

CapXon

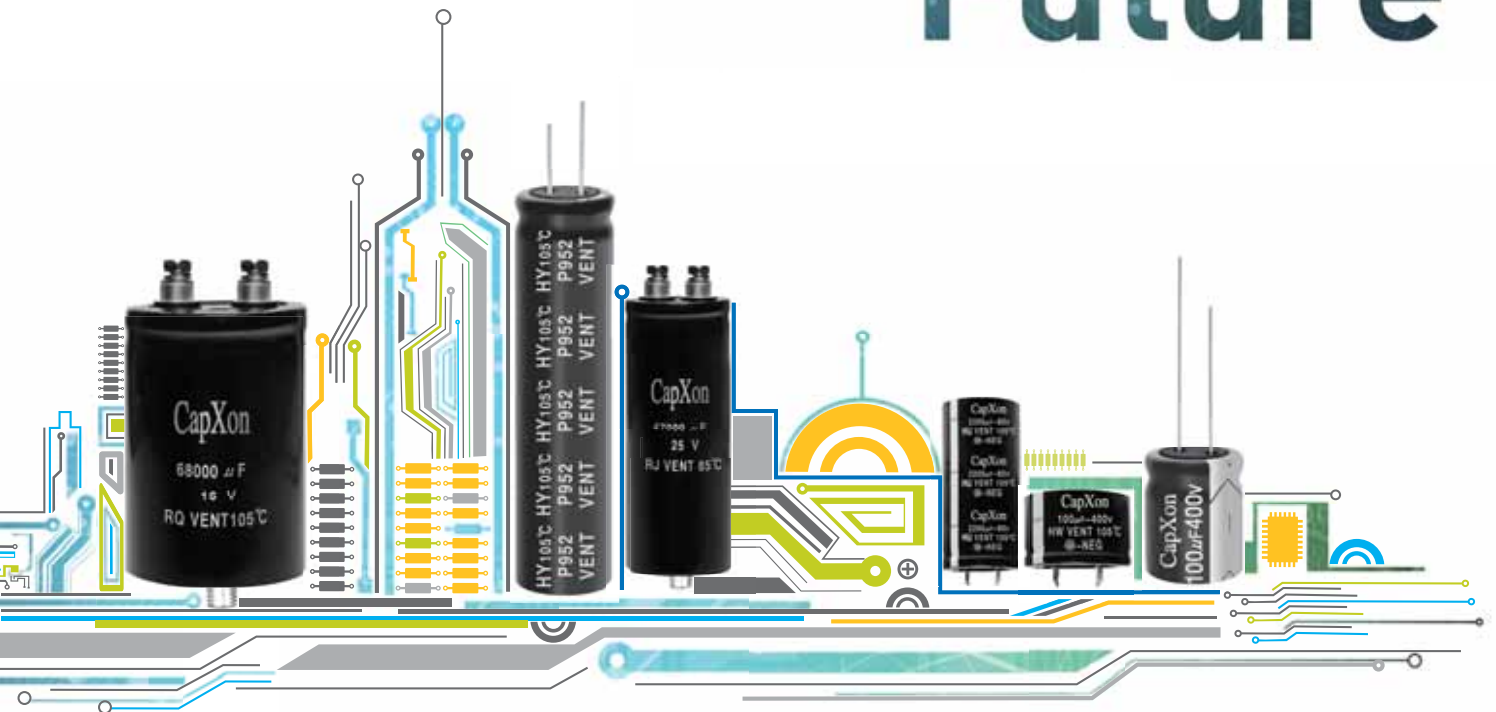
CAPXON INTERNATIONAL ELECTRONIC COMPANY LIMITED

凱普松國際電子有限公司

*(Incorporated in the Cayman Islands with limited liability)*

Stock Code : 469

# Build The Future



Annual Report 2013

# Contents

<b>Corporate Information</b>	<b>2</b>
<b>Chairman’s Statement</b>	<b>4</b>
<b>Management Discussion and Analysis</b>	<b>7</b>
<b>Directors and Senior Management Profiles</b>	<b>14</b>
<b>Corporate Governance Report</b>	<b>17</b>
<b>Directors’ Report</b>	<b>26</b>
<b>Independent Auditor’s Report</b>	<b>33</b>
<b>Consolidated Financial Statements</b>	
Consolidated Statement of Profit or Loss and Other Comprehensive Income	<b>35</b>
Consolidated Statement of Financial Position	<b>36</b>
Consolidated Statement of Changes in Equity	<b>38</b>
Consolidated Statement of Cash Flows	<b>39</b>
Notes to the Consolidated Financial Statements	<b>41</b>
<b>Five-Year Financial Summary</b>	<b>100</b>

# Corporate Information

## BOARD OF DIRECTORS

### EXECUTIVE DIRECTORS

Mr. LIN Chin Tsun (*Chairman and President*)

Ms. CHOU Chiu Yueh (*Vice President*)

Mr. LIN Yuan Yu (*Chief Executive Officer*)

Ms. LIN I Chu

### NON-EXECUTIVE DIRECTOR

Ms. LIU Fang Chun

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAI Chung Ching

Mr. LU Hong Te

Mr. TUNG Chin Chuan

### AUDIT COMMITTEE

Mr. LAI Chung Ching (*Chairman*)

Mr. LU Hong Te

Mr. TUNG Chin Chuan

### NOMINATION COMMITTEE

Mr. LIN Chin Tsun (*Chairman*)

Ms. CHOU Chiu Yueh

Mr. LAI Chung Ching

Mr. LU Hong Te

Mr. TUNG Chin Chuan

### REMUNERATION COMMITTEE

Mr. LAI Chung Ching (*Chairman*)

Mr. LIN Chin Tsun

Ms. CHOU Chiu Yueh

Mr. LU Hong Te

Mr. TUNG Chin Chuan

### CHIEF FINANCIAL OFFICER

Ms. HU Szu Jung, Carol

### COMPANY SECRETARY

Ms. CHAN Yin Fung

### AUDITOR

Deloitte Touche Tohmatsu

Level 35 One Pacific Place

88 Queensway

Hong Kong

## LEGAL ADVISER

Minter Ellison

Level 25 One Pacific Place

88 Queensway

Hong Kong

## PRINCIPAL BANKERS

Agricultural Bank of China Limited

Bank of Communications Co., Ltd.

First Commercial Bank

Hua Nan Commercial Bank

Industrial and Commercial Bank of China

Mega International Commercial Bank Co., Ltd.

Nanyang Commercial Bank Ltd.

Ping An Bank Co., Ltd.

Postal Savings Bank of China

Taiwan Cooperative Bank

## REGISTERED OFFICE

Scotia Centre

4th Floor

P.O. Box 2804

George Town

Grand Cayman

Cayman Islands

## HEAD OFFICE IN TAIWAN

5th Floor

No. 165, Sec. 2, Datong Road

Xizhi District

New Taipei City

Taiwan

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1702, 17th Floor

OfficePlus@Wan Chai

No. 303 Hennessy Road

Wanchai

Hong Kong



# Corporate Information

## **PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Royal Bank of Canada Trust Company (Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

## **BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Computershare Hong Kong Investor Services Limited  
Shops 1712-16, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## **INVESTOR RELATIONS**

### **TAIWAN**

Telephone: (886)(2)8692 6611 Ext.41  
Fax: (886)(2)8692 6477

### **HONG KONG**

Telephone: (852)2598 1308  
Fax: (852)2598 1808

### **WEBSITE**

[www.capxongroup.com](http://www.capxongroup.com)

### **STOCK CODE**

469



# Chairman's Statement

Dear Shareholders,

The global economic conditions in 2013 generally outperformed 2012. In particular, during the third and fourth quarters, the Eurozone's economy bottomed out, lifting the haze of the European debt crisis, while China's economic growth rallied as a result of improving economic conditions. However, affected by, among others, the concern over the retreat of the United States ("US") quantitative easing policies and the impasse of its fiscal negotiations, the Japanese quantitative easing policy and China's economic restructuring prompted by its change of political leadership, the global economic forecast for the second half of 2013 remained uncertain. Stepping into 2014, as seen from the recent international economic conditions, most of the major international forecast organizations are optimistic towards the global economic performance. The economy of North America and Western Europe has picked up significantly for two consecutive quarters. The Japanese economy continued to recover, and China's economic transition policy has first borne fruit. All in all, the global market is more positive as compared to the end of 2013.

Looking forward to 2014, as demonstrated by the economic statistics, the world economy is moving steadily on the path of recovery. The European economy is walking out of the prolonged downturn, and the US is slowly withdrawing its quantitative easing policies as its economic growth continues. In Japan, the effect of the "Abenomics" is fermenting and has created promising economic results. Despite the slowdown in the growth momentum of the emerging markets, China is maintaining steady economic growth. Driven by the improvement of the macro-economy and the resulting increase in market demand, international trade has perked up. Nevertheless, the future global economic development is still subject to several uncertainties, including the unresolved fiscal and debt problems of major world economies, such as the US, Europe and Japan, the timing and scale of the shift of the US monetary policy, the weak domestic demand and heightening threat of deflation in Europe, the problem of striking a balance between fiscal consolidation and economic growth in Japan, the localization of industrial supply chain in China as a result of continuous economic restructuring, the domestic political and economic unrest in certain ASEAN countries and the international trend of regional economic integration. All these uncertainties will influence the situations in the international arena and thus affect the economic trends.

In light of the development of the global economic situations and international trade, in terms of the development trend of the electronic consumer market, the personal computer market is declining and the market demand for notebook computers is receding, whilst for smart handsets, the market competition is keen and the market share is expanding. The increasing demand for smart handsets, such as smart phones and tablet computers, and the rapid growth of medium to low end smart handsets to cater to the needs of the emerging consumer markets have steadily supported the demand for and the production value of electronic parts and components. Besides, this year, passive component manufacturers also target at the non-3C application industries and take an active role in developing the low-volume high-priced niche markets, including cars, 4G LTE base stations, LED street lamps, industrial equipment and renewable energy resources equipment. As a comparison, non-traditional 3C applications belong to the niche market, which is characterized by high gross profit and stable unit price. Passive component suppliers begin operating in these sectors and adjust their product portfolio in order to boost their gross profits. The future of passive components is expected to continue to feature high capacity, high voltage, high frequency, high resistance to heat, miniaturization and so on. Meanwhile, due to the localization of industrial supply chains in China, China will certainly play an active part in the market share competition among Taiwan, Japan and Korea. Gross profit and price wars will still be the general trend in the passive component market.

The industry chain of passive components is challenged by two major issues, namely the lack of the exclusive source of supply of raw materials and the high production cost brought by the acquisition of machinery required for manufacturing high-end products. Capxon International Electronic Company Limited (the "Company") and its subsidiaries (collectively the "Group") are one of the few market players who can leverage the supply advantage brought by the vertical integration of raw materials and passive component products. The Group will continue to persistently invest in research and development and equipment in order to meet customers' specific specification requests and to enhance the supply stability of solid-state capacitors. As for the aluminum foil business, the Group will join hands with capacitor manufacturers in the product development process and assist them in the joint development of materials to meet specific material requests; thereby ushering development opportunities in future market demand.

In response to the ever-changing market demands, the Group will, on the one hand, proactively cater to the product demand of existing clients and capitalize on the advantages brought by vertical integration of upstream and downstream production chain to offer better services. On the other hand, the Group will actively solicit new clients, enhance its research and development capacity for product functionality improvements and lower its production costs in order to better satisfy customers' needs, thereby maximising returns to shareholders.

During 2013, the strategic operation results of the Group's two major products are as follows:

## 1. OPERATIONS IN THE ALUMINUM FOIL MARKET

In 2013, the overall recovery was slow and the demand in the market of mainland China did not improve until the second half of the year. The production value of the aluminum foils was low while the per unit cost stayed high, and the selling prices of the products remained low. Gross profit was therefore affected by the higher cost but lower selling price. Notwithstanding the gloomy environment of the industry, because of the good quality of the Group's aluminum foil products, our sales of medium-high voltage formed foils grew steadily and the supply was stable to meet the needs of our major customers, thus allowing the Group to maintain a certain market share. Amidst the downturn of the aluminum foil market, suppliers were generally disturbed by insufficient operation rates. Capxon Electronic Technology (QingHai) Co., Ltd. ("Capxon Qinghai"), a wholly-owned subsidiary of the Company, was able to achieve proper cost control and mitigate the impact of low gross profit by taking advantage of the relatively low electricity tariff, supplemented by large-scale purchase of raw materials and price control through bulk purchase, and by leveraging on its improved production and processing technologies and quality control and inspection. This year, both production and sales volumes recorded year-on-year upsurge and the benefits of factory relocation realized gradually.

Currently, the production line of formed foils in Capxon Qinghai has been operating in full swing and undergoing steady mass production. Various key technical research and development projects have also achieved the expected goals. With respect to quality control and inspection techniques, we exclusively studied and analysed the principle of the automatic potentiometric titrator in order to save the time and costs of equipment repairs; we facilitated the upgrade of the daily etching report system to optimize the tracking and improvement of product quality; and we designed our own formation tank for use in the formation system used for etched foils inspection so as to strengthen the control over the formation process and processing environment and enhance the formation efficiency. Given our target-achieving technical research and development, stable output and proper quality tracking and control, it is expected that the Group's supply of formed foils will not merely satisfy its internal demand but also be sufficient to persistently meet the needs of other capacitor manufacturers. In future, in light of the economic structure reform and localization of industrial supply chain in Mainland China, the Group will play a more active role in developing the aluminum foil market in China by leveraging on the vertically integrated strengths of its two major products and on its capability of supplying locally. In the meantime, the Group will continually explore the overseas markets by increasing the sales visibility of its aluminum foils with a view to reducing its dependence on the Mainland China market. As for production strategies, the Group has, on the one hand, entered into agreements with its main suppliers to control its material acquisition cost through bulk procurement and, on the other hand, implemented measures for production technique enhancements, energy-savings and consumption reductions etc. through technological innovation in order to reduce production costs.

# Chairman's Statement

## 2. OPERATIONS IN THE ELECTROLYTIC CAPACITOR MARKET

- To meet the application requirements of tailored small chargers in the smart phone and tablet computer market, we satisfied customers' demand for small-sized, high performance and specially tailored products to maintain our leadership in this sector through equipment enhancement, material research and development and capacitor design for our existing customers;
- In the face of the declining PC product power supply market, we took efforts in refining the ancillary applications to help customers in product switches and continued to promote the use of conductive polymers in power supply with an aim to lower the costs and enhance the price-performance ratio;
- In response to the different needs in the LED lighting market, we offered capacitors with a load life of 2000H to 15000H to cater to a wide range of products and satisfy customer's needs so as to increase the Company's market share in this sector;
- The development, sale and application of capacitors for use in automobiles has been included in our development plan for 2014 with a focus on the automobile electronics, braking system and power supply of rail transport, through which we plan to enter into the high-end product market;
- Large capacitor products were promoted with a focus on the Snap-in and Screw models. On top of gradually enhancing the utilization rate of large capacitors by targeting at the consumer product sectors, such as washing machines, air-conditioners and microwave ovens, we also promoted the use of large industrial capacitors in UPS, EPS and rail transport in the hope of progressively increasing the production value of large capacitors.

Looking forward, as the future market generally calls for a greener business environment, energy-conservation and carbon reduction will inevitably be the trend. Governments of various countries will make energy development their key project which will then drive the relevant enterprises towards this direction. In future, the Group will continue to focus on the development of electrolytic capacitors for energy-related, energy saving lighting products and electric cars in its research and development, production and marketing efforts. The Group will capitalize on the collective wisdom of its management team more effectively, leverage on its strengths and innovations, and consolidate its business foundation and competitive edges. Meanwhile, the Group will also make every endeavour to become an international market supplier by combining the competitive edges of its operations in Mainland China, Hong Kong and Taiwan with a view to maximizing investment returns for the Company's shareholders as a whole.

**LIN Chin Tsun**

*Chairman*

Hong Kong, 27 March 2014





# Management Discussion and Analysis

## FINANCIAL REVIEW

A summary of the financial results of the Group for the year ended 31 December 2013 (the “Year”) is as follows:

- Revenue increased by approximately 10.48% to approximately RMB1,072,741,000.
- Gross profit increased by approximately 13.16% to approximately RMB198,711,000.
- Profit for the Year attributable to owners of the Company amounted to approximately RMB5,446,000 (for the year ended 31 December 2012: loss of RMB2,957,000).

Reviewing the financial results of the Year, the Group’s revenue was approximately RMB1,072,741,000, representing an increase of approximately 10.48% over the same period last year. The increase was mainly attributable to the gradual growth of supply of the electronic parts and components driven by the market demand for the smart handsets devices, as well as the Group’s ability to carry out research and development of new products on a timely basis and in line with the demands of the existing customers on the application of those products, and its effort in strengthening relationship with suppliers. The sales of aluminum electrolytic capacitors for the Year were approximately RMB921,332,000, representing an increase of approximately 18.06% as compared to that of RMB780,422,000 in the same period last year. The sales of aluminum foils for the Year were approximately RMB151,409,000, representing a decrease of approximately 20.54% as compared to that of RMB190,553,000 in the same period last year. The Group’s gross profit margin increased from approximately 18.09% for the corresponding period last year to approximately 18.52% this Year. The increase in the gross profit margin was mainly due to the advancement of production technologies and effective control on production costs.

## BUSINESS REVIEW

### MANUFACTURE AND SALE OF ALUMINUM FOILS

During the Year, after satisfying internal production demand, external sales of aluminum foils amounted to approximately RMB151,409,000, representing a decrease of approximately 20.54% as compared to that of RMB190,553,000 in the same period last year. The share of aluminum foils in the Group’s total external sales decreased from approximately 19.62% in the same period last year to approximately 14.11% this Year.

Affected by the slow recovery of both the Japan and US markets, sluggish market growth of the emerging countries and weak consumption demand, the global economy was gloomy during the first half of the Year and did not improve until the fourth quarter. The market demand for end-products was dragged down, which in turn affected the growth of the market demand for the upstream raw materials. The unit cost of production of aluminum foils was high, while the product price was facing keen competition. Hence, gross profit was affected by the high cost yet low selling price. The Group lowered the main production cost by taking advantage of the relatively low electricity tariff and mitigated the impact of low gross profit, on one hand, by lowering its material acquisition cost through bulk procurement and, on the other hand, by implementing measures for technological innovation, production technique enhancements, energy-savings and consumption reductions, etc. With stable production capacity and increased production value, both production and sales volumes recorded year-on-year upsurge for the Year.



# Management Discussion and Analysis

Aluminum foils are the major raw materials of capacitors, thus a high quality of which is required. The Group has positioned the high quality formed foils as a major product in its sales strategy to, firstly, provide adequate high quality raw materials for the Group's own production of capacitors so as to lower the production costs and control product quality; and secondly, sell to both domestic and overseas manufacturers of capacitors. Not only can the Group develop customized aluminum foils in accordance with customers' requests, it also understands the market demand and is able to enhance its own research and development capacity through mutual cooperation with the customers.

The Group has excellent production processing technologies for formed foils and stable production capacity. Currently, the production line of formed foils in Capxon Qinghai has been operating in full swing and undergoing steady mass production. Various key technical research and development projects have also achieved the expected goals. With respect to quality control and inspection techniques, we exclusively studied and analysed the principle of the automatic potentiometric titrator in order to save the time and costs of equipment repairs; we facilitated the upgrade of the daily etching report system to optimize the tracking and improvement of product quality; and we designed our own formation tank for use in the formation system used for etched foils inspection so as to strengthen the control over the formation process and processing environment for further enhancing the formation efficiency. Given our target-achieving technical research and development, stable output and proper quality tracking and control, it is expected that the Group's supply of formed foils will not merely satisfy its internal demand but also be sufficient to meet the needs of other capacitor manufacturers. In future, in light of the economic structure reform and localization of industrial supply chain in Mainland China, the Group will play a more active role in developing the market in China by leveraging on the vertically integrated strengths of its two major products and on its capability of supplying locally. In the meantime, the Group will also continually explore the overseas markets by increasing the sales visibility of its aluminum foils with a view to reducing its dependence on the China market.

## MANUFACTURE AND SALE OF CAPACITORS

External sales of aluminum electrolytic capacitors during the Year were approximately RMB921,332,000, representing approximately 85.89% of the Group's total external sales and a rise of approximately 5.51% from the same period last year. The external sales of aluminum electrolytic capacitors for the same period last year accounted for approximately 80.38% of the Group's total external sales.

In light of the multi-tasking requirements for electronic products, the Group strives to advance its capacitor production technology. The Group's aluminum electrolytic capacitors offer a comprehensive range of size and specifications, and are characterized by features such as long life, high capacitance, low impedance, energy-saving, high temperature resistance and high voltage tolerance. For example:

- In respect of board card products, we focused on promoting 4.2mm capacitors for use in small and low-profile conductive polymers;
- We promoted the mass production of 400V capacitors specifically for inverter motors and continued to enhance the charging and discharging ability of capacitors;
- We developed electrolytic solution with high conductivity, high resistance to heat and a life of 10,000 hours for special-purpose warning lights;
- In respect of the small-sized high voltage capacitors used in small chargers and car chargers, we developed aluminum foils with high specific volume and high flexibility to suit the size of the small-sized high voltage capacitors;



# Management Discussion and Analysis

- We further enhanced our capability of tailoring flashlight capacitors by providing capacitors of special dimensions, ranging from 7mm, 8.2mm to 8.5mm;
- We completed the development of electrolytic solution and aluminum foils for SMD capacitors and introduced products with a long load life of 4,000 hours at 125°C and 10,000 hours at 105°C;
- We further increased the production process capability of large sized capacitors and developed large hydraulic impregnation vats to enhance production efficiency and product quality;
- We introduced a fully automated intelligent charging oven, which can automatically conduct analysis and compile statistics on the causes of defect while weeding out the defective products in advance so as to prevent further defects.

## GREEN PRODUCTION MECHANISM

Restriction of Hazardous Substances Directive 2002/95/EC ("RoHS") is an environmental protection directive enacted by the European Union in 2003 which came into effect in July 2006. It principally regulates the standards of the raw materials and production process used in electronic products. As far as the examination of the composition of raw materials and the overall production process are concerned, the Group has installed the relevant equipment and apparatuses to support quality control management so as to ensure compliance with the requirements of the RoHS. In addition, in full compliance with the SVHC (Substances of Very High Concern) and halogen-free regulations, the Group has shouldered environmental protection responsibilities, thereby winning the trustworthiness of its clients and creating new opportunities for green business.

## LIQUIDITY AND FINANCIAL RESOURCES

### CASH FLOWS

The Group's cash demand was primarily derived from the acquisition of property, plants and equipment, costs and expenses related to operating activities, and payment of bank loan interest and borrowings. During the Year, the Group obtained its cash resources from operating activities.

During the Year, the Group had a net cash outflow of approximately RMB36,144,000 from operating, investing and financing activities before foreign exchange adjustment, the details of which are set out below:

Net cash inflow from operating activities was approximately RMB122,605,000, which was mainly due to the profit before tax for the Year of approximately RMB19,107,000 together with the changes in the flow of funds as a result of the adjustments for finance costs and depreciation etc., movements in inventories, accounts receivable and accounts payable etc.

Net cash outflow from investing activities was approximately RMB46,304,000, which was mainly due to the payment of approximately RMB67,304,000 for the purchase of machinery and equipment and a decrease of approximately RMB17,687,000 in secured bank deposits.

Net cash outflow from financing activities was approximately RMB112,445,000, which was mainly due to borrowings of approximately RMB706,226,000 from the bank, repayment of the bank borrowings of approximately RMB826,743,000, interest payment of approximately RMB20,213,000 for the borrowings, repayment of due to related parties of approximately RMB19,393,000 and cash inflow from advances withdrawn on bills receivable discounted with recourse of approximately RMB42,278,000.

As at 31 December 2013, the Group had cash and cash equivalents of approximately RMB87,867,000 (31 December 2012: RMB124,373,000), which were mainly denominated in Renminbi and US dollars.

# Management Discussion and Analysis

## BORROWINGS

As at 31 December 2013, the Group had bank borrowings of approximately RMB354,956,000 (31 December 2012: RMB482,979,000), which were mainly denominated in Renminbi and US dollars. Such borrowings were mainly subject to fixed (31 December 2012: floating) interest rates. In addition to the abovementioned bank borrowings, the Group had advances drawn on bills receivable discounted with recourse due within one year of approximately RMB18,235,000 as at 31 December 2013 (31 December 2012: RMB16,999,000). Below is an analysis of the repayment profile of the bank borrowings:

	<b>31 December 2013 RMB'000</b>	31 December 2012 RMB'000
Within one year or on demand	<b>372,987</b>	498,893
In the second year	<b>204</b>	879
In the third to fifth years (both years inclusive)	<b>–</b>	206
	<b>373,191</b>	499,978

As at 31 December 2012, the bank borrowings due within one year or on demand included bank borrowings of RMB80,000,000 which would be repayable within one year from the end of the reporting period and was subject to repayment on demand (31 December 2013: Nil).

## PLEDGE OF ASSETS

The following assets have been pledged as security for certain bank borrowings and bills payable of the Group:

	<b>31 December 2013 RMB'000</b>	31 December 2012 RMB'000
Bank deposits	<b>41,264</b>	58,951
Bills receivable	<b>2,136</b>	1,894
Land use rights	<b>25,787</b>	22,018
Property, plant and equipment	<b>184,067</b>	199,414
	<b>253,254</b>	282,277

In addition, there were bills receivable discounted with recourse of RMB18,235,000 as at 31 December 2013 (31 December 2012: RMB16,999,000).



# Management Discussion and Analysis

## FINANCIAL RATIOS

As at 31 December 2013, the Group's gearing ratio (net debts divided by equity attributable to owners of the Company plus net debts) amounted to approximately 40.70%, representing a decrease of approximately 3.64% as compared to 44.34% (restated) as at 31 December 2012. The decrease was mainly attributable to a decrease in the Group's bank borrowings of approximately RMB126,787,000 and a decrease in cash and cash equivalents of approximately RMB36,506,000.

Below is the turnover (days) of the inventories, trade and bills receivable, and trade and bills payable of the Group during the Year:

	For the year ended 31 December	
	2013	2012
Inventory turnover	<b>74 days</b>	96 days
Trade and bills receivable turnover	<b>133 days</b>	134 days
Trade and bills payable turnover	<b>71 days</b>	68 days

The Group's turnover days of inventories and trade and bills receivable were about 22 days and one day, respectively, shorter than those for the corresponding period last year, while the turnover days of trade and bills payable were about three days longer than those for the corresponding period last year. The Group will continue to improve on the management of its inventories, trade receivable and trade payable in order to better utilize the available funds.

## CAPITAL COMMITMENTS

As at 31 December 2013, the Group had capital commitments contracted but not provided for amounting to approximately RMB37,499,000 (31 December 2012: RMB13,611,000).



# Management Discussion and Analysis

## CONTINGENT LIABILITIES

1. During the year ended 31 December 2011, a customer filed a request for arbitration enclosing a statement of claim against a subsidiary of the Company, Capxon Electronic Industrial Company Limited (“Capxon Taiwan”), to The Japan Commercial Arbitration Association in Japan, claiming JPY1,412,106,000 (approximately RMB82,043,000) suffered by the customer with respect to certain alleged defective electrolytic capacitors supplied by Capxon Taiwan, with interest from 1 January 2011 up to the settlement date at 6% per annum and all arbitration related expenses. Capxon Taiwan rejected the claims by the customer and filed a request for arbitration to counterclaim JPY60,000,000 (approximately RMB3,486,000) from the customer for the damages caused, with interest from 17 November 2011 up to the settlement date at 6% per annum and all arbitration related expenses.

Decision has not been reached in previous hearings on The Japan Commercial Arbitration Association as at 31 December 2013. The directors of the Company, having sought legal advice, considered that the possibility of the outflow in settlement is not probable as there were no serious product defects for the electrolytic capacitors supplied by Capxon Taiwan and accordingly, no provision for any potential liability has been made in the consolidated financial statements.

2. During the year ended 31 December 2011, a customer filed a civil complaint to the People’s Court of Shenzhen in the PRC against a subsidiary of the Company, Capxon Electronic (Shenzhen) Co. Ltd. (“Capxon Shenzhen”), claiming product defect compensation of RMB12,877,000. The case has been pending first hearing results on the court. The directors of the Company, having sought legal advice, considered that the possibility of the outflow in settlement is not probable as the customer does not have a valid claim against Capxon Shenzhen and accordingly, no provision for any potential liability has been made in the consolidated financial statements.

## FOREIGN EXCHANGE FLUCTUATIONS

The Group derives its revenue principally in US dollars and Renminbi, whilst the expenses are mainly denominated in Japanese Yen, Renminbi, US dollars and New Taiwan dollars. As the revenue and expenses are denominated in different currencies, the exposure to exchange risks was mostly managed through natural hedges. However, where there is a relatively large appreciation in Renminbi, the Group will still be indirectly affected.

At present, Renminbi is not a freely convertible currency. The PRC government may adopt measures which could result in a material difference between the future and prevailing or historical exchange rates of Renminbi.

## EMPLOYMENT AND REMUNERATION POLICY

As at 31 December 2013, the Group had approximately 3,137 employees in total. Salary, bonus and fringe benefits were determined with reference to the prevailing market terms and individual employee’s performance, qualification and experience. Employees’ cost (including directors’ emoluments) amounted to approximately RMB184,182,000 for the Year.



# Management Discussion and Analysis

## FUTURE STRATEGY AND PLANNING

In 2014, the overall capacitor market is expected to continue to enjoy slight growth because of the upgrade and sophistication of application products such as smart handsets and network products and the low-volume high-priced niche markets for non-3C application industries, such as automobile electronics, industrial equipment and renewable energy resources equipment. This also means that the future of passive components will continue to feature miniaturization, high frequency, high capacity, high voltage, durability and high resistance to heat. In view of the uncertain and ever-changing external economic circumstances and the potential development of the industrial market, the Group will adhere to its inherent operating strategy of researching and developing advanced and sophisticated production process and strictly managing quality control, implementing source management and endeavouring to reduce costs, as well as effectively utilizing the supply advantage brought by vertical integration with economies of scale.

- **Human resources:** Due to further increase in labour costs in Shenzhen, the senior staff accountability system and overtime work efficiency cumulative system were implemented and the operation rate of the production equipment was managed in order to minimize labour cost as well as wastage;
- **Production equipment:** The renovation of the impregnation equipment for high voltage capacitors and aged equipment was completed and the production process efficiency and product quality were significantly enhanced. The production equipment of conductive polymers was also expanded to increase production capacity;
- **Material costs:** The production of aluminum foils used in conductive polymers was shifted to Capxon Electronic Technology (Yichang Sanxia) Co. Ltd. ("Capxon Yichang"), a wholly-owned subsidiary of the Company, thereby enhancing the leakage current characteristic of aluminum foils and lowering the price. Online impregnation equipment was used on large capacitors so as to reduce the usage of electrolytic solution;
- **Product innovation:** Capacitors for voltage-inversion, conductive polymers for motherboards, capacitors for lighting products, capacitors for welding machines and capacitors for flashlights;
- **Technical reform:** Development of capacitors with special specifications to meet customers' needs, completion of the online impregnation mass production technology for 4mm and 16mm capacitors, further reduction of the designed size of small-sized products, matching design of the equivalent series resistance value of electrolytic solution and enhancement of ripple-current resistance and load life of capacitors.

## FUTURE PROSPECTS

Pursuing sustainable operations and sharing profit with shareholders of the Company have always been the goals of the Group. In the future, the Group will persistently focus on the existing industry and seek vertical integration on the manufacturing and marketing of aluminum foil and capacitor products. We strive for excellence and focus on innovative research and development. Leveraging on our edges of vertical integration, we will effectively control costs and enhance manufacturing efficiency, in order to maintain our competitiveness in the industry. With the technological advancement and product innovation, we will serve and maintain a stable relationship with existing customers. The Group will proactively explore new markets and meet mass production planning, and develop towards the target of economies of scale.

The Group will adhere to its mission of sustainable operations, enhance the efficiency of industry vertical integration, overcome the challenges of economies of scale as well as stabilize the value and revenue from the industry, in order to use profit to reward the Company's shareholders for their support.

# Directors and Senior Management Profiles

## DIRECTORS

### EXECUTIVE DIRECTORS

**Mr. Lin Chin Tsun (林金村)**, aged 65, is the chairman and president of the Group and is responsible for the strategic planning and major decision-making of the Group. Mr. Lin is also a director of various subsidiaries of the Company. Mr. Lin is the spouse of Ms. Chou Chiu Yueh, father of Mr. Lin Yuan Yu and Ms. Lin I Chu, and father-in-law of Ms. Liu Fang Chun. Mr. Lin established Capxon Taiwan, a subsidiary of the Company, in June 1980 and has been the chairman since then. Mr. Lin possesses extensive technical and management experience in the aluminum electrolytic capacitors industry and was appointed as an executive director of the Company (the "Director") on 15 April 2007.

**Ms. Chou Chiu Yueh (周秋月)**, aged 61, is an executive Director and the vice-president of the Group and is responsible for the management, strategic planning and major decision making of Capxon Taiwan. Ms. Chou is also a director of various subsidiaries of the Company. Ms. Chou is the spouse of Mr. Lin Chin Tsun. She joined Capxon Taiwan in June 1980 and has been the executive director of Capxon Taiwan since then. Ms. Chou was appointed as an executive Director on 15 April 2007.

**Mr. Lin Yuan Yu (林元瑜)**, aged 37, is an executive Director and chief executive officer of the Group and is responsible for the overall management and strategic planning of the Group's anode foils business. Mr. Lin is also a director of various subsidiaries of the Company. Mr. Lin Yuan Yu is the son of Mr. Lin Chin Tsun. He obtained a bachelor's degree in chemical engineering from the National Taiwan University (國立台灣大學) in 1999 and joined Capxon Taiwan as an engineer in May 2001. Mr. Lin joined Capxon Yichang, a wholly-owned subsidiary of the Company, in April 2003 and has been the chairman of Capxon Yichang since then. Mr. Lin was appointed as an executive Director on 15 April 2007.

**Ms. Lin I Chu (林蕙竹)**, aged 34, is an executive Director and is a director of various subsidiaries of the Company. Ms. Lin is the daughter of Mr. Lin Chin Tsun. She obtained a bachelor's degree in international trading from Soochow University (東吳大學) and a master's degree in business administration from Meiji University (日本明治大學) in Japan. She joined the Group in April 2006 as the Japanese operations executive and was in January 2009 and on 1 September 2011 promoted respectively as head of the sales department and deputy general manager of the business and manufacturing department of the Company's subsidiary Capxon Shenzhen. Ms. Lin was appointed as a non-executive Director on 15 April 2007 and was re-designated as an executive Director on 1 September 2011.

### NON-EXECUTIVE DIRECTOR

**Ms. Liu Fang Chun (劉芳均)**, aged 34, is a non-executive Director. Ms. Liu is the spouse of Mr. Lin Yuan Yu. Ms. Liu graduated from the National Taipei Teachers College (國立台北師範學院). She joined the Group in July 2005 as the chairman's assistant at Capxon Yichang. She was appointed as a non-executive Director on 15 April 2007.





## Directors and Senior Management Profiles

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Lai Chung Ching (賴崇慶)**, aged 78, obtained his bachelor's degree in accounting from the National Taipei University (國立台北大學) (formerly known as National Chung Hsing University (國立中興大學)) and has extensive experience in accounting, auditing, taxation, finance and corporate governance. Since 1967, Mr. Lai has been the member of the executive committee of the Taipei CPA Association (台北市會計師公會); from 1977 to 1983, he was the director and vice-president and in 1983, was elected as the president of the Taipei CPA Association (台北市會計師公會). Mr. Lai was elected as the president of the National Federal CPA Association (中華民國會計師公會全國聯合會) in 1991 and was awarded an outstanding alumnus corporate management award by National Taipei University. In addition, Mr. Lai was awarded the Golden Peak Award of Outstanding Corporation Leaders in R.O.C. (傑出企業領導人金峰獎) in 2001. In 2002, he was appointed as the chairman of the Education Foundation of Deloitte Touche Tohmatsu (財團法人台北市眾信教育基金會). Mr. Lai is currently the chairman of 科園育樂事業股份有限公司 and a member of the executive committee of Taipei CPA Association (台北市會計師公會). Mr. Lai was appointed as an independent non-executive Director on 15 April 2007.

**Mr. Lu Hong Te (呂鴻德)**, aged 53, obtained his doctorate degree in business from the National Taiwan University (國立台灣大學) and is currently the professor of Chung Yuan Christian University. He was once appointed as Secretary General of the Chinese Society for Training and Development (中華民國訓練協會) in 1990; as consultant of Taiwan Institute of Economic Research (台灣經濟研究院) and Taiwan Entrepreneurs Society Taipei/Toronto (多倫多台商會) respectively in 2001; as expert consultant of Chinese Association for Industrial Technology Advancement (中華民國產業科技發展協會) and member of the appraisal committee of the Chinese Management Association (社團法人中華民國管理科學學會) in 2003. Since 2004, Mr. Lu has been acting as consultant of the China Trading Committee (大陸經貿委員會) of the Taiwan Electrical and Electronic Manufacturers Association (台灣區電機電子工業同業公會). In addition, Mr. Lu is an independent director of three companies including AIPTEK International Inc. (6225) (天瀚科技股份有限公司), Firich Enterprise Co., Ltd. (8076) (伍豐科技股份有限公司) and Lanner Electronics Inc. (6245) (立端科技股份有限公司), all of which are listed in Taiwan; Mr. Lu is also currently an independent non-executive director of ANTA Sports Products Limited (2020), China Lilang Limited (1234) and China SCE Property Holdings Limited (1966), all of whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). During the year 2012, Mr. Lu ceased to be an independent director of the Taiwan-listed company Everlight Chemical Industrial Corporation (1711) (台灣永光化學工業股份有限公司) upon expiry of his term of appointment. Mr. Lu was appointed as an independent non-executive Director on 15 April 2007.

