅率計算。

本集團於2012及2011年12月31日止年度內因無估計應課稅溢利而毋須作香港所得稅撥備。

	Note 附註	2012 US\$'000 千美元	2011 US\$'000 千美元
Current income tax:	本期所得稅：		
– Hong Kong	– 香港	—	—
– Overseas	– 海外	2	2
Deferred income tax	遞延所得稅	—	—
		2	2

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 12. Income tax – Group (continued)

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using the income tax rate of Hong Kong, the Group's principal place of operation, as follows:

		2012 US\$'000 千美元	2011 US\$'000 千美元
Loss before income tax	除稅前虧損	(1,368)	(17,589)
Income tax calculated at a tax rate of 16.5%	所得稅按16.5%稅率計算	(226)	(2,902)
Income not subject to tax	毋須課稅的收入	(1,094)	(317)
Expenses not deductible for tax purposes	不可作扣稅的開支	1,225	845
Income tax losses not recognized	未確認所得稅稅項之虧損	97	2,376
		<b>2</b>	<b>2</b>

Deferred income tax assets are recognized for tax losses carry-forward to the extent that the realization of the related tax benefit through future taxable profits is probable. The Group did not recognize deferred income tax assets of US\$8,083,000 (2011: US\$7,986,000) in respect of losses amounting to US\$48,989,000 (2011: US\$48,403,000) that can be carried forward against future taxable profits. These tax losses have no expiry date.

#### 12. 所得稅—本集團(續)

本集團有關除稅前虧損的所得稅稅項與假設採用香港(本集團的主要營運地點)的稅率而計算的理論稅額的差額如下:

因應稅項虧損之遞延所得稅資產會就未來應課稅溢利很有可能變現時作出確認。本集團未確認因應48,989,000美元(2011: 48,403,000美元)之稅項虧損的遞延所得稅資產8,083,000美元(2011: 7,986,000美元),作為抵銷未來的應課稅溢利。該稅項虧損並無指定過期日。

#### 13. Profit or loss attributable to the equity holders of the Company

The profit attributable to the equity holders of the Company is dealt with in the financial statements of the Company to the extent of US\$4,675,000 in 2012 (2011 loss: US\$11,739,000).

#### 13. 本公司權益持有人應佔溢利或虧損

本公司權益持有人應佔溢利於2012年本公司之財務報表列載為4,675,000美元(2011虧損: 11,739,000美元)。

## 14. Loss per share

### (a) Basic loss per share

The basic loss per share for the year is calculated based on the Group's loss in 2012 attributable to the equity holders of the Company of US\$1,370,000 (2011: US\$17,591,000) and the weighted average number of 2,454,697,989 (2011: 2,452,286,337) ordinary shares in issue excluding own shares held during the year.

### (b) Diluted loss per share

The diluted loss per share is calculated based on the Group's 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 years.

During the year ended 31 December 2012, 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. Hence, there was no dilutive effect on the calculation of the diluted loss per share in 2012 (2011: no shares affected on the diluted loss per share).

The information related to the weighted average number of ordinary shares is as follows:

		Number of shares 股份數目	
		2012	2011
Weighted average number of ordinary shares in issue	已發行加權平均普通股股數	2,454,697,989	2,452,286,337
Allocated own shares held under Share Award Scheme	根據股份獎勵計劃，已分配所持本身股份	1,392,519	1,102,927
Adjusted weighted average number of ordinary shares for diluted loss per share calculation	用作計算每股攤薄虧損的調整後平均普通股股數	2,456,090,508	2,453,389,264

## 15. Dividend

No dividend related to the years ended 31 December 2012 and 2011 was declared or paid during 2012. In addition, the Board resolved not to propose any final dividend for the year ended 31 December 2012.

## 14. 每股虧損

### (a) 每股基本虧損

每股基本虧損是根據本公司的權益持有人應佔本集團於2012年之虧損1,370,000美元(2011: 17,591,000美元)及本年內已發行普通股加權平均數2,454,697,989股(2011: 2,452,286,337股)計算，不包括所持本身股份。

### (b) 每股攤薄虧損

每股攤薄虧損乃根據本公司的權益持有人應佔本集團虧損及已就年內所有具攤薄影響的潛在普通股(包括已獲分配但除卻未獲分配之所持本身股份)作出調整後之已發行加權平均普通股數計算。

於2012年12月31日止年度內，兌換所有可予發行的具攤薄影響的流通購股權加上已獲分配之所持本身股份於計算每股攤薄虧損是產生反攤薄影響。因此，並無2012年度的每股攤薄虧損造成攤薄影響(2011: 無每股攤薄虧損造成攤薄影響)。

加權平均普通股股數的有關資料列載如下：

## 15. 股息

2012年內，並沒有宣派或派付任何關於截至2012及2011年12月31日止年度之股息。再者，董事會決議不建議宣派截至2012年12月31日止年度之末期股息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

### 16. Goodwill and intangible assets – Group

### 16. 商譽及無形資產 – 本集團

		<b>Goodwill</b> 商譽 US\$'000 千美元	<b>Patents and intellectual property</b> 專利及知識產權 US\$'000 千美元	<b>Total</b> 總計 US\$'000 千美元
At 1 January 2011	於2011年1月1日			
Cost	成本	—	4,500	4,500
Accumulated amortization	累計攤銷	—	(4,500)	(4,500)
Net book amount	賬面淨值	—	—	—
Year ended 31 December 2011	截至2011年12月31日			
Opening net book amount	期初賬面淨值	—	—	—
Impairment charge	減值開支	—	—	—
Closing net book amount	期末賬面淨值	—	—	—
At 31 December 2011	於2011年12月31日			
Cost	成本	—	4,500	4,500
Accumulated amortization	累計攤銷	—	(4,500)	(4,500)
Net book amount	賬面淨值	—	—	—
<b>Year ended 31 December 2012</b>	<b>截至2012年12月31日</b>			
Opening net book amount	期初賬面淨值	—	—	—
Impairment charge	減值開支	—	—	—
Closing net book amount	期末賬面淨值	—	—	—
<b>At 31 December 2012</b>	<b>於2012年12月31日</b>			
Cost	成本	—	<b>4,500</b>	<b>4,500</b>
Accumulated amortization	累計攤銷	—	<b>(4,500)</b>	<b>(4,500)</b>
Net book amount	賬面淨值	—	—	—



## 17. Prepaid operating lease – Group

The prepaid operating lease represents payments of land use rights to the Beijing Municipal Bureau of Land and Resources. Land use rights are carried at cost less accumulated amortization and impairment losses. Amortization is provided to write off the cost of lease prepayment on a straight-line basis over the period of the rights which is 50 years. The land use rights was disposed of upon the disposal of a subsidiary in August 2012.

## 17. 預付經營租賃款 – 本集團

預付經營租賃款為付予北京國土資源和房產管理局的土地使用權費用。土地使用權以成本減累計攤銷及減值虧損列賬。攤銷以直線法於50年的使用權期間將預付經營租賃款作成本攤銷。土地使用權隨2012年8月出售附屬公司同時出售。

		Note	2012	2011
		附註	US\$'000	US\$'000
			千美元	千美元
At 1 January	於1月1日		1,253	1,185
Addition	添置		—	37
Amortization	攤銷		(17)	(26)
Disposal of a subsidiary	出售附屬公司	34(c)	(1,236)	—
Exchange difference	匯兌差額		—	57
At 31 December	於12月31日		—	1,253
Cost	成本		—	1,279
Accumulated amortization	累計攤銷		—	(26)
Balance at 31 December	於12月31日的賬面值		—	1,253

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 綜合財務報表附註(續)

