



PacMOS Technologies Holdings Limited
(Stock Code : 1010)

The background of the cover is a detailed, high-angle view of a green printed circuit board (PCB). The board is covered in intricate patterns of copper traces and numerous circular components, likely solder pads or vias. The lighting is dramatic, with a bright yellow-green glow emanating from the left side, creating a sense of depth and highlighting the metallic textures of the board. The overall color palette is dominated by shades of green and yellow, with a dark green area in the center where the text is placed.

INTERIM REPORT

2013

CORPORATE INFORMATION

Board of Directors

Executive Directors

Yip Chi Hung (*Chairman*)
Chen Che Yuan (*Chief Executive Officer*)

Independent Non-executive Directors

Wong Chi Keung
Cheng Hok Ming, Albert
Dr Ma Kwai Yuen

Board Committees

Audit Committee

Wong Chi Keung (*Chairman*)
Cheng Hok Ming, Albert
Dr Ma Kwai Yuen

Remuneration Committee

Wong Chi Keung (*Chairman*)
Cheng Hok Ming, Albert
Dr Ma Kwai Yuen
Yip Chi Hung

Nomination Committee

Wong Chi Keung (*Chairman*)
Cheng Hok Ming, Albert
Dr Ma Kwai Yuen
Yip Chi Hung

Company Secretary

Lau Lai Yee

Website

<http://pacmos.etnet.com.hk>

Auditor

PricewaterhouseCoopers
22nd Floor
Prince's Building
Central
Hong Kong

Registered Office

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal Office in Hong Kong

Suites 2905-10
Dah Sing Financial Centre
108 Gloucester Road
Wanchai
Hong Kong

Principal Share Registrar

Butterfield Fulcrum Group (Bermuda)
Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

Hong Kong Share Registrar

Tricor Tengis Limited
26th Floor, Tesbury Centre
28 Queen's Road East, Hong Kong

Principal Bankers

Bank of China (Hong Kong) Limited
The Hong Kong & Shanghai Banking
Corporation Limited
Dah Sing Bank, Limited

PacMOS Technologies Holdings Limited

CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

	<i>Note</i>	Unaudited 30 June 2013 HK\$'000	Audited 31 December 2012 HK\$'000
ASSETS			
Non-current assets			
Property, plant and equipment	<i>11</i>	1,941	2,084
Current assets			
Inventories		3,747	3,525
Trade and bills receivables	<i>12</i>	1,014	1,379
Deposits, prepayments and other receivables		2,048	3,029
Financial assets at fair value through profit or loss	<i>13</i>	133,012	80,072
Cash and cash equivalents	<i>14</i>	43,504	47,490
		183,325	135,495
Total assets		185,266	137,579
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital	<i>15</i>	134,922	134,922
Other reserves		1,137	1,069
Accumulated profits/(losses)		42,246	(6,055)
Total equity		178,305	129,936

CONDENSED CONSOLIDATED INTERIM BALANCE SHEET *(Continued)*

	Unaudited	Audited
	30 June	31 December
	2013	2012
<i>Note</i>	HK\$'000	HK\$'000
LIABILITIES		
Non-current liabilities		
Other payables	724	714
Current liabilities		
Trade payables	—	42
Other payables and accruals	2,593	3,294
Amount due to a related company	3,644	3,593
	6,237	6,929
Total liabilities	6,961	7,643
Total equity and liabilities	185,266	137,579
Net current assets	177,088	128,566
Total assets less current liabilities	179,029	130,650

The notes on pages 9 to 26 form an integral part of this condensed consolidated interim financial information.

PacMOS Technologies Holdings Limited

CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT

		Unaudited Six months ended 30 June	
		2013	2012
		<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>Note</i>		
Continuing operations			
Revenue	5	5,483	5,928
Cost of sales	6	(1,752)	(1,929)
Gross profit		3,731	3,999
Distribution costs	6	(17)	(12)
General and administrative expenses	6	(8,626)	(8,168)
Other income		150	233
Other gains — net	5, 7	52,944	39,744
Operating profit	5	48,182	35,796
Finance income, net		132	73
Profit before income tax		48,314	35,869
Income tax expense	8	(13)	(149)
Profit for the period from continuing operations	5	48,301	35,720
Discontinued operations			
Gain from discontinued operations	17	—	13,047
Profit for the period		48,301	48,767

CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT *(Continued)*

		Unaudited	
		Six months ended 30 June	
	<i>Note</i>	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Attributable to:			
Equity holders of the Company		48,301	49,256
Non-controlling interests		—	(489)
		48,301	48,767
Earnings per share attributable to the equity holders of the Company			
— Basic and diluted	<i>9</i>	<i>HK cents</i>	<i>HK cents</i>
From continuing operations		14.35	10.61
From discontinued operations		—	4.02
		14.35	14.63
Dividends	<i>10</i>	—	—

The notes on pages 9 to 26 form an integral part of this condensed consolidated interim financial information.