**Mr. Tung Chin Chuan (董清銓)**, aged 61, obtained his bachelor's degree in electrical engineering from the National Taiwan University (國立台灣大學) and his master's degree in business administration from the National Chiao Tung University (國立交通大學). Mr. Tung was once the manager of Hewlett-Packard Development Company, L.P. (惠普科技股份有限公司), the vice-general manager and a supervisor of Behavior Tech Computer Corporation (英群企業股份有限公司), the general manager and director of Chaintech Technology Corporation (承啟科技股份有限公司) (formerly known as Walton Chaintech Corporation (華東承啟科技股份有限公司)) and the general manager of Premier Capital Management Corporation (首席財務管理顧問股份有限公司). Currently, Mr. Tung is an independent director of Tai Tien Electronics Co., Ltd. (泰藝電子股份有限公司) and a supervisor of Ruby Tech Corporation (德勝科技股份有限公司), both companies' shares are listed on Gre Tai Securities Market in Taiwan; he is also a supervisor of ACTi Corporation (建騰創達科技股份有限公司) which is a public limited company in Taiwan and a consultant of Premier Capital Management Corporation (首席財務管理顧問股份有限公司). Mr. Tung was appointed as an independent non-executive Director on 15 April 2007.



# Directors and Senior Management Profiles

## SENIOR MANAGEMENT

**Ms. Lee Feng Mei (李鳳美)**, aged 41, is the head of Capxon Taiwan's foreign sales department. Ms. Lee obtained her international business degree from the Chungyu Institute of Technology (崇佑技術學院) and joined Capxon Taiwan in September 1992 as an operations engineer and was appointed as the head of the sales department in June 2002.

**Ms. Hu Szu Jung, Carol (胡思蓉)**, aged 53, is the chief financial officer of the Group and the chief of Capxon Taiwan's finance operations. Ms. Hu obtained a bachelor's degree in corporate management from the Private Chinese Culture University (中國文化大學) and a master's degree in business administration from the National Chengchi University (國立政治大學). She worked at Soyo Computer Inc. (梅捷企業股份有限公司) as the assistant vice president of the administration department from 1991 to 2001 and joined Capxon Taiwan in July 2003. She is principally responsible for the financial advisory and overall financial operations of Capxon Taiwan.

**Mr. Lu Yen Chen, Denson (呂晏丞)**, aged 44, is the chief of research and development and the deputy general manager of Capxon Taiwan. Mr. Lu obtained his bachelor's degree in chemical engineering from the National Chung Hsing University (國立中興大學). He joined Capxon Taiwan in July 2000 and is responsible for the research and development of Capxon Taiwan. Mr. Lu was promoted as the deputy general manager of Capxon Taiwan on 1 September 2011.

**Mr. Lin Jen Te, Matt (林仁德)**, aged 45, is the chief of the finance operations of the Capxon Shenzhen. Mr. Lin obtained his bachelor's degree in accounting at Shih Chien University (實踐大學). Prior to joining the Group, Mr. Lin was the vice president of Sunrise CPA Limited (日正聯合會計師事務所). He joined Capxon Shenzhen in November 2002 and is responsible for the overall financial operations of Capxon Shenzhen.

**Mr. Long Chung Hsin, Andrew (龍中興)**, aged 55, is the chief of Capxon Yichang's finance operations. Mr. Long obtained his bachelor's degree in accounting at Fu Jen Catholic University (輔仁大學). Prior to joining the Group, Mr. Long was the vice president of 深圳市聯動技術科技有限公司 and the financial controller of Shanghai Metersbonwe Fashion & Accessories Co., Ltd. He joined, left and rejoined Capxon Yichang in August 2005, August 2007 and January 2009 respectively, and is responsible for the operations of Capxon Yichang.

**Ms. Chan Yin Fung (陳燕鳳)**, aged 42, is the financial controller and company secretary of the Company. Ms. Chan holds a master's degree in corporate governance and a bachelor's degree in business administration majoring in accounting. Ms. Chan is a Fellow of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and an Associate of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. She has extensive experience in the field of accounting, auditing, finance and corporate compliance. She joined the Group in July 2007.

## CORPORATE GOVERNANCE PRACTICES

The board of Directors (the “Board”) and the management of the Company treasure the confidence and trust of the shareholders of the Company in the ability and vision of the management team and have pledged to maintain an open and responsive attitude in shareholders’ communications that are on a par with other leading corporations in the industry. The Board has been adamant in upholding best practice in corporate governance to ensure the timeliness, transparency and fairness of disclosure to maximize the corporate values of the Group and will continue to enhance its disclosure practices to display an exemplary corporate governance practice.

It is the Board’s belief that a sound corporate governance system has been and will remain as an instrumental element to the healthy growth of the Group.

The Company has complied with the applicable code provisions of the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange, save as disclosed below:

- Code provision F.1.3 of the CG Code stipulates that the company secretary should report to the board chairman and/or chief executive. The company secretary of the Company reported to the chief financial officer instead of the board chairman and/or the chief executive. As the company secretary also involves in handling financial reporting matters of the Group, it will simplify the reporting process if she reports to the chief financial officer who will report to the board chairman on the Group’s financial affairs and corporate governance.

The following outlines how the Company has adopted and complied with the CG Code to achieve good corporate governance.

### A. DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the code of conduct regarding Directors’ securities transactions.

All Directors have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code during the Year.

# Corporate Governance Report

## B. BOARD OF DIRECTORS

The Board comprises four executive Directors, one non-executive Director and three independent non-executive Directors. One of the independent non-executive Directors possesses appropriate accounting and related financial management expertise as required by the Listing Rules. The following sets out the composition of the Board (including gender, ethnicity, age, length of service) during the Year and up to the date of this annual report, by category of Directors:

		Gender	Ethnicity	Age	Length of service
<b>Executive Directors:</b>					
Mr. LIN Chin Tsun	<i>(Chairman and President)</i>	Male	Chinese	65	Approx. 7 years
Ms. CHOU Chiu Yueh	<i>(Vice-President)</i>	Female	Chinese	61	Approx. 7 years
Mr. LIN Yuan Yu	<i>(Chief Executive Officer)</i>	Male	Chinese	37	Approx. 7 years
Ms. LIN I Chu		Female	Chinese	34	Approx. 7 years
<b>Non-executive Director:</b>					
Ms. LIU Fang Chun		Female	Chinese	34	Approx. 7 years
<b>Independent non-executive Directors:</b>					
Mr. LAI Chung Ching		Male	Chinese	78	Approx. 7 years
Mr. LU Hong Te		Male	Chinese	53	Approx. 7 years
Mr. TUNG Chin Chuan		Male	Chinese	61	Approx. 7 years

The Board, led by the Chairman, sets the overall directions, strategies and policies of the Group. The Board has a balance of skills and experience appropriate for the requirements of the business of the Group. The executive Directors have extensive management experience in the aluminum electrolytic capacitor and aluminum foil manufacturing industry. The Board has the required knowledge, experience and capabilities to operate and develop the Group's business and implement its business strategies. The biographical details and experience of the Directors and senior management are set out on pages 14 to 16.

Each Director has a duty to act in good faith and in the best interests of the Company. The Directors, individually and collectively, are aware of their responsibilities and accountability to shareholders for the manner in which the affairs of the Company are managed and operated.

Directors can attend Board meetings either in person or by electronic means of communication. Four Board meetings were held during the Year. Details of attendance of Board meetings of each of the members of the Board are set out in "Attendance of Individual Directors at Meetings" below.

Directors have timely access to relevant information prior to each Board meeting to enable them to make an informed decision and to discharge their duties and responsibilities.



# Corporate Governance Report

Apart from the family relationships among the members of the Board as set out below, there are no other financial, business, family or other material/relevant relationships among members of the Board:

- Ms. Chou Chiu Yueh (*Vice-President*) is the spouse of Mr. Lin Chin Tsun (*Chairman and President*);
- Mr. Lin Yuan Yu (*Chief Executive Officer*) is the son of Mr. Lin Chin Tsun (*Chairman and President*) and Ms. Chou Chiu Yueh (*Vice-President*);
- Ms. Liu Fang Chun (*non-executive Director*) is the spouse of Mr. Lin Yuan Yu (*Chief Executive Officer*); and
- Ms. Lin I Chu (*executive Director*) is the daughter of Mr. Lin Chin Tsun (*Chairman and President*) and Ms. Chou Chiu Yueh (*Vice-President*).

Under the leadership of the Chief Executive Officer, the management is responsible for executing the Board's strategy and implementing its policies through the day-to-day management and operations of the Group. The Board delegates appropriate aspects of its management and administration functions to the management who shall report to the Board. The Board reviews on a periodic basis such delegations to ensure that they remain appropriate.

## CHAIRMAN AND CHIEF EXECUTIVE

The role of the Chairman is separate from that of the Chief Executive Officer so as to delineate their respective areas of responsibility. They receive significant support from the Directors and the senior management team.

The Chairman is responsible for the strategic planning and major decision-making of the Group as well as for overseeing effective functioning of the Board and application of good corporate governance practices and procedures. The Chief Executive Officer is responsible for the overall management and strategic planning of the Group's anode foils business.

## NON-EXECUTIVE DIRECTORS

The independent non-executive Directors have diversified backgrounds and experience in different industries, and one of them has an appropriate accounting qualification as required by the Listing Rules. With their expertise, they offer experience, independent judgement and advice on the overall management of the Group. Their responsibilities include maintaining a balance between the interests of all shareholders of the Company as a whole. They are also members of the audit, nomination and remuneration committees.

The Company has received an annual confirmation of independence from each of the independent non-executive Directors. The Company is of the view that all the independent non-executive Directors meet the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and considers them to be independent.

The term of appointment of all the non-executive Directors is three years. Under the Company's Articles of Association, one-third of all Directors (whether executive or non-executive) is subject to retirement by rotation and re-election at each annual general meeting provided that every Director shall be subject to retirement at least once every three years.



# Corporate Governance Report

## TRAINING FOR DIRECTORS

Pursuant to code provision A.6.5 of the CG Code, listed company directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant. During the Year, all Directors have participated in appropriate continuous professional development activities by way of attending seminar or reading materials relating to rules and regulatory updates.

## CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out below:

- (i) to develop and review the Company's policies and practices on corporate governance;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) to review the Company's compliance with the CG Code and its disclosure requirements in the Corporate Governance Report.

During the Year, the Board adopted the board diversity policy (the "Board Diversity Policy") recommended by the nomination committee of the Company.

The Board has monitored the training and continuous professional development of Directors, and reviewed the Company's compliance with the code provisions of the CG Code for the Year and the disclosure requirements in this Corporate Governance Report.

## C. REMUNERATION COMMITTEE

The Board established the remuneration committee on 15 April 2007 with specific written terms of reference which deal clearly with its authority and responsibilities. The committee is responsible for formulating and reviewing the remuneration policy; determining the remuneration packages of individual executive Directors and senior management; and making recommendations to the Board on the remuneration of non-executive Directors. In formulating the remuneration policy, the committee takes into consideration factors such as salaries paid by comparable companies, time commitment, employment conditions and responsibilities. The committee can seek independent professional advice to complement its own resources to discharge its duties.

The remuneration committee comprises two executive Directors, namely Mr. Lin Chin Tsun and Ms. Chou Chiu Yueh, and all the independent non-executive Directors. Mr. Lai Chung Ching is the chairman of the committee.

During the Year, two meetings were held by the remuneration committee to discuss remuneration related matters including review of terms of the Directors' service agreements/appointment letters, salary review of and approval of bonus payments to senior management and making recommendation to the Board regarding bonus payment to the non-executive Director. Details of attendance of remuneration committee meetings of each of the members of the remuneration committee are set out in "Attendance of Individual Directors at Meetings" below.

The remuneration of members of senior management for the Year all fell within the band of HK\$Nil to HK\$1,000,000.

Details of the emoluments of each Director, on a named basis, are set out in note 11 to the consolidated financial statements.

## D. AUDIT COMMITTEE

The Board established the audit committee pursuant to a resolution of the Directors passed on 15 April 2007 with specific written terms of reference which deal clearly with its authority and responsibilities. The committee is primarily responsible for reviewing the financial reporting process and internal control procedures of the Group. The committee is also responsible for making recommendation to the Board on the appointment, re-appointment and removal of the external auditor, approving the remuneration and terms of engagement of the external auditor and considering any questions of resignation or dismissal of such auditor. The committee can seek independent professional advice to complement its own resources to discharge its duties.

The committee comprises all the independent non-executive Directors. Mr. Lai Chung Ching is the chairman of the committee.

Three meetings were held by the audit committee during the Year. The committee reviewed, together with the management and the external auditor, the consolidated financial statements for the year ended 31 December 2012 and for the six months ended 30 June 2013, the accounting principles and practices adopted by the Group and statutory compliance. In addition to reviewing the Group's internal control system, the committee also reviewed the independence of the external auditor and approved the remuneration and terms of engagement of the external auditor. Details of attendance of audit committee meetings of each of the members of the audit committee are set out in "Attendance of Individual Directors at Meetings" below.

# Corporate Governance Report

## E. NOMINATION COMMITTEE

The Board established the nomination committee on 1 April 2012 pursuant to a resolution of the Directors passed on 29 March 2012 with specific written terms of reference which deal clearly with its authority and responsibilities. The committee is primarily responsible for formulating nomination policy for the Board's consideration and implement the Board's approved nomination policy; reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; assessing the independence of independent non-executive Directors; and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

The nomination committee comprises Mr. Lin Chin Tsun, who is the chairman of the committee, Ms. Chou Chiu Yueh, an executive Director, and all the independent non-executive Directors.

Two meetings were held by the nomination committee during the Year. During the meetings, the committee reviewed the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board; evaluated the performance and the contribution of each of the retiring Directors standing for re-election at the annual general meeting; assessed the independence of the independent non-executive Director to be re-elected at the annual general meeting; and made recommendation to the Board for the adoption of the Board Diversity Policy. Details of attendance of nomination committee meetings of each of the members of the nomination committee are set out in "Attendance of Individual Directors at Meetings" below.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. The Board Diversity Policy has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Board considers that the diversity of the existing Board is sufficient. The nomination committee will review the Board Diversity Policy, as appropriate, to ensure the effectiveness of the Board Diversity Policy and recommend any revisions that may be required to the Board for consideration and approval.

All new appointments and re-appointments to the Board are considered by the nomination committee whose deliberations are based on the following criteria:

- independent mind and has integrity;
- possession of core competencies, including but not limited to financial literacy, that meet the current needs of the Company and complement the skills and competencies of the existing Directors on the Board;
- ability to commit time and effort to carry out duties and responsibilities effectively; and
- possession of a good track record of experience at a senior level in corporations/organizations.

# Corporate Governance Report

## F. AUDITOR'S REMUNERATION

During the Year, the Company's auditor, Deloitte Touche Tohmatsu has rendered audit services and certain non-audit services to the Group and the remuneration paid/payable to it by the Group is set out as follows:

	RMB'000
Audit services	1,005
Non-audit services	623
	1,628

The non-audit services provided by Deloitte Touche Tohmatsu included review of the Group's financial statements for the six months ended 30 June 2013 and provision of taxation services.

The audit committee recommended to the Board (which endorsed the view) that, subject to shareholders' approval at the forthcoming annual general meeting, Deloitte Touche Tohmatsu be re-appointed as the external auditor of the Company for 2014.

## G. ATTENDANCE OF INDIVIDUAL DIRECTORS AT MEETINGS

The attendance of individual Directors at meetings of the Board and the Board committees as well as at general meeting is set out in the table below:

Name of Director	Meetings attended/Meetings held in 2013				Annual General Meeting
	Board	Remuneration Committee	Audit Committee	Nomination Committee	
Mr. LIN Chin Tsun	4/4	2/2	N/A	2/2	1/1
Ms. CHOU Chiu Yueh	4/4	2/2	N/A	2/2	1/1
Mr. LIN Yuan Yu	4/4	N/A	N/A	N/A	1/1
Ms. LIN I Chu	2/4	N/A	N/A	N/A	1/1
Ms. LIU Fang Chun	3/4	N/A	N/A	N/A	1/1
Mr. LAI Chung Ching	4/4	2/2	3/3	2/2	1/1
Mr. LU Hong Te	4/4	2/2	3/3	2/2	1/1
Mr. TUNG Chin Chuan	3/4	2/2	2/3	1/2	1/1

## H. FINANCIAL REPORTING

The Board aims at presenting a comprehensive, balanced and understandable assessment of the Group's performance, position and prospects. Management provides such explanation and information to enable the Board to make an informed assessment of the matters put before the Board for approval.

The Directors acknowledge their responsibilities for preparing the financial statements of the Group.

The statement of the external auditor of the Company regarding their responsibilities for the financial statements of the Group is set out in the report of the auditor on pages 33 and 34.



# Corporate Governance Report

## I. SHAREHOLDERS' RIGHTS

Set out below are procedures for shareholders of the Company to (i) convene an extraordinary general meeting; (ii) put enquiries to the Board; and (iii) put forward proposals at shareholders' meetings. These procedures are generally governed by the Company's Articles of Association and applicable laws, rules and regulations, which prevail over the below information in case of any inconsistencies.

### (I) PROCEDURES FOR SHAREHOLDERS OF THE COMPANY TO CONVENE AN EXTRAORDINARY GENERAL MEETING

Pursuant to Article 58 of the Articles of Association of the Company, any one or more shareholder(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting ("EGM") to be called by the Board for the transaction of any business specified in such requisition.

The requisition must specify the business to be transacted at the EGM and be signed by the requisitionist(s), which shall be deposited at the head office of the Company in Hong Kong (Room 1702, 17th Floor, CRE Building (change of building name to OfficePlus@Wan Chai effective 1 April 2014), No.303 Hennessy Road, Wanchai, Hong Kong) or at the Company's Hong Kong branch share registrar (Computershare Hong Kong Investor Services Limited, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). The signature(s) of the requisitionist(s) will be verified by the Company's share registrar or branch share registrar (where applicable).

On the condition that the requisition from requisitionist(s) is proper and in order, the Board shall hold the EGM within two months after the deposit of such requisition. In the event that the Board fails to convene the EGM within twenty-one days of such deposit, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### (II) PROCEDURES FOR PUTTING ENQUIRIES TO THE BOARD

Shareholders and other stakeholders of the Company may send their enquires and concerns to the head office of the Company in Hong Kong (Room 1702, 17th Floor, CRE Building (change of building name to OfficePlus@Wan Chai effective 1 April 2014), No.303 Hennessy Road, Wanchai, Hong Kong) for the attention of the company secretary of the Company who will forward them to the chairman of the Board for handling.

### (III) PROCEDURES FOR SHAREHOLDERS OF THE COMPANY TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

Shareholders of the Company can follow Article 58 of the Articles of Association for including a resolution under valid requisition of an EGM. Details are set out in "Procedures for Shareholders of the Company to Convene an Extraordinary General Meeting" above.



# Corporate Governance Report

Pursuant to Article 88 of the Articles of Association of the Company, in the event that a general meeting is to be held for the purpose of electing a Director, if a shareholder of the Company (other than the person to be proposed as a Director) who is qualified to attend and vote at that general meeting wishes to propose a person other than a retiring Director for election as a Director at that general meeting, he/she can deposit a signed written notice (the "Written Notice") of his/her intention to propose such person as a Director together with a notice signed by the person to be proposed of his/her willingness to be elected at the head office of the Company in Hong Kong (Room 1702, 17th Floor, CRE Building (change of building name to OfficePlus@Wan Chai effective 1 April 2014), No.303 Hennessy Road, Wanchai, Hong Kong) or at the Company's Hong Kong branch share registrar (Computershare Hong Kong Investor Services Limited, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). The minimum length of the period, during which the Written Notice is given, shall be at least seven days and that (if the Written Notice is submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of the Written Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

In order for the Company to inform its shareholders of the proposed nomination for election, the Written Notice must state the full name of the person proposed for election as a Director, including the person's biographical details as required by rule 13.51(2) of the Listing Rules.

## J. INTERNAL CONTROLS

The Board has overall responsibility for maintaining a sound and effective system of internal control and for reviewing its effectiveness, particularly in respect of the controls on financial, operational, compliance and risk management, to safeguard shareholders' investment and the Group's assets.

During the Year, the Board appointed an external consultant, BDO Financial Services Limited to conduct a review of the internal control system of the Group and the results of the internal control review were submitted to the audit committee for consideration. The audit committee has reviewed the results of the internal control review and is satisfied with the adequacy of the system of internal control of the Group.

## K. INVESTOR RELATIONS

There was no change in the Company's constitutional documents during the Year.

# Directors' Report

The Directors are pleased to present their annual report together with the audited consolidated financial statements for the Year.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company and has engaged in trading of capacitors since 1 January 2013. Principal activities and particulars of the Company's subsidiaries are set out in note 39 to the consolidated financial statements.

An analysis of the Group's sales and operating results for the Year by principal activities is set out in note 5 to the consolidated financial statements.

## MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers accounted for less than 30% of the sales of the Group for the Year.

The percentages of purchases for the Year attributable to the Group's largest supplier and the Group's five largest suppliers were 15.44% and 36.27%, respectively.

None of the Directors, their associates or any shareholders (which to the knowledge of the Directors owned more than 5% of the Company's share capital) has a beneficial interest in the Group's five largest suppliers.

## RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 35.

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

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment during the Year are set out in note 14 to the consolidated financial statements.

## BORROWINGS

Borrowings repayable on demand or within one year are classified under current liabilities. Details of the long term borrowings are set out in note 24 to the consolidated financial statements.

## PENSION SCHEMES

Details of the pension schemes are set out in note 26 to the consolidated financial statements.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 28 to the consolidated financial statements.



# Directors' Report

## RESERVES

Details of the movements in reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 38.

As at 31 December 2013, the aggregate amount of reserves available for distribution to equity shareholders of the Company was approximately RMB414,467,000 (31 December 2012: RMB419,272,000).

## FIVE-YEAR FINANCIAL SUMMARY

A five-year financial summary of the Group is set out on page 100.

## DIRECTORS

The Directors during the Year and up to the date of this report were:

### EXECUTIVE DIRECTORS

Mr. LIN Chin Tsun (*Chairman and President*)

Ms. CHOU Chiu Yueh (*Vice-President*)

Mr. LIN Yuan Yu (*Chief Executive Officer*)

Ms. LIN I Chu

### NON-EXECUTIVE DIRECTOR

Ms. LIU Fang Chun

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAI Chung Ching

Mr. LU Hong Te

Mr. TUNG Chin Chuan

In accordance with Article no. 87 of the Company's Articles of Association, Ms. Chou Chiu Yueh, Mr. Lai Chung Ching and Ms. Liu Fang Chun will retire from office by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

### DIRECTORS' SERVICE CONTRACTS

None of the retiring Directors has a service contract with the Company or any of its subsidiaries which is not terminable within one year without payment of compensation other than statutory compensation.

### INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATION OF INDEPENDENCE

The Company has received independence confirmation from each of the independent non-executive Directors and considers them to be independent.



# Directors' Report

## DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 34 to the consolidated financial statements, no contracts of significance in relation to the Company's business to which the Company, its subsidiaries, its fellow subsidiaries or its holding companies was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the Year.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year and up to the date of this report, none of the Directors nor their respective associates was interested in any business which is considered to compete or is likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Listing Rules.

## RELATED PARTY TRANSACTIONS

Details of the related party transactions are set out in note 34 to the consolidated financial statements. The related party transactions either did not constitute connected transactions/continuing connected transactions or constituted connected transactions/continuing connected transactions but were exempt from all disclosure and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## SHARE OPTIONS

### SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 3 April 2007. No options have been granted under the Share Option Scheme since its adoption.

A summary of the Share Option Scheme is set below:

#### 1. Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to recognize and acknowledge the contributions of the participants to the Group by granting options to them as incentives or rewards.

#### 2. Participants of the Share Option Scheme

- (i) any executive and employee of the Group; or
- (ii) any director (including non-executive directors and independent non-executive directors) of the Group; or
- (iii) any consultant, adviser and/or agent of the Group.

#### 3. Total number of shares available for issue under the Share Option Scheme and % of issued share capital at 27 March 2014

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Group must not in aggregate exceed 84,455,984 shares (approximately 10% of the issued share capital of the Company).



## Directors' Report

#### 4. Maximum entitlement of each participant under the Share Option Scheme

The maximum entitlement for each participant is that the total number of shares of the Company issued and to be issued upon exercise of the options granted to each participant (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue. Any grant of further options above this limit shall be subject to certain requirements as stipulated in the rules of the Share Option Scheme.

#### 5. The period within which the shares must be taken up under an option

The period commencing from the date of grant and expiring at 5:00 p.m. on the business day (being a day on which the Stock Exchange is open for the business of dealing in securities ("Business Day"))(i) preceding the fifth anniversary of the date of grant or (ii) preceding the expiry of the Share Option Scheme, whichever is the earlier.

#### 6. The minimum period for which an option must be held before it can be exercised

No option may be exercised until the expiry of 12 months after the date of grant.

#### 7. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made, or loans for such purposes must be repaid

Nil.

#### 8. The basis of determining the exercise price

The exercise price is determined by the Board and shall at least be the higher of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of offer, which must be a Business Day; and (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of offer.

Or (where applicable) such price as from time to time adjusted pursuant to the Share Option Scheme.

#### 9. The remaining life of the Share Option Scheme

The Share Option Scheme is valid and effective for a period of 10 years commencing on 3 April 2007 and will expire at 5:00 p.m. on the Business Day preceding the tenth anniversary thereof.

# Directors' Report

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

As at 31 December 2013, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

Name of Director/ chief executive	Capacity and nature of interests	Number of issued shares held	Total interest (a) and approximate percentage of shareholding (b) <sup>(1)</sup>	
			(a)	(b)
Mr. LIN Chin Tsun	Beneficial owner	101,657,378	564,973,947	66.90
	Interest of controlled corporations	395,360,783 <sup>(2)</sup>		
	Interest of spouse	67,955,786		
Ms. CHOU Chiu Yueh	Beneficial owner	67,955,786	564,973,947	66.90
	Interest of controlled corporations	395,360,783 <sup>(2)</sup>		
	Interest of spouse	101,657,378		
Mr. LIN Yuan Yu	Beneficial owner	13,161,622	394,675,621	46.73
	Interest of controlled corporation	374,585,006 <sup>(3)</sup>		
	Interest of spouse	6,928,993		
Ms. LIN I Chu	Beneficial owner	9,429,777	384,014,783	45.47
	Interest of controlled corporation	374,585,006 <sup>(3)</sup>		
Ms. LIU Fang Chun	Beneficial owner	6,928,993	394,675,621	46.73
	Interest of spouse	387,746,628		
Mr. TUNG Chin Chuan	Beneficial owner	3,386,000	3,386,000	0.40
Ms. HU Szu Jung, Carol	Beneficial owner	243,991	243,991	0.03

*Notes:*

- (1) This percentage has been compiled based on the total number of issued shares (i.e. 844,559,841 shares) of the Company as at 31 December 2013.
- (2) Value Management Holding Limited ("VMHL"), of which Mr. Lin Chin Tsun and Ms. Chou Chiu Yueh are directors, owns 374,585,006 shares. Pursuant to the SFO, VMHL is deemed to be controlled by Mr. Lin Chin Tsun and Ms. Chou Chiu Yueh who accordingly are taken to be interested in the 374,585,006 shares held by VMHL.

In accordance with the SFO, each of Mr. Lin Chin Tsun and Ms. Chou Chiu Yueh is deemed to be interested in 20,775,777 shares held by Hung Yu Investment Co., Ltd., a company controlled by both of them.

- (3) Each of Mr. Lin Yuan Yu and Ms. Lin I Chu is deemed to be interested in the 374,585,006 shares held by VMHL under the SFO.



# Directors' Report

Save as disclosed above, as at 31 December 2013, none of the Directors or chief executives of the Company and their associates had any personal, family, corporate and other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

Apart from the foregoing, at no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or any of their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, and no Directors or chief executives or their respective spouses or children under 18 years of age had been granted any right to subscribe for equity or debt securities of the Company nor exercised any such right.

## SUBSTANTIAL SHAREHOLDER

Other than interests disclosed in the section headed "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures" above, as at 31 December 2013, according to the register of interests kept by the Company under section 336 of the SFO, the following entity had interests or short positions in the shares of the Company which fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

Name of shareholder	Capacity and nature of interests	Number of issued shares held directly	Approximate percentage of shareholding*
VMHL	Beneficial owner	374,585,006	44.35

\* This percentage has been compiled based on the total number of issued shares (i.e. 844,559,841 shares) of the Company as at 31 December 2013.

Save as disclosed above, the Directors are not aware of any other persons who, as at 31 December 2013, had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

## MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Year.

## REMUNERATION POLICY

The remuneration policy of the employees of the Group is formulated by the remuneration committee which takes into account individual performance, qualifications and competence.

The remuneration packages of the Directors are decided by the remuneration committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted the Share Option Scheme to provide incentive to the directors and eligible employees of the Group, details of the said scheme are set out in the paragraph headed "Share Options" above.



# Directors' Report

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Year.

## **PRE-EMPTIVE RIGHTS**

No pre-emptive rights exist in the Company's Articles of Association or in the Companies Law of the Cayman Islands, being the jurisdiction in which the Company is incorporated.

## **AUDIT COMMITTEE**

The Company's audit committee is composed of all the three independent non-executive Directors. The audit committee has reviewed the audited consolidated financial statements of the Group for the Year (including the accounting principles and practices), internal controls and financial reporting matters with the management of the Company.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of its Directors, the Directors confirm that the Company has maintained throughout the Year the amount of public float as required under the Listing Rules.

## **AUDITOR**

A resolution for the reappointment of Deloitte Touche Tohmatsu as the Company's auditor for the ensuing year will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**LIN Chin Tsun**

*Chairman*

Hong Kong, 27 March 2014

## Deloitte. 德勤

### TO THE SHAREHOLDERS OF CAPXON INTERNATIONAL ELECTRONIC COMPANY LIMITED

凱普松國際電子有限公司

*(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Capxon International Electronic Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 35 to 99, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory 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 International Financial Reporting Standards 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, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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 judgment, 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 the 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.



# Independent Auditor's Report

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2013 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

27 March 2014

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2013

	NOTES	2013 RMB'000	2012 RMB'000 (restated)
Revenue	5	1,072,741	970,975
Cost of sales		(874,030)	(795,370)
Gross profit		198,711	175,605
Other income	6A	4,797	5,252
Gain on disposal of freehold land in Taiwan		–	12,235
Other gains and losses	7	(3,716)	4,685
Distribution and selling costs		(63,358)	(54,587)
Administrative expenses		(77,438)	(77,754)
Other expenses	6B	(19,676)	(17,310)
Finance costs	8	(20,213)	(37,971)
Profit before tax		19,107	10,155
Income tax expense	9	(13,117)	(12,360)
Profit (loss) for the year	10	5,990	(2,205)
<b>Other comprehensive income (expense)</b>			
<b>Item that will not be reclassified to profit or loss:</b>			
Remeasurement of defined benefit obligations		541	(1,212)
<b>Item that may be subsequently reclassified to profit or loss:</b>			
Exchange differences arising on translation		1,471	(408)
Other comprehensive income (expense) for the year		2,012	(1,620)
Total comprehensive income (expense) for the year		8,002	(3,825)
Profit (loss) for the year attributable to:			
Owners of the Company		5,446	(2,957)
Non-controlling interests		544	752
		5,990	(2,205)
Total comprehensive income (expense) attributable to:			
Owners of the Company		7,410	(4,495)
Non-controlling interests		592	670
		8,002	(3,825)
Earnings (loss) per share (RMB cents)	13		
– Basic		0.64	(0.35)
– Diluted		N/A	(0.35)



# Consolidated Statement of Financial Position

At 31 December 2013

	NOTES	31.12.2013 RMB'000	31.12.2012 RMB'000 (restated)	1.1.2012 RMB'000 (restated)
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment	14	589,956	629,463	713,004
Land use rights	15	41,537	42,572	26,511
Intangible assets	16	4,388	7,835	10,174
Deferred tax assets	17	1,010	1,079	1,237
Deposits paid for acquisition of property, plant and equipment		57,622	34,504	26,807
Deposits paid for land use rights		–	–	8,440
		<b>694,513</b>	715,453	786,173
<b>CURRENT ASSETS</b>				
Inventories	18	163,822	189,661	229,213
Land use rights	15	1,031	1,031	669
Trade and other receivables	19	457,272	455,892	417,058
Available-for-sale investments		–	–	7,000
Tax recoverable		183	2,534	–
Pledged bank deposits	21	41,264	58,951	100,205
Bank balances and cash	22	87,867	124,373	121,066
		<b>751,439</b>	832,442	875,211
<b>CURRENT LIABILITIES</b>				
Trade and other payables	23	231,969	199,875	183,759
Bank borrowings	24	372,987	498,893	616,207
Amounts due to related parties	25	13,893	33,393	11,866
Tax liabilities		14,441	14,088	12,738
		<b>633,290</b>	746,249	824,570
<b>NET CURRENT ASSETS</b>		<b>118,149</b>	86,193	50,641
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>812,662</b>	801,646	836,814
<b>NON-CURRENT LIABILITIES</b>				
Bank borrowings	24	204	1,085	39,101
Defined benefit obligations	26	6,781	7,440	5,817
Deferred income	27	22,204	17,050	12,000
Deferred tax liabilities	17	–	600	600
		<b>29,189</b>	26,175	57,518
		<b>783,473</b>	775,471	779,296



# Consolidated Statement of Financial Position

At 31 December 2013

	NOTES	31.12.2013 RMB'000	31.12.2012 RMB'000 (restated)	1.1.2012 RMB'000 (restated)
<b>CAPITAL AND RESERVES</b>				
Share capital	28	<b>82,244</b>	82,244	82,244
Share premium and reserves		<b>691,591</b>	682,210	686,705
Equity attributable to owners of the Company		<b>773,835</b>	764,454	768,949
Non-controlling interests		<b>9,638</b>	11,017	10,347
		<b>783,473</b>	775,471	779,296

The consolidated financial statements on pages 35 to 99 were approved and authorised for issue by the Board of Directors on 27 March 2014 and are signed on its behalf by:

**LIN Chin Tsun**  
DIRECTOR

**CHOU Chiu Yueh**  
DIRECTOR

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2013

	Attributable to owners of the Company									Non-controlling interests	Total
	Share capital	Share premium	Capital reserve	Share option reserve	Statutory reserve	Translation reserve	Other reserve	Retained profits	Total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			(Note i)		(Note ii)		(Note iii)				
At 1 January 2012 (originally stated)	82,244	436,626	(30,753)	6,371	86,238	21,017	-	166,956	768,699	10,338	779,037
Effect of changes in accounting policies (see note 2)	-	-	-	-	-	-	-	250	250	9	259
At 1 January 2012 (restated)	82,244	436,626	(30,753)	6,371	86,238	21,017	-	167,206	768,949	10,347	779,296
(Loss) profit for the year	-	-	-	-	-	-	-	(2,957)	(2,957)	752	(2,205)
Other comprehensive expense for the year (restated)	-	-	-	-	-	(368)	-	(1,170)	(1,538)	(82)	(1,620)
Total comprehensive (expense) income (restated)	-	-	-	-	-	(368)	-	(4,127)	(4,495)	670	(3,825)
Release on lapse of share options (Note 31)	-	-	-	(6,371)	-	-	-	6,371	-	-	-
Appropriation	-	-	-	-	6,385	-	-	(6,385)	-	-	-
At 31 December 2012 (restated)	82,244	436,626	(30,753)	-	92,623	20,649	-	163,065	764,454	11,017	775,471
Profit for the year	-	-	-	-	-	-	-	5,446	5,446	544	5,990
Other comprehensive income for the year	-	-	-	-	-	1,442	-	522	1,964	48	2,012
Total comprehensive income	-	-	-	-	-	1,442	-	5,968	7,410	592	8,002
Deemed acquisition on additional interest of a subsidiary	-	-	-	-	-	-	1,971	-	1,971	(1,971)	-
Appropriation	-	-	-	-	4,051	-	-	(4,051)	-	-	-
At 31 December 2013	82,244	436,626	(30,753)	-	96,674	22,091	1,971	164,982	773,835	9,638	783,473

## Notes:

- (i) The capital reserve represents the aggregate of the difference between the consolidated shareholders' funds of the subsidiaries at the date on which they were acquired by the Company, and the nominal amount of the Company's ordinary shares issued in exchange at the time of a group reorganisation prior to the listing of the Company's ordinary shares on The Stock Exchange of Hong Kong Limited.
- (ii) Under the relevant regulations in the People's Republic of China (the "PRC"), certain subsidiaries of the Company which established in the PRC are required to make appropriation to the statutory reserve fund at 10% of their profit after tax based on their statutory financial statements. The statutory reserve fund may only be used, upon approval by the relevant authorities, to offset accumulated losses or to increase the capital of those subsidiaries.

According to the laws and regulations of Taiwan, a subsidiary of the Company which incorporated in Taiwan is required to set aside 10% of its statutory net income each year for legal reserve, until the reserve balance has reached the paid-in share capital amount.

- (iii) During the year ended 31 December 2013, the Group accounted for the deemed acquisition on additional interest of a subsidiary without losing control as equity transaction and the difference between the carrying amount of non-controlling interests and the fair value of the consideration paid, amounting to RMB1,971,000, was recognised in other reserve.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2013

	2013 RMB'000	2012 RMB'000
<b>OPERATING ACTIVITIES</b>		
Profit before tax	19,107	10,155
Adjustments for:		
Amortisation of intangible assets	3,367	3,389
Amortisation of land use rights	1,035	1,058
Bank interest income	(1,306)	(1,708)
Depreciation of property, plant and equipment	76,599	77,183
Finance costs	20,213	37,971
Gain on disposal of available-for-sale investments	–	(3)
Gain on disposal of freehold land in Taiwan	–	(12,235)
Impairment loss on trade receivables	148	3,543
Impairment loss on other receivables	432	–
Loss on disposal of property, plant and equipment	4,124	1,768
Provision for the defined benefit pension plans	321	262
Release of deferred income	(246)	(240)
Reversal of impairment loss on trade receivables	(3,090)	(6,917)
Reversal of impairment loss on other receivables	–	(4,501)
Write-down of inventories	24,527	5,049
Operating cash flows before movements in working capital	145,231	114,774
Decrease in defined benefit obligations	(21)	(13)
Decrease in inventories	1,312	34,503
Increase in trade and other receivables	(42,979)	(86,765)
Decrease in amount due to a related party	(107)	(22)
Increase in trade and other payables	29,513	10,635
Cash generated from operations	132,949	73,112
Income tax paid	(10,344)	(13,386)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>122,605</b>	<b>59,726</b>
<b>INVESTING ACTIVITIES</b>		
Withdrawal of pledged bank deposits	58,951	42,001
Proceeds on disposal of property, plant and equipment	2,035	1,606
Interest received	1,306	1,708
Placement of pledged bank deposits	(41,264)	(747)
Purchase of property, plant and equipment	(37,734)	(49,206)
Deposits paid for acquisition of property, plant and equipment	(29,570)	(8,728)
Additions to intangible assets	(28)	(971)
Proceeds on disposal of freehold lands in Taiwan	–	66,450
Disposal of available-for-sale investments	–	7,003
Payment for land use rights	–	(3,560)
<b>NET CASH (USED IN) FROM INVESTING ACTIVITIES</b>	<b>(46,304)</b>	<b>55,556</b>



# Consolidated Statement of Cash Flows

For the year ended 31 December 2013

	2013 RMB'000	2012 RMB'000
FINANCING ACTIVITIES		
Repayment of bank borrowings	(826,743)	(918,072)
Interest paid	(20,213)	(37,971)
Repayment to related parties	(19,393)	(8,451)
New bank borrowings raised	706,226	743,410
Advances drawn on bills receivable discounted with recourse	42,278	73,060
Receipts of government grants	5,400	5,290
Advance from related parties	-	30,000
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(112,445)</b>	<b>(112,734)</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(36,144)</b>	<b>2,548</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>(362)</b>	<b>759</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>124,373</b>	<b>121,066</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash</b>	<b>87,867</b>	<b>124,373</b>



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its ultimate controlling parties are Mr. Lin Chin Tsun and Ms. Chou Chiu Yueh. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The Company is an investment holding company and also engaged in the trading of capacitors. Particulars and principal activities of its subsidiaries are set out in Note 39.

The consolidated financial statements are presented in Renminbi (“RMB”), which is the same as the functional currency of the Company.

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

### APPLICATION OF NEW AND REVISED IFRSs (DISCLOSURE OF A DETAILED LIST OF NEW AND REVISED IFRSs)

The Group has applied the following new and revised IFRSs issued by International Accounting Standards Board for the first time in the current year:

Amendments to IFRSs	Annual Improvements to IFRSs 2009–2011 Cycle
Amendments to IFRS 7	Disclosures – offsetting Financial Assets and Financial Liabilities
Amendments to IFRS 10, IFRS 11 and IFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interest in Other Entities: Transition Guidance
IFRS 10	Consolidated Financial Statements
IFRS 11	Joint Arrangements
IFRS 12	Disclosure of Interests in Other Entities
IFRS 13	Fair Value Measurement
IAS 19 (as revised in 2011)	Employee Benefits
IAS 27 (as revised in 2011)	Separate Financial Statements
IAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures
Amendments to IAS 1	Presentation of Items of Other Comprehensive Income
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine

Except as described below, the application of these new and revised standards and interpretations in the current year has had no material effect on the amounts reported in these consolidated financial statements and/or disclosures set out in these consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (continued)

### IFRS 10 CONSOLIDATED FINANCIAL STATEMENTS

IFRS 10 replaces the parts of IAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements and SIC 12 *Consolidation – Special Purpose Entities*. IFRS 10 changes the definition of control such that an investor has control over an investee when a) it has power over the investee, b) it is exposed, or has rights, to variable returns from its involvement with the investee and c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in IFRS 10 to explain when an investor has control over an investee.

The application of IFRS 10 has no effect on the Group as the Company has control over all group companies under IAS 27 and IFRS 10, and no additional investee ought to be consolidated under IFRS 10.

### IFRS 12 DISCLOSURE OF INTERESTS IN OTHER ENTITIES

IFRS 12 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the application of IFRS 12 has resulted in more extensive disclosures in the consolidated financial statements.

The application of IFRS 12 has no material impact on the disclosure requirement for the Group as the non-controlling interests of its subsidiaries are not material to the Group.

### AMENDMENTS TO IAS 1 PRESENTATION OF ITEMS OF OTHER COMPREHENSIVE INCOME

The Group has applied the amendments to IAS 1 *Presentation of Items of Other Comprehensive Income*. Under the adoption of the amendments to IAS 1, the Group's "statement of comprehensive income" is renamed as a "statement of profit or loss and other comprehensive income". Furthermore, the amendments to IAS 1 require additional disclosures to be made in the other comprehensive section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the existing option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to IAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

### IAS 19 EMPLOYEE BENEFITS (AS REVISED IN 2011)

In the current year, the Group has applied IAS 19 *Employee Benefits (as revised in 2011)* and the related consequential amendments for the first time.

IAS 19 (as revised in 2011) changes the accounting for defined benefit plans and termination benefits. The most significant change relates to the accounting for changes in defined benefit obligations and plan assets.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (continued)

### IAS 19 EMPLOYEE BENEFITS (AS REVISED IN 2011) (continued)

Under the previous accounting policy, cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each financial year end date. Actuarial gains and losses which exceed 10 per cent of the greater of the present value of the Group's defined benefit obligations and the fair value of plan assets at the end of the previous reporting period are amortised over the expected average remaining working lives of the participating employees.

The amendments require the recognition of changes in defined benefit obligations and in the fair value of plan assets when they occur, and hence eliminate the 'corridor approach' permitted under the previous version of IAS 19 and accelerate the recognition of past service costs. All actuarial gains and losses are recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus. Furthermore, the interest cost and expected return on plan assets used in the previous version of IAS 19 are replaced with a 'net interest' amount under IAS 19 (as revised in 2011), which is calculated by applying the discount rate to the net defined benefit liability or asset.

In addition, IAS 19 (as revised in 2011) introduces certain changes in the presentation of the defined benefit cost including more extensive disclosures, which are set out in note 26. The Group has applied the relevant transitional provisions and restated the comparative amounts on a retrospective basis. The impacts on the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2012 and the consolidated statement of financial position as at 31 December 2012 and 1 January 2012 are described below.

### Summary of the effect of changes in accounting policy in relation to IAS 19

The effect of the change in accounting policy in relation to IAS 19 (as revised in 2011) described above on the results for the current and prior years by line items are as follows:

### Impact on liabilities and equity as at 31 December 2012 of the application of IAS 19 (as revised in 2011)

	31 December 2012 (originally stated) RMB'000	Adjustment RMB'000	31 December 2012 (restated) RMB'000
Defined benefit obligations	6,487	953	7,440
Non-controlling interests	11,050	(33)	11,017
Retained profits	163,985	(920)	163,065
Total effect on equity	175,035	(953)	174,082



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (continued)

### IAS 19 EMPLOYEE BENEFITS (AS REVISED IN 2011) (continued)

Impact on liabilities and equity as at 1 January 2012 of the application of IAS 19 (as revised in 2011)

	1 January 2012 (originally stated) RMB'000	Adjustment RMB'000	1 January 2012 (restated) RMB'000
Defined benefit obligations	6,076	(259)	5,817
Non-controlling interests	10,338	9	10,347
Retained profits	166,956	250	167,206
Total effect on equity	177,294	259	177,553

Impact on total comprehensive income (expense) for the year of the application of IAS 19 (as revised in 2011)

	2013 RMB'000	2012 RMB'000
Impact on other comprehensive income (expense) for the year		
Decrease (increase) in remeasurement of defined benefit obligations	541	(1,212)
Increase in total comprehensive income (expense) for the year attributable for:		
Owners of the Company	522	(1,170)
Non-controlling interests	19	(42)
	541	(1,212)

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (continued)

### NEW AND REVISED IFRSs IN ISSUED BUT NOT YET EFFECTIVE

The Group has not early applied the following new and revised IFRSs that have been issued but are not yet effective:

Amendments to IFRSs	Annual improvements to IFRSs 2010–2012 cycle <sup>4</sup>
Amendments to IFRSs	Annual improvements to IFRSs 2011–2013 cycle <sup>2</sup>
IFRS 9	Financial instruments <sup>3</sup>
Amendments to IFRS 9 and IFRS 7	Mandatory Effective Date of IFRS 9 and Transition Disclosures <sup>3</sup>
Amendments to IFRS 10, IFRS 12 and IAS 27	Investment Entities <sup>1</sup>
Amendments to IAS 19	Defined Benefit Plans: Employee Contributions <sup>2</sup>
Amendments to IAS 32	Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
Amendments to IAS 36	Recoverable Amount Disclosures for Non-Financial Assets <sup>1</sup>
Amendments to IAS 39	Novation of Derivatives and Continuation of Hedge Accounting <sup>1</sup>
IFRS 14	Regulatory Deferral Accounts <sup>5</sup>
IFRIC 21	Levies <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014.

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2014.

<sup>3</sup> Available for application – the mandatory effective date will be determined when the outstanding phases of IFRS 9 are finalised.

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2014, with limited exceptions.

<sup>5</sup> Effective for first annual IFRSs financial statements beginning on or after 1 January 2016.

### Annual Improvements to IFRSs 2010–2012 Cycle

The Annual Improvements to IFRSs 2010–2012 Cycle include a number of amendments to various IFRSs, which are summarised below.

The amendments to IFRS 2 (i) change the definitions of 'vesting condition' and 'market condition'; and (ii) add definitions for 'performance condition' and 'service condition' which were previously included within the definition of 'vesting condition'. The amendments to IFRS 2 are effective for share-based payment transactions for which the grant date is on or after 1 July 2014.

The amendments to IFRS 3 clarify that contingent consideration that is classified as an asset or a liability should be measured at fair value at each reporting date, irrespective of whether the contingent consideration is a financial instrument within the scope of IFRS 9 or IAS 39 or a non-financial asset or liability. Changes in fair value (other than measurement period adjustments) should be recognised in profit and loss. The amendments to IFRS 3 are effective for business combinations for which the acquisition date is on or after 1 July 2014.

The amendments to IFRS 8 (i) require an entity to disclose the judgements made by management in applying the aggregation criteria to operating segments, including a description of the operating segments aggregated and the economic indicators assessed in determining whether the operating segments have 'similar economic characteristics'; and (ii) clarify that a reconciliation of the total of the reportable segments' assets to the entity's assets should only be provided if the segment assets are regularly provided to the chief operating decision-maker.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") *(continued)*

### **NEW AND REVISED IFRSs IN ISSUED BUT NOT YET EFFECTIVE** *(continued)*

#### **Annual Improvements to IFRSs 2010–2012 Cycle** *(continued)*

The amendments to the basis for conclusions of IFRS 13 clarify that the issue of IFRS 13 and consequential amendments to IAS 39 and IFRS 9 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of discounting is immaterial.

The amendments to IAS 16 and IAS 38 remove perceived inconsistencies in the accounting for accumulated depreciation/amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amended standards clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset and that accumulated depreciation/amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The amendments to IAS 24 clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However, disclosure of the components of such compensation is not required.

The directors of the Company do not anticipate that the application of the amendments included in the Annual Improvements to IFRSs 2010–2012 Cycle will have a material effect on the Group's consolidated financial statements.

#### **Annual Improvements to IFRSs 2011–2013 Cycle**

The Annual Improvements to IFRSs 2011–2013 Cycle include a number of amendments to various IFRSs, which are summarised below.

The amendments to IFRS 3 clarify that the standard does not apply to the accounting for the formation of all types of joint arrangement in the financial statements of the joint arrangement itself.

The amendments to IFRS 13 clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of, and accounted for in accordance with, IAS 39 or IFRS 9, even if those contracts do not meet the definitions of financial assets or financial liabilities within IAS 32.

The amendments to IAS 40 clarify that IAS 40 and IFRS 3 are not mutually exclusive and application of both standards may be required. Consequently, an entity acquiring investment property must determine whether:

- (a) the property meets the definition of investment property in terms of IAS 40; and
- (b) the transaction meets the definition of a business combination under IFRS 3.

The directors of the Company do not anticipate that the application of the amendments included in the Annual Improvements to IFRSs 2011-2013 Cycle will have a material effect on the Group's consolidated financial statements.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

### NEW AND REVISED IFRSs IN ISSUED BUT NOT YET EFFECTIVE (continued)

#### IFRS 9 *Financial Instruments*

IFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. IFRS 9 amended in 2011 includes the requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for hedge accounting.

Key requirements of IFRS 9 are described as follows:

- All recognised financial assets that are within the scope of IAS 39 *Financial Instruments: Recognition and Measurement* are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an ‘economic relationship’. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

The directors of the Company anticipate that the application of IFRS 9 will not have a significant impact on the consolidated financial statements of the Group.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") *(continued)*

### **NEW AND REVISED IFRSs IN ISSUED BUT NOT YET EFFECTIVE** *(continued)*

#### **Amendments to IAS 19 Defined Benefit Plans: Employee Contributions**

The amendments to IAS 19 clarify how an entity should account for contributions made by employees or third parties to defined benefit plans, based on whether those contributions are dependent on the number of years of service provided by the employee.

For contributions that are independent of the number of years of service, the entity may either recognise the contributions as a reduction in the service cost in the period in which the related service is rendered, or to attribute them to the employees' periods of service using the projected unit credit method; whereas for contributions that are dependent on the number of years of service, the entity is required to attribute them to the employees' periods of service.

The directors of the Company do not anticipate that the application of these amendments to IAS 19 will have a significant impact on the Group's consolidated financial statements.

The directors of the Company anticipate that the application of the other new and revised standards and interpretations issued but not yet effective will have no material effect on amounts reported in the consolidated financial statements and/or disclosures set out in these consolidated financial statements of the Group.

## 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force immediately before 3 March 2014.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments are measured at fair values at initial recognition, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope for IFRS 2 *Share-based payment*, leasing transactions that are within the scope of IAS 17 *Leases* and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

### **BASIS OF CONSOLIDATION**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### **BASIS OF CONSOLIDATION** *(continued)*

#### **Changes in the Group's ownership interests in existing subsidiaries**

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

### **REVENUE RECOGNITION**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of sales related taxes.

Revenue from the sale of goods is recognised when the goods are delivered and title has been passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### **PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than freehold land and construction in progress as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than freehold land and construction in progress less their residual values over their estimated useful lives, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### **PROPERTY, PLANT AND EQUIPMENT** *(continued)*

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

No depreciation is provided in respect of freehold land.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### **LEASING**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### **The Group as lessee**

Operating lease payments are recognised as an expense on a straight line basis over the lease terms.

### **LEASEHOLD LAND AND BUILDING**

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "land use rights" in the consolidated statement of financial position and is amortised over the lease terms on a straight line basis.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interest as appropriate).

### BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### GOVERNMENT GRANTS

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### RETIREMENT BENEFIT COSTS

Payments to defined contribution retirement benefit plans, state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are charged as expenses when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained profits and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The Group presents the first two components of defined benefit costs in profit or loss as employee benefit expenses. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

### TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### **TAXATION** *(continued)*

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

### **INTANGIBLE ASSETS**

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss in the period when the asset is derecognised.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### INTANGIBLE ASSETS *(continued)*

#### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

### INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the weighted average method. Net realisable value represents the estimate selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### FINANCIAL INSTRUMENTS *(continued)*

#### Financial assets

The Group's financial assets are classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

#### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

#### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, bills receivable discounted with recourse, pledged bank deposits, and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

#### *Impairment of financial assets*

Financial assets, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 30 days to 180 days and observable changes in national or local economic conditions that correlate with default on receivables.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### FINANCIAL INSTRUMENTS *(continued)*

#### Financial assets *(continued)*

##### *Impairment of financial assets (continued)*

For financial assets carried at amortised cost, the amount of the impairment loss recognised is difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

#### Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the group entities are recognised at the proceed received, net of direct issue costs.

##### *Financial liabilities*

Financial liabilities including trade and other payables, bank borrowings and amounts due to related parties are subsequently measured at amortised cost, using the effective interest method.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### FINANCIAL INSTRUMENTS *(continued)*

#### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Where the Group has a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the possible obligation is disclosed as contingent liability.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### SHARE-BASED PAYMENT ARRANGEMENTS

#### Equity-settled share-based payment transactions

##### *Share options granted to employees*

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment in share option reserve.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

### IMPAIRMENT LOSSES ON TANGIBLE AND INTANGIBLE ASSETS

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company makes various estimates about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### ESTIMATED IMPAIRMENT OF TRADE RECEIVABLES

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are different from expected, a material impairment or reversal may arise.

As at 31 December 2013, the carrying amount of trade receivables is RMB397,261,000 (net of allowance for doubtful debts of RMB12,125,000) (2012: carrying amount of RMB350,574,000, net of allowance for doubtful debts of RMB15,818,000).

### ALLOWANCE FOR INVENTORIES

The Group exercises their estimates in making allowance for inventories. The Group reviews the inventory listing at the end of the reporting period, and makes allowance for obsolete and slow-moving inventory items identified that no longer suitable for use in operation. Management estimates the net realisable value for such items based primarily on the latest invoice prices, sales after year end and current market conditions. As at 31 December 2013, the carrying amount of inventories is RMB163,822,000 (net of allowance for inventories of RMB47,041,000) (2012: RMB189,661,000, net of allowance for inventories of RMB22,514,000).

## 5. REVENUE AND SEGMENTAL INFORMATION

Revenue represents the amounts received and receivable for goods sold, net of sales taxes, discounts and returns, for the year.

Information reported to the chief operating decision makers (i.e. the executive directors of the Company) for the purposes of resources allocation and assessment of segment performance focuses on types of products.

The Group's reportable and operating segments are as follows:

Capacitors	–	Manufacture and sale of capacitors
Aluminum foils	–	Manufacture and sale of aluminum foils

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 5. REVENUE AND SEGMENTAL INFORMATION *(continued)*

### SEGMENT REVENUE AND RESULTS

The following is an analysis of the Group's revenue and results by reportable and operating segments.

#### For the year ended 31 December 2013

	Capacitors RMB'000	Aluminum foils RMB'000	Segment total RMB'000	Elimination RMB'000	Total RMB'000
External sales	921,332	151,409	1,072,741	–	1,072,741
Inter-segment sales	–	287,098	287,098	(287,098)	–
Segment revenue	921,332	438,507	1,359,839	(287,098)	1,072,741
Segment profit (loss)	37,225	19,961	57,186	(9,436)	47,750
Interest income					1,306
Unallocated corporate expense					(9,736)
Finance costs					(20,213)
Profit before tax					19,107

#### For the year ended 31 December 2012

	Capacitors RMB'000	Aluminum foils RMB'000	Segment total RMB'000	Elimination RMB'000	Total RMB'000
External sales	780,422	190,553	970,975	–	970,975
Inter-segment sales	–	221,602	221,602	(221,602)	–
Segment revenue	780,422	412,155	1,192,577	(221,602)	970,975
Segment profit (loss)	57,356	(4,047)	53,309	3,458	56,767
Interest income					1,708
Unallocated corporate expense					(10,349)
Finance costs					(37,971)
Profit before tax					10,155

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 5. REVENUE AND SEGMENTAL INFORMATION *(continued)*

### SEGMENT REVENUE AND RESULTS *(continued)*

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit (loss) represents the profit earned by (loss from) each segment without allocation of central administration costs, interest income and finance costs. However, the related bank balances and the bank borrowings of the reportable segments are reported to the Group's chief decision makers as part of segment assets and liabilities. In addition, tax expense are not allocated to segments while tax liabilities and deferred tax assets are allocated as part of segment liabilities and segment assets respectively. This is the measure reported to the Group's chief decision makers for the purposes of resource allocation and assessment of segment performance.

Inter-segment sales are charged at prevailing market rates.

### SEGMENT ASSETS AND LIABILITIES

The following is an analysis of the Group's assets and liabilities by reportable segments:

	2013 RMB'000	2012 RMB'000 (restated)
<b>Segment assets</b>		
Capacitors	916,174	860,479
Aluminum Foils	628,260	757,084
Total segment assets	1,544,434	1,617,563
Elimination – inter-segment balances	(101,489)	(70,891)
Unallocated assets	3,007	1,223
Consolidated assets	1,445,952	1,547,895
<b>Segment liabilities</b>		
Capacitors	468,429	411,474
Aluminum Foils	294,063	430,840
Total segment liabilities	762,492	842,314
Elimination – inter-segment balances	(101,489)	(70,891)
Unallocated liabilities	1,476	1,001
Consolidated liabilities	662,479	772,424

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets, other than deposits and prepayment and bank balances of the Company, are allocated to reportable segments; and
- all liabilities, other than other payables of the Company, are allocated to reportable segments.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 5. REVENUE AND SEGMENTAL INFORMATION *(continued)*

### GEOGRAPHICAL INFORMATION

The geographical information about its non-current assets excluded deferred tax assets by geographical location of the assets are detailed below:

	2013 RMB'000	2012 RMB'000
The PRC	680,418	695,681
Taiwan	13,085	18,693
	<b>693,503</b>	714,374

Revenue from external customers by geographical location of customers are as follows:

	2013 RMB'000	2012 RMB'000
Revenue from external customers:		
The PRC	853,502	763,948
Taiwan	24,618	26,568
Other Asian countries <i>(Note)</i>	162,295	156,705
Europe <i>(Note)</i>	13,856	15,068
Americas and Africa <i>(Note)</i>	18,470	8,686
	<b>1,072,741</b>	970,975

*Note:* The countries of the external customers included in these categories comprised Korea, Japan, Singapore, India, Israel, Germany, Turkey, Italy, Russia, Spain and others (2012: Japan, Korea, Malaysia, Singapore, Germany, Italy, Spain and others). No further analysis by countries of these categories is presented because the revenue from each individual country is insignificant to the total revenue.

### INFORMATION ABOUT MAJOR CUSTOMERS

During both years, none of the Group's individual customers contributed more than 10% of the Group's revenue.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 5. REVENUE AND SEGMENTAL INFORMATION *(continued)*

### OTHER SEGMENT INFORMATION

Amount included in the measure of segment profit (loss) or segment assets:

For the year ended 31 December 2013

	Capacitors RMB'000	Aluminum foils RMB'000	Total RMB'000
Depreciation and amortisation	38,447	42,554	81,001
Additions to non-current assets <i>(Note)</i>	68,521	5,263	73,784
Reversal of impairment loss on trade receivables	(2,942)	–	(2,942)
Impairment loss on other receivables	432	–	432
Loss (gain) on disposal of property, plant and equipment	4,209	(85)	4,124
Write-down of inventories	23,527	1,000	24,527

For the year ended 31 December 2012

	Capacitors RMB'000	Aluminum foils RMB'000	Total RMB'000
Depreciation and amortisation	40,066	41,564	81,630
Additions to non-current assets <i>(Note)</i>	29,049	39,640	68,689
(Reversal of impairment loss) impairment loss on trade receivables	(3,678)	304	(3,374)
Reversal of impairment loss on other receivables	(4,501)	–	(4,501)
Loss (gain) on disposal of property, plant and equipment	1,788	(20)	1,768
Gain on disposal of freehold lands in Taiwan	(12,235)	–	(12,235)
Write-down of inventories	4,193	856	5,049

*Note:* Non-current assets excluded deferred tax assets.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 6. OTHER INCOME/EXPENSES

### A. OTHER INCOME

	2013 RMB'000	2012 RMB'000
Bank interest income	1,306	1,708
Government grant ( <i>note</i> )	246	2,240
Sales of scrap material	1,209	534
Others	2,036	770
	<b>4,797</b>	<b>5,252</b>

*Note:* During the year ended 31 December 2012, the Group recognised the government grant of RMB2,000,000 upon receipt from Qinghai government which subsidises the manufacturing of aluminum foils products as the predetermined production level of aluminum foils products set out by Qinghai government was fulfilled. In addition, the amount also includes the release of deferred income of RMB246,000 (2012: RMB240,000). Details of the deferred income are set out in Note 27.

There were no unfulfilled conditions attached to these grants and, therefore, the Group recognised the grants upon receipts.

### B. OTHER EXPENSES

	2013 RMB'000	2012 RMB'000
Research and development costs	15,381	13,004
Others	4,295	4,306
	<b>19,676</b>	<b>17,310</b>

## 7. OTHER GAINS AND LOSSES

	2013 RMB'000	2012 RMB'000
Loss on disposal of property, plant and equipment	(4,124)	(1,768)
Gain on disposal of available-for-sale investments	-	3
Impairment loss on trade receivables	(148)	(3,543)
Impairment loss on other receivables	(432)	-
Reversal of impairment loss on trade receivables ( <i>Note</i> )	3,090	6,917
Reversal of impairment loss on other receivables ( <i>Note</i> )	-	4,501
Net foreign exchange losses	(2,102)	(1,425)
	<b>(3,716)</b>	<b>4,685</b>

*Note:* In prior years, the Group made impairment losses against the long outstanding balances with several debtors. During the current year, the Group received the repayments from the counterparties. Accordingly, the Group recognised the reversal of impairment losses.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 8. FINANCE COSTS

	2013 RMB'000	2012 RMB'000
Interest on bank borrowings wholly repayable within five years	19,019	37,179
Interest on amount due to a director	1,194	792
	<b>20,213</b>	<b>37,971</b>

## 9. INCOME TAX EXPENSE

	2013 RMB'000	2012 RMB'000
Current tax:		
– PRC Enterprise Income Tax	15,754	11,550
– Taiwan Corporate Income Tax	1,505	3,002
– Withholding tax on dividend from a PRC subsidiary	600	–
	<b>17,859</b>	<b>14,552</b>
(Over) underprovision in prior years:		
– PRC Enterprise Income Tax	(4,665)	(2,767)
– Taiwan Corporate Income tax	454	417
	<b>(4,211)</b>	<b>(2,350)</b>
Deferred tax (Note 17):		
– Current year	(531)	158
	<b>13,117</b>	<b>12,360</b>

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profit arising in Hong Kong for both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the Group's subsidiaries in the PRC is 25%.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 9. INCOME TAX EXPENSE (continued)

The tax for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

2013

	The PRC		Taiwan		Hong Kong		Others <sup>(1)</sup>		Total	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
Profit (loss) before tax	22,102		2,862		1,637		(7,494)		19,107	
Tax at the statutory tax rate	5,525	25.0	487	17.0	270	16.5	-	-	6,282	32.9
Tax effect of:										
Deductible temporary differences not recognised	5,519	25.0	-	-	-	-	-	-	5,519	28.9
Expenses not deductible for tax	3,431	15.5	219	7.7	129	7.9	-	-	3,779	19.8
(Over) underprovision in prior years	(4,665)	(21.1)	454	15.9	-	-	-	-	(4,211)	(22.0)
Additional charges for the undistributed profit in Taiwan <sup>(2)</sup>	-	-	868	30.3	-	-	-	-	868	4.5
Income not subject to tax	(133)	(0.6)	-	-	(399)	(24.4)	-	-	(532)	(2.8)
Tax loss not recognised	2,553	11.6	-	-	-	-	-	-	2,553	13.4
Utilisation of tax losses previously not recognised	(1,141)	(5.2)	-	-	-	-	-	-	(1,141)	(6.0)
Income tax expense reported in the consolidated statement of profit or loss and other comprehensive income at the Group's effective rate	11,089	50.2	2,028	70.9	-	-	-	-	13,117	68.7



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 9. INCOME TAX EXPENSE (continued)

2012

	The PRC		Taiwan		Hong Kong		Others <sup>(1)</sup>		Total	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
Profit (loss) before tax	5,873		15,041		(361)		(10,398)		10,155	
Tax at the statutory tax rate	1,470	25.0	2,557	17.0	(60)	(16.5)	-	-	3,967	39.2
Tax effect of:										
Deductible temporary differences not recognised	198	3.4	-	-	-	-	-	-	198	2.0
Expenses not deductible for tax	2,725	46.4	559	3.7	149	41.2	-	-	3,433	34.0
(Over) underprovision in prior years	(2,767)	(47.1)	417	2.8	-	-	-	-	(2,350)	(23.2)
Additional charges for the undistributed profit in Taiwan <sup>(2)</sup>	-	-	2,123	14.1	-	-	-	-	2,123	21.0
Income not subject to tax	(500)	(8.5)	(2,080)	(13.8)	(89)	(24.7)	-	-	(2,669)	(26.4)
Tax loss not recognised	7,658	130.4	-	-	-	-	-	-	7,658	75.7

Income tax expense reported in the consolidated statement of profit or loss and other comprehensive income at the Group's effective rate

	8,784	149.6	3,576	23.8	-	-	-	-	12,360	122.2
--	-------	-------	-------	------	---	---	---	---	--------	-------

- (1) The expenses incurred by the holding company incorporated in the Cayman Islands and those subsidiaries incorporated in the British Virgin Islands are not deductible under any jurisdictions.
- (2) Pursuant to relevant tax laws in Taiwan, the Company's subsidiary, Capxon Electronic Industrial Company Limited ("Capxon Taiwan"), is subject to tax on undistributed retained profits for the year, which is equal to 10% of the profit for the year.

Details of deferred taxation for the year are set out in Note 17.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 10. PROFIT (LOSS) FOR THE YEAR

	2013 RMB'000	2012 RMB'000
Profit (loss) for the year has been arrived at after charging:		
Employee benefit expenses (including directors' emoluments ( <i>Note 11</i> )):		
Wages, salaries and allowances	<b>170,966</b>	153,298
Defined contribution pension schemes ( <i>Note 26 (II)</i> )	<b>12,895</b>	7,007
Defined benefit pension plan ( <i>Note 26 (I)</i> )	<b>321</b>	262
	<b>184,182</b>	160,567
Amortisation of intangible assets		
– in cost of sales	<b>3,098</b>	3,161
– in administrative expenses	<b>269</b>	228
Amortisation of land use rights	<b>1,035</b>	1,058
Auditor's remuneration	<b>1,387</b>	1,301
Cost of inventories recognised as an expense (including write-down of inventories of RMB24,527,000 (2012: RMB5,049,000))	<b>874,030</b>	795,370
Depreciation of property, plant and equipment	<b>76,599</b>	77,183

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Details of the emoluments paid or payable to the directors and the chief executive for both years are as follows:

### DIRECTORS AND THE CHIEF EXECUTIVE

Name of directors	Fee RMB'000	Salaries and allowances RMB'000	Performance related incentive payment (Note) RMB'000	Retirement benefit scheme contributions RMB'000	Total RMB'000
<b>2013</b>					
Lin Chin Tsun	–	2,418	120	–	2,538
Chou Chiu Yueh	–	1,210	60	47	1,317
Lin Yuan Yu	–	1,335	60	25	1,420
Liu Fang Chun	–	605	13	8	626
Lin I Chu	–	855	40	60	955
Lai Chung Ching	193	–	–	–	193
Lu Hong Te	106	–	–	–	107
Tung Chin Chuan	107	–	–	–	106
	<b>406</b>	<b>6,423</b>	<b>293</b>	<b>140</b>	<b>7,262</b>

Name of directors	Fee RMB'000	Salaries and allowances RMB'000	Performance related incentive payment (Note) RMB'000	Retirement benefit scheme contributions RMB'000	Total RMB'000
<b>2012</b>					
Lin Chin Tsun	–	2,466	–	–	2,466
Chou Chiu Yueh	–	1,235	–	51	1,286
Lin Yuan Yu	–	1,362	–	29	1,391
Liu Fang Chun	–	620	11	8	639
Lin I Chu	–	873	–	63	936
Lai Chung Ching	197	–	–	–	197
Lu Hong Te	109	–	–	–	109
Tung Chin Chuan	109	–	–	–	109
	<b>415</b>	<b>6,556</b>	<b>11</b>	<b>151</b>	<b>7,133</b>

Note: The amount of performance related incentive payment to each executive director is determined by the Company's remuneration committee, subject to the total amount of bonuses payable to all executive directors in any year cannot exceed 5% of the audited consolidated profit after tax and non-controlling interests but before extraordinary items of the Group (if any) for the relevant year. The board of directors of the Company makes the final decision for the amount of bonus payment to the non-executive directors.

Mr. Lin Yuan Yu is also the Chief Executive of the Group and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS *(continued)*

### EMPLOYEES

Of the five individuals with the highest emoluments in the Group, four (2012: four) were directors of the Company and details of their emoluments are set out above. The emoluments of the remaining individual was as follows:

	2013 RMB'000	2012 RMB'000
Salaries and allowances	753	773
Performance related incentive payment	15	20
	<b>768</b>	793

During the year ended 31 December 2013 and 31 December 2012, no emoluments were paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments during both years.

## 12. DIVIDENDS

No dividends were paid, declared or proposed during both years, nor has any dividend been proposed since the end of the reporting period.

## 13. EARNINGS (LOSS) PER SHARE

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

	2013 RMB'000	2012 RMB'000
<b>Earnings (loss)</b>		
Earnings (loss) for the purposes of basic and diluted earnings (loss) per share		
Profit (loss) for the year attributable to owners of the Company	5,446	(2,957)
	<b>2013</b>	<b>2012</b>
<b>Number of shares</b>		
Number of ordinary shares for the purposes of basic and diluted earnings (loss) per share	844,559,841	844,559,841

Diluted earnings per share is not presented for the year ended 31 December 2013 as there were no potential dilutive ordinary shares outstanding during the year ended 31 December 2013.

The computation of diluted loss per share for the year ended 31 December 2012 did not assume the exercise of the Company's outstanding share options because the exercise price of those options was higher than the average market price of the Company's shares during the year ended 31 December 2012.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 14. PROPERTY, PLANT AND EQUIPMENT

	Freehold land in Taiwan RMB'000	Buildings in Taiwan RMB'000	Buildings in the PRC RMB'000	Plant and machinery RMB'000	Office and other equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
<b>COST</b>								
At 1 January 2012	57,904	9,154	249,501	762,134	36,872	11,703	63,927	1,191,195
Additions	556	-	496	4,303	320	302	44,260	50,237
Transfer	-	-	-	54,532	1,183	-	(55,715)	-
Disposals/written-off	(54,215)	-	-	(7,446)	(1,201)	-	(3,017)	(65,879)
Exchange adjustment	666	247	-	115	25	58	31	1,142
At 31 December 2012	4,911	9,401	249,997	813,638	37,199	12,063	49,486	1,176,695
Additions	-	-	689	3,198	197	1,972	38,130	44,186
Transfer	-	-	-	42,584	6,485	145	(49,214)	-
Disposals/written-off	-	-	-	(22,952)	(2,218)	(1,733)	-	(26,903)
Exchange adjustment	(302)	(580)	-	(195)	(60)	(154)	-	(1,291)
At 31 December 2013	4,609	8,821	250,686	836,273	41,603	12,293	38,402	1,192,687
<b>DEPRECIATION AND IMPAIRMENT</b>								
At 1 January 2012	-	2,275	39,427	400,869	26,292	8,848	480	478,191
Provided for the year	-	201	7,590	65,550	3,147	695	-	77,183
Eliminated on disposals	-	-	-	(7,244)	(1,046)	-	-	(8,290)
Exchange adjustment	-	65	-	29	8	46	-	148
At 31 December 2012	-	2,541	47,017	459,204	28,401	9,589	480	547,232
Provided for the year	-	196	7,596	65,818	2,463	526	-	76,599
Eliminated on disposals	-	-	-	(17,422)	(1,967)	(1,355)	-	(20,744)
Exchange adjustment	-	(162)	-	(54)	(35)	(105)	-	(356)
At 31 December 2013	-	2,575	54,613	507,546	28,862	8,655	480	602,731
<b>CARRYING VALUE</b>								
At 31 December 2013	4,609	6,246	196,073	328,727	12,741	3,638	37,922	589,956
At 31 December 2012	4,911	6,860	202,980	354,434	8,798	2,474	49,006	629,463

The above items of property, plant and equipment other than freehold land and construction in progress are depreciated on a straight line basis, after taking into account their estimated residual value, at the following rates per annum:

Buildings	Over the shorter of the terms of the lease, or 2%–4.5%
Plant and machinery	9%
Office and other equipment	18%
Motor vehicles	18%

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 14. PROPERTY, PLANT AND EQUIPMENT *(continued)*

The carrying value of properties shown above comprises:

	2013 RMB'000	2012 RMB'000
Properties:		
Freehold in Taiwan	10,855	11,771
Medium-term lease in the PRC	196,073	202,980
	<b>206,928</b>	214,751

As at 31 December 2013, the Group had not obtained building ownership certificates for buildings located in Baotou City, Inner Mongolia Autonomous Region, the PRC, with a carrying value of approximately RMB7,317,000 (2012: RMB7,653,000). The directors of the Company expect to obtain the building ownership certificates for these buildings in year 2014.

The Group has pledged property, plant and equipment with a net book value of approximately RMB184,067,000 (2012: RMB199,414,000) to secure general banking facilities granted to the Group.

## 15. LAND USE RIGHTS

	2013 RMB'000	2012 RMB'000
Medium-term land use rights in the PRC	42,568	43,603
Analysed for reporting purpose as:		
Current assets	1,031	1,031
Non-current assets	41,537	42,572
	<b>42,568</b>	43,603

The Group has pledged land use rights with a net book value of approximately RMB25,787,000 (2012: RMB22,018,000) to secure general banking facilities granted to the Group.

At 31 December 2013, the Group had not obtained land use right certificates of land use rights with a carrying amount of approximately RMB16,781,000 (2012: RMB17,131,000). The directors of the Company expect to obtain the land use right certificates in year 2016.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 16. INTANGIBLE ASSETS

	Trademark, patents and licences RMB'000
<b>COST</b>	
At 1 January 2012	23,557
Exchange adjustment	133
Additions	971
At 31 December 2012	24,661
Exchange adjustment	<b>(371)</b>
Additions	<b>28</b>
At 31 December 2013	<b>24,318</b>
<b>AMORTISATION AND IMPAIRMENT</b>	
At 1 January 2012	13,383
Exchange adjustment	54
Charge for the year	3,389
At 31 December 2012	16,826
Exchange adjustment	<b>(263)</b>
Charge for the year	<b>3,367</b>
At 31 December 2013	<b>19,930</b>
<b>CARRYING VALUES</b>	
At 31 December 2013	<b>4,388</b>
At 31 December 2012	7,835

The above are computer software licences, patents and licences for the technology used in production of capacitors and aluminum foils, which were acquired from third parties, and have estimated useful lives of 3 to 10 years over which the assets are amortised on the straight line basis.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 17. DEFERRED TAX

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2013 RMB'000	2012 RMB'000
Deferred tax assets	1,010	1,079
Deferred tax liabilities	–	(600)
	<b>1,010</b>	<b>479</b>

The followings are the major deferred tax assets (liabilities) recognised by the Group and movements thereon during the year:

	Inventories and doubtful debts allowance RMB'000	Post- employee benefits pension RMB'000	Withholding tax provided RMB'000	Total RMB'000
At 1 January 2012	953	284	(600)	637
(Charge) credit to profit or loss	(235)	77	–	(158)
At 31 December 2012	718	361	(600)	479
(Charge) credit to profit or loss	<b>(152)</b>	<b>83</b>	<b>600</b>	<b>531</b>
At 31 December 2013	<b>566</b>	<b>444</b>	–	<b>1,010</b>

No deferred taxation has been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC and Taiwan subsidiaries amounting to RMB83,822,000 and RMB90,091,000 (2012: RMB62,129,000 and RMB93,095,000), respectively, as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

At the end of the reporting period, the Group has deductible temporary differences of RMB57,664,000 (2012: RMB35,784,000) arising from the inventories and doubtful debts allowance. A deferred tax asset has been recognised in respect of RMB3,329,000 (2012: RMB4,224,000) of such allowance. No deferred tax asset has been recognised in respect of the remaining RMB54,335,000 (2012: RMB31,560,000) as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

At the end of the reporting period, the Group has unused tax losses of RMB37,400,000 (2012: RMB31,752,000) available for offset against future profits. No deferred tax asset has been recognised in respect of all unused tax losses due to the unpredictability of future profit streams. The unused tax losses that can be carried forward up to 2017, five years from the year in which the loss was originated, to offset future taxable profits.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 18. INVENTORIES

	2013 RMB'000	2012 RMB'000
Raw materials	66,284	70,992
Work in progress	8,665	6,493
Finished goods	88,873	112,176
	<b>163,822</b>	189,661

## 19. TRADE AND OTHER RECEIVABLES

	2013 RMB'000	2012 RMB'000
Trade and bills receivables	409,386	366,392
Bills receivable discounted with recourse ( <i>Note</i> )	18,235	16,999
Less: allowance for doubtful debts	(12,125)	(15,818)
Total trade receivables	415,496	367,573
Advances to suppliers	4,891	3,341
Value added tax recoverable	20,477	52,979
Others	16,408	31,999
Total trade and other receivables	<b>457,272</b>	455,892

*Note:* The amount represents bills receivable discounted to a bank with full recourse with a maturity period of less than 120 days. The Group recognises the respective liabilities as set out in Note 24.

The Group generally allows its trade customers a credit period of 30 days to 180 days. The following is an aged analysis of the trade and bills receivables net of allowance for doubtful debts presented based on the invoice dates at the end of the reporting period, which approximated to respective revenue recognition dates.

	2013 RMB'000	2012 RMB'000
0-60 days	265,614	226,161
61-90 days	71,129	66,062
91-180 days	76,034	74,392
181-270 days	2,620	695
271-360 days	-	-
Over 360 days	99	263
	<b>415,496</b>	367,573

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 19. TRADE AND OTHER RECEIVABLES (continued)

Before accepting any new customers, the Group assesses the potential customer's credit quality and defines its credit limit based on results from investigation of historical credit records of these customers. Each customer is subject to a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. 94% (2012: 95%) of the trade receivables that are neither past due nor impaired have good credit quality under the internal assessment by the Group.

Included in the Group's trade and bills receivables balance are debtors with aggregate carrying amount of RMB24,618,000 (2012: RMB19,247,000) which were past due as at the reporting date but for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The directors of the Company considered that as there has not been a significant deterioration in credit quality of these debtors and there are continuing subsequent settlement, the amounts are still recoverable.

### AGEING OF TRADE RECEIVABLES WHICH WERE PAST DUE BUT NOT IMPAIRED

	2013 RMB'000	2012 RMB'000
One to six months past due	24,415	18,984
Over six months past due	203	263
<b>Total</b>	<b>24,618</b>	<b>19,247</b>

### MOVEMENT IN THE ALLOWANCE FOR DOUBTFUL DEBTS

	2013 RMB'000	2012 RMB'000
1 January	15,818	32,790
Impairment losses recognised on receivables	148	3,543
Amount written off as uncollectible	(751)	(13,598)
Amount recovered during the year	(3,090)	(6,917)
<b>31 December</b>	<b>12,125</b>	<b>15,818</b>

Included in the allowance for doubtful debts were individually impaired debtors with an aggregate balance of RMB12,125,000 (2012: RMB15,818,000), which had been in severe financial difficulties. The Group did not hold any collateral over these balances.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 19. TRADE AND OTHER RECEIVABLES *(continued)*

### MOVEMENT IN THE ALLOWANCE FOR DOUBTFUL DEBTS FOR OTHER RECEIVABLES

	2013 RMB'000	2012 RMB'000
1 January	138	4,639
Amount provided (recovered) during the year	432	(4,501)
31 December	570	138

The Group has pledged bills receivable of approximately RMB2,136,000 (2012: RMB1,894,000) to secure general banking facilities granted to the Group.

## 20. TRANSFERS OF FINANCIAL ASSETS

The following Group's bills receivable as at 31 December 2013 and 2012 were transferred to a bank by discounting on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as a secured borrowing (see Note 24).

These bills receivable are carried at amortised cost in the Group's consolidated statement of financial position.

**As at 31 December 2013**

### BILLS RECEIVABLE DISCOUNTED TO A BANK WITH FULL RECOURSE

	2013 RMB'000	2012 RMB'000
Carrying amount of bills receivable	18,235	16,999
Carrying amount of associated borrowings	(18,235)	(16,999)

## 21. PLEDGED BANK DEPOSITS

These represent deposits pledged to banks to secure banking facilities granted to the Group. Deposits amounting to RMB41,264,000 (2012: RMB58,951,000) were pledged to secure short-term bank loans and are therefore classified as current assets.

The pledged bank deposits carry variable interest rate which range from 0.17% to 0.45% (2012: 0.17% to 0.45%) per annum.

## 22. BANK BALANCES AND CASH

Bank balances carry interest at prevailing market interest rates which range from 0.01% to 0.50% (2012: 0.01% to 0.50%) per annum.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 23. TRADE AND OTHER PAYABLES

	2013 RMB'000	2012 RMB'000
Trade and bills payables	190,655	151,433
Advances from customers	5,203	5,230
Payroll payables	15,185	12,508
Accruals	8,780	23,015
Land use rights payable	5,481	5,481
Others	6,665	2,208
	<b>231,969</b>	<b>199,875</b>

The credit period on purchases of goods is normally 30 to 60 days. The following is an aged analysis of trade and bills payables based on the invoice date at the end of the reporting period:

	2013 RMB'000	2012 RMB'000
0-60 days	92,298	75,811
61-90 days	27,391	19,241
91-180 days	51,072	32,550
181-270 days	1,987	3,178
271-360 days	636	2,436
Over 360 days	17,271	18,217
	<b>190,655</b>	<b>151,433</b>



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 24. BANK BORROWINGS

	2013 RMB'000	2012 RMB'000
Bank borrowings	354,956	482,979
Advances drawn on bills receivable discounted with recourse ( <i>Note</i> )	18,235	16,999
	<b>373,191</b>	499,978
Secured	318,654	403,122
Unsecured	54,537	96,856
	<b>373,191</b>	499,978
Carrying amount repayable:*		
Within one year	372,987	418,893
More than one year, but not exceeding two years	204	879
More than two years but not more than five years	–	206
	<b>373,191</b>	419,978
Carrying amount that contain a repayment on demand clause repayable:		
Within one year	–	80,000
	<b>373,191</b>	499,978
Less: Amounts due within one year shown under current liabilities	<b>(372,987)</b>	(498,893)
Amounts shown under non-current liabilities	<b>204</b>	1,085

\* The amounts due are based on scheduled repayment dates set out in the loan agreements.

*Note:* The amount represents the Group's borrowings secured by the bills receivable discounted to a bank with recourse (see Note 19).

The Group's bank borrowings included fixed-rate borrowings of RMB275,260,000 (2012: RMB60,925,000) which carry interests of from 2.54% to 8.00% (2012: 1.94% to 7.78%) per annum and are repayable within one year. The remaining balances are variable-rate borrowings which carry interest at the ranges of effective interest rates (which are also equal to contracted interest rates) of 1.27% to 3.00% (2012: 1.37% to 7.78%) per annum.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 24. BANK BORROWINGS (continued)

The Group's borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	United States	
	Dollars ("USD") RMB'000	Japanese Yen ("JPY") RMB'000
At 31 December 2013	185,114	17,878
At 31 December 2012	42,529	25,401

## 25. AMOUNTS DUE TO RELATED PARTIES

Name of related party	Relationship	2013 RMB'000	2012 RMB'000
Chou Chiu Yueh	Director	5	5
Lin Chin Tsun	Director	3,280	3,387
Lin I Chu	Director	10,607	30,000
Lin Yuan Yu	Director	1	1
		13,893	33,393

Except for an unsecured amount due to Ms. Lin I Chu of RMB10,607,000 (2012: RMB30,000,000) which bears a variable interest at benchmark interest rate of loans determined by Bank of China Limited minus a fixed margin per annum in both years and is repayable within one year, the remaining balances due to related parties are interest-free, unsecured and repayable on demand.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 26. RETIREMENT BENEFIT PLANS

### (I) DEFINED BENEFIT PENSION PLAN

The Company's subsidiary incorporated in Taiwan, Capxon Taiwan, has a defined benefit pension plan, covering substantially all of its employees who were recruited by Capxon Taiwan before the implementation of the Employee Pension Act on 1 July 2006. The defined benefit pension plan requires contributions to be made to separately administered funds.

The board of the pension fund is composed of an equal number of representatives from both employers and (former) employees. The board of the pension fund is required by law and by its articles of association to act in the interest of the fund and of all relevant stakeholders in the plan, i.e. active employees, inactive employees, retirees, employers. The board of the pension fund is responsible for the investment policy with regard to the assets of the fund.

Under the plan, the employees are entitled to retirement benefits at the annual based on an accumulated base point, which is determined by them of years of service, with 45 point at maximum multiplied by final month salary on attainment of a retirement age ranging from 55 to 65. No other post-retirement benefits are provided to these employees.

The plan in Taiwan exposes the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

**Investment risk**      The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to high quality corporate bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments. Due to the long-term nature of the plan liabilities, the board of the pension fund considers it appropriate that a reasonable portion of the plan assets should be invested in equity securities to leverage the return generated by the fund.

**Interest risk**        A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

**Salary risk**         The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligation were carried out at 31 December 2013 by Greatfine Wealth Management Consulting Inc., a member of the Actuarial Society of Taiwan. The present value of the defined benefit obligation, the related current service cost and past service cost, were measured using the projected unit credit method.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 26. RETIREMENT BENEFIT PLANS *(continued)*

### (I) DEFINED BENEFIT PENSION PLAN *(continued)*

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	Valuation at 2013	2012
Discount rate	2.0%	1.5%
Expected return on plan assets	2.0%	1.8%
Expected rate of salary increase	2.0%	2.0%

The actuarial valuation showed that the market value of plan assets was RMB707,000 (2012: RMB723,000) and that the actuarial value of these assets represented 11% (2012: 11%) of the benefits that had accrued to members.

Amounts recognised in comprehensive income (expense) in respect of this defined benefit pension plan are as follows:

	2013 RMB'000	2012 RMB'000 (restated)
Current service cost	215	159
Net interest expense	106	103
Components of defined benefit costs recognised in profit or loss	321	262
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding amounts included in net interest expense)	4	6
Actuarial gains and losses arising from changes in demographic assumptions	417	(15,120)
Actuarial gains and losses arising from changes in financial assumptions	(543)	8,163
Actuarial gains and losses arising from experience adjustments	(419)	8,163
Components of defined benefit (gain) costs recognised in other comprehensive income	(541)	1,212
Total	(220)	1,474

The expense for the year is included in the employee benefit expenses in the profit or loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 26. RETIREMENT BENEFIT PLANS *(continued)*

### (I) DEFINED BENEFIT PENSION PLAN *(continued)*

The amount included in the consolidated statement of financial position arising from the Group's obligations in respect of its defined benefit pension plans is as follows:

	<b>31.12.2013</b>	31.12.2012	1.1.2012
	<b>RMB'000</b>	RMB'000	RMB'000
		(restated)	(restated)
Present value of defined benefit obligations	<b>7,488</b>	8,163	6,497
Fair value of plan assets	<b>(707)</b>	(723)	(680)
Funded Status and net liability arising from defined benefit obligation	<b>6,781</b>	7,440	5,817

Movements in the present value of the defined benefit obligations in the current year were as follows:

	<b>2013</b>	2012
	<b>RMB'000</b>	RMB'000
		(restated)
Defined benefit obligations at beginning of the year	<b>8,163</b>	6,497
Current service cost	<b>215</b>	159
Interest cost	<b>118</b>	115
Actuarial gains and losses arising from changes in demographic assumptions	<b>417</b>	(15,120)
Actuarial gains and losses arising from changes in financial assumptions	<b>(543)</b>	8,163
Actuarial gains and losses arising from experience adjustments	<b>(419)</b>	8,163
Exchange difference	<b>(463)</b>	186
Defined benefit obligations at end of the year	<b>7,488</b>	8,163

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 26. RETIREMENT BENEFIT PLANS *(continued)*

### (I) DEFINED BENEFIT PENSION PLAN *(continued)*

Movements in the fair value of the plan assets in the current year were as follows:

	2013 RMB'000	2012 RMB'000 (restated)
Fair value of plan assets at beginning of the year	723	680
Interest income	12	12
Remeasurement gain		
Return on plan assets (excluding amounts included in net interest expense)	(4)	(6)
Exchange differences	(45)	18
Contributions from the Group	21	19
Fair value of plan assets at end of the year	707	723

The fair value of the plan assets at the end of the reporting period for each category, are as follows.

	Fair value of plan assets	
	2013 RMB'000	2012 RMB'000
Cash and cash equivalents	172	177
Debt instruments	104	152
Equity instruments	431	394
Total	707	723

The fair values of the above equity and debt instruments are determined based on quoted market prices in active markets.

The actual return on plan assets was RMB4,000 (2012: RMB6,000).

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by RMB37,000 (increase by RMB37,000).
- If the expected salary growth increases (decreases) by 1%, the defined benefit obligation would increase by RMB33,000 (decrease by RMB33,000).

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 26. RETIREMENT BENEFIT PLANS *(continued)*

### (I) DEFINED BENEFIT PENSION PLAN *(continued)*

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the consolidated statement of financial position.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Each year an Asset-Liability-Matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk-and-return profiles. Investment and contribution policies are integrated within this study. Main strategic choices that are formulated in the actuarial and technical policy document of the fund with asset mix based on 61% equity instruments, 15% debt instruments and 24% cash and cash equivalents.

Capxon Taiwan funds the cost of the entitlements expected to be earned on a yearly basis. The contribution (including back service payments) is paid by Capxon Taiwan. The funding requirements are based on the local actuarial measurement framework. In this framework the discount rate is set on a risk free rate. Furthermore, premiums are determined on a current salary base. Additional liabilities stemming from past service due to salary increases (back-service liabilities) are paid immediately to the fund. Apart from paying the costs of the entitlements, Capxon Taiwan is not liable to pay additional contributions in case the fund does not hold sufficient assets. In that case, the fund would take other measures to restore its solvency, such as a reduction of the entitlements of the plan members.

The average duration of the benefit obligations at 31 December 2013 is 12.8 years (2012: 12.4 years).

The Group expects to make a contribution of RMB20,000 (2012: RMB19,000) to the defined benefit plans during the next financial year.

### (II) DEFINED CONTRIBUTION PENSION SCHEMES

The employees of the Company's subsidiaries in the PRC are members of state-managed retirement pension schemes operated by the local government. The subsidiaries are required to contribute a specified percentage of their payroll costs to the retirement pension scheme to fund the benefits. The only obligation of the Group with respect to the retirement pension scheme is to make the specified contributions.

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes the lower of HK\$1,250 per month or 5% of relevant payroll costs as a mandatory contribution, to the scheme, which contribution is matched by the employee.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 26. RETIREMENT BENEFIT PLANS *(continued)*

### (II) DEFINED CONTRIBUTION PENSION SCHEMES *(continued)*

The total expense recognised in profit or loss during the year were RMB12,895,000 (2012: RMB7,007,000) represents contributions payable/paid to these plans by the Group at rates specified in the rules of the schemes. All the contributions had been paid over to the schemes as at the end of the reporting period.

## 27. DEFERRED INCOME

During the year ended 31 December 2013, Capxon Electronic Technology (QingHai) Co., Ltd. ("Capxon Qinghai"), a subsidiary of the Company, received government grants of RMB5,400,000 (2012: RMB5,290,000) in total from 西寧經濟技術開發區東川工業園區財政局, 青海省商務廳 and 青海省科學技術廳 for the encouragement of setting up of aluminum foils production lines in Qinghai. The setting up of the production lines has not been completed as at 31 December 2013. The grants will be recognised in profit or loss on a systematic basis over the useful life of the production lines upon the completion of production lines.

## 28. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.1 each		
Authorised:		
At 1 January 2012, 31 December 2012 and 2013	1,500,000,000	150,000
Issued and fully paid:		
At 1 January 2012, 31 December 2012 and 2013	844,559,841	84,456
Shown in the financial statements as (RMB'000)		82,244

## 29. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of bank borrowings and amounts due to related parties disclosed in Notes 24 and 25, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, share premium and various reserves.

Management of the Group reviews the capital structure regularly and taking into account of the cost and risk associated with the capital. Generally, the Group employs a conservative strategy regarding its risk management. The Group will balance its overall capital structure through the payment of dividends, new share issues of the Company as well as the raising of bank loans.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 30. FINANCIAL INSTRUMENTS

### 30A. CATEGORIES OF FINANCIAL INSTRUMENTS

	2013 RMB'000	2012 RMB'000
<b>Financial assets</b>		
Loans and receivables (including cash and cash equivalents)	551,241	559,855
<b>Financial liabilities</b>		
Amortised cost	603,201	704,775

### 30B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade and other receivables, amounts due to related parties, trade and other payables, bills receivable discounted with recourse, pledged bank deposits, bank balances and cash and bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk

##### (i) currency risk

The Group mainly operates in the PRC with transactions substantially entered into in RMB, and the exposure to exchange rate risks mainly arises from the foreign currency sales and purchases and the bank balances and bank borrowings denominated in foreign currency. Approximately 42.87% (2012: 46.62%) of the Group's sales and 51.24% (2012: 49.81%) of the Group's purchase are denominated in currencies other than the functional currency of the respective group entities.

The carrying amount of the Group's monetary assets (representing trade and other receivables, bills receivable discounted with recourse and bank balances) and monetary liabilities (representing trade and other payables and bank borrowings) denominated in currencies other than the functional currency of the relevant group entities at the reporting dates are as follows:

	Assets		Liabilities	
	2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000
Hong Kong Dollars ("HKD")	29,284	26,485	21,254	24,801
USD	151,488	127,425	232,974	118,008
New Taiwan Dollars ("NTD")	695	2,937	197	3,187
Euro ("EUR")	5	5	416	-
JPY	1,684	1,220	17,961	25,413

The Group does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 30. FINANCIAL INSTRUMENTS *(continued)*

### 30B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### Market risk *(continued)*

##### (i) *currency risk (continued)*

Sensitivity analysis

The Group is mainly exposed to the fluctuation of HKD, USD, NTD, EUR and JPY against RMB.

The following table details the Group's sensitivity to a 5% increase and decrease in the functional currencies of respective group entities against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit after tax (2012: loss after tax) where the functional currencies of respective group entities strengthen 5% against the relevant foreign currencies, and vice versa:

	2013 RMB'000	2012 RMB'000
HKD impact	(303)	67
USD impact	3,035	391
NTD impact	(19)	(9)
EUR impact	15	1
JPY impact	659	(984)

##### (ii) *Interest rate risk*

The Group is exposed to fair value interest rate risk in relation to fixed-rate borrowings (see Note 24 for details of these borrowings).

The Group is also exposed to cash flow interest rate risk in relation to variable-rate borrowings, pledged bank deposits, amount due to a related party and bank balances. It is the Group's policy to keep its borrowings, pledged bank deposits, amount due to a related party and bank balances at floating rate of interest so as to minimise the fair value interest rate risk. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider necessary action when significant interest rate exposure is anticipated.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 30. FINANCIAL INSTRUMENTS *(continued)*

### 30B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### Market risk *(continued)*

##### (ii) Interest rate risk *(continued)*

###### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate borrowings. Management considered the cash flow interest rate risk in relation to variable-rate pledged bank deposits, amount due to a related party and bank balances is insignificant. The analysis is prepared assuming the borrowings outstanding at the end of the reporting period were outstanding for the whole year. A 25 basis point (2012: 25 basis point) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 25 basis point (2012: 25 basis point) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would decrease/increase by RMB223,000 (2012: loss for the year would increase/decrease by RMB889,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

#### Credit risk

As at 31 December 2013, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Other than concentration of the credit risk on liquid funds which are deposited with several banks with high credit rating, the Group does not have any other significant concentration of credit risk on bank balances and trade receivables. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas.

#### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As at 31 December 2013, the Group has available unutilised short-term bank loan facilities of approximately RMB326,781,000 (2012: RMB402,731,000). Details of bank borrowings are set out in Note 24.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 30. FINANCIAL INSTRUMENTS *(continued)*

### 30B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### Liquidity risk *(continued)*

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless the probability of the banks choosing to exercise their rights. The maturity date for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

	Weighted average effective interest rate %	On demand or less than 1 year RMB'000	Over 1 year RMB'000	Undiscounted cash flows RMB'000	Total carrying amount RMB'000
<b>2013</b>					
<b>Non-derivative financial liabilities</b>					
Trade and other payables	–	216,117	–	216,117	216,117
Bank borrowings					
– fixed-rate	4.11	279,004	–	279,004	275,260
– variable-rate	2.12	98,221	211	98,432	97,931
Amounts due to related parties					
– variable-rate	6.03	10,923	–	10,923	10,608
– interest-free	–	3,285	–	3,285	3,285
		<b>607,550</b>	<b>211</b>	<b>607,761</b>	<b>603,201</b>

	Weighted average effective interest rate %	On demand or less than 1 year RMB'000	Over 1 year RMB'000	Undiscounted cash flows RMB'000	Total carrying amount RMB'000
<b>2012</b>					
<b>Non-derivative financial liabilities</b>					
Trade and other payables	–	171,404	–	171,404	171,404
Bank borrowings					
– fixed-rate	5.57	61,478	–	61,478	60,925
– variable-rate	5.96	450,155	1,112	451,267	439,053
Amounts due to related parties					
– variable-rate	6.03	31,042	–	31,042	30,000
– interest-free	–	3,393	–	3,393	3,393
		<b>717,472</b>	<b>1,112</b>	<b>718,584</b>	<b>704,775</b>



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 30. FINANCIAL INSTRUMENTS *(continued)*

### 30B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### Liquidity risk *(continued)*

The amounts included above for variable interest rate bank borrowings are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Bank loans with a repayment on demand clause are included in the “on demand or less than 1 year” time band in the above maturity analysis. As at 31 December 2012, the aggregate carrying amounts of these bank loans amounted to RMB80,000,000. Taking into account the Group’s financial position, the directors of the Company did not believe that it was probable that the banks would exercise their discretionary rights to demand immediate repayment. The directors of the Company believed that such bank loans would be repaid in accordance with the scheduled repayment dates set out in the loan agreements shown as below. At that time, the aggregate principal and interest cash outflows would amount to RMB84,632,000.

The table includes both interest and principal cash flows of bank loans with a repayable on demand clause. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

	Weighted average effective interest rate %	On demand or less than 1 year RMB'000	Undiscounted cash flows RMB'000	Total carrying amount RMB'000
2013	N/A	–	–	–
2012	6.10	84,632	84,632	80,000

### 30C. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The fair values of financial assets with standard terms and conditions are determined with reference to quoted market prices.

The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 31. SHARE-BASED PAYMENT TRANSACTIONS

On 3 April 2007, the Company approved and adopted a share option scheme entitling the board of directors to grant share options at its discretion to any executive, director and/or employee of the Group who is in full time employment of the Group at the time when an option is granted before the listing of the Company's shares (the "Pre-IPO Share Option Scheme"). The maximum number of shares in respect of which options may be granted under the Pre-IPO Share Option Scheme shall not exceed 15,500,000 shares. 14,900,000 options were granted to certain executives, employees and directors of the Group on 17 April 2007 (the "Date of Grant") with 600,000 options and 900,000 options forfeited during the year ended 31 December 2007 and 31 December 2009 respectively. The Pre-IPO Share Option Scheme was closed at the close of business on 4 May 2007 and no further options may be granted thereafter.

Under the Pre-IPO Share Option Scheme, the options granted shall vest to the relevant grantees in tranches, namely 20% of the option shall vest on the first anniversary of the Date of Grant at an exercise price of HK\$0.465 per share (the "First Tranche"); 20% of the option shall vest on the second anniversary of the Date of Grant at an exercise price of HK\$0.465 per share (the "Second Tranche"); and 60% of the option shall vest on the third anniversary of the Date of Grant at an exercise price of HK\$0.465 per share. The board of directors may at its absolute discretion adjust the percentage of the option to be vested in the First Tranche and Second Tranche either upwards or downwards based on the performance of the relevant grantees in the year immediately preceding the vesting of the option in the relevant tranches as determined by the directors of the Company.

Pursuant to the terms of the Pre-IPO Share Option Scheme, the options may be exercised, in whole or in part, at any time during the option period from 17 April 2007 to 16 April 2012 except that no options may be exercised until the expiry of 12 months after the respective dates of vesting. At the annual general meeting of the Company held on 5 June 2008, an ordinary resolution was passed by the shareholders of the Company approving the outstanding options granted under the Pre-IPO Share Option Scheme may be exercised by the holders at any time during the period commencing from 17 April 2007 and expiring on 16 April 2012 after the respective dates of vesting.

During the year ended 31 December 2012, all options granted to executive director and/or employee of the Group under the Pre-IPO Share Option Scheme were lapsed upon the end of the exercisable period, a release of share option reserve, amounting to RMB6,371,000 was resulted accordingly. There were no options outstanding as at 31 December 2013 and 2012.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 32. OPERATING LEASES

### THE GROUP AS LESSEE

Minimum lease payments paid under operating leases during the year for rented premises is approximately RMB4,612,000 (2012: RMB3,078,000).

At the end of the reporting period, the Group had commitments for future minimum lease payment under non-cancellable operating leases in respect of rented premises which fall due as follows:

	2013 RMB'000	2012 RMB'000
Within one year	3,554	4,518
In the second to fifth year inclusive	8,365	11,926
	<b>11,919</b>	16,444

Leases are negotiated and rental are fixed for a period from one to four years (2012: one to five years).

## 33. CAPITAL COMMITMENTS

	2013 RMB'000	2012 RMB'000
Commitments for the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	37,499	13,611

## 34. RELATED PARTY DISCLOSURES

### (I) RELATED PARTY TRANSACTION

During the year, the Group entered into the following transaction with a related party:

Name of related party	Nature of transaction	2013 RMB'000	2012 RMB'000
Lin I Chu ( <i>Note</i> )	Interest expense	1,194	792

*Note:* Ms. Lin I Chu is an executive director of the Company and the daughter of Mr. Lin Chin Tsun and Ms. Chou Chiu Yueh, who are executive directors and the ultimate controlling parties of the Company.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 34. RELATED PARTY DISCLOSURES *(continued)*

### (II) PROVISION OF GUARANTEES AND SECURITY BY THE COMPANY'S DIRECTORS AND SHAREHOLDERS

Certain directors and shareholders of the Company have provided guarantees to banks to support facilities granted by those banks to the Group as follows:

	2013 RMB'000	2012 RMB'000
Guarantees provided by:		
Lin Chin Tsun <i>(Note)</i>	149,160	94,353
Lin Chin Tsun and Chou Chiu Yueh <i>(Note)</i>	89,243	72,319
Lin Chin Tsun, Chou Chiu Yueh, Lin Yuan Yu, Liu Fang Chun and Lin I Chu <i>(Note)</i>	47,235	40,990
Lin Chin Tsun and Lin Yuan Yu <i>(Note)</i>	–	67,992
Lin Chin Tsun and Lin I Chu <i>(Note)</i>	8,688	–
	<b>294,326</b>	<b>275,654</b>

*Note:* Mr. Lin Chin Tsun and Ms. Chou Chu Yueh are ultimate controlling shareholders of the Company. Mr. Lin Yuan Yu, Ms. Liu Fang Chun and Ms. Lin I Chu are close family members of the controlling shareholders. All of them are directors and shareholders of the Company.

The expiry dates of the above guarantees fall within the period from January 2014 to March 2015 (2012: January 2013 to March 2015).

As at 31 December 2012, Mr. Lin Yuan Yu pledged a property to a bank to secure banking facilities of USD1,300,000 granted to the Group. The aforesaid security was released during the year ended 31 December 2013.

As at 31 December 2013, Ms. Lin I Chu pledged a property to a bank to secure banking facilities of NTD65,000,000 (approximately RMB13,234,000) (2012: nil) granted to the Group.

### (III) RELATED PARTY BALANCES

Details of the Group's outstanding balances with related parties are set out in Note 25.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 34. RELATED PARTY DISCLOSURES *(continued)*

### (IV) COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of directors and other members of key management during the year was as follows:

	2013 RMB'000	2012 RMB'000
Short-term benefits	9,692	9,523
Post-employment benefits	262	285
	<b>9,954</b>	<b>9,808</b>

The remuneration of directors and key executives is determined by the Company's remuneration committee/board of directors having regard to the performance of individuals and market trends.

## 35. CONTINGENT LIABILITIES

- i. During the year ended 31 December 2011, a customer filed a request for arbitration enclosing a statement of claim against a subsidiary of the Company, Capxon Taiwan, to The Japan Commercial Arbitration Association in Japan, claiming JPY1,412,106,000 (approximately RMB82,043,000) suffered by the customer with respect to certain alleged defective electrolytic capacitors supplied by Capxon Taiwan, with interest from 1 January 2011 up to the settlement date at 6% per annum and all arbitration related expenses. Capxon Taiwan rejected the claims by the customer and filed a request for arbitration to counterclaim JPY60,000,000 (approximately RMB3,486,000) from the customer for the damages caused, with interest from 17 November 2011 up to the settlement date at 6% per annum and all arbitration related expenses.

Decision has not been reached in previous hearings on The Japan Commercial Arbitration Association as at 31 December 2013. The directors of the Company, having sought legal advice, considered that the possibility of the outflow in settlement is not probable as there were no serious product defects for the electrolytic capacitors supplied by Capxon Taiwan and accordingly, no provision for any potential liability has been made in the consolidated financial statements.

- ii. During the year ended 31 December 2011, a customer filed a civil complaint to the People's Court of Shenzhen in the PRC against a subsidiary of the Company, Capxon Electronic (Shenzhen) Co. Ltd. ("Capxon Shenzhen"), claiming product defect compensation of RMB12,877,000. The case has been pending first hearing results on the court. The directors of the Company, having sought legal advice, considered that the possibility of the outflow in settlement is not probable as the customer does not have a valid claim against Capxon Shenzhen and accordingly, no provision for any potential liability has been made in the consolidated financial statements.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 36. PLEDGE OF ASSETS

At the end of the reporting period, the following assets were pledged to banks for banking facilities:

	2013 RMB'000	2012 RMB'000
Property, plant and equipment	184,067	199,414
Land use rights	25,787	22,018
Bank deposits	41,264	58,951
Bills receivable	2,136	1,894
	<b>253,254</b>	<b>282,277</b>

In addition, there was bills receivable discounted with full recourse of RMB18,235,000 as at 31 December 2013 (2012: RMB16,999,000).

## 37. NON-CASH TRANSACTION

During the current year, bills receivable discounted with recourse of RMB41,042,000 (2012: RMB56,061,000) was set off with advances drawn on bills receivable discounted with recourse.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 38. FINANCIAL INFORMATION OF THE COMPANY

	2013 RMB'000	2012 RMB'000
NON-CURRENT ASSET		
Investments in subsidiaries	511,503	511,503
CURRENT ASSETS		
Trade and other receivables	2,327	264
Amount due from a subsidiary	218,609	5,372
Bank balances	2,683	959
	223,619	6,595
CURRENT LIABILITIES		
Other payables	1,476	1,001
Amounts due to subsidiaries	236,935	15,581
	238,411	16,582
NET CURRENT LIABILITIES	(14,792)	(9,987)
	496,711	501,516
CAPITAL AND RESERVES		
Share capital	82,244	82,244
Share premium and reserves	414,467	419,272
	496,711	501,516
Loss for the year	4,805	4,948

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2013

## 39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

### GENERAL INFORMATION OF SUBSIDIARIES

Details of the Company's subsidiaries at 31 December 2013 and 2012 are as follows:

Name of subsidiary	Place of incorporation/ establishment/ operation	Issued and fully paid share capital/ registered capital	Attributable equity interest held by the Company				Principal activities
			Direct		Indirect		
			2013	2012	2013	2012	
			%	%	%	%	
Capxon Electronic Technology (Bao-tou) Co. Ltd. (Note i)	The PRC	RMB100,000,000	-	-	100	100	Manufacture and sale of aluminum foils (Note iii)
Capxon Electronic Technology (Yichang Sanxia) Co. Ltd. (Note ii)	The PRC	US\$30,000,000	-	-	100	100	Manufacture and sale of aluminum foils
Capxon Qinghai (notes i)	The PRC	RMB99,000,000	-	-	100	100	Manufacture and sale of aluminum foils
Capxon Shenzhen (Note ii)	The PRC	US\$73,880,000 (2012: US\$39,150,000)	6.77	12.77	91.95	84.81	Manufacture and sale of capacitors
Capxon Taiwan	Taiwan	NTD620,000,000	96.54	96.54	-	-	Sale of capacitors
Capxon Trading (Shenzhen) Co. Ltd. (Note ii)	The PRC	US\$700,000	-	-	96.54	96.54	Trading
Easy Chance Ltd.	Hong Kong	HK\$10,000	-	-	100	100	Trading and investment holding
Evercon Electronic (Shenzhen) Co., Ltd. (Note ii)	The PRC	US\$1,000,000	-	-	100	100	In the process of de-registration
Evercon Limited	Hong Kong	US\$1,000,000	100	100	-	-	Investment holding (Note iv)
Gold Wish Ltd.	British Virgin Islands	US\$30,000,000	100	100	-	-	Investment holding
Lancom Ltd.	Hong Kong	HK\$85,137,200	-	-	96.54	96.54	Trading and investment holding
Mega Tender Ltd.	Hong Kong	HK\$10,000	100	100	-	-	Trading
Multiple Investments Ltd.	British Virgin Islands	US\$2,300,000	100	100	-	-	Investment holding
Waystech Trading Ltd.	British Virgin Islands	US\$1,034,699	100	100	-	-	Investment holding
Yichang Fengshuo Equipment Co. Ltd. (Note ii)	The PRC	HK\$8,000,000	-	-	100	100	Manufacture and sale of equipment

None of the subsidiaries had any debt securities outstanding at the end of the reporting period or at any time during the year.

Notes:

- (i) Being established in the PRC in the form of domestic enterprise.
- (ii) Being established in the PRC in the form of wholly foreign-owned enterprise.
- (iii) It has ceased its production and sale activities during the year.
- (iv) It has ceased its trading activities during the year.



# Five-Year Financial Summary

	Year ended 31 December				
	2009 RMB'000	2010 RMB'000	2011 RMB'000	2012 RMB'000	2013 RMB'000
<b>RESULTS</b>					
Revenue	775,053	1,045,812	1,119,603	970,975	<b>1,072,741</b>
(Loss) profit for the year	(6,119)	18,773	27,528	(2,205)	<b>5,990</b>
<b>ASSETS AND LIABILITIES</b>					
<b>As at 31 December</b>					
	2009 RMB'000	2010 RMB'000	2011 RMB'000	2012 RMB'000	2013 RMB'000
Total assets	1,592,085	1,594,973	1,661,384	1,547,895	<b>1,445,952</b>
Total liabilities	(858,264)	(842,536)	(882,088)	(772,424)	<b>(662,479)</b>
	733,821	752,437	779,296	775,471	<b>783,473</b>
Attributable to:					
Owners of the Company	724,751	742,787	768,949	764,454	<b>773,835</b>
Non-controlling interests	9,070	9,650	10,347	11,017	<b>9,638</b>
	733,821	752,437	779,296	775,471	<b>783,473</b>