### 18. Property, plant and equipment

### 18. 物業、機器及設備

		Group 本集團					Company 本公司	
		Land <sup>(i)</sup> and building 土地 及樓宇 US\$'000 千美元	Leasehold improvements 租賃物業 裝修 US\$'000 千美元	Furniture, fixtures, licenses and equipment 傢具、 固定裝置、 許可證及設備 US\$'000 千美元	Machinery and laboratory equipment 機器及 實驗室設備 US\$'000 千美元	Motor vehicles 汽車 US\$'000 千美元	Total 總計 US\$'000 千美元	Furniture, fixtures and office equipment 傢具、 固定裝置 及辦公室設備 US\$'000 千美元
At 1 January 2011	於2011年1月1日							
Cost	成本	1,834	2,604	13,411	21,563	247	39,659	611
Accumulated depreciation	累計折舊	(44)	(2,302)	(11,376)	(17,374)	(45)	(31,141)	(611)
Net book amount	賬面淨值	1,790	302	2,035	4,189	202	8,518	—
Year ended 31 December 2011	截至2011年12月31日							
Opening net book amount	期初賬面淨值	1,790	302	2,035	4,189	202	8,518	—
Exchange differences	匯兌差額	(59)	(1)	7	(512)	—	(565)	—
Additions	添置	—	23	575	373	—	971	—
Reclassification	重分類	—	96	(1)	(95)	—	—	—
Disposals	註銷	—	(1)	(37)	(1)	—	(39)	—
Depreciation	折舊	(21)	(132)	(1,104)	(1,645)	(79)	(2,981)	—
Closing net book amount	期末賬面淨值	1,710	287	1,475	2,309	123	5,904	—
At 31 December 2011	於2011年12月31日							
Cost	成本	1,772	2,820	13,702	19,631	254	38,179	611
Accumulated depreciation	累計折舊	(62)	(2,533)	(12,227)	(17,322)	(131)	(32,275)	(611)
Net book amount	賬面淨值	1,710	287	1,475	2,309	123	5,904	—
<b>Year ended 31 December 2012</b>	<b>截至2012年12月31日</b>							
Opening net book amount	期初賬面淨值	1,710	287	1,475	2,309	123	5,904	—
Exchange differences	匯兌差額	58	3	13	5	—	79	—
Additions	添置	—	114	53	64	—	231	—
Disposals	註銷	—	(1)	(6)	(2)	—	(9)	—
Depreciation	折舊	(21)	(157)	(914)	(861)	(62)	(2,015)	—
Closing net book amount	期末賬面淨值	1,747	246	621	1,515	61	4,190	—
<b>At 31 December 2012</b>	<b>於2012年12月31日</b>							
Cost	成本	1,833	2,669	13,788	19,445	254	37,989	611
Accumulated depreciation	累計折舊	(86)	(2,423)	(13,167)	(17,930)	(193)	(33,799)	(611)
Net book amount	賬面淨值	1,747	246	621	1,515	61	4,190	—

(i) Bank loan is secured by the land and building. Freehold land in Taiwan of US\$757,000 (2011: US\$732,000) was included in the land and building.

(ii) Depreciation expense of US\$795,000 (2011: US\$1,399,000) has been charged in cost of sales, US\$816,000 (2011: US\$1,136,000) in research and development costs and US\$404,000 (2011: US\$446,000) in administrative expenses.

(iii) The net book value of furniture, fixtures, licenses and equipment of US\$621,000 (2011: US\$1,475,000) includes an amount of US\$6,000 (2011: US\$16,000) in respect of assets held under finance leases.

(i) 銀行貸款以土地及樓宇作抵押。於台灣擁有永久業權的土地757,000美元(2011: 732,000美元)，包括在土地及樓宇中。

(ii) 折舊開支795,000美元(2011: 1,399,000美元)已於銷售成本中支銷，而816,000美元(2011: 1,136,000美元)則於研究及開發成本中入賬及404,000美元(2011: 446,000美元)於行政開支中入賬。

(iii) 在淨值為621,000美元(2011: 1,475,000美元)之傢具、固定裝置、許可證及設備內包括了淨值為6,000美元(2011: 16,000美元)的融資租賃資產。

## 19. Investments in associated companies – Group

### (a) Investments in associated companies

		Investment in 投資於			
		Associated companies 聯營公司		Derivatives related to an associated company 有關聯營公司的衍生工具	
	Note 附註	2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元
At 1 January	於1月1日	7,533	990	442	—
Investment during the year	年內投資	—	8,537	—	463
Share of results of associated companies	應佔聯營公司 盈虧	(3,069)	(1,994)	—	—
Provision for impairment loss <sup>(i)</sup>	減值撥備 <sup>(i)</sup>	(3,792)	—	(442)	(21)
At 31 December	於12月31日	672	7,533	—	442

(i) During the year ended 31 December 2012, the Group has fully provided for the impairment loss of the investment in one of the associated companies of the Group totaling US\$4,234,000 being US\$3,792,000 on the carrying value after sharing the current year of result and US\$442,000 for the related derivative.

(i) 截至2012年12月31日止年度內，本集團全數撥備集團於其中一家聯營公司的投資，減值撥備合共4,234,000美元，當中3,792,000美元為除去本年度應佔虧損後所餘的賬面值及442,000美元為相關之衍生工具。

### (b) Disposal of an associated company

An investment in associated company was disposed of during the year. The proceeds from disposal of the associated company is listed below:

		2012 US\$'000 千美元	2011 US\$'000 千美元
Unlisted shares, at cost	非上市股份，按成本	857	—
Provision for impairment loss	減值撥備	(857)	—
Unlisted shares - net	非上市股份 - 淨值	—	—
Gain on disposal	出售的收益	8	—
Proceeds from disposal	出售所得款項	8	—

## 19. 於聯營公司的投資 – 本集團

### (a) 於聯營公司的投資

### (b) 出售聯營公司

一項聯營公司的投資已於年內出售。出售聯營公司投資的所得款項列載如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 19. Investments in associated companies – Group

(continued)

##### (c) Aggregated assets & liabilities and the results of the year

The aggregated assets (excluding goodwill) and liabilities together with the results of the year of the Group's associated companies, all of which are unlisted, are as follows:

#### 19. 於聯營公司的投資－本集團(續)

##### (c) 總資產及負債和年度業績

本集團於聯營公司(所有均為非上市公司)的總資產(不包括商譽)及負債和年度業績列載如下:

Associated companies 聯營公司	Place of incorporation and operation 註冊成立及營運地點	Principal activities 主要業務	Particulars of issued shares 已發行股份的詳情	As at 31 December 2012 於2012年12月31日		For the year ended 31 December 2012 截至2012年12月31日止年度		
				Assets 資產 US\$'000 千美元	Liabilities 負債 US\$'000 千美元	Revenue 收入 US\$'000 千美元	Profit/(loss) 溢利/(虧損) US\$'000 千美元	Interest held 持有權益
Beijing LED Lighting Engineering Co., Ltd 北京愛爾益地照明工程有限公司	PRC 中國	LED system design and contract installation LED系統設計及工程安裝	Registered and paid-up capital of CNY20,000,000 人民幣20,000,000 已註冊及繳足資本	3,781	642	3,310	210	23.5%
C2 Microsystems Inc.	USA 美國	Design, development and sales of multimedia SoC solutions for Smart TV, 設計、開發及銷售智能電視的SoC解決方案	4,149,902 common shares and 139,240,358 preferred shares of US\$0.001 each 每股面值0.001美元的4,149,902普通股及139,240,358優先股	2,729 <sup>(i)</sup>	16,517 <sup>(i)</sup>	1,835 <sup>(i)</sup>	(12,836) <sup>(i)</sup>	24.0%
EPD Technology Limited	Hong Kong 香港	Design, development, manufacturing & distribution of E-paper display modules 設計、開發、製造及分銷電子紙顯示屏模組	100,000 ordinary shares of HK\$1 each 100,000股,每股面值1港元的普通股	7	2,372	—	(1)	40.0%
Kitronix Limited 奇創力有限公司	Hong Kong 香港	Design, development, manufacturing & distribution of LCD modules 設計、開發、製造及分銷液晶顯示屏模組	9,500,000 ordinary shares of HK\$1 each 9,500,000股,每股面值1港元的普通股	2,341	289	—	(192)	25.0%

(i) Per latest management accounts made up to 31 October 2012.

(i) 依據最近期截至2012年10月31日止之管理會計報表。

(c) Aggregated assets & liabilities and the results of the year (continued)

(c) 總資產及負債和年度業績(續)

Associated Companies 聯營公司	Place of incorporation and operation 註冊成立及營運地點	Principal activities 主要業務	Particulars of issued shares 已發行股份的詳情	As at 31 December 2011 於2011年12月31日		For the year ended 31 December 2011 截至2011年12月31日止年度		
				Assets 資產 US\$'000 千美元	Liabilities 負債 US\$'000 千美元	Revenue 收入 US\$'000 千美元	Profit/(loss) 溢利/(虧損) US\$'000 千美元	Interest held 持有權益
Beijing LED Lighting Engineering Co., Ltd 北京愛爾益地照明工程有限公司	PRC 中國	LED system design and contract installation LED系統設計及工程安裝	Registered and paid-up capital of CNY20,000,000 人民幣20,000,000 已註冊及繳足資本	3,217	250	2,621	190	23.5%
C2 Microsystems Inc.	USA 美國	Design, development and sales of multimedia SoC solutions for Smart TV, 設計、開發及銷售智能電視的SoC解決方案	4,149,902 common shares and 139,240,358 preferred shares of US\$0.001 each 每股面值0.001美元的4,149,902普通股及139,240,358優先股	4,514	5,465	1,391	(9,692)	24.0%
EPD Technology Limited	Hong Kong 香港	Design, development, manufacturing & distribution of E-paper display modules 設計、開發、製造及分銷電子紙顯示屏模組	100,000 ordinary shares of HK\$1 each 100,000股,每股面值1港元的普通股	30	2,400	42	(107)	40.0%
Kitronix Limited 奇創力有限公司	Hong Kong 香港	Design, development, manufacturing & distribution of LCD modules 設計、開發、製造及分銷液晶顯示屏模組	9,500,000 ordinary shares of HK\$1 each 9,500,000股,每股面值1港元的普通股	2,452	248	—	(1,386)	25.0%
Shenzhen aigo Research and Development Co., Ltd 深圳市愛國者嵌入式系統科技有限公司	PRC 中國	Design, development and distribution of mobile multimedia solutions 設計、開發及銷售流動多媒體解決方案	Registered and paid-up capital of CNY 5,000,000 人民幣5,000,000 已註冊及繳足資本	278	290	94	(628)	20.0%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 20. Investments in subsidiaries

##### (a) Investments in subsidiaries

		Company 本公司	
		2012 US\$'000 千美元	2011 US\$'000 千美元
Investments in unlisted shares, at cost	非上市股份投資，按成本	68,465	68,449
Provision for impairment loss	減值撥備	(11,777)	(11,736)
		<b>56,688</b>	<b>56,713</b>

US\$2,000,000 was injected to SSBJ in March 2012. SSBJ was subsequently disposed of in August 2012 by the Group.

The provision for impairment was concluded from the assessment of the cash flow position of the subsidiaries, taking into consideration of the forecasted performance and development of those subsidiaries by management.

2,000,000美元已於2012年3月注入晶門北京。隨後，本集團於2012年8月出售晶門北京。

減值撥備乃經管理層對附屬公司未來表現及發展的現金流量情況評估後而作出。

##### (b) Amounts due from/ (to) subsidiaries

		Company 本公司	
		2012 US\$'000 千美元	2011 US\$'000 千美元
Amounts due from subsidiaries	應收附屬公司款	33,437	34,826
Provision for impairment loss	減值撥備	(2,443)	(2,427)
		<b>30,994</b>	<b>32,399</b>
Amounts due to subsidiaries	應付附屬公司款	(1,305)	(119)

The amounts due from/ (to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

The carrying value of the amounts due from/ (to) subsidiaries approximate their respective fair values.

應收／(應付)附屬公司款為無抵押、免息及無固定償還期限。

應收／(應付)附屬公司款的賬面值與公平值接近。

**(c) Particulars of subsidiaries**

The following is a list of the principal subsidiaries at 31 December 2012:

**(c) 有關附屬公司的詳情**

於2012年12月31日，本集團的主要附屬公司列載如下：

<b>Name</b> 公司名稱	<b>Place of incorporation and kind of legal entity</b> 註冊成立地點及法定地位	<b>Principal activities and place of operation</b> 主要業務及營運地點	<b>Particulars of capital</b> 股本詳情	<b>Interest held</b> 持有權益
<b>Directly held:</b> 直接持有：				
Solomon Systech Limited 晶門科技有限公司	HK, LLC 香港，有限公司	Design, development, sales of IC and system solutions, HK 設計、開發、銷售集成電路晶片與系統解決方案，香港	188,585,271 ordinary shares of HK\$1 each 188,585,271股每股面值1港元的普通股	100%
Ample Pacific Limited	BVI, LLC BVI，有限公司	Investment holding, HK 投資控股，香港	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元的普通股	100%
Broadwood Global Limited 博活環球有限公司	BVI, LLC BVI，有限公司	Investment holding, HK 投資控股，香港	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元的普通股	100%
Cornway International Limited	BVI, LLC BVI，有限公司	Investment holding, HK 投資控股，香港	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元的普通股	100%
In Achieve Limited 達晉有限公司	BVI, LLC BVI，有限公司	Investment holding, HK 投資控股，香港	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元的普通股	100%
Mentor Ventures Limited	BVI, LLC BVI，有限公司	Investment holding, HK 投資控股，香港	50,000 ordinary shares of US\$1 each 50,000股每股面值1美元的普通股	100%
Pac-Pacific Limited 通洋有限公司	BVI, LLC BVI，有限公司	Investment holding, HK 投資控股，香港	2 ordinary shares of HK\$1 each 2股每股面值1港元的普通股	100%
WE3 Ventures Limited	BVI, LLC BVI，有限公司	Investment holding, HK 投資控股，香港	108,930 ordinary shares of US\$0.01 each 108,930股每股面值0.01美元的普通股	100%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 20. Investments in subsidiaries (continued)

##### (c) Particulars of subsidiaries (continued)

#### 20. 於附屬公司的投資(續)

##### (c) 有關附屬公司的詳情(續)

Name 公司名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定地位	Principal activities and place of operation 主要業務及營運地點	Particulars of capital 股本詳情	Interest held 持有權益
<b>Indirectly held:</b> 間接持有：				
Jing Guang Semiconductors (Dongguan) Limited 東莞晶廣半導體有限公司	PRC, LLC 中國，有限公司	Manufacturing of IC, China 製造集成電路晶片，中國	US\$7,500,000 registered and paid up capital 7,500,000美元已註冊及繳足資本	100%
Loyal Creative Limited 來建有限公司	HK, LLC 香港，有限公司	Investment holding, HK 投資控股，香港	1 ordinary share of HK\$1 each 1股每股面值1港元的普通股	100%
Solomon Systech Inc.	USA, LLC 美國，有限公司	Market research, USA 市場研究，美國	20,000 ordinary shares of US\$1 each 20,000股每股面值1美元的普通股	100%
Solomon Systech Japan Company Limited	Japan, LLC 日本，有限公司	Market research, Japan 市場研究，日本	10,000 ordinary shares of JPY1,000 each 10,000股每股面值1,000日元的普通股	100%
Solomon Systech Pte. Ltd.	Singapore, LLC 新加坡共和國，有限公司	Design and distribution of IC, Singapore 設計及分銷集成電路晶片，新加坡	480,000 ordinary shares of SGD1 each 480,000股每股面值1新加坡元的普通股	100%
Solomon Systech (Shenzhen) Limited 晶門科技(深圳)有限公司	PRC, LLC 中國，有限公司	Design and distribution of IC, China 設計及分銷集成電路晶片，中國	HK\$8,000,000 registered and paid up capital 8,000,000港元已註冊及繳足資本	100%
Solomon Systech Taiwan Limited 晶門科技股份有限公司	ROC, LLC 中華民國，有限公司	Market research, Taiwan 市場研究，台灣	5,000,000 ordinary shares of NTD10 each 5,000,000股每股面值10元新台幣的普通股	100%
Systech Technology China Limited 晶門電子科技中國有限公司	HK, LLC 中國，有限公司	Investment holding, HK 投資控股，香港	10,000 ordinary shares of HK\$1 each 10,000股每股面值1港元的普通股	100%
WE3 Technology Company Limited 維駿科技有限公司	HK, LLC 中國，有限公司	Design, development & distribution of handset solutions, HK 設計、發展及分銷手提電話解決方案，香港	32,390,000 ordinary shares of HK\$1 each 32,390,000股每股面值1港元的普通股	100%
維深通訊(深圳)有限公司	PRC, LLC 中國，有限公司	Design and development of electronic & wireless application, China 設計及發展電子和無線電應用，中國	HK\$600,000 registered and paid up capital 600,000港元已註冊及繳足資本	100%



## 21. Available-for-sale financial assets – Group

## 21. 可供出售財務資產 – 本集團

		2012 US\$'000 千美元	2011 US\$'000 千美元
Unlisted shares, at cost	非上市股份，按成本	4,941	4,941
Provision for impairment loss	減值撥備	(2,735)	(2,435)
		<b>2,206</b>	2,506

## 22. Cash and cash equivalents, short-term fixed deposits and other financial assets

## 22. 現金及現金等價物、短期定期存款及其他財務資產

		Group 本集團		Company 本公司	
		2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元
Cash at bank and in hand	銀行存款及現金	23,216	18,716	1,083	4,775
Short-term bank deposits <sup>(i)</sup>	短期銀行存款 <sup>(i)</sup>	13,600	32,944	11,202	27,087
Cash and cash equivalents	現金及現金等價物	36,816	51,660	12,285	31,862
Short-term fixed deposits <sup>(ii)</sup>	短期定期存款 <sup>(ii)</sup>	1,550	17,976	—	13,824
Other financial assets <sup>(iii)</sup>	其他財務資產 <sup>(iii)</sup>	—	2,476	—	2,476
		<b>38,366</b>	72,112	<b>12,285</b>	48,162

(i) The effective interest rate on short-term bank deposits was 1.69% per annum (2011: 0.9% per annum); these deposits have an average maturity of 43 days (2011: 35 days).

(i) 短期銀行存款的實際年利率為1.69%(2011：年利率為0.9%)；該等存款的平均期限為43日(2011：35日)。

(ii) The effective interest rate on short-term fixed deposits was 3.1% per annum (2011: 1.5% per annum); these deposits have an average maturity of 352 days (2011: 197 days).

(ii) 短期定期存款的實際年利率為3.1%(2011：年利率為1.5%)；該等存款的平均期限為352日(2011：197日)。

(iii) Other financial assets represent the structured bank deposits.

(iii) 其他財務資產為結構性銀行存款。

The carrying amounts of the Group's and the Company's cash and cash equivalents, short-term fixed deposits and other financial assets are denominated in the following currencies:

本集團及本公司之現金及現金等價物、短期定期存款及其他財務資產的賬面值按不同幣值分配如下：

		Group 本集團		Company 本公司	
		2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元
USD	美元	18,258	53,264	8,271	41,518
HKD	港元	659	3,694	80	3,157
CNY	人民幣	17,452	11,744	3,388	478
Other currencies	其他幣值	1,997	3,410	546	3,009
		<b>38,366</b>	72,112	<b>12,285</b>	48,162

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 23. Inventories – Group

#### 23. 存貨 – 本集團

		<b>2012</b> <b>US\$'000</b> 千美元	2011 US\$'000 千美元
Finished goods	成品	<b>3,431</b>	4,349
Raw materials and work in progress	原材料及在製品	<b>8,511</b>	9,624
		<b>11,942</b>	13,973
Provision for obsolete or slow moving inventories	過時或滯銷存貨的撥備	<b>(5,154)</b>	(6,886)
		<b>6,788</b>	7,087

The cost of inventories recognized as an expense and included in cost of sales amounted to US\$40,704,000 (2011: US\$32,330,000).

確認為開支並計入銷售成本的存貨成本達40,704,000美元(2011: 32,330,000美元)。

Movements on the provision for obsolete or slow moving inventories are as follows:

過時或滯銷存貨的撥備的變動分析如下：

		<b>2012</b> <b>US\$'000</b> 千美元	2011 US\$'000 千美元
At 1 January	於1月1日	<b>6,886</b>	5,654
Scrap of inventories against provision	存貨報廢扣減撥備	<b>(218)</b>	(1,632)
Provision for/ (written-back of provision for) obsolete or slow moving inventories	過時或滯銷存貨的撥備 / (回撥)	<b>(1,514)</b>	2,864
At 31 December	於12月31日	<b>5,154</b>	6,886

## 24. Trade and other receivables – Group

## 24. 應收款及其他應收款 – 本集團

		Note 附註	2012 US\$'000 千美元	2011 US\$'000 千美元
Trade receivables	應收款		9,816	6,492
Trade receivables from related parties	關聯方應收款	36	3,161	57
Provision for impairment	減值撥備		(121)	(153)
Trade receivables - net	應收款-淨額		12,856	6,396
Deposits, prepayments and other receivables	訂金、預付款及其他應收款		2,199	2,860
Prepayments to related parties	關聯方預付款	36	172	102
			15,227	9,358

As at 31 December 2012, the Group's trade receivables from corporate customers were mainly on credit terms of 30 to 90 days. The ageing analysis of trade receivables not impaired based on overdue days is as follows:

於2012年12月31日，本集團對企業客戶之應收款信貸期主要為30日至90日。未減值撥備的應收款以過期日起的賬齡分析如下：

		2012 US\$'000 千美元	2011 US\$'000 千美元
Current	即期	8,998	4,106
1 - 30 days	1日至30日	3,500	1,806
31 - 60 days	31日至60日	254	448
61 - 90 days	61日至90日	86	10
91 - 180 days	91日至180日	18	26
181 - 365 days	181日至365日	—	—
		3,858	2,290
		12,856	6,396

As at 31 December 2012, trade receivables of US\$3,858,000 (2011: US\$2,290,000) were considered past due if measured strictly against the credit terms offered. The majority of the overdue sum is not impaired since the most of the overdue sum has been settled after the balance sheet date.

於2012年12月31日，若嚴謹地以所給予的信貸期計算，逾期之應收款為3,858,000美元(2011：2,290,000美元)。大部份該等逾期未收之款項並未作減值，多數逾期未收之款項於結算日後已收訖。

As at 31 December 2012, US\$121,000 (2011: US\$153,000) of trade receivables was impaired and provided for.

於2012年12月31日，121,000美元(2011：153,000美元)之應收款已被減值及撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 24. Trade and other receivables – Group (continued)

The ageing of these impaired receivables by overdue date is as follows:

Days 日	2012 US\$'000 千美元	2011 US\$'000 千美元
91 - 180	—	147
181 - 365	121	6
	<b>121</b>	<b>153</b>

Movements on the Group's provision for impairment of trade receivables are as follows:

#### 24. 應收款及其他應收款 – 本集團(續)

已被減值應收款以逾期日期的賬齡分析如下：

本集團之應收款減值撥備之變動如下：

		2012 US\$'000 千美元	2011 US\$'000 千美元
At 1 January	於1月1日	153	—
Provision for/ (written back of) impairment of receivables	應收款減值撥備/ (回撥)	(32)	153
At 31 December	於12月31日	121	153

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

本集團之應收款及其他應收款的賬面值按不同幣值之分配如下：

		2012 US\$'000 千美元	2011 US\$'000 千美元
USD	美元	13,235	6,898
HKD	港元	1,138	1,244
CNY	人民幣	732	1,018
Other currencies	其他幣值	122	198
		<b>15,227</b>	<b>9,358</b>

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above. The Group does not hold any collateral as security.

於報告日的最高信貸風險為以上提及的每一類應收款的賬面值。本集團並沒有持有任何附帶的抵押品。

## 25. Financial assets at fair value through profit or loss

## 25. 通過損益以反映公平價值的財務資產

		Group 本集團		Company 本公司	
		2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元
<b>Unlisted</b>	<b>非上市</b>				
Equity-linked deposits	與股票掛鈎的定期存款	—	348	—	348
Deposit notes	存款票據	8,090	7,842	3,522	3,342
Derivative financial instruments	衍生金融工具	29	—	29	—
<b>Marketable bonds</b>	<b>可買賣債券</b>	<b>38,953</b>	4,080	<b>37,767</b>	3,017
<b>Marketable funds</b>	<b>可買賣基金</b>	<b>6,326</b>	545	<b>6,326</b>	545
<b>Listed in Hong Kong</b>	<b>於香港上市</b>				
Equity securities	股票	9,968	7,267	9,968	7,267
Fund	基金	65	57	65	57
		<b>63,431</b>	20,139	<b>57,677</b>	14,576

Changes in fair values of FVTPL are recorded in finance income – net in the consolidated income statement (note 9).

The fair values of listed financial instruments are based on quoted market prices at the balance sheet date. The equity-linked deposits are structured products linked to equity price which are not listed but with active valuation from reputable financial institution. The fair values of these unlisted financial instruments are determined by reference to the dealer's quote or input from reputable financial institutions.

The carrying amounts of FVTPL are denominated in the following currencies:

FVTPL之公平值之變動記錄於綜合損益表中的投資收入－淨額(附註9)。

上市之金融工具之公平值是基於結算日的市場報價。與股票掛鈎的定期存款是與非上市股票價值掛鈎的結構性產品，但可於有良好商譽的金融機構提供報價。該等財務資產的公平值之釐定是取決於合適的參考發行商的報價或良好商譽的金融機構資料。

FVTPL的賬面值按不同幣值之分配如下：

		Group 本集團		Company 本公司	
		2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元
<b>Monetary:</b>	<b>貨幣性：</b>				
USD	美元	51,707	10,273	45,953	4,710
HKD	港元	65	950	65	950
Other currencies	其他幣值	1,691	1,649	1,691	1,649
<b>Non-monetary:</b>	<b>非貨幣性：</b>				
HKD	港元	9,968	7,267	9,968	7,267
		<b>63,431</b>	20,139	<b>57,677</b>	14,576

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

### 26. Share capital

### 26. 股本

		2012		2011	
		Number of shares 股份數目	US\$'000 千美元	Number of shares 股份數目	US\$'000 千美元
Authorized:	法定：				
– Ordinary shares of HK\$0.10 each	– 每股面值0.10港元的普通股	<b>5,000,000,000</b>	<b>64,433</b>	5,000,000,000	64,433
Issued and fully paid:	已發行及繳足：				
At 1 January	於1月1日	<b>2,456,302,351</b>	<b>31,658</b>	2,453,302,351	31,619
Exercise of share options	購股權獲行使	—	—	3,000,000	39
At 31 December	於12月31日	<b>2,456,302,351</b>	<b>31,658</b>	2,456,302,351	31,658

## 27. Employee compensation scheme

### (a) The Share Option Scheme

The Company adopted the Share Option Scheme at an extraordinary meeting held on 25 February 2004 and a meeting of the Board on 19 March 2004 under which share options may be granted to subscribe for the Company's shares. The terms of the Scheme are in accordance with the provisions of the Chapter 17 of the Listing Rules on the Stock Exchange.

On 28 September 2012, share options to subscribe for 6,400,000 new shares of the Company were granted to directors of the Company and senior management of the Group at a nominal consideration of HK\$1.0 payable by each grantee under the Share Option Scheme. These share options are exercisable during the period from 1 October 2013 to 30 September 2015 at the exercise price of HK\$0.2126 per share.

Movements in the number of share options outstanding and their related exercise prices are as follows:

## 27. 股本權益報酬計劃

### (a) 購股權計劃

本公司亦已採納分別於2004年2月25日舉行的股東特別大會上及於2004年3月19日舉行的董事會會議上批准的購股權計劃，據此，可授出購股權以認購本公司股份。該計劃的條款是遵照聯交所上市規則第17章的條文。

於2012年9月28日，本公司根據購股權計劃按每名承授人以象徵式代價1.0港元，授出可認購本公司合共6,400,000股新股份的購股權予本公司董事及本集團的高級管理層。該購股權可於2013年10月1日至2015年9月30日期間行使，其行使價為每股0.2126港元。

尚未行使購股權數目的變動及其有關行使價列載如下：

Grant date 授出日期	Exercise price per share HK\$ 每股行使價 港元	Movement during the year 年內之變動				Held on 31 December 2012 於2012年12月31日 持有	Expiry date 到期日
		Held on 1 January 2012 於2012年1月1日 持有	Granted 已授出	Lapsed 已失效	Number of share options (in thousand units) 購股權數目(以千位計)		
7 February 2007 2007年2月7日	1.4300	2,220	—	(2,220)	—	31 March 2012 2012年3月31日	
13 July 2009 2009年7月13日	0.6320	11,000	—	(11,000)	—	30 June 2012 2012年6月30日	
28 June 2010 2010年6月28日	0.6200	12,000	—	—	12,000	30 June 2013 2013年6月30日	
30 September 2011 2011年9月30日	0.1634	9,600	—	—	9,600	30 September 2014 2014年9月30日	
28 September 2012 2012年9月28日	0.2126	—	6,400	—	6,400	30 September 2015 2015年9月30日	
		34,820	6,400	(13,220)	28,000		

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 27. Employee 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. The key parameters used in the Model and the corresponding fair values of the share options granted during 2012 and 2011 are listed below:

		2012	2011
Date of grant	授出日期	<b>28 September</b> 9月28日	30 September 9月30日
Number of share options granted	已授出購股權數目	<b>6,400,000</b>	9,600,000
Total share option value	購股權總值		
– HK\$	– 港元	<b>448,000</b>	459,000
– US\$ equivalent	– 美元等值	<b>57,800</b>	59,000
Share price at date of grant (HK\$)	授出日期的股價 (港元)	<b>0.2110</b>	0.1570
Exercise price (HK\$)	行使價 (港元)	<b>0.2126</b>	0.1634
Expected life of options (years)	購股權的預期限期 (年)	<b>2</b>	2
Annualized volatility	年度波幅	<b>60.8%</b>	57.7%
Risk free interest rate	無風險利率	<b>0.26%</b>	0.19%
Dividend payout rate	派息率	—	—

The Black-Scholes Valuation Model is used to estimate the fair values of European share options. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the Model used. The value of a share 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 a share 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 two year.

#### 27. 股本權益報酬計劃(續)

##### (a) 購股權計劃(續)

本公司一直使用畢蘇購股權訂價模式計算已授出的購股權。於2012年及2011年內已授出購股權的公平值及應用此模式的主要參考數據如下：

畢蘇購股權訂價模式是用來估算歐式購股權的公平值。計算出的公平值受給定假設和模式自身限制而具有固有的主觀性及不確定。購股權的價值會隨著某些主觀假設的不同變數而改變。所採用的變數的任何改變可能會對購股權公平值的估算造成重大影響。

波幅乃基於過去兩年每日股份收市價的統計分析之股份複合回報之標準差計算出來。



**(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 the Board on 19 March 2004 with an initial pool of 46,223,520 shares held by HSBC Institutional Trust Services (Asia) Limited as Trustee for the benefit of the directors and employees.

Under the terms and conditions of the grant, 40% of the shares will be vested one year from the grant date and the remaining 60% will be vested two years from the grant date. The pool of shares brought forward at the time of listing of the Company has been allocated to grantees. At 31 December 2012, the number of shares allocated but remained unvested under the Trustee for directors and employees of the Group was 2,680,000 while the total number of shares held by the Trustee was 1,443,520.

Shares held by HSBC Institutional Trust Services (Asia) Limited as Trustee under the Share Award Plan are listed below:

		Number of shares 股份數目	
		2012	2011
At 1 January	於1月1日	<b>1,967,520</b>	3,543,520
Shares vested during the year	於年內歸屬的股份	<b>(524,000)</b>	(1,576,000)
At 31 December	於12月31日	<b>1,443,520</b>	1,967,520

The following is a summary of the shares granted, forfeited and vested during the year since the set up of the Share Award Plan:

		Number of shares (in thousand units) 股份數目(以千位計)						
		Cumulative Total 累計總數	2012	2011	2010	2009	2008	2004-2007
Granted during the year	年內授出	74,260	<b>2,560</b>	1,100	860	2,800	15,670	51,270
Shares forfeited	已放棄	(8,532)	—	(900)	(88)	(476)	(2,126)	(4,942)
Shares vested	已歸屬	(63,048)	—	(80)	(772)	(2,324)	(13,544)	(46,328)
Allocated but not vested	已授出但未歸屬	2,680	<b>2,560</b>	120	—	—	—	—

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

**(b) 股份獎勵計劃**

股份獎勵計劃於2004年2月25日舉行的股東特別大會獲本公司及於2004年3月19日獲董事會採納，初始涉及46,223,520股股份，由HSBC Institutional Trust Services (Asia) Limited以受託人身份持有，受益人則為董事及僱員。

根據股份授予受益人的條款及條件，40%股份將於授出日期後一年歸屬，而餘下60%則於授出日期後兩年歸屬。本公司上市時於股份獎勵計劃中所餘下的股份已分配予承授人。於2012年12月31日，已授予本集團的董事及僱員但仍未歸屬的股份為2,680,000股，而受託人持有的全部受託股份為1,443,520股。

HSBC Institutional Trust Services (Asia) Limited作為受託人所持有的股份獎勵計劃內之股份如下：

以下為自設立股份獎勵計劃以來於年內已授出、已放棄及已歸屬股份的概要：

本集團已遵照香港財務報告準則第2號之要求，為股本權益報酬開支按股份授出日期的適用公平值入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 綜合財務報表附註(續)

### 28. Reserves

### 28. 儲備

		Group 本集團							
		Share premium 股份溢價 US\$'000 千美元	Own shares held 所持 本身股份 US\$'000 千美元	Merger reserve 合併儲備 US\$'000 千美元	Exchange reserve 匯兌儲備 US\$'000 千美元	Equity compensation reserve 股本權益 報酬儲備 US\$'000 千美元	Other reserve 其他儲備 US\$'000 千美元	Retained earnings/ (accumulated losses) 保留盈利/ (累計虧損) US\$'000 千美元	Total 總計 US\$'000 千美元
At 1 January 2011	於2011年1月1日	82,990	(279)	2,082	1,419	16,253	230	647	103,342
<b>Comprehensive loss</b>	<b>全面虧損</b>								
Loss for the year	年內虧損	—	—	—	—	—	—	(17,591)	(17,591)
Currency translation differences	外幣換算差額	—	—	—	(233)	—	—	—	(233)
Total comprehensive loss	全面虧損總計	—	—	—	(233)	—	—	(17,591)	(17,824)
<b>Transactions with owners</b>	<b>股東交易</b>								
Shares issued from exercise of share options	購股權行使而發行的股份	68	—	—	—	—	—	—	68
Equity compensation	股本權益報酬	—	112	—	—	174	—	(112)	174
Total transactions with owners	全部股東交易	68	112	—	—	174	—	(112)	242
At 31 December 2011	於2011年12月31日	83,058	(167)	2,082	1,186	16,427	230	(17,056)	85,760
At 1 January 2012	於2012年1月1日	83,058	(167)	2,082	1,186	16,427	230	(17,056)	85,760
<b>Comprehensive loss</b>	<b>全面虧損</b>								
Loss for the year	年內虧損	—	—	—	—	—	—	(1,370)	(1,370)
Currency translation differences	外幣換算差額	—	—	—	(174)	—	—	—	(174)
Total comprehensive loss	全面虧損總計	—	—	—	(174)	—	—	(1,370)	(1,544)
<b>Transactions with owners</b>	<b>股東交易</b>								
Equity compensation	股本權益報酬	—	45	—	—	75	—	(45)	75
Total transactions with owners	全部股東交易	—	45	—	—	75	—	(45)	75
At 31 December 2012	於2012年12月31日	83,058	(122)	2,082	1,012	16,502	230	(18,471)	84,291

		Company 本公司			
		Share premium 股份溢價 US\$'000 千美元	Equity compensation reserve 股本權益 報酬儲備 US\$'000 千美元	Retained earnings/ (accumulated losses) 保留盈利/ (累計虧損) US\$'000 千美元	Total 總計 US\$'000 千美元
At 1 January 2011	於2011年1月1日	108,604	16,253	6,938	131,795
<b>Comprehensive loss</b>	<b>全面虧損</b>				
Loss for the year	年內虧損	—	—	(11,739)	(11,739)
<b>Transactions with owners</b>	<b>股東交易</b>				
Shares issued from exercise of share options	購股權獲行使 而發行的股份	68	—	—	68
Equity compensation	股本權益報酬	—	174	—	174
Total transactions with owners	全部股東交易	68	174	—	242
At 31 December 2011	於2011年12月31日	108,672	16,427	(4,801)	120,298
At 1 January 2012	於2012年1月1日	<b>108,672</b>	<b>16,427</b>	<b>(4,801)</b>	<b>120,298</b>
<b>Comprehensive income</b>	<b>全面收入</b>				
Profit for the year	年內溢利	—	—	4,675	4,675
<b>Transactions with owners</b>	<b>股東交易</b>				
Equity compensation	股本權益報酬	—	75	—	75
Total transactions with owners	全部股東交易	—	75	—	75
At 31 December 2012	於2012年12月31日	<b>108,672</b>	<b>16,502</b>	<b>(126)</b>	<b>125,048</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

### 29. Obligations under finance leases – Group

### 29. 融資租賃責任 – 本集團

		2012 US\$'000 千美元	2011 US\$'000 千美元
Wholly repayable within five years	須於五年內悉數償還	6	14
Current portion	即期部份	(3)	(7)
Non-current portion	非即期部份	3	7

At 31 December 2012, the Group's finance lease liabilities were repayable as follows:

於2012年12月31日，本集團融資租賃責任的償還情況如下：

		2012 US\$'000 千美元	2011 US\$'000 千美元
Within one year	於一年內	3	7
In the second to fifth year	第二年至第五年	3	8
Future finance charges on finance leases	融資租賃的未來融資費用	6	15
Present value of finance lease liabilities	融資租賃責任的現值	—	(1)
The present value of finance lease liabilities:	融資租賃責任的現值：		
– Within one year	– 於一年內	6	14
– In the second to fifth year	– 第二年至第五年	3	7
		3	7
		6	14

### 30. Deferred income tax

Deferred income tax is recognized using liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements using a principal tax rate of 16.5% (2011: 16.5%).

The gross movement on the deferred income tax liabilities account is as follows:

	Note 附註	Group 本集團		Company 本公司	
		2012 US\$'000 千美元	2011 US\$'000 千美元	2012 US\$'000 千美元	2011 US\$'000 千美元
At 1 January	於1月1日	50	50	—	—
Credited to the income statement	於損益表內貸出	—	—	—	—
At 31 December	於12月31日	50	50	—	—

The movement in deferred income tax liabilities during 2012 and 2011 are as follows:

		Group 本集團	Company 本公司
		Accelerated tax depreciation 加速稅項 折舊類 US\$'000 千美元	Accelerated tax depreciation 加速稅項 折舊類 US\$'000 千美元
At 1 January 2011	於2011年1月1日	50	—
Credited to the income statement	於損益表內貸出	—	—
At 31 December 2011	於2011年12月31日	50	—
Credited to the income statement	於損益表內貸出	—	—
At 31 December 2012	於2012年12月31日	50	—

### 30. 遞延所得稅

遞延所得稅的確認是採用負債法，即採用主要稅率 16.5% (2011 : 16.5%) 就基於資產及負債的稅項與綜合財務報表該稅項面值之間的暫時差額作全數撥備。

遞延所得稅負債賬目的總變動列載如下：

2012 和 2011 年內，遞延所得稅負債的變動列載如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 31. Trade and other payables – Group

#### 31. 應付款及其他應付款 – 本集團

	Note	2012	2011
	附註	US\$'000	US\$'000
		千美元	千美元
Trade payables		<b>10,785</b>	4,114
Payables to a related party	36	<b>63</b>	—
Accrued expenses and other payables		<b>2,546</b>	2,863
Accrued expenses and other payables to related parties	36	<b>19</b>	206
		<b>13,413</b>	7,183

At 31 December 2012, the ageing analysis of the trade payables based on overdue days is as follows:

於2012年12月31日，應付款以逾期日起的賬齡分析如下：

		2012	2011
		US\$'000	US\$'000
		千美元	千美元
Current	即期	<b>8,718</b>	3,434
1 - 30 days	1日至30日	<b>1,972</b>	673
31 - 60 days	31日至60日	<b>16</b>	2
61 - 90 days	61日至90日	—	—
Over 90 days	超過90日	<b>79</b>	5
		<b>10,785</b>	4,114

The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

本集團之應付款及其他應付款的賬面值按不同幣值之分配如下：

		2012	2011
		US\$'000	US\$'000
		千美元	千美元
USD	美元	<b>11,012</b>	4,533
CNY	人民幣	<b>1,194</b>	1,291
HKD	港元	<b>937</b>	1,107
Other currencies	其他幣值	<b>270</b>	252
		<b>13,413</b>	7,183

### 32. Bank loan – Group

At 31 December 2012, the Group had a mortgage bank loan of US\$592,000 in connection with the office property in Hsinchu, Taiwan. The bank borrowing matures by 14 January 2019 and bears an interest rate of long-term funding determined by the Council of Economic Planning and Development of Taiwan Government plus 0.41%.

The carrying amount of the bank borrowing approximated its fair value as it was subject to a floating rate and is wholly denominated in Taiwan dollars.

### 33. Banking facilities – Group

At 31 December 2012, the unused banking facilities of the Group amounted to US\$ 103,000 (2011: US\$3,603,000).

### 34. Cash generated from/ used in operations – Group

#### (a) Reconciliation of loss before income tax to cash generated from/ (used in) operations

### 32. 銀行貸款 – 本集團

於2012年12月31日，本集團有一項台灣新竹辦公室的按揭貸款592,000美元。該項銀行貸款到期日為2019年1月14日，貸款利率乃根據台灣政府行政院經濟建設委員會所訂的中長期資金運用利率加0.41%。

因承受浮動利率並全部以台幣呈列，銀行貸款的賬面值與公平值接近。

### 33. 銀行信貸 – 本集團

於2012年12月31日，本集團獲銀行信貸額約達103,000美元(2011：3,603,000美元)。

### 34. 經營產生/使用的現金 – 本集團

#### (a) 除稅前虧損與經營所產生/(使用)的現金之對賬

	Note 附註	2012 US\$'000 千美元	2011 US\$'000 千美元
Loss before income tax		(1,368)	(17,589)
Amortization of prepaid operating lease	17	17	26
Depreciation of property, plant and equipment	18	2,015	2,981
Share of results of associated companies	19(a)	3,069	1,994
Gain on disposal of an associated company	19(b)	(8)	—
Finance costs		12	13
Provision for/(written back of) impairment of trade receivables	24	(32)	153
Equity compensation	28	75	174
Provision for impairment of available-for-sale financial assets		300	—
Loss/(gain) on disposal of property, plant and equipment	7	7	(1)
Gain on disposal of a subsidiary	8	(539)	—
Gain on disposal of FVTPL	9	(107)	(81)
Interest income	9	(1,767)	(1,108)
Fair value (increase)/ decrease in FVTPL	9	(3,766)	3,208
Provision for impairment loss of associated companies	10	4,234	21
		<b>2,142</b>	(10,209)
Decrease/(increase) in trade and other receivables		(5,888)	7,398
Decrease in inventories		298	6,691
Increase/(decrease) in trade and other payables		6,237	(9,117)
Cash generated from/(used in) operations		<b>2,789</b>	(5,237)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

綜合財務報表附註(續)

### 34. Cash generated from/ used in operations – Group

(continued)

#### (b) Proceeds from disposal of property, plant and equipment

		Note	2012 US\$'000 千美元	2011 US\$'000 千美元
Net book amount	賬面淨值	18	9	39
Gain/ (loss) on disposal of property, plant and equipment	出售物業、機器及設備的收益/ (虧損)	7	(7)	1
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備的所得款項		2	40

### 34. 經營產生/使用的現金 – 本集團(續)

#### (b) 出售物業、機器及設備的所得款項

#### (c) Proceeds from disposal of a subsidiary

#### (c) 出售附屬公司

		29 August 2012 2012年8月29日 US\$'000 千美元
Net assets disposed of:	出售之資產淨值：	
Cash and cash equivalents	現金及現金等價物	4,694
Prepaid operating lease	預付經營租賃款	1,236
Property, plant and equipment	物業、機器及設備	1
Prepayments and other receivables	預付款及其他應收款	253
Accrued expenses and other payables	應計開支及其他應付款	(27)
Deferred income	遞延收入	(116)
		6,041
Cash consideration	現金償付	6,580
Gain on disposal of a subsidiary	出售附屬公司的收益	539
Net cash inflow arising from disposal:	出售產生之淨現金流入：	
– Cash consideration	– 現金償付	6,580
– Cash and cash equivalents disposed of	– 出售之現金及現金等價物	(4,694)
		1,886



### 35. Commitments – Group

#### (a) Capital commitments

Capital expenditure committed at the balance sheet date but not yet contracted for and incurred is as follows:

		2012 US\$'000 千美元	2011 US\$'000 千美元
Approved but not contracted for	已批准但未商定合約	—	1,313
Contracted but not provided for	已商定合約但未撥備	51	968

Aside from the aforesaid, there was no other material capital commitment or contingent liability.

#### (b) Operating lease commitments – the Group as lessee

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

		2012 US\$'000 千美元	2011 US\$'000 千美元
Not later than one year	不超過一年	1,112	785
Later than one year and not later than five years	超過一年，但不超過五年	1,254	408
Later than five years	超過五年	—	—
		2,366	1,193

### 35. 承擔 – 本集團

#### (a) 資本承擔

於結算日，已承諾但尚未商定合約或未動用的資本開支列載如下：

除上述已披露者外，集團概無其他重大資本承擔或或然負債。

#### (b) 經營租賃承擔 – 本集團為承租人

根據不可撤銷經營租賃，未來最低租金總額列載如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 綜合財務報表附註(續)

#### 36. Related parties transactions – Group

The Company understands that China Electronics Corporation, a state-owned information technology conglomerate under the administration of the central government of the PRC, owns approximately 28% of the issued shares of the Company during the year and is thus a substantial shareholder of the Company. Transactions between the Group and the subsidiaries or associates of CEC are regarded as transactions with related parties.

The following transactions were carried out with related parties:

		2012 US\$'000 千美元	2011 US\$'000 千美元
Sales:	銷售：		
Subsidiaries of CEC	CEC的附屬公司	8,643	512
Purchases:	購買：		
Subsidiaries of CEC	CEC的附屬公司	808	250

Year-end balances arising from sales/ purchases of goods/ services:

		Note 附註	2012 US\$'000 千美元	2011 US\$'000 千美元
Trade receivables:	應收款：			
Subsidiaries of CEC	CEC的附屬公司	24	3,161	57
Trade payables:	應付款：			
Subsidiary of CEC	CEC的附屬公司	31	63	—
Prepayments:	預付款：			
Subsidiaries of CEC	CEC的附屬公司	24	172	102
Accrued expenses and other payables:	應計開支及其他應付款：			
Subsidiaries of CEC	CEC的附屬公司	31	19	206

#### 37. Approval of consolidated financial statements

The consolidated financial statements were approved by the Board of Directors on 20 March 2013.

#### 36. 關聯方交易－本集團

本公司知悉中國電子信息產業集團有限公司是直接隸屬於中國中央政府管理的國有電子信息技術企業集團，於年內擁有約28%本公司之發行股份，乃本公司之主要股東。本集團與CEC附屬公司或其聯繫人的交易構成關聯方交易。

以下交易為關聯方之交易：

由貨物／服務的銷售／採購構成的年終賬目：

#### 37. 綜合財務報表審批

本綜合財務報表已於2013年3月20日經董事會審批。

## FIVE-YEAR FINANCIAL SUMMARY

### 五年財務摘要

US\$ million	百萬美元	2012	2011	2010	2009	2008
Sales	銷售額	65.1	51.6	84.7	61.8	92.8
Gross profit	毛利	25.1	15.8	25.6	20.4	16.9
Net profit/ (loss)	純利/ (虧損淨額)	(1.4)	(17.6)	1.0	0.7	(23.4)
Assets and liabilities	資產及負債					
– Total assets	– 總資產	131.0	126.5	154.2	150.2	162.3
– Total liabilities	– 總負債	15.1	9.0	19.3	14.4	18.5
– Shareholders' funds	– 股東權益	115.9	117.4	135.0	135.8	143.8
US cents	美仙					
Earnings/ (loss) per share	每股盈利/ (虧損)					
– Basic <sup>(i)</sup>	– 基本 <sup>(i)</sup>	(0.06)	(0.72)	0.04	0.03	(0.97)
– Diluted <sup>(ii)</sup>	– 攤薄 <sup>(ii)</sup>	(0.06)	(0.72)	0.04	0.03	(0.96)
Dividends per share	每股股息	—	—	—	0.13	0.39
Net asset per share <sup>(i)</sup>	每股資產淨值 <sup>(i)</sup>	4.73	4.79	5.53	5.59	5.95

(i) The basic earnings/ loss and net assets per share are based on the weighted average of 2,416,930,170, 2,429,743,177, 2,442,244,818, 2,452,286,337 and 2,454,697,989 ordinary shares in issue excluding own shares held during each of the years ended 31 December 2008, 2009, 2010, 2011 and 2012 respectively.

(ii) For 2008, 2009, 2010, 2011 and 2012, the diluted earnings/ loss per share information is based on 2,437,669,973, 2,457,281,028, 2,454,078,716, 2,453,389,264 and 2,456,090,508 ordinary shares respectively, which are the adjusted weighted average number of ordinary shares outstanding assuming conversion of all dilutive/ potential share options outstanding but excluding unallocated own shares held during the year.

(i) 每股基本盈利/虧損及每股資產淨值是分別根據截至2008年、2009年、2010年、2011年及2012年12月31日止年度各年的已發行普通股加權平均數2,416,930,170股、2,429,743,177股、2,442,244,818股、2,452,286,337股及2,454,697,989股計算。

(ii) 於2008年、2009年、2010年、2011年及2012年，每股攤薄盈利/虧損的資料分別按2,437,669,973股、2,457,281,028股、2,454,078,716股、2,453,389,264股及2,456,090,508股普通股計算，而每股攤薄盈利/虧損乃根據假設年內所有尚未行使購股權已作轉換的調整後已發行加權平均普通股計算，惟不包括年內未獲分配所持本身股份。

## DEFINITIONS AND GLOSSARY

AMOLED	Active-matrix organic light-emitting diode
ASP	Average selling price
Belling	Shanghai Belling Corp., Ltd.**, a company incorporated in the PRC with limited liability and whose shares are listed and traded on the Shanghai Stock Exchange
BJ-LED	Beijing LED Lighting Engineering Co., Ltd.**, a company incorporated in the PRC with limited liability
Board	Board of Directors
BVI	The British Virgin Islands
C2	C2 Microsystems Inc., a company incorporated in the US with limited liability
CAGR	Compound Annual Growth Rate
Cayman Islands Companies Law	Companies Law (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
CEC	China Electronics Corporation, a state-owned information technology conglomerate under the administration of the central government of the PRC, a substantial shareholder of the Company
China	Mainland China
Code Provisions	Code provisions in the Corporate Governance Code
CNY	Chinese Yuan, Reminbi
Company	Solomon Systech (International) Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
Director(s)	The director(s) of the Company
Disposal	The selling of the entire 100% ownership of SSL in SSBJ
ESL	Electronic shelf label
FAE	Field application engineer
FHD	Full high definition
FVTPL	Financial assets at fair value through profit or loss
Group	The Company and its subsidiaries
HD	High definition
HK\$/ HKD	Hong Kong dollars
Hong Kong/ HK	Hong Kong Special Administrative Region
HKAS	Hong Kong Accounting Standards
HKFRS	Hong Kong Financial Reporting Standards, or collectively for HKAS and Hong Kong Financial Reporting Standards
HK (IFRIC)	Hong Kong (International Financial Reporting Standards Interpretations Committee)
IC	Integrated circuits
IP	Intellectual property
IP Cam	Internal protocol camera
ICAC	Hong Kong Independent Commission Against Corruption

## 釋義及詞彙

AMOLED	主動矩陣有機發光二極體面板
平均售價	平均售價
貝嶺	上海貝嶺股份有限公司，於中國註冊成立之有限公司，其股份於上海證券交易所上市並交易
BJ-LED	北京愛爾益地照明工程有限公司，於中國註冊成立之有限公司
董事會	本公司之董事會
BVI	英屬處女群島
C2	C2 Microsystems Inc.，一家根據美國特拉華州法律成立之有限公司
CAGR	複合年增長率
開曼群島公司法	開曼群島公司法(1961年法律3，經綜合及修訂)
中國電子／CEC	中國電子信息產業集團有限公司，一家直接隸屬於中國中央政府管理的國有電子信息技術企業集團，乃本公司之主要股東
中國	中國大陸
守則條文	企業管治守則中的守則條文
人民幣	中國元、人民幣
本公司	Solomon Systech (International) Limited，一家成立於開曼群島的有限公司，其股票於聯交所主板上市
董事	本公司之董事
出售事項	晶門香港出售其擁有之晶門北京的100%全部擁有權股份
電子貨架標籤	電子貨架標籤
應用工程人員	應用工程人員
全高清	全高清
FVTPL	通過損益以反映公平價值的財務資產
本集團	本公司及其附屬公司
高清	高清
港元	香港元
香港	香港特別行政區
香港會計準則	香港會計準則
香港財務報告準則	香港財務報告準則，或香港會計準則及香港財務報告準則的統稱
香港(國際財務報告準則詮釋委員會)	香港(國際財務報告準則詮釋委員會)
IC	集成電路晶片
知識產權	知識產權
網絡攝影機	網絡攝影機
ICAC	香港廉政公署

## DEFINITIONS AND GLOSSARY

JPY	Japanese Yen
LCD	Liquid crystal display
LED	Light emitting diode
Listing Rules	The Rules Governing the Listing of Securities in the Stock Exchange
LTFT-LCD	Large thin film transistor liquid crystal display
LLC	Limited liabilities company
Model Code	Model Code for Securities Transactions by Directors of Listed Issuers
NTD	New Taiwan dollars
OLED	Organic light-emitting diode
Panda-LCD	Nanjing CEC Panda LCD Technology Co., Ltd.** , a company incorporated in the PRC with limited liability, is an associate of CEC
PMOLED	Passive-matrix organic light-emitting diode
PRC	The People's Republic of China
PwC HK	PricewaterhouseCoopers, the independent auditor of the Company
QVGA	Quarter VGA, refers to screens that have a 240x320 display resolution
R&D	Design, development and engineering
ROC	The Republic of China
RoHS	Restriction of Hazardous Substances
S&D	Selling and distribution
SFCCL	Shenzhen Sang Fei Consumer Communications Co., Ltd.** , a company incorporated in the PRC with limited liability, is an indirect subsidiary of CEC
SFO	Securities and Futures Ordinance
SGD	Singapore dollars
Singapore	The Republic of Singapore
SoC	System-on-Chip
SSBJ	Solomon Systech (Beijing) Limited, a company incorporated in the PRC with limited liability, was the wholly-owned subsidiary of SSL
SSL	Solomon Systech Limited, a company incorporated in Hong Kong with limited liability and is the major wholly-owned operating subsidiary of the Company
TFT	Thin film transistor
TV	Television
the Stock Exchange	The Stock Exchange of Hong Kong Limited
UK	United Kingdom
USA	United States of America
US\$/ USD	US dollars
VFD	Vacuum fluorescent display

\*\* for identification purpose only

## 釋義及詞彙

日元	日本元
LCD	液晶顯示器
LED	發光二極體
上市規則	聯交所證券上市規則
LTFT-LCD	大型薄膜電晶體液晶顯示器
有限公司	有限公司
標準守則	上市發行人董事進行證券交易的標準守則
新台幣	新台幣
OLED	有機發光二極體
熊貓液晶	南京中電熊貓液晶顯示科技有限公司，於中國註冊成立之有限公司，CEC的聯繫人士
PMOLED	被動矩陣有機發光二極體
中國	中華人民共和國
羅兵咸香港	羅兵咸永道會計師事務所，本公司的獨立核數師
QVGA	VGA的四份之一尺寸固定分辨率，在屏幕上輸出的分辨率是240x320像素
研發／R&D	設計、開發及工程
ROC	中華民國
RoHS	危害性物質限制指令
銷售及分銷	銷售及分銷
桑菲	深圳市桑菲消費通信有限公司，於中國註冊成立之有限公司，CEC的間接附屬公司
SFO	證券及期貨條例
新加坡元	新加坡元
新加坡	新加坡共和國
SoC	系統單晶片
晶門北京	晶門科技(北京)有限公司，於中國註冊成立之有限公司，原為晶門香港的全資附屬公司
晶門香港	晶門科技有限公司，於香港註冊成立之有限公司，為本公司主要營運全資附屬公司
TFT	薄膜場效應晶體管
電視	電視
聯交所	香港聯合交易所有限公司
英國	英國
美國	美利堅合眾國
美元	美國元
VFD	真空螢光顯示器

# CORPORATE AND SHAREHOLDER INFORMATION

## 公司及股東資料

### Financial Calendar

#### Financial Year End

31 December

#### Announcement of Interim Results

21 August 2012

#### Announcement of Annual Results

20 March 2013

#### Closure of Register of Members

27 and 28 May 2013

#### Annual General Meeting

28 May 2013

### Share Listing

#### Listing Venue

Main Board of The Stock Exchange of Hong Kong Limited

#### Listing Date

8 April 2004

#### HKSE Stock Code

2878

#### Board Lot

2,000 shares

#### Trading Currency

HKD

#### Issued Shares

2,456,302,351 (as at 31 December 2012)

### Share Registrars

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](http://www.tricoris.com)

### 財務日誌

#### 財政年度結算日

12月31日

#### 公佈中期業績

2012年8月21日

#### 公佈全年業績

2013年3月20日

#### 暫停辦理過戶登記手續

2013年5月27日及28日

#### 股東週年大會

2013年5月28日

### 上市資料

#### 上市地點

香港聯合交易所有限公司主板

#### 上市日期

2004年4月8日

#### 香港股份編號

2878

#### 買賣單位

2,000股

#### 交易貨幣

港元

#### 已發行股份

2,456,302,351 (於2012年12月31日)

### 股份登記

卓佳證券登記有限公司

香港

灣仔

皇后大道東28號

金鐘匯中心26樓

電話(852) 2980 1333

傳真(852) 2810 8185

網址：[www.tricoris.com](http://www.tricoris.com)



### **Independent Auditor**

PricewaterhouseCoopers

### **Solicitors**

ReedSmith Richards Butler

### **Principal Office**

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Shatin, New Territories  
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Fax (852) 2267 0800

### **Authorized Representatives**

Dr. Leung Kwong Wai  
Mrs. Fung Lui Kit Har, Keziah

### **Company Secretary**

Mrs. Fung Lui Kit Har, Keziah  
FCMA, CGMA, FHKCPA, ACS, ACIS  
Vice President, Finance

### **Investor Relations**

Mr. John Leong  
Vice President, Corporate Development  
Email: [ir@solomon-systech.com](mailto:ir@solomon-systech.com)

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Corporate Communications Manager  
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Fax (852) 2207 1372  
Email: [communication@solomon-systech.com](mailto:communication@solomon-systech.com)

### **Website**

[www.solomon-systech.com](http://www.solomon-systech.com)

### **獨立核數師**

羅兵咸永道會計師事務所

### **法律顧問**

禮德齊伯禮律師行

### **總辦事處**

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香港科學園  
科技大道東3號6樓  
電話(852) 2207 1111  
傳真(852) 2267 0800

### **授權代表**

梁廣偉博士  
馮雷潔霞女士

### **公司秘書**

馮雷潔霞女士  
FCMA, CGMA, FHKCPA, ACS, ACIS  
副總裁－財務

### **投資者關係**

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副總裁－企業發展  
電郵：[ir@solomon-systech.com](mailto:ir@solomon-systech.com)

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傳真(852) 2207 1372  
電郵：[communication@solomon-systech.com](mailto:communication@solomon-systech.com)

### **網址**

[www.solomon-systech.com](http://www.solomon-systech.com)

This 2012 Annual Report (in both English and Chinese versions) has been posted on the Company's website at [www.solomon-systech.com](http://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 Annual Report posted on the Company's website will promptly upon request be sent by post the Annual 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 copy of the Annual 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong or by sending an email to [solomon2878-ecom@hk.tricorglobal.com](mailto:solomon2878-ecom@hk.tricorglobal.com).

2012年報的中、英文本已登載於本公司網站[www.solomon-systech.com](http://www.solomon-systech.com)。

選擇透過本公司網站收取本公司的公司通訊(其中包括但不限於年報、財務摘要報告(如適用)、中期報告、中期摘要報告(如適用)、會議通告、上市文件、通函及代表委任表格),及因任何理由以致在接收載於本公司網站的公司通訊上出現困難的股東,可即時要求以郵寄方式獲免費發送年報的印刷本。

**股東可隨時更改收取本公司的公司通訊方式及語言版本的選擇。**

股東可在給予本公司合理時間的書面通知,要求索取年報的印刷本或更改收取本公司之公司通訊的方式及語言版本的選擇,該書面通知應交予本公司之香港股份過戶登記處—卓佳證券登記有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓,或將該通知電郵至[solomon2878-ecom@hk.tricorglobal.com](mailto:solomon2878-ecom@hk.tricorglobal.com)。

2004 Annual Report  
2004年報



Best of Hong Kong  
2005 International – ARC Awards  
2005年ARC國際獎項 —  
香港最佳年報大獎

2005 Annual Report  
2005年報



Annual Report Printing Champion –  
The 18th Hong Kong Print Awards – Gold Winner  
2006 International ARC Awards – Gold Winner  
第十八屆香港印製大獎 — 年報印刷冠軍  
2006年ARC國際獎項 — 金獎

2006 Annual Report  
2006年報



2007 International ARC Awards – Gold Winner  
2007 Galaxy Awards – Gold Winner  
2007年ARC國際獎項 — 金獎  
2007年Galaxy獎項 — 金獎

2007 Annual Report  
2007年報



2008 Annual Report  
2008年報



2009 Annual Report  
2009年報



2010 International ARC Awards –  
Gold Winner  
2010年ARC國際獎項 — 金獎

2010 Annual Report  
2010年報



LACP Vision Awards  
Platinum Award –  
Semiconductor & Equipment  
Gold Award –  
Best Letter to Shareholders  
(Asia-Pacific Region)

2011 Annual Report  
2011年報



LACP Vision Awards  
Platinum Award – Overall Report  
Best Agency Annual Report – Platinum  
(Asia-Pacific Region)  
Top 100 Annual Reports Worldwide (#50)  
Top 50 Annual Reports in the  
Asia-Pacific Region (#12)  
Top 25 Chinese Annual Reports of 2011

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This Annual Report is printed on environmental friendly paper. 

本年報以環保紙印製