PacMOS Technologies Holdings Limited

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

	Unaudited Six months ended 30 June	
	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Profit for the period	48,301	48,767
Other comprehensive income		
Items that may be reclassified subsequently to income statement in subsequent periods:		
Currency translation differences	68	198
Release of reserves upon disposal of a subsidiary (<i>note 17</i>)	—	(4,625)
Total comprehensive income for the period	48,369	44,340
Total comprehensive income for the period attributable to:		
Equity holders of the Company	48,369	44,721
Non-controlling interests	—	(381)
Total comprehensive income for the period	48,369	44,340
Total comprehensive income attributable to equity holders of the Company arising from:		
Continuing operations	48,369	31,052
Discontinued operations	—	13,669
	48,369	44,721

The notes on pages 9 to 26 form an integral part of this condensed consolidated interim financial information.

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

	Unaudited						
	Attributable to equity holders of the Company						
	Share capital <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Statutory reserve <i>HK\$'000</i>	Accumulated profits/(losses) <i>HK\$'000</i>	Total <i>HK\$'000</i>	Non-controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
Balance at 1 January 2012	134,922	5,508	1,582	(59,789)	82,223	14,669	96,892
Profit/(loss) for the period	—	—	—	49,256	49,256	(489)	48,767
Currency translation differences	—	90	—	—	90	108	198
Release of reserves upon disposal of a subsidiary (<i>note 17</i>)	—	(4,625)	(1,582)	1,582	(4,625)	—	(4,625)
Total comprehensive income for the period	—	(4,535)	(1,582)	50,838	44,721	(381)	44,340
Disposal of a subsidiary (<i>Note 17</i>)	—	—	—	—	—	(14,288)	(14,288)
Balance at 30 June 2012	134,922	973	—	(8,951)	126,944	—	126,944
Balance at 1 January 2013	134,922	1,069	—	(6,055)	129,936	—	129,936
Profit for the period	—	—	—	48,301	48,301	—	48,301
Currency translation differences	—	68	—	—	68	—	68
Total comprehensive income for the period	—	68	—	48,301	48,369	—	48,369
Balance at 30 June 2013	134,922	1,137	—	42,246	178,305	—	178,305

The notes on pages 9 to 26 form an integral part of this condensed consolidated interim financial information.

PacMOS Technologies Holdings Limited

CONDENSED CONSOLIDATED INTERIM CASH FLOW STATEMENT

	Unaudited Six months ended 30 June	
	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Net cash used in operating activities	(4,104)	(9,534)
Net cash generated from investing activities	46	17,281
Net (decrease)/increase in cash and cash equivalents	(4,058)	7,747
Cash and cash equivalents at 1 January	47,490	44,394
Exchange gains/(losses)	72	(11)
Cash and cash equivalents at 30 June	43,504	52,130

The notes on pages 9 to 26 form an integral part of this condensed consolidated interim financial information.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

1. General information

PacMOS Technologies Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) is principally engaged in the design and distribution of integrated circuits and semi-conductor parts in the People’s Republic of China (the “PRC”) and investment holding. The Company has its listing on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

On 2 December 2011, the Group entered into an agreement with On-Bright Electronics Incorporated (“On-Bright”) to dispose of its entire equity interest in SyncMOS Technologies International Inc. (“SyncMOS Technologies”). The transaction was completed on 16 January 2012, and SyncMOS Technologies ceased to be a subsidiary of the Group thereafter. Further details are given in Note 17.

The Company is a limited liability company incorporated in Bermuda. The address of the principal place of business of the Company is Suites 2905-10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong.

This unaudited condensed consolidated interim financial information is presented in thousands of units of Hong Kong dollars (HK\$’000), unless otherwise stated. This unaudited condensed consolidated interim financial information has been approved for issue by the Board of Directors of the Company on 13 August 2013.

This condensed consolidated interim financial information has not been audited.

2. Basis of preparation and accounting policies

This unaudited condensed consolidated interim financial information for the six months ended 30 June 2013 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting” issued by The Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The unaudited condensed consolidated interim financial information should be read in conjunction with the annual financial statements of the Group for the year ended 31 December 2012, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2012, as described in those annual financial statements.

PacMOS Technologies Holdings Limited

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

- (a) New and amended standards adopted by the Group:

There are no new and amended standards to existing Hong Kong Financial Reporting Standards (“HKFRS”) that are effective for the Group’s accounting year commencing 1 January 2013 that could be expected to have a material impact on the Group.

- (b) New and amended standards have been issued but are not effective for the financial year beginning 1 January 2013 and have not been early adopted:

HKFRS 9 ‘Financial instruments’ addresses the classification, measurement and derecognition of financial assets and financial liabilities. The standard is not applicable until 1 January 2015 but is available for early adoption. When adopted, the standard will affect in particular the Group’s accounting for its available-for-sale financial assets, as HKFRS 9 only permits the recognition of fair value gains and losses in other comprehensive income if they relate to equity investments that are not held for trading. Fair value gains and losses on available-for-sale debt investments, for example, will therefore have to be recognised directly in profit or loss.

There will be no impact on the Group’s accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss, and the Group does not have any such liabilities. The derecognition rules have been transferred from HKAS 39 ‘Financial instruments: Recognition and measurement’ and have not been changed. The Group has not yet decided when to adopt HKFRS 9.

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

3. Estimates

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial information, the significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2012.

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, interest rate risk and price risk), credit risk and liquidity risk.

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2012.

There have been no changes in the risk management policies since the year end.

4.2 Liquidity risk

Compared to year end, there was no material change in the contractual undiscounted cash out flows for financial liabilities.

4.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- 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 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 30 June 2013.

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Assets				
Financial assets at fair value through profit or loss	133,012	—	—	133,012

PacMOS Technologies Holdings Limited

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2012.

	Level 1	Level 2	Level 3	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Assets				
Financial assets at fair value through profit or loss	80,072	—	—	80,072

5. Segment information

The Group is principally engaged in the design, distribution and trading of integrated circuits and semi-conductor parts in the PRC, and investment holding.

For management purpose, the Group is organised into three main operations:

- (i) corporate administration and investment functions performed by the Hong Kong headquarters;
- (ii) design and sales of integrated circuits in calipers used in industrial and household measuring tools conducted through the Group's subsidiary in the PRC, namely Shanghai SyncMOS Semiconductor Company Limited; and
- (iii) design and sales of micro-controller units used in a wide range of electronic products conducted through the Group's subsidiary in Taiwan, SyncMOS Technologies. The Group has ceased its operations in Taiwan following the disposal of SyncMOS Technologies in January 2012.

These operating segments are the basis on which the Group reports its primary segment information to the chief operating decision maker who is the Chairman of the Board.

The chief operating decision maker assesses the performance of the operating segments based on a measure of revenue, operating profit and net profit.

On 16 January 2012, the Group completed the disposal of its entire interest in SyncMOS Technologies and the results of SyncMOS Technologies have been presented as discontinued operations (Note 17).

Interim Report 2013

	Continuing Operations			Discontinued operations	Total HK\$'000
	Hong Kong HK\$'000	PRC HK\$'000	Total HK\$'000	Taiwan HK\$'000	
Six months ended 30 June 2013					
Revenue from external customers	—	5,483	5,483	—	5,483
Operating profit/(loss)	48,283	(101)	48,182	—	48,182
Profit/(loss) for the period	48,412	(111)	48,301	—	48,301
Other gains — net, included in operating profit/(loss)	52,937	7	52,944	—	52,944
Capital expenditures (<i>note 11</i>)	—	86	86	—	86
As at 30 June 2013					
Segment assets	174,875	10,391	185,266	—	185,266
Segment liabilities	1,217	5,744	6,961	—	6,961

PacMOS Technologies Holdings Limited

	Continuing Operations			Discontinued operations	Total HK\$'000
	Hong Kong HK\$'000	PRC HK\$'000	Total HK\$'000	Taiwan HK\$'000	
Six months ended 30 June 2012					
Revenue from external customers	—	5,928	5,928	1,770	7,698
Operating profit/(loss)	35,721	75	35,796	(1,090)	34,706
Profit/(loss) for the period	35,790	(70)	35,720	(1,087)	34,633
Gain on disposal of a subsidiary	—	—	—	14,134	14,134
	35,790	(70)	35,720	13,047	48,767
Other gains/(loss) — net, included in operating profit/(loss)	39,745	(1)	39,744	(16)	39,728
Capital expenditures (note 11)	—	232	232	—	232
As at 31 December 2012					
Segment assets	128,102	9,477	137,579	—	137,579
Segment liabilities	2,569	5,074	7,643	—	7,643

For the six months ended 30 June 2013, revenue of approximately HK\$1,894,000 was derived from a single external customer. This revenue was attributable to the PRC segment from the continuing operations. (Six months ended 30 June 2012: HK\$1,768,000)

6. Expenses by nature

Expenses included in cost of sales, distribution costs and general and administrative expenses are analysed as follows:

	Unaudited	
	Six months ended 30 June	
	2013	2012
	<i>HK\$'000</i>	<i>HK\$'000</i>
From continuing operations:		
Cost of inventories sold	1,752	1,929
Auditor's remuneration	607	631
Depreciation of property, plant and equipment	249	255
Operating lease rentals in respect of properties	2,162	1,933
Research and development costs	264	311
Marketing costs	18	47
Employee benefit expenses (including directors' emoluments)	3,904	3,210
Other expenses	1,439	1,793
Total cost of sales, distribution costs and general and administrative expenses	10,395	10,109

7. Other gains — net

Other gains recognised during the period are as follows:

	Unaudited	
	Six months ended 30 June	
	2013	2012
	<i>HK\$'000</i>	<i>HK\$'000</i>
From continuing operations:		
Financial assets at fair value through profit or loss:		
— realised gains	—	2,695
— unrealised gains	52,906	37,070
Exchange gains/(losses) — net	38	(21)
Total other gains — net	52,944	39,744

PacMOS Technologies Holdings Limited

8. Income tax expense

The Company is exempted from taxation in Bermuda. Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2012: 16.5%) on the estimated assessable profit for the period. Overseas tax has been calculated on the estimated assessable profit for the period at the rates prevailing in the countries in which the Group operates. Income tax expense is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year.

The amount of tax charged to the condensed consolidated interim income statement represents:

	Unaudited Six months ended 30 June	
	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Current income tax		
— Overseas tax	(13)	(149)

9. Earnings per share

The calculation of basic earnings per share is based on the profit for the period attributable to equity holders of the Company of approximately HK\$48,301,000 (2012: HK\$49,256,000) and 336,587,142 shares (2012: 336,587,142 shares) in issue during the period. Details of basic earnings per share are analysed as follows:

	Unaudited Six months ended 30 June	
	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Profit attributable to equity holders of the Company		
— Continuing operations	48,301	35,720
— Discontinued operations	—	13,536
Profit attributable to equity holders of the Company	48,301	49,256
Weighted average number of ordinary shares in issue (thousands)	336,587	336,587
	<i>HK cents</i>	<i>HK cents</i>
Basic earnings per share		
— Continuing operations	14.35	10.61
— Discontinued operations	—	4.02

Basic earnings per share is the same as diluted earnings per share as the Group does not have any potentially dilutive ordinary shares (six months ended 30 June 2012: Same).

10. Dividend

The directors do not recommend the payment of a dividend (six months ended 30 June 2012: Nil).

11. Property, plant and equipment

	Property, plant and equipment <i>HK\$'000</i>
Opening net book amount as at 1 January 2012	2,153
Additions	232
Depreciation	(255)
Currency translation differences	(10)
Closing net book amount as at 30 June 2012	<u>2,120</u>
Opening net book amount as at 1 January 2013	2,084
Additions	86
Depreciation	(249)
Currency translation differences	20
Closing net book amount as at 30 June 2013	<u>1,941</u>

PacMOS Technologies Holdings Limited

12. Trade and bills receivables

The Group's credit terms to trade debtors range from 30 to 60 days. The ageing analysis of trade receivables based on due date is as follows:

	Unaudited 30 June 2013 HK\$'000	Audited 31 December 2012 HK\$'000
Current	—	38
1 to 30 days	108	30
31 to 90 days	87	184
91 to 180 days	58	—
Over 180 days	14	—
	267	252

As at 30 June 2013, bill receivables of HK\$747,000 (31 December 2012: HK\$1,127,000) will mature as follows:

	Unaudited 30 June 2013 HK\$'000	Audited 31 December 2012 HK\$'000
1 to 30 days	202	38
31 to 90 days	419	528
91 to 180 days	126	561
Over 180 days	—	—
	747	1,127

13. Financial assets at fair value through profit or loss

	Unaudited 30 June 2013 HK\$'000	Audited 31 December 2012 HK\$'000
Listed equity securities in		
— The United States of America	132,074	79,133
— Hong Kong	938	939
Market value of listed securities	133,012	80,072

Changes in fair value of the financial assets at fair value through profit or loss are recorded in other gains — net in the condensed consolidated interim income statement.

The fair value of all equity securities was determined based on their bid prices in an active market as at 30 June 2013.

As at 30 June 2013, the carrying amount of the Group's interests in the shares of ChipMOS Technologies (Bermuda) Ltd. represented 72% (31 December 2012: 58%) of the total assets of the Group.

Name	Place of incorporation	Principal activities	Particulars of issued shares held	Interest held
ChipMOS Technologies (Bermuda) Ltd.	Bermuda	Provision of semiconductor testing and assembly services for Liquid Crystal Display (LCD) and other flat-panel display driver semiconductors	Issued capital of US\$1.3 million of par value US\$0.04 per share	879,919 common shares, representing 2.6% of the issued share capital of ChipMOS

The quoted market price of ChipMOS as at 12 August 2013 was approximately US\$15.17.

14. Cash and cash equivalents

	Unaudited 30 June 2013 HK\$'000	Audited 31 December 2012 HK\$'000
Cash at bank	11,725	15,936
Term deposits with original maturities of three months or less	31,765	31,546
Cash on hand	14	8
Total cash and cash equivalents	43,504	47,490

PacMOS Technologies Holdings Limited

15. Share capital

	Number of issued share (thousands)	Issued ordinary shares <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Total share capital <i>HK\$'000</i>
At 31 December 2012 and 30 June 2013	336,587	33,659	101,263	134,922

The total authorised number of ordinary shares is 500 million shares (31 December 2012: 500 million shares) with a par value of HK\$0.1 per share (31 December 2012: HK\$0.1 per share). All issued shares are fully paid.

16. Trade payables

An ageing analysis of the trade payables is as follows:

	Unaudited 30 June 2013 <i>HK\$'000</i>	Audited 31 December 2012 <i>HK\$'000</i>
Less than one year	—	42

17. Discontinued operations

On 16 January 2012, the Group completed the disposal of its entire interest in SyncMOS Technologies. After the disposal, SyncMOS Technologies ceased to be a subsidiary of the Group.

(a) Analysis of the results from the discontinued operations:

	Audited Period from 1 January 2012 to 16 January 2012 HK\$'000
Revenue	1,770
Other income	15
Other losses, net	(16)
Expenses	(2,856)
Loss before income tax from discontinued operations	(1,087)
Income tax expenses	—
Gain on disposal of a subsidiary (<i>note c</i>)	14,134
	<u>13,047</u>
Profit/(loss) for the period from discontinued operations attributable to:	
— Equity holders of the Company	13,536
— Non-controlling interests	(489)
	<u>13,047</u>

(b) Analysis of cash flows from the discontinued operations:

	Audited Period from 1 January to 16 January 2012 HK\$'000
Operating cash flows	(2,267)
Investing cash flows	1,348
Total cash flows	<u>(919)</u>

PacMOS Technologies Holdings Limited

(c) Gain on disposal of a subsidiary

	Audited Period from 1 January to 16 January 2012 HK\$ '000
Net consideration	
Cash received	27,600
Direct expenses	(628)
	<u>26,972</u>

Analysis of assets and liabilities over which control was lost:	
Property, plant and equipment	653
Long-term deposits	272
Inventories	16,867
Trade receivables	7,290
Deposits, prepayments and other receivables	1,371
Restricted cash	266
Cash and cash equivalents	13,638
Trade payables	(2,917)
Other payables and accruals	(5,306)
Amounts due to related companies	(383)
	<u>31,751</u>

Net assets disposed of	31,751

Non-controlling interests	14,288

Release of reserve upon disposal of a subsidiary	4,625
	<u>14,134</u>
	<u>14,134</u>

18. Related party transactions

Texan Management Limited (“Texan”) (incorporated in the British Virgin Islands) held approximately 43.26% of the Company’s shares (the “Shares”). Mosel Vitellic Inc. (“MVI”) (a listed company in Taiwan) holds approximately 31.51% of the Shares.

Texan had notified the Company, as of 27 June 1997, it was interested in 145,610,000 Shares, representing approximately 43.26% of the Company’s issued share capital. All Dragon International Limited (“All Dragon”) had notified the Company, as of 27 June 1997, it was deemed to be interested in the 145,610,000 Shares held by Texan, as being the controlling corporation of Texan.

The Company had been provided with a judgment of the court dated 18 January 2008 (“Judgment”) in respect of an application for summary judgment (“Application”) by Pacific Electric Wire and Cable Company Limited (“Pacific Electric”) in the Legal Action (as defined below). Pursuant to the Judgment, it was held, among other things, Texan held the Shares owned by it upon trust for Pacific Electric. Pacific Electric had notified the Company on 22 January 2008 that Pacific Electric was the beneficial owner of the 145,610,000 Shares, representing approximately 43.26% of the Company’s issued share capital. The Company had also been notified by Texan that Texan would appeal against the Judgment and the findings made therein, including, the finding that Texan held the shares upon trust for Pacific Electric.

On 16 October 2008, the Company was notified that in compliance with the order of the Court (“Order”) which ordered Texan and Pacific Capital (Asia) Limited (“PC Asia”) to transfer their respective Shares (being 145,609,998 Shares for Texan and 1 Share for PC Asia) to PEWC Asset Holdings Limited (“PAH”), a wholly owned subsidiary of Pacific Electric, made pursuant to the Application, Texan and PC Asia had prepared documents for the transfer of their respective said Shares to be delivered to Pacific Electric. On or about 27 February 2009, the said 145,609,999 Shares had been registered in the name of PAH.

On 18 November 2008, PAH had notified the Company that PAH was interested, as nominee, in 145,609,999 Shares, representing approximately 43.26% of the Company’s issued share capital.

On 4 March 2009, the Company was notified by the solicitors acting for Texan and PC Asia of the following:

- (i) Texan and PC Asia, amongst others, had successfully appealed against the Order in the Court of Appeal on 2 and 3 March 2009; and
- (ii) the Court of Appeal ordered on 3 March 2009 that the Order be discharged.

On or about 20 August 2009, the Company was notified by the solicitors acting for, among others, All Dragon, Texan and PC Asia of the following:

- (i) pursuant to an order of the Court of Appeal dated 3 March 2009 (“Court of Appeal Order”), Pacific Electric was ordered by the Court of Appeal to procure PAH to transfer 145,609,999 Shares to Texan and PC Asia; and
- (ii) due to Pacific Electric’s non-compliance with the Court of Appeal Order, Texan and PC Asia applied to the court for the execution of the relevant share transfers by a judicial officer in place of PAH, and such application was approved by the court on 31 July 2009. Accordingly, the said 145,609,999 Shares had been transferred to Texan (as to 145,609,998 Shares) and to PC Asia (as to 1 Share).

PacMOS Technologies Holdings Limited

On 27 August 2009, the said 145,609,998 Shares and 1 Share had been registered in the name of Texan and PC Asia respectively.

On 12 April 2012, the Company was notified that judgment has been delivered by the High Court of Hong Kong in relation to the Legal Action (as defined below) (the “2012 Judgment”), which contains, among other things, the following:

- (i) there be a declaration that Texan holds all its Shares on constructive trust for Pacific Electric, and Texan is to transfer all of its such Shares to Pacific Electric within 28 days; and
- (ii) there be a declaration that PC Asia holds all its Share on constructive trust for the Pacific Electric, and PC Asia is to transfer all of its such Share to Pacific Electric within 28 days.

On 16 April 2012, the solicitors acting for Pacific Electric notified the Company that Pacific Electric was beneficially interested in 145,610,000 Shares representing approximately 43.26% of the Company’s issued share capital.

On 31 May 2012, the solicitors acting for Full Global International Limited (“Full Global”) notified the Company that pursuant to the 2012 Judgment, the following transfer of Shares were executed on 29 May 2012:

- (i) 145,609,998 Shares from Texan to Full Global (as nominee of Pacific Electric); and
- (ii) 1 Share from PC Asia to Full Global (as nominee of Pacific Electric).

As at 18 June 2012, the said 145,609,998 Shares and 1 Share had been registered in the name of Full Global. Full Global, a company incorporated in the British Virgin Islands, is wholly-owned by Developer Global Limited, a company incorporated in the British Virgin Islands, which in turn is wholly-owned by Dragon Conqueror Limited, a company incorporated in the British Virgin Islands, which in turn is wholly-owned by Pacific Electric.

The Legal Action refers to the legal action instituted by Pacific Electric, as plaintiff, on 23 September 2004 in the High Court of Hong Kong (“Legal Action”) against, among others, Texan and All Dragon in respect of, among others, shares of the Company held by Texan. Further details on the Legal Action are set out in the announcements of the Company dated 8 October 2004, 2 December 2004, 21 March 2006, 18 April 2006, 25 January 2008, 20 October 2008, 5 March 2009, 25 August 2009 and 20 April 2012.

- (a) During the period, the Group undertook the following significant transactions with related companies:

	<i>Note</i>	Unaudited Six months ended 30 June	
		2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Recharge of rental to Fong Wing Shing Construction Company Limited ("Fong Wing Shing"), an entity with directorships in common	(i)	167	343

- (i) The rental was charged to Fong Wing Shing based on the floor area occupied.

- (b) Amount due to a related company was as follows:

	Unaudited 30 June 2013 <i>HK\$'000</i>	Audited 31 December 2012 <i>HK\$'000</i>
Amount due to an associated company of MVI	3,644	3,593

The amount due to Mosel Vitelic Corporation ("MVC"), an associated company of MVI, was waived in 2009 by MVC, which had been dissolved under the laws of the United States of America. Since the period of actions for debts against a dissolved corporation had not been legally expired as of 30 June 2013, the balance was not written back during this period.

PacMOS Technologies Holdings Limited

(c) Key management compensation

	Unaudited	
	Six months ended 30 June	
	2013	2012
	<i>HK\$'000</i>	<i>HK\$'000</i>
Salaries, allowances and other benefits in kind	883	583
Bonus	—	—
	883	583

19. Commitments

At 30 June 2013, the total future minimum office rental lease payments payable under non-cancellable operating leases were as follows:

	Unaudited	Audited
	30 June	31 December
	2013	2012
	<i>HK\$'000</i>	<i>HK\$'000</i>
Total future minimum office rental lease payments payable:		
— Not later than 1 year	2,321	3,392
— Later than 1 year and not later than 5 years	1,087	—
	3,408	3,392

RESULTS

During the six months ended 30 June 2013, the Group achieved a turnover of approximately HK\$5.5 million, representing a decrease of approximately 7.5% as compared to the corresponding period last year. The profit attributable to equity holders of the Company was approximately HK\$48.3 million, as compared to approximately HK\$49.3 million in the corresponding period last year.

DIVIDEND

The Directors do not recommend the payment of any dividend for the six months ended 30 June 2013.

BUSINESS REVIEW

Design and distribution of integrated circuit and semi-conductor parts

For the six months ended 30 June 2013, due to the continuing weaken market demand in existing products and the soft market demand in new products, our operation in Shanghai recorded revenue of approximately HK\$5.5 million, a decrease of approximately 7.5% as compared to the corresponding period last year. The gross profit margin of our operation in Shanghai was approximately 68% (2012: approximately 67%). For the period under review, the operation in Shanghai recorded a continuing net loss of approximately HK\$111,000 (2012: a net loss of approximately HK\$70,000).

The Group has ceased its operations in Taiwan following the disposal of SyncMOS Technologies in January 2012 and the results of SyncMOS Technologies have been presented as discontinued operations.

Investment holding

As at 30 June 2013, the Group held approximately 879,919 shares of ChipMOS Technologies (Bermuda) Limited (“ChipMOS”), a company listed on the NASDAQ. ChipMOS is a leading provider of semiconductor testing and assembly services to customers in Taiwan, Japan and the United States of America.

During the period under review, the Company did not dispose of any ChipMOS share.

PacMOS Technologies Holdings Limited

As at 30 June 2013, the quoted market price of ChipMOS was approximately US\$19.35 per share, as compared to approximately US\$11.6027 per share as at 31 December 2012. An unrealised gain of approximately HK\$52.91 million was recorded during the period under review due to mark-to-market valuation of the shares.

The quoted market price of ChipMOS as at 12 August 2013 was approximately US\$15.17.

Future plans and prospects

Economic uncertainties and cost inflation continue to be challenging. The Group will maintain a prudent position in financial and risk management.

We will continue to focus on our main business in the design and trading of integrated circuit products and will enhance our research and development and sale and marketing functions to improve our existing products and to develop new products for strengthening our competitive edge in the long run.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2013, the cash and cash equivalents of the Group amounted to approximately HK\$43.5 million (31 December 2012: approximately HK\$47.5 million).

For the six months ended 30 June 2013, the net cash outflow of the Group amounted to approximately HK\$4.1 million (2012: net cash inflow amounted to approximately HK\$7.7 million).

As at 30 June 2013, the Group had no outstanding bank loan and no financing cost was incurred for the six months ended 30 June 2013.

As at 30 June 2013, the Group had short-term bank deposits of approximately HK\$31.8 million (31 December 2012: approximately HK\$31.5 million) which were classified as cash and cash equivalents.

GEARING RATIO

No debt financing had been raised for the period under review.

As at 30 June 2013, the gearing ratio of the Group, defined as total liabilities expressed as a percentage of total assets, was approximately 4% (31 December 2012: approximately 6%).

FOREIGN CURRENCY EXPOSURE

The Group's results are exposed to exchange fluctuations of Renminbi as the Group has operations in the PRC.

For the period under review, a net exchange gain of approximately HK\$38,000 (2012: loss of approximately HK\$21,000) was recognised in the condensed consolidated interim income statement. Exchange differences, arising upon translation of overseas operations, amounted to approximately HK\$68,000 was credited to the exchange reserve (2012: credit of approximately HK\$90,000).

CAPITAL STRUCTURE

No new capital was raised for the six months ended 30 June 2013. The profit attributable to equity holders for the period of approximately HK\$48.3 million (2012: profit of approximately HK\$49.3 million) was transferred to reserves. As at 30 June 2013, the shareholders' fund was approximately HK\$178.3 million (31 December 2012: approximately HK\$129.9 million).

INVESTMENTS AND CAPITAL ASSETS

The Group acquired property, plant and equipment of approximately HK\$86,000 for the six months ended 30 June 2013.

As at 30 June 2013, the Group held shares of ChipMOS at mark-to-market valuation of approximately HK\$132.1 million (31 December 2012: approximately HK\$79.1 million). In addition, the Group held some shares of Hong Kong listed companies with mark-to-market valuation of approximately HK\$0.9 million as at 30 June 2013 (31 December 2012: approximately HK\$0.9 million). For the period under review, there was no disposal of ChipMOS shares.

CHARGE ON ASSETS

As at 30 June 2013, the Group had no restricted bank deposits.

SEGMENTAL INFORMATION

For the period under review, Shanghai segment contributed mainly to the Group's business operation. Due to the continuing weaken market demand in existing products and the soft market demand in new products, our operation in Shanghai recorded a decrease in revenue of approximately 7.5% as compared to the same period last year. However, the gross profit margin of our operation in Shanghai maintained fairly the same as last period at approximately 68%.

HUMAN RESOURCES

As at 30 June 2013, the number of staff of the Group was approximately 40.

CONTINGENT LIABILITIES

No material contingent liabilities of the Group were noted as at 30 June 2013.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the six months ended 30 June 2013.

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

As at 30 June 2013, none of the directors nor the chief executives of the Company had any interests or short positions in any of the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) that is required to be recorded and kept in the register in accordance with section 352 of the SFO, any interests required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code").

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

The register of substantial shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 30 June 2013, the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital.

Name of Shareholder	Number of issued shares	Percentage holding
Full Global International Limited (<i>note (1)</i>)	145,609,999	43.3%
Vision2000 Venture Ltd. ("Vision2000") (<i>note (2)</i>)	106,043,142	31.5%

Notes:

- (1) Texan Management Limited ("Texan") had notified the Company, as of 27 June 1997, it was interested in 145,610,000 Shares, representing approximately 43.26% of the Company's issued share capital. All Dragon International Limited ("All Dragon") had notified the Company, as of 27 June 1997, it was deemed to be interested in the 145,610,000 Shares held by Texan, as being the controlling corporation of Texan.

The Company had been provided with a judgment of the court dated 18 January 2008 ("Judgment") in respect of an application for summary judgment ("Application") by Pacific Electric Wire and Cable Company Limited ("Pacific Electric") in the Legal Action (as defined below). Pursuant to the Judgment, it was held, among other things, Texan held the Shares owned by it upon trust for Pacific Electric. Pacific Electric had notified the Company on 22 January 2008 that Pacific Electric was the beneficial owner of the 145,610,000 Shares, representing approximately 43.26% of the Company's issued share capital. The Company had also been notified by Texan that Texan would appeal against the Judgment and the findings made therein, including, the finding that Texan held the shares upon trust for Pacific Electric.

PacMOS Technologies Holdings Limited

On 16 October 2008, the Company was notified that in compliance with the order of the Court (“Order”) which ordered Texan and Pacific Capital (Asia) Limited (“PC Asia”) to transfer their respective Shares (being 145,609,998 Shares for Texan and 1 Share for PC Asia) to PEWC Asset Holdings Limited (“PAH”), a wholly owned subsidiary of Pacific Electric, made pursuant to the Application, Texan and PC Asia had prepared documents for the transfer of their respective said Shares to be delivered to Pacific Electric. (On or about 27 February 2009, the said 145,609,999 Shares had been registered in the name of PAH.)

On 18 November 2008, PAH had notified the Company that PAH was interested, as nominee, in 145,609,999 Shares, representing approximately 43.26% of the Company’s issued share capital.

On 4 March 2009, the Company was notified by the solicitors acting for Texan and PC Asia of the following:

- (i) Texan and PC Asia, amongst others, had successfully appealed against the Order in the Court of Appeal on 2 and 3 March 2009; and
- (ii) the Court of Appeal ordered on 3 March 2009 that the Order be discharged.

On or about 20 August 2009, the Company was notified by the solicitors acting for, among others, All Dragon, Texan and PC Asia, among other things, of the following:

- (i) pursuant to an order of the Court of Appeal dated 3 March 2009 (“Court of Appeal Order”), Pacific Electric was ordered by the Court of Appeal to procure PAH to transfer 145,609,999 Shares to Texan and PC Asia; and
- (ii) due to Pacific Electric’s non-compliance with the Court of Appeal Order, Texan and PC Asia applied to the court for the execution of the relevant share transfers by a judicial officer in place of PAH, and such application was approved by the court on 31 July 2009. Accordingly, the said 145,609,999 Shares had been transferred to Texan (as to 145,609,998 Shares) and to PC Asia (as to 1 Share).

On 27 August 2009, the said 145,609,998 Shares and 1 Share had been registered in the name of Texan and PC Asia respectively.

On 12 April 2012, the Company was notified that judgment has been delivered by the High Court of Hong Kong in relation to the Legal Action (as defined below) (the “2012 Judgment”), which contains, among other things, the following:

- (i) there be a declaration that Texan holds all its Shares on constructive trust for Pacific Electric, and Texan is to transfer all of its such Shares to Pacific Electric within 28 days; and

- (ii) there be a declaration that PC Asia holds all its Share on constructive trust for the Pacific Electric, and PC Asia is to transfer all of its such Share to Pacific Electric within 28 days.

On 16 April 2012, the solicitors acting for Pacific Electric notified the Company that Pacific Electric was beneficially interested in 145,610,000 Shares representing approximately 43.26% of the Company's issued share capital.

On 31 May 2012, the solicitors acting for Full Global International Limited ("Full Global") notified the Company that pursuant to the 2012 Judgment, the following transfer of Shares were executed on 29 May 2012:

- (i) 145,609,998 Shares from Texan to Full Global (as nominee of Pacific Electric); and
- (ii) 1 Share from PC Asia to Full Global (as nominee of Pacific Electric).

As at 18 June 2012, the said 145,609,998 Shares and 1 Share had been registered in the name of Full Global. Full Global, a company incorporated in the British Virgin Islands, is wholly-owned by Developer Global Limited, a company incorporated in the British Virgin Islands, which in turn is wholly-owned by Dragon Conqueror Limited, a company incorporated in the British Virgin Islands, which in turn is wholly-owned by Pacific Electric.

The Legal Action refers to the legal action instituted by Pacific Electric, as plaintiff, on 23 September 2004 in the High Court of Hong Kong ("Legal Action") against, among others, Texan and All Dragon in respect of, among others, shares of the Company held by Texan. Further details on the Legal Action are set out in the announcements of the Company dated 8 October 2004, 2 December 2004, 21 March 2006, 18 April 2006, 25 January 2008, 20 October 2008, 5 March 2009, 25 August 2009 and 20 April 2012.

- (2) Mosel Vitelic Inc. had notified the Company, as of 27 June 1997, it was deemed to be interested in the 106,043,142 shares held by Vision2000, as being the controlling corporation of Vision2000.

DISCLOSURE OF CHANGE OF INFORMATION OF DIRECTORS

Pursuant to Rule 13.51(B) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), the changes in information of directors of the Company subsequent to the date of the 2012 annual report of the Company are set out below:

Mr. Chen Che Yuan, Executive Director and Chief Executive Officer, has acted as Special CEO Assistant for IC Manufacturing Engineering of Alchip Technologies Ltd. (“Alchip”), a company listed on the Taiwan Stock Exchange, with effect from 22 July 2013. Alchip is a global leading provider of silicon design and production services for system companies developing complex and high-volumn ASIC/SoC integrated circuits.

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors who together have substantial experience in auditing, business and regulatory affairs.

REVIEW OF FINANCIAL INFORMATION

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and the unaudited condensed consolidated financial information of the Group for the six months ended 30 June 2013.

CORPORATE GOVERNANCE

On 11 April 2013, a special general meeting of the Company (the “SGM”) was held for the purposes of approving the payment of the Company’s 2012 and 2013 directors’ remuneration. At the SGM, 4 motions were received to amend certain original proposed resolutions set out in the notice of the SGM, mainly to revise the original proposed 2012 and 2013 remuneration of the Executive Directors. Resolutions proposed at the SGM were passed.

Details of the SGM and the poll results in respect of the resolutions proposed at the SGM were set out in the Company’s circular dated 23 March 2013 and announcement dated 11 April 2013 respectively.

In light of the new statutory disclosure regime under Part XIVA of the Securities and Futures Ordinance and the consequential amendments to the Listing Rules with effect from 1 January 2013, the Company has adopted a disclosure policy on 6 May 2013.

The Company has adopted and complied with the code provisions as set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Listing Rules throughout the six months period ended 30 June 2013, except for the following deviations:

Code A.4.1

This Code stipulates that non-executive directors should be appointed for a specific term and subject to re-election.

The Independent Non-executive Directors were not appointed for specific terms but are subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the bye-laws of the Company. 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 nearest but no less than one-third shall retire from office by rotation and every Director shall be subject to retirement by rotation at least once every three years.

Code A.4.2

This Code stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment.

Any director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election by shareholders at the meeting but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting in accordance with the bye-laws of the Company.

PacMOS Technologies Holdings Limited

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. All directors of the Company have confirmed, after specific enquiry by the Company, which they have complied with the required standard set out in the Model Code during the six months ended 30 June 2013.

On behalf of the Board

Yip Chi Hung

Chairman

Hong Kong, 13 August 2013