

EYANG

宇陽控股(集團)有限公司

EYANG HOLDINGS (GROUP) CO., LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(股份代號 Stock Code : 117)



2012

年報 ANNUAL REPORT

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財務概要

Financial Highlights

下表為本集團過去5個財政年度之業績、資產、負債及權益概要：

The following tables are summaries of the Group's results, assets, liabilities and equity for the past five financial years:

		截至12月31日止年度 Year ended 31 December				
		2012年 2012	2011年 2011	2010年 2010	2009年 2009	2008年 2008
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
業績	Results					
銷售收入	Revenue	538,335	481,402	396,298	615,391	777,807
其中：	Where:					
MLCC業務	MLCC business	414,143	357,274	396,298	300,289	232,646
移動手機銷售 (附註1)	Sale of mobile phones (Note 1)	-	-	-	315,102	545,161
移動手機貿易 (附註2)	Trading of mobile phones (Note 2)	112,993	124,128	-	-	-
電池業務	Battery business	11,199	-	-	-	-
銷售成本	Cost of sales	(473,998)	(417,333)	(308,350)	(529,227)	(679,592)
毛利	Gross profit	64,337	64,069	87,948	86,164	98,215
年度(虧損)/利潤	(Loss)/profit for the year	(8,159)	14,556	33,955	19,703	11,317
以下人士應佔：	attributable to:					
— 本公司股權持有人	— Equity holders of the Company	(8,159)	14,556	33,955	19,703	11,317
每股基本(虧損)/盈利	Basic (loss)/earnings per share	(2.0)仙 cents	3.6仙 cents	8.4仙 cents	4.9仙 cents	2.8仙 cents

		於12月31日 As at 31 December				
		2012年 2012	2011年 2011	2010年 2010	2009年 2009	2008年 2008
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
資產及負債	Assets and liabilities					
總資產	Total assets	792,177	833,461	662,375	600,239	677,357
總負債	Total liabilities	346,487	389,066	225,105	190,144	288,694
總權益	Total equity	445,690	444,395	437,270	410,095	388,663
以下人士應佔：	attributable to:					
— 本公司股權持有人	— Equity holders of the Company	445,690	444,395	437,270	410,095	388,663

附註：

Notes:

- (1) 本集團移動手機製造及銷售億通品牌手機及移動手機元件分部已於在2009年10月14日舉行的股東特別大會上通過出售其於深圳市億通科技有限公司的全部股權的普通決議案後終止業務。
- (2) 於2011年8月，本公司建立新移動手機貿易業務，主要從事自第三方供應商購買移動手機及向海外客戶出售移動手機。
- (3) 於2012年11月12日，本集團收購電池製造及銷售業務。

- (1) The manufacturing and sale of Eton brand mobile phones and mobile phone components segment of the Group was discontinued upon the pass of the ordinary resolution to dispose of its entire equity interest in Eycom Technology Co., Limited at the EGM held on 14 October, 2009.
- (2) In August 2011, the Company set up the new mobile phones trading business which engages in purchase of mobile phones from third party suppliers and sales to overseas customers.
- (3) On 12 November 2012, the Group acquired the business of manufacture and sale of battery.

公司資料

Corporate Information

董事會

執行董事

陳偉榮先生(主席兼行政總裁)
廖傑先生(於2013年9月18日辭任)
徐純誠先生(於2013年9月18日退任)
敬文平先生(於2013年5月7日獲委任)
王曄先生(於2013年9月18日獲委任)

非執行董事

霜梅女士(於2013年1月25日辭任)
陳浩先生
程吳生先生
張志林先生

獨立非執行董事

朱健宏先生
潘偉先生
劉煥彬先生
梁榮先生(於2013年5月7日獲委任)
麥家榮先生(於2013年9月18日獲委任)

審核委員會

朱健宏先生(主席)
潘偉先生
劉煥彬先生
梁榮先生(於2013年11月4日獲委任)
麥家榮先生(於2013年11月4日獲委任)

薪酬委員會

劉煥彬先生(主席)
陳偉榮先生
霜梅女士(於2013年1月25日辭任)
潘偉先生
朱健宏先生

提名委員會

劉煥彬先生(主席)
陳偉榮先生
朱健宏先生

BOARD OF DIRECTORS

Executive Directors

Mr. Chen Weirong (*Chairman and Chief Executive Officer*)
Mr. Liao Jie (*resigned on 18 September 2013*)
Mr. Xu Chuncheng (*retired on 18 September 2013*)
Mr. Jing Wenping (*appointed on 7 May 2013*)
Mr. Wang Ye (*appointed on 18 September 2013*)

Non-executive Directors

Ms. Shuang Mei (*resigned on 25 January 2013*)
Mr. Chen Hao
Mr. Cheng Wusheng
Mr. Zhang Zhilin

Independent Non-executive Directors

Mr. Chu Kin Wang, Peleus
Mr. Pan Wei
Mr. Liu Huanbin
Mr. Liang Rong (*appointed on 7 May 2013*)
Mr. Mak Ka Wing (*appointed on 18 September 2013*)

AUDIT COMMITTEE

Mr. Chu Kin Wang, Peleus (*Chairman*)
Mr. Pan Wei
Mr. Liu Huanbin
Mr. Liang Rong (*appointed on 4 November 2013*)
Mr. Mak Ka Wing, Patrick (*appointed on 4 November 2013*)

REMUNERATION COMMITTEE

Mr. Liu Huanbin (*Chairman*)
Mr. Chen Weirong
Ms. Shuang Mei (*resigned on 25 January 2013*)
Mr. Pan Wei
Mr. Chu Kin Wang, Peleus

NOMINATION COMMITTEE

Mr. Liu Huanbin (*Chairman*)
Mr. Chen Weirong
Mr. Chu Kin Wang, Peleus

公司資料

Corporate Information

註冊地址

Cricket Square, Hutchins Drive,
PO Box 2681,
Grand Cayman, KY1-1111,
Cayman Islands

總辦事處及香港主要營業地

香港灣仔軒尼詩道226號
寶華商業中心20樓A室

中國主要營業地點

中國深圳市南山區
高新技術產業園北區
朗山二號路
齊民道3號
宇陽大廈

授權代表

陳偉榮先生
梁偉忠先生

公司秘書

梁偉忠先生 *CPA*

主要股份過戶登記處

Appleby Trust (Cayman) Limited
Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

REGISTERED OFFICE

Cricket Square, Hutchins Drive,
PO Box 2681,
Grand Cayman, KY1-1111,
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A, 20/F., Po Wah Commercial Centre
226 Hennessy Road
Wanchai
Hong Kong

PRINCIPAL PLACE OF BUSINESS IN THE PRC

EYANG Building
No. 3 Qimin Street
No. 2 Langshan Road, North Area
Hi-tech Industrial Park
Nanshan District
Shenzhen, the PRC

AUTHORISED REPRESENTATIVES

Mr. Chen Weirong
Mr. Leung Wai Chung

COMPANY SECRETARY

Mr. Leung Wai Chung *CPA*

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Trust (Cayman) Limited
Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

公司資料 Corporate Information

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東 183 號
合和中心 17 樓 1712-16 號舖

主要往來銀行

中國建設銀行
招商銀行
深圳平安銀行
香港上海滙豐銀行
恒生銀行有限公司

中國公司律師

萬商律師事務所

開曼群島法律

Conyers Dill & Pearman

核數師

陳葉馮會計師事務所有限公司
執業會計師

股份代號

00117

公司網址

<http://www.szeyang.com>

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL BANKERS

China Construction Bank
China Merchants Bank
Shenzhen Ping An Bank
Hongkong and Shanghai Banking Corporation
Hang Seng Bank Limited

PRC LAWYER

Win & Sun Law Firm

AS TO CAYMAN ISLANDS LAW

Conyers Dill & Pearman

AUDITOR

CCIF CPA Limited
Certified Public Accountants

STOCK CODE

00117

COMPANY WEBSITE

<http://www.szeyang.com>

董事及高級管理人員簡介

Directors' and Senior Management Profile

執行董事

陳偉榮先生，55歲，本公司執行董事及董事會主席、行政總裁。負責企業戰略、策劃及整體發展。陳先生亦是本集團的創辦人，於1982年畢業於華南工學院（現稱華南理工大學），取得工程學學士學位。畢業後，於1982年陳先生於國內一家主要電子消費產品製造及分銷公司康佳集團股份有限公司擔任技術員。於1994年，陳先生晉升為康佳集團的董事總經理直至2001年。於1996年，獲選為「深圳傑出青年企業家」，於1997年獲頒全國「五一」勞動獎章，並於1998年選獲為第九屆全國人民代表大會常務委員會代表。陳先生自2001年11月一直擔任本集團主席。

敬文平先生，32歲，於2013年5月7日獲委任為本公司的執行董事。敬先生現任本集團MLCC事業部常務副總經理，負責本集團MLCC產品管理，包括開發、品質、生產等環節。敬先生於2005年畢業於電子科技大學，畢業後加入本集團，於2008年2月晉升為MLCC製造中心生產廠副廠長，2009年4月離開本集團，於2012年1月重新加入本集團。敬先生於2013年5月獲委任為本公司的執行董事。

EXECUTIVE DIRECTORS

Mr. Chen Weirong (陳偉榮), aged 55, is an Executive Director and Chairman of the Board, as well as Chief Executive Officer of the Company. He is in charge of the corporate strategy, planning and overall development. He is also the founder of the Group. Mr. Chen graduated from 華南工學院 (South China Institute of Technology*, now known as 華南理工大學, South China University of Technology*) in 1982 with a bachelor's degree in engineering. Upon graduation, Mr. Chen started his career as a technician in 康佳集團股份有限公司 (Konka Group Company Limited*) in 1982, a major consumer electronics manufacturing and distribution enterprise in the PRC, and became its managing director in 1994 until 2001. In 1996, Mr. Chen was elected as "Outstanding Young Entrepreneur of Shenzhen", in 1997, he was awarded the "National May 1st' Labour Medal" (全國「五一」勞動獎章) and in 1998, he was elected as a representative in the Standing Committee of the 9th National People's Congress. Mr. Chen has been the Chairman of the Group since November 2001.

Mr. Jing Wenping (敬文平), aged 32, is an executive Director of the Company appointed on 7 May 2013. Mr. Jing is the deputy general manager of MLCC division of the Group. He is in charge of the Group's MLCC product management, including development, quality and production. Following his graduation from 電子科技大學 (University of Electronic Science and Technology of China*) in 2005, Mr. Jing started his career in the Group and was promoted to the deputy factory director of the MLCC Production Centre in February 2008. He left the Group in April 2009, but rejoined later on in January 2012. He was appointed as an Executive Director of the Company in May 2013.

* 僅供識別

* For identification purpose only

董事及高級管理人員簡介 Directors' and Senior Management Profile

王曄先生，47歲，1989年畢業於南昌職業技術師範學院（現江西科技師範大學）化學系應用化學專業。2008年取得中南財經政法大學管理學院研究生學歷和MBA碩士學位。1989至1999年就職於江西省經貿委，歷任所屬印製電路公司工程師、廠長。2000至2004年就職於康佳集團股份有限公司，任博羅康佳印製板公司製造部經理。2004年至今就職於深圳宇陽科技發展有限公司，歷任生產廠廠長、製造中心總經理。現任安徽金宇陽電子科技有限公司總經理。王先生於2013年9月獲委任為本公司執行董事。

Mr. Wang Ye (王曄), aged 47, and graduated from the Department of Chemistry of 南昌職業技術師範學院 (Nanchang Technology and Education College*) (now known as 江西科技師範大學 (Jiangxi Science & Technology Normal University*)) with a degree in Applied Chemistry in 1989. He obtained a postgraduate degree and a master's degree in MBA from 中南財經政法大學 (the College of Management of Zhongnan University of Economics and Law*) in 2008. From 1989 to 1999, he served on 江西省經貿委 (the Provincial Economic and Trade Commission in Jiangxi*), where he was appointed as engineer and director in a printed circuit company under the Commission. From 2000 to 2004, he was the MD Manager of 博羅康佳印製板有限公司 (Boluo Konka Printed Board Co., Ltd.*), a member of 康佳集團股份有限公司 ("Konka Group Co., Ltd.*"). Since 2004, he has been serving 深圳宇陽科技發展有限公司 (Shenzhen Eyang Technology Development Co., Ltd.*) as production factory manager and chief manager of the manufacturing centre. Currently, he is the general manager of 安徽金宇陽電子科技有限公司 (Anhui Jineyang Electronic Technology Co., Ltd.*). Mr. Wang was appointed as an executive director of the Company in September 2013.

非執行董事

陳浩先生，48歲，本公司的非執行董事。陳先生於1989年畢業於華中理工大學（現稱華中科技大學），取得計算機學士學位。他在信息科技業具有超過16年的經驗。陳先生於1992年加入聯想集團，他是聯想集成系統（上海）公司的創辦人及總經理。他在任職期間負責策略管理及業務執行。陳先生於2001年創立聯想投資有限公司，自此擔任投資總監，現為該公司的董事，負責該公司投資活動的整體控制及協調。陳先生同時亦於數間信息科技公司出任董事一職，包括展訊通訊有限公司（NASDAQ:SPRD）及普瑞科技有限公司（4966.TWO）。他亦於多間投資公司擔任董事一職。彼於2007年4月獲委任為本公司的非執行董事。

NON-EXECUTIVE DIRECTORS

Mr. Chen Hao (陳浩), aged 48, is a Non-executive Director of the Company. Mr. Chen graduated from 華中理工大學 (Huazhong University of Science and Technology*, now known as 華中科技大學) with a bachelor's degree in computer science in 1989. He has over 16 years of experience in the information technology industry. Mr. Chen joined Legend Group in 1992. He was the founder and the general manager of Legend Advanced System Ltd. During his tenure, he was responsible for strategic management and business implementation. Mr. Chen founded Legend Capital, a venture capital firm, in 2001, and has served as head of investment ever since. He is currently a director of the company, responsible for overall control and coordination of investment activities. Mr. Chan is also a director of a number of information technology companies, including Spreadtrust Communications, Inc. (NASDAQ: SPRD) and Parade Technologies Ltd. (4966.TWO). He also serves as a director in a number of investment companies. He was appointed as a Non-executive Director of the Company in April 2007.

* 僅供識別

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董事及高級管理人員簡介

Directors' and Senior Management Profile

程吳生先生，46歲，本公司非執行董事。程先生於1990年10月至1996年6月擔任康佳集團股份有限公司的區域經理及陝西康佳電子有限公司的副總經理，負責銷售及推廣產品，現為貿易公司深圳市南華亞星實業有限公司的董事。程先生透過其全資公司WU SHENG Management Limited持有本公司的股權。彼於2007年4月獲委任為本公司的非執行董事。

張志林先生，63歲，本公司非執行董事。張先生於1981年2月至1985年11月任上海浦東新區合慶鎮向陽村電鍍廠廠長，於1985年12月至1994年1月任上海浦東美靈塑膠製品廠廠長，負責產品經營及人力資源管理。張先生現為上海華勵包裝有限公司、上海美陽精密模具有限公司、上海匯陽實業有限公司、上海泰匯液晶顯示器有限公司及上海浦東美靈塑膠製品廠的董事，以上公司均為製造業公司。彼於2007年4月獲委任為本公司非執行董事。

獨立非執行董事

潘偉先生，57歲，本公司獨立非執行董事。潘先生於1982年畢業於北京鋼鐵學院（現稱北京科技大學），取得物理化學學士學位。他分別於1987年及1990年於名古屋大學取得工程學碩士及博士學位。目前為清華大學材料科學及工程系教授。潘先生擅長材料科學、工程研究及教育項目，包括低導熱材料、透明陶瓷材料、納米材料及裝置及其他導電陶瓷材料。他於2007年4月獲委任為本公司獨立非執行董事。

Mr. Cheng Wusheng (程吳生), aged 46, is a Non-executive Director of the Company. He was regional manager of Konka Group Company Limited and deputy general manager of 陝西康佳電子有限公司 (Shaanxi Konka Electronic Co., Ltd.*) from October 1990 to June 1996, responsible for product sales and promotion. Mr. Cheng is currently the director of 深圳市南華亞星實業有限公司 (Shenzhen Nanhua Yaxing Industrial Co., Ltd.*) which is a trading company. He has shareholding interests in the Company through his wholly-owned company WU SHENG Management Limited. He was appointed as a Non-executive Director of the Company in April 2007.

Mr. Zhang Zhilin (張志林), aged 63, is a Non-executive Director of the Company. He was the factory director of 上海浦東新區合慶鎮向陽村向陽電鍍廠 (Shanghai Pudong Heqing Town Xiangyang Village Xiangyang Electroplating Factory*) from February 1981 to November 1985 and was also the factory director of 上海浦東美靈塑膠製品廠 (Shanghai Pudong Meiling Plastics Factory*) from December 1985 to January 1994. As a factory director, he was responsible for production operation and human resource management. Mr. Zhang is currently the director of 上海華勵包裝有限公司 (Shanghai Huali Packing Co., Ltd.*), 上海美陽精密模具有限公司 (Shanghai Meiyang Precision Moulding Co., Ltd.*), 上海匯陽實業有限公司 (Shanghai Huiyang Industrial Co., Ltd.*), 上海泰匯液晶顯示器有限公司 (Shanghai Taihui LCD Co., Ltd.*), and 上海浦東美靈塑膠製品廠 (Shanghai Pudong Meiling Plastics Factory*), all of which are manufacturing companies. He was appointed as a Non-executive Director of the Company in April 2007.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Pan Wei (潘偉), aged 57, is an Independent Non-executive Director of the Company. Mr. Pan graduated from 北京鋼鐵學院 (Beijing Institute of Steel*, now known as 北京科技大學, University of Science and Technology Beijing*) with a bachelor's degree in physical chemistry in 1982. He obtained a master's degree in engineering and doctoral degree in engineering from Nagoya University in 1987 and 1990 respectively. He is currently a professor in the Department of Materials Science and Engineering, Tsinghua University. Mr. Pan specialises in material science, engineering research and educational projects, including thermal barrier materials, transparent ceramic materials, nano materials and devices and other conductive ceramic materials. He was appointed as an Independent Non-executive Director of the Company in April 2007.

* 僅供識別

* For identification purpose only

董事及高級管理人員簡介 Directors' and Senior Management Profile

朱健宏先生，49歲，自2007年4月起出任本公司獨立非執行董事。朱先生亦為董事會審核委員會主席。朱先生於企業財務、審核、會計及稅務方面擁有逾20年經驗。朱先生亦為中民控股有限公司(股份代號：681)的執行董事及中國車輛零部件科技有限公司(股份代號：01269)、華昱高速集團有限公司(股份代號：01823)、飛克國際控股有限公司(股份代號：01998)、中國金豐集團控股有限公司(股份代號：8176)及電訊首科控股有限公司(股份代號：8145)的獨立非執行董事，於2005年9月至2007年3月期間，朱先生為慧德投資有限公司(股份代號：905)(於有關期間稱希域投資有限公司)的執行董事。於2008年1月至2010年8月期間，朱先生為永保林業控股有限公司(前稱晉盈控股有限公司)(股份代號：723)的獨立非執行董事。於2008年至2010年期間，朱先生為太陽世紀集團有限公司(前稱鴻隆控股有限公司)(股份代號：1383)的公司秘書。上述公司均在聯交所主板上市。朱先生畢業於香港大學，獲頒工商管理碩士學位。朱先生為香港會計師公會及特許公認會計師公會資深會員，亦是英國特許秘書及管理人員公會及香港公司秘書公會會員。

劉煥彬先生，72歲，本公司獨立非執行董事。劉先生於1965年畢業於華南工學院(現稱華南理工大學)，取得工程學學士學位。他擔任華南理工大學化學工程教授，後來晉升為該大學校長，任期由1995年5月至2003年9月。於2001年，劉先生當選為俄羅斯工程院外籍院士。他目前為華南理工大學的教授。他於2007年4月獲委任為本公司獨立非執行董事。

Mr. Chu Kin Wang, Peleus (朱健宏), aged 49, is the Company's independent non-executive Director since April 2007. He is also the chairman of the audit committee of the Board. Mr. Chu has over 20 years of experience in corporate finance, audit, accounting and taxation. Mr. Chu is an executive director of Chinese People Holdings Company Limited (中民控股有限公司) (stock code: 681) and an independent non-executive director of China Vehicle Components Technology Holdings Limited (中國車輛零部件科技有限公司) (stock code: 01269), Huayu Expressway Group Limited (華昱高速集團有限公司) (stock code: 01823), Flyke International Holdings Limited (飛克國際控股有限公司) (stock code: 01998) and China AU Group Holdings Limited (中國金豐集團控股有限公司) (stock code: 8176) and Telecom Service One Holdings Limited (電訊首科控股有限公司) (stock code: 8145). During the period from September 2005 to March 2007 Mr. Chu was the executive director of Mastermind Capital Limited (慧德投資有限公司) (stock code: 905) which was known as Haywood Investments Limited during the relevant period. Mr. Chu was an independent non-executive director of Sustainable Forest Limited (永保林業控股有限公司) (formerly known as Bright Prosperous Holdings Limited (晉盈控股有限公司)) (stock code: 723) from January 2008 to August 2010. Mr. Chu served at Sun Century Group Limited (太陽世紀集團有限公司) (formerly known as Hong Long Holdings Limited) (鴻隆控股有限公司)) (stock code: 1383) as a company secretary during the period from 2008 to 2010, All of the aforementioned companies are companies listed on the Main Board of the Stock Exchange. Mr. Chu graduated from The University of Hong Kong with a Master Degree in Business Administration. Mr. Chu is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Chu is also an associate member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries.

Mr. Liu Huanbin (劉煥彬), aged 72, is an Independent Non-executive Director of the Company. Mr. Liu graduated from 華南工學院 (South China Institute of Technology*, now known as 華南理工大學, South China University of Technology*) in 1965 with a bachelor's degree in engineering. He holds professorship in chemical engineering in 華南理工大學 (South China University of Technology*), and was later promoted to the principal of the university for the tenure from May 1995 to September 2003. In 2001, Mr. Liu was awarded as a foreign academician by Academy of Engineering of Russia. He is currently a professor in the South China University of Technology. He was appointed as an Independent Non-executive Director of the Company in April 2007.

* 僅供識別

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董事及高級管理人員簡介 Directors' and Senior Management Profile

梁榮先生，49歲，於2013年5月7日獲委任為本公司的獨立非執行董事。梁先生於1989年畢業於中國科學院光電技術研究所，取得理學碩士學位。曾在康佳集團股份有限公司歷任執行副總裁、董事兼總裁，2003年開始至今在深圳市唯科通信科技有限公司(前身為深圳市維科通信科技有限公司和深圳市福瑞德通信科技有限公司)擔任董事和總經理。2010年開始至今在中山市悅辰電子實業有限公司擔任董事。梁先生於2013年5月獲委任為本公司獨立非執行董事。

麥家榮先生(「麥先生」)，50歲，於2009年1月15日獲委任為獨立非執行董事。彼為香港高等法院註冊律師及香港麥家榮律師行之管理合夥人。麥先生擁有超過十年作為執業律師之法律經驗。彼於1995年獲香港大學授予香港法律專業共同試證書，並於1998年獲香港大學授予法學專業證書(P.C.LL)。麥先生於1990年至1991年在愛爾蘭都柏林受聘於愛爾蘭Messrs. Donald T. McAuliffe & Co. 律師行，其後於1991年至1992年在英國倫敦受聘於Messrs. Sparrow & Trieu 律師行。

麥先生現為Asia Green Agriculture Corporation(該公司根據美國內華達州法例註冊成立)之董事。彼亦為福記食品服務控股有限公司(股份代號：1175)及宇陽控股(集團)有限公司(股份代號：117)之獨立非執行董事。

麥先生曾於2010年4月22日至2013年8月31日期間擔任中國綠能國際集團有限公司(股份代號：1159)之獨立非執行董事；亦曾分別於2013年2月6日至2013年4月16日及2013年4月17日至2013年6月13日期間擔任中國金石礦業控股有限公司(股份代號：1380)之獨立非執行董事及非執行董事。

Mr. Liang Rong (梁榮), aged 49, is an independent non-executive Director of the Company appointed on 7 May 2013. Mr. Liang attained his master's degree in science from 中國科學院光電技術研究所 (the Institute of Optics and Electronics of Chinese Academy of Sciences*) when he graduated in 1989. As the executive vice president and director cum president of 康佳集團股份有限公司 (Konka Group Co., Ltd.*) previously, Mr. Liang has served as the director and general manager of 深圳市唯科通信科技有限公司 (Shenzhen Vcall Communications & Technology Ltd.*) (formerly 深圳市維科通信科技有限公司 (Shenzhen Weike Communications Technology Co., Ltd.*) and 深圳市福瑞德通信科技有限公司 (Shenzhen Furuide Communication Technology Co., Ltd.*) since 2003. He has been the director of Zhong Shan City Richsound Electronic Industrial Ltd.* since 2010. Mr. Liang was appointed as an independent non-executive director of the Company in May 2013.

Mr. Mak Ka Wing, Patrick ("Mr. Mak"), aged 50, has been appointed as an independent non-executive director with effect 15 January 2009. He is a registered solicitor of the High Court of Hong Kong and Managing Partner of Patrick Mak & Tse, Solicitors. Mr. Mak has over 10 years' legal experience as a practising solicitor. He was awarded the Common Professional Examination Certificate in Laws by the University of Hong Kong in 1995 and was awarded his Postgraduate Certificate in Laws (P.C.LL) by the University of Hong Kong in 1998. Mr. Mak worked in Dublin, Ireland with Messrs. Donald T. McAuliffe & Co., Solicitors of Ireland from 1990 to 1991 and worked in London, England with Messrs. Sparrow & Trieu, Solicitors from 1991 to 1992.

Mr. Mak is currently a director of Asia Green Agriculture Corporation which was incorporated under the laws of the State of Nevada, USA. He is also an independent non-executive director of FU JI Food and Catering Services Holdings Limited (stock code: 1175) and EYANG Holdings (Group) Co., Limited (stock code: 117).

Mr. Mak was an independent non-executive director of Sinogreen Energy International Group Limited (stock code: 1159) from 22 April 2010 to 31 August 2013, independent non-executive director and non-executive director of China Kingston Mining Holdings Limited (stock code: 1380) for the period from 6 February 2013 to 16 April 2013 and from 17 April 2013 to 13 June 2013 respectively.

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主席報告

Chairman's Statement

本人謹代表本公司董事局提呈截至2012年12月31日止年度本集團之年度財務報表。

業務回顧

2012年，因歐債危機影響，全球經濟仍然居於危機之後的緩慢復蘇階段，全球電子產品總需求回升乏力，電子數碼產業作為週期性行業產能過剩。本集團主營業務MLCC作為電子產品的上游行業，面臨更為複雜的營銷環境，競爭更加激烈，尤其是價格競爭。再加上原材料價格及水電價格上漲、員工工資上漲等導致成本上升，因此MLCC業務的營業收入雖大幅上升，但是毛利卻下降。

本集團的手機貿易業務，由於2012年銷量萎縮，毛利下降，管理資源有限等原因，董事會決定結束有關業務，並於2013年6月對運作該業務的公司展開股東自願清盤程序。

本集團2012年新收購的電池業務，由於受市場及行業規則變化等因素影響業績表現不佳並錄得虧損。董事會考慮到該業務在現時經營環境及規例下將不會為集團帶來可預見的合理回報，決定於2013年11月把該業務出售給原賣方。

財務摘要

本集團營業收入為人民幣538.3百萬元，較2011年度上升人民幣56.9百萬元，上升11.8%；毛利人民幣64.3百萬元，較2011年度上升人民幣0.3百萬元，或0.4%。其中MLCC業務營業收入人民幣414.1百萬元，較2011年度上升15.9%，但毛利卻下降1.3%。

2012年公司股東應佔虧損為人民幣8.2百萬元。2011年公司股東應佔之稅後溢利人民幣14.6百萬元。每股虧損為人民幣2.0仙，2011年每股盈利為人民幣3.6仙。

I hereby present the annual financial statements of the Group for the year ended 31 December 2012 on behalf of the Board of the Company.

BUSINESS REVIEW

In 2012, the global economy was still on the basic trend of slow recovery in the aftermath of European sovereign debt crisis, and there was no strong rebound of global demand for electronic products. As a cyclical industry, the digital product sector was plagued by the problem of overcapacity. MLCC, the main business of the Group, which is situated in the upstream of the electronic products sector, experienced an even more complicated business environment and intensified competition, in particular in terms of price competition. These factors, coupled with the increase in costs caused by the surging price of raw materials, utilities and staff salaries, resulted in a drop in the gross profit of MLCC business despite the significant growth of the operating income.

For the Group's mobile phone trading business, in view of the shrinking sales volume, decrease in gross profit, limited management resources and other factors emerged in 2012, the Board decided to close down the businesses, and carried out the voluntary winding-up process in respect of the company operating the business in June 2013.

The battery business acquired by the Group in 2012 saw sluggish performance and recorded a loss due to various factors such as changing market conditions and industry regulations. Given that the business would not bring any foreseeable and reasonable returns to the Group under the current business environment and regulatory requirements, the Board decided to sell the business to the original vendor in November 2013.

FINANCIAL HIGHLIGHTS

The Group recorded an operating income of RMB538.3 million, representing an increase of RMB56.9 million, or 11.8% as compared to 2011; and a gross profit of RMB64.3 million, an increase of RMB0.3 million, or 0.4% as compared to 2011; of which, the operating income from MLCC amounted to RMB414.1 million, representing an increase of 15.9% over 2011, although its gross profit recorded a decrease of 1.3%.

Loss attributable to shareholders of the Company in 2012 amounted to RMB8.2 million. Profit after tax attributable to shareholders of the Company in 2011 amounted to RMB14.6 million. Loss per share was RMB2.0 cent while the earnings per share in 2011 were RMB3.6 cents.

主席報告

Chairman's Statement

股息

董事局建議不派發截至2012年12月31日止年度末期現金股息。

前景

全球經濟依然行進在坎坷復蘇的道路上，作為電子數碼產品的上游產業之MLCC業務仍處於需求放緩、競爭激烈的市場環境，但全球智能手機、平板電腦等創新終端產品和互聯網的快速發展給公司帶來新的機會，公司為客戶產品開發提供與時俱進的解決方案，不單提升產品服務的質量，而且提高產品配套銷售的能力，成為許多客戶戰略性供應商和被動器件解決方案提供商。同時公司發揮研發優勢持續創新高新產品，提高生產效率降低成本等措施為公司贏得市場競爭力。

致謝

本人亦藉此對所有客戶及股東一直以來的支持、董事同寅的指引和遠見，以及全體員工的專心致志及辛勤努力，深表謝意。

主席
陳偉榮

2014年7月16日

DIVIDEND

The Board did not recommend the payment of final cash dividend for the year ended 31 December 2012.

OUTLOOK

The world economy is still on the rocky road to recovery, and MLCC, an upstream business of electronic and digital products, still faces the market environment with a slowdown in demand and an intensified competition. However, the rapid development of innovative terminal products, such as smart devices and tablet computers, as well as the Internet across the globe has brought new opportunities to the Company. We offer up-to-date solutions for the development of customers' products, which not only enhance the quality of the products and services, but also strengthen the supporting sales capability of such products, making us the strategic supplier and provider of passive component solutions for many customers. Meanwhile, leveraging on the advantage of our strong R&D capabilities, the Company is committed to improving its market competitiveness through various measures including continuous innovation in high-tech products, productivity enhancement and cost reduction.

APPRECIATION

I would also like to take this opportunity to thank all of our customers and shareholders for their continuing support, our directors for their guidance and insights, as well as our staff for their dedication and efforts.

Chen Weirong
Chairman

16 July 2014

管理層討論及分析

Management's Discussion and Analysis

業務回顧

2012年度，全球經濟仍處於衰退之中，全球電子產品的總需求仍未見回升。由此作為電子產品上游產業MLCC的需求增長乏力，行業競爭激烈。因此截至2012年12月31日，本集團營業收入為人民幣538.3百萬元，較2011年度上升人民幣56.9百萬元，上升11.8%；毛利人民幣64.3百萬元，較2011年度上升人民幣0.3百萬元，上升0.4%，其中MLCC業務營業收入人民幣414.1百萬元，較2011年度上升15.9%，但毛利率卻下降1.3%。2012年公司股東應佔之虧損人民幣8.2百萬元。

於2012年9月25日本公司通過間接全資附屬公司深圳市威長新能源有限公司與關連方深圳市宇陽投資集團有限公司、霜梅女士和廖傑先生(「賣方」)簽訂股權買賣協議收購深圳市宇陽能源有限公司的股權，並於2012年11月12日完成收購事項，以期令本集團能夠拓展至鉛酸電池生產及銷售並受惠於迅速興起的可再生能源市場。然而在收購後，深圳市宇陽能源有限公司財務表現不佳並在2012年錄得虧損，且若干外部因素對該業務造成不利影響，尤其是中國政府相關部門頒佈監管鉛酸電池生產企業的新規則及規定。本集團董事局注意到，該等新規例訂明多項嚴格規定，對新收購公司之業務營運及發展可能會造成意外的不利影響。考慮到該公司亦不再能夠為本集團提供相關商機，因此2013年11月15日，深圳市威長新能源有限公司與原賣方訂立股份出售協議，原賣方同意自深圳市威長新能源有限公司購回深圳市宇陽能源有限公司的股權。詳情請參閱本集團於2013年12月9日之股東特別大會之通告。

BUSINESS REVIEW

In 2012, the global economy was still under depression, and there was no rebound of demand for electronic products. For this reason, demand for MLCC products, which are located in the upstream of the electronic industry, lost momentum to grow and competition among the industry intensified. As a result, as of 31 December 2012, the revenue of the Group increased by RMB56.9 million to RMB538.3 million, representing a growth of 11.8% as compared to that of 2011. The gross profit increased by RMB0.3 million to RMB64.3 million, representing a rise of 0.4%. In particular, the sales revenue from MLCC was RMB414.1 million, representing a growth of 15.9% over that of 2011, but a decrease of 1.3% in gross profit margin. In 2012, loss attributable to shareholders of the Company amounted to RMB8.2 million.

As part of the Group's effort to venture into the production and sale of lead-acid batteries and benefit from the rapid emergence of the renewable energy market on 25 September 2012, the Company signed a sale and purchase agreement with related parties, Shenzhen Eyang Investment Group Limited, Ms. Shuang Mei and Mr. Liao Jie (as vendors) through Shenzhen Weichang New Energy Co., Limited, an indirect wholly-owned subsidiary, to purchase the entire equity interest in Shenzhen Eyang Energy Company Limited. The completion of the Acquisition took place on 12 November 2012. However, after completion of the Acquisition, Shenzhen Eyang Energy Company Limited recorded weak financial performance and a loss in 2012. The business operation was also adversely affected by certain external factors, such as the new rules and requirements regulating enterprises engaged in the production of lead-acid batteries issued by the PRC government authorities. The Board of the Group has noted that such new regulations, which cover a considerable range of stringent requirements may have unexpected adverse impact on the business operations as well as the developing opportunities for the newly acquired company. Given the fact that the company is no longer capable of offering the Group relevant opportunities, on 15 November 2013, Shenzhen Weichang New Energy Co., Limited entered into the Share Disposal Agreement with the original vendors, under which the original vendors agreed to repurchase the entire equity interest in Shenzhen Eyang Energy Company Limited from Shenzhen Weichang New Energy Co., Limited. For details, please refer to the notice of extraordinary general meeting of the Group dated 9 December 2013.

管理層討論及分析

Management's Discussion and Analysis

主營業務收入

2012年度本集團營業收入為人民幣538.3百萬元，較2011年度上升人民幣56.9百萬元，上升11.8%；主要因為本集團MLCC業務營業收入的上升和新增於2012年11月12日收購的電池業務的營業收入。

其中，本集團的MLCC業務營業收入人民幣414.1百萬元，較2011年度上升15.9%。主要因為在2012年下半年調整營銷策略，收復銷售市場並有所擴張。

2012年度本集團手機貿易業務收入為人民幣113.0百萬元，較2011年度下降9.0%。

自收購日後併入本集團2012年度報表的新收購之電池業務收入為人民幣11.2百萬元。

毛利率

2012年度本集團的毛利率12.0%，較2011年度下降1.3個百分點。主要是由於MLCC的毛利率有所下降。

其中，2012年度本集團的MLCC業務毛利率為14.6%，較2011年度的15.9%下降1.3個百分點。

2012年度本集團手機貿易業務的毛利率3.4%。較2011年度的6.0%下降2.6個百分點。

2012年度本集團新收購的電池業務的毛利率-0.6%。

其他業務收入和其他淨收益

2012年度本集團其他業務收入和其他淨收益為人民幣13.8百萬元，較2011年度上升人民幣2.3百萬元，主要原因是2012年政府補貼較2011年增加人民幣1.0百萬元，租金收入增加人民幣0.5百萬元。

REVENUE FROM PRINCIPAL BUSINESS

The revenue of the Group's business for 2012 increased by RMB56.9 million to RMB538.3 million, representing an 11.8% increase over that of 2011; this was mainly due to the increase in revenue of the Group's MLCC business and the revenue generated by the battery business acquired on 12 November 2012.

In particular, the revenue of the Group's MLCC business was RMB414.1 million, representing an increase of 15.9% over 2011. This was mainly attributable to the reclamation and expansion of market share as a result of adjustment in the Group's marketing strategies during the second half of 2012.

The revenue from the Group's mobile phone trading business for 2012 was RMB113.0 million, representing a decrease of 9.0% over that of 2011.

Revenue of the newly acquired battery business, which was incorporated into the Group's statements for the year 2012 after the date of acquisition, was RMB11.2 million.

Gross Profit Margin

The gross profit margin of the Group for 2012 was 12.0%, representing a decrease of 1.3% as compared to that of 2011. This was mainly due to the decline in the gross profit margin of MLCC.

The gross profit margin of the Group's MLCC business for 2012 was 14.6%, representing a decrease of 1.3% as compared to 15.9% of 2011.

The gross profit margin of the Group's mobile phone trading business for 2012 was 3.4%, representing a decrease of 2.6% as compared to 6.0% of 2011.

The gross profit margin of the Group's newly acquired battery business for 2012 was -0.6%.

Other Revenue and Other Net Income

Other revenue and other net income of the Group for 2012 were RMB13.8 million, representing an increase of RMB2.3 million as compared to that of 2011. This was mainly benefited from the increase of RMB1.0 million in government grants in 2012 as compared with that of 2011, and the increase of RMB0.5 million in rental revenue.

管理層討論及分析

Management's Discussion and Analysis

銷售及分銷成本

2012年度本集團銷售及分銷成本為人民幣18.3百萬元，較2011年度增長39.3%，主要因為：隨著MLCC銷售收入增長，導致相應的營業費用增加。

管理費用

2012年度本集團管理費用為人民幣38.0百萬元，較2011年度增長40.1%，主要因為：1、人員工資、福利、社保費等增長；2、國內子公司部分稅種的稅率和徵收範圍有所提高。

研究及開發成本

2012年度本集團研究及開發成本為人民幣7.7百萬元，較2011年度上升7.8%，主要是因為：新產品研發投入增加。

其他支出

2012年度本集團其他支出為人民幣9.9百萬元，較2011年度上升298.6%，主要因為：增加計提存貨跌價準備。

財務費用

2012年度本集團財務成本為人民幣7.6百萬元，較2011年度下降人民幣1.3百萬元，主要因為：更加合理運用適當的融資手段，有效控制融資成本。

所得稅

2012年度本集團所得稅約為人民幣8.3百萬元，較2011年度增加人民幣6.1百萬元。主要是因為部分子公司盈利增加。

Selling and Distribution Costs

The selling and distribution costs of the Group for 2012 were RMB18.3 million, representing an increase of 39.3% over that of 2011. This was mainly due to the rise in operating costs associated with the growth in MLCC sales revenue.

Management Costs

The management costs of the Group for 2012 were RMB38.0 million, representing an increase of 40.1% over that of 2011. This was mainly due to (i) the increase in the wages, welfare and social insurance for the staff; (ii) the upward adjustment in rates and scope of certain taxes of the Group's subsidiaries in the Mainland.

Research and Development Costs

The research and development costs of the Group for 2012 were RMB7.7 million, representing an increase of 7.8% over that of 2011. This was mainly due to the increased investment in new product research and development.

Other Expenses

Other expenses of the Group for 2012 were RMB9.9 million, representing an increase of 298.6% over that of 2011. This was mainly due to the increase in provision for inventory falling price reserves.

Finance Costs

The finance costs of the Group for 2012 were RMB7.6 million, representing a RMB1.3 million decrease over that of 2011. This was mainly attributable to the greater focus on implementation of appropriate financing strategies and effective control of finance costs.

Income Tax

Income tax of the Group for 2012 amounted to approximately RMB8.3 million, representing an increase of RMB6.1 million over that of 2011. This was mainly due to the increase in earnings of some of the Group's subsidiaries.

管理層討論及分析

Management's Discussion and Analysis

資產負債比率

本集團以資產負債比率監察其資本，即淨負債除以資本加淨負債。淨負債按銀行貸款、應付貿易賬款及應付票據以及其他應付款項及預提費用(不包含遞延收入、客戶存款、中國政府補貼及擔保撥備)減現金及現金等價物之總和計算。資本指本公司權益持有人應佔權益(不包括股本)。於2012年及2011年12月31日，本集團的資產負債比率分別約為34%及40%。

物業、廠房及設備

於2012年12月31日，賬面淨值為人民幣277.4百萬元，較2011年下降人民幣16.8百萬元，主要是由於1、本集團物業、廠房及設備的本期折舊額約人民幣31.7百萬元。2、本集團新增MLCC之生產設備和在建工程約人民幣21.6百萬元。

投資性物業

2012年度本集團投資性物業為人民幣26.6百萬元，較2011年增加人民幣0.3百萬元。主要是由於增加小量租賃物業。

其他無形資產

本集團2012年度的其他無形資產人民幣1.0百萬元，較2011年度減少人民幣0.2百萬元，主要是由於本集團SAP管理軟件形成的無形資產攤銷。

應收貿易賬款及應收票據

於2012年12月31日，應收貿易賬款及應收票據的賬面淨值為人民幣221.9百萬元，較2011年增加人民幣65.2百萬元。主要是由於MLCC收入增長而引起的應收賬款增加和新收購電池業務的應收賬款。

Gearing Ratio

The Group monitors its capital through gearing ratio, which is net debt divided by capital plus net debt. Net debt is calculated as the sum of bank loans, trade and bills payables and other payables and accruals (excluding deferred income, deposits from customers, grants from PRC government and provision of warranty) less cash and cash equivalent. Capital represents equity attributable to the owners of the Company (excluding share capital). As at 31 December 2011 and 2012, the gearing ratio of the Group was approximately 34% and 40% respectively.

Property, Plant and Equipment

The net book value as at 31 December 2012 was RMB277.4 million, representing a decrease of RMB16.8 million from that of 2011. This was mainly due to: (i) depreciation of approximately RMB31.7 million with respect to the Group's property, plant and equipment. (ii) The Group's new MLCC production equipment and construction in process valued at approximately RMB21.6 million.

Investment Properties

The Group's investment properties for 2012 amounted to RMB26.6 million, representing an increase of RMB0.3 million over 2011. This was mainly due to the slight increase in property for lease.

Other Intangible Assets

The other intangible assets of the Group for 2012 amounted to RMB1.0 million, representing a decrease of RMB0.2 million when compared to that of 2011. This was mainly due to the amortisation of intangible assets associated with the Group's SAP management software.

Trade and Bills Receivables

As at 31 December 2012, the net book values of trade and bills receivables were RMB221.9 million, representing an increase of RMB65.2 million from that of 2011. This was mainly due to the increase in trade receivables as a result of the MLCC revenue growth, and trade receivables from the newly acquired battery business.

管理層討論及分析

Management's Discussion and Analysis

預付款項、按金及其他應收款項

於2012年12月31日，本集團預付款項、按金及其他應收款項額為人民幣32.1百萬元，較2011年增加人民幣7.8百萬元，主要由於增加對能源原股東的彌償資產應收款項。

現金及銀行結餘及已抵押銀行存款

於2012年12月31日，本集團現金及銀行結餘及已抵押銀行存款為人民幣88.7百萬元，較2011年下降人民幣103.0百萬元，主要是由於開立信用證及應收票據與抵押存款減少。

應付貿易賬款及應付票據

於2012年12月31日，本集團的應付貿易賬款及應付票據餘額較2011年末增加約人民幣50.0百萬元，應付票據餘額增加人民幣1.4百萬元。主要原因：1、本集團供貨商給於本集團付款期延長；2、本集團每月採購額增大；3、應付票據增加是因為：本集團開銀行承兌匯票給以票據方式結算的供應商。

遞延收入、應計費用與其他應付款項

於2012年12月31日，本集團遞延收入、應計費用與其他應付款項為人民幣45.8百萬元，較2011年度增加人民幣9.6百萬元。遞延收入、應計款項與其他應付款項增加主要由於年末的應付職工薪酬因提高年終獎而相應增加2.3百萬元，增加審計費用1.5百萬元和新收購電池業務的售後費用2.5百萬元，其他應交稅金增加9.8百萬元。

銀行貸款

於2012年12月31日，本集團有未償還銀行貸款人民幣144.6百萬元，較2011年度下降人民幣117.0百萬元，主要由於2011年因添置大量的MLCC生產設備產生資金需求，從而增加了銀行貸款，而在2012年則無此需求。

Prepayments, Deposits and Other Receivables

As at 31 December 2012, prepayments, deposits and other receivables of the Group were RMB32.1 million, representing an increase of RMB7.8 million from that of 2011, primarily due to an increase in indemnification asset receivables for Energy's original shareholders.

Cash and Bank Balances and Pledged Bank Deposits

As at 31 December 2012, cash and bank balances and pledged bank deposits of the Group were RMB88.7 million, representing a decrease of RMB103.0 million compared to that of 2011. This was mainly due to the issuance of letter of credits and a decrease in bills receivables as well as pledged bank deposits.

Trade and Bills Payables

As at 31 December 2012, the balance of the Group's trade and bills payables was increased by approximately RMB50.0 million from that at the end of 2011, while the balance of bills payables increased by RMB1.4 million. It was mainly due to: (i) the fact that the credit term granted by the Group's suppliers to the Group was extended; (ii) the Group increased its monthly purchase; (iii) the increase in bills payables was due to the fact that the Group issued bank acceptance bills to suppliers who opt to settle in the form of bills.

Deferred Income, Accruals and Other Payables

As at 31 December 2012, deferred income, accruals and other payables of the Group were RMB45.8 million, representing an increase of RMB9.6 million from that of 2011. The increase in deferred income, accruals and other payables was mainly due to the corresponding increase in year end bonus, which led to an increase of RMB2.3 million in staff remuneration payables at the end of the year, the additional auditing costs of RMB1.5 million, after-sale expenditures of RMB2.5 million incurred by the newly acquired battery business, as well as the increase in other tax payable of RMB9.8 million.

Bank Loans

As at 31 December 2012, outstanding bank loans of the Group amounted to RMB144.6 million, representing a decrease of RMB117.0 million over that of 2011, which was mainly due to the fact that bank loans increased as a result of capital needs generated by the major purchase of MLCC production equipment in 2011, while there were no such needs in 2012.

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或然負債

於2012年12月31日，本集團並無重大的或然負債。

承擔

於2012年12月31日，本集團的資本承擔為人民幣0.1百萬元，較2011年度下降人民幣25.4百萬元，主要是由於本集團2011年度因擴大MLCC生產新增設備採購合同而當年度未執行的合同在2012年履行了，2012年新增未執行的合同減少。

流動資金、財務資源及資本架構

流動資產淨額

於2012年12月31日，本集團的流動資產淨額約為人民幣125.5百萬元，其中包括流動資產人民幣463.8百萬元及流動負債人民幣338.3百萬元。

銀行授信

於2012年12月31日，本集團的銀行授信總額約為人民幣390.3百萬元，其中約人民幣244.5百萬元並未使用。

外匯風險

本集團於2012年度銷售額主要以人民幣、美元和港元列值，採購額主要以人民幣、美元、港元和日元列值，以美元和港元列值的應收貿易賬款大於以美元和港元列值的應付貿易賬款，同時，本集團還存在以日元列值應付貿易賬款而基本不存在以日元列值的應收貿易賬款風險，在匯率劇烈波動時，存在一定的匯率風險。

員工

截至2012年12月31日止年度，集團共有1,119員工，他們的工資和福利由市場、國家政策及個人表現而定。

Contingent Liabilities

As at 31 December 2012, the Group had no material contingent liabilities.

Commitments

As at 31 December 2012, the capital commitments of the Group were RMB0.1 million, representing a decrease of RMB25.4 million over that of 2011, which was mainly due to the decrease in new outstanding contracts in 2012 after the execution of outstanding contracts entered into in 2011, during which an increase in the Group's equipment purchasing contracts was recorded as a result of expansion in MLCC production.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Net Current Asset

As at 31 December 2012, the Group had net current assets of approximately RMB125.5 million, including current assets of RMB463.8 million and current liabilities of RMB338.3 million.

BANKING FACILITIES

As at 31 December 2012, the Group had aggregate banking facilities of approximately RMB390.3 million, of which approximately RMB244.5 million had not been utilized.

Foreign Currency Risk

In 2012, the Group's sales were mainly denominated in RMB, US dollars and Hong Kong dollars, while its purchases were mainly denominated in RMB, US dollars, Hong Kong dollars and Japanese Yen. The trade receivables denominated in US dollars and Hong Kong dollars were greater than the trade payables denominated in US dollars and Hong Kong dollars. Meanwhile, the Group is exposed to risks in respect of trade payables denominated in Japanese Yen, but is basically not exposed to risks in respect of trade receivables denominated in Japanese Yen. In the event of vigorous fluctuation of the exchange rate, foreign currencies risk will exist to a certain extent.

STAFF

For the year ended 31 December 2012, the Group had a total of 1,119 staff, whose remunerations and benefits are determined based on the market, state policies and individual performance.

企業管治報告

Corporate Governance Report

本公司已盡力於2012年1月1日至2012年3月31日期間應用企業管治常規守則(「企業管治常規守則」)訂明之全部相關守則條文及於2012年4月1日至2012年12月31日期間應用香港聯合交易所有限公司證券上市規則附錄14所載企業管治守則(「企業管治守則」)訂明之全部相關守則條文。董事會完全明白，達到更高標準之企業管治是市場參與者的共識。本公司正進行一項檢討，以根據嚴格的監管規定進一步完善本公司企業管治常規。

董事會已就本公司企業管治常規作出評估，認為本公司於截至2012年12月31日止年度內已妥善遵守企業管治常規守則及企業管治守則，惟下文所闡述者除外。

董事會

董事會之組成及董事背景

董事會負責為本集團訂立業務目標及制訂策略性計劃及經營政策，以及監督本集團表現。董事會由不同領域人士組成，以確保董事會具備適合本公司業務營運所需之專業知識、技能、經驗及多樣性觀點。

於2012年12月31日，董事會有10名成員，包括3名執行董事、4名非執行董事及3名獨立非執行董事。

The Company has made every effort to apply all relevant code provisions as stipulated in the Code on Corporate Governance Practices (“Code on CG”) during the period from 1 January 2012 to 31 March 2012 and those of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited during the period from 1 April 2012 to 31 December 2012. The Board fully understands that a higher standard of corporate governance is the common view shared by market participants. A review is underway to further improve the Company’s corporate governance practice pursuant to the tightened regulatory requirements.

The Board has assessed the corporate governance practices of the Company and form an opinion that the Company has complied with the Code on CG and the CG Code during the year ended 31 December 2012, save for the exception as stated and explained below.

THE BOARD OF DIRECTORS

Composition of the Board and Directors’ background

The Board is responsible for setting the Group’s business objectives and devising strategic plans and operation policies and overseeing the Group’s performance. The Board comprises people from different sectors to ensure that the Board has a balance of expertise, skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business operation.

As at 31 December 2012, there were 10 members in the Board comprising 3 executive directors, 4 non-executive directors and 3 independent non-executive directors.

企業管治報告

Corporate Governance Report

董事會執行董事參與本集團的日常營運及管理，並向員工明確傳達本公司的方向、業務目標及目的。彼等參照預先釐定的目的及目標了解高級管理人員的表現。非執行董事的多元化背景可讓董事會從不同視角看待事務，並讓管理層具更廣闊眼界以取得目標業績。另一方面，3名獨立非執行董事之獨立性乃為發揮監察與制衡作用，以保障本公司股東及其他利益相關人士之權益。審核委員會主席持有企業管治守則訂明之所需專業資格，以及會計及財務管理的專業知識。

年內，因資源及人力有限以及董事事務繁忙，故並未安排董事培訓(企業管治守則第A.6.5條)。此外，由於財務部投入全面檢討部門營運及分配人力，本公司並無就本集團業務表現著手發佈每月更新(企業管治守則第C.1.2條)。董事會仍在物色合適的保險機構，以就其董事可能會面對的法律行動作出適當的投保安排(企業管治守則第A.1.8條)。董事會明白，遵守經修訂企業管治守則是提升本公司企業管治標準以符合公眾更高期望的基礎，董事會將致力盡快符合前述三項條文的規定。

董事履歷詳情載於本年報第6頁至10頁。於本報告日期，董事會及各個董事委員會的組成如下：

執行董事：

陳偉榮先生(主席)
(行政總裁兼薪酬委員會及提名委員會成員)
敬文平先生
王曄先生

非執行董事：

程吳生先生
張志林先生
陳浩先生

The executive directors of the Board participate in the Group's daily operation and management, convey a clear picture of the direction, business objectives and goals of the Company to the staff. They keep track of the performance of the senior management with reference to the pre-determined goals and objectives. The diverse backgrounds of the non-executive directors enable the Board to look at matters from different perspectives and provide a bigger scope for the management to attain the target results. On the other hand, the independence of the three independent non-executive directors serves the purpose of check and balance so as to safeguard the interests of shareholders as well as other stakeholders of the Company. The chairman of the audit committee possesses the necessary professional qualification and expertise in accounting and financial management as stipulated in the Corporate Governance Code.

During the year, directors' training (CG Code A.6.5) was not arranged due to the limited resources and manpower as well as the busy schedules of the directors. Also the Company had not commenced issuance of a monthly update on the Group's business performance (CG Code C.1.2) as the finance department was pre-occupied with a thorough review of the department operation and allocation of manpower. The Board was in the process of identifying suitable insurer to arrange appropriate insurance cover in respect of legal action against its directors (CG Code A.1.8). The Board understands that compliance with the revised CG Code is the essence of lifting the Company's corporate governance standard to meet public's higher expectation and it would strive to meet the requirements of the three provisions as soon as possible.

The biographical details of the directors are set out on pages 6 to 10 of this annual report. The composition of the Board and the Committees of the Board as at the date of this report is given below:

Executive Directors:

Mr. Chen Weirong (*Chairman*) (*Chief Executive Officer and member of Remuneration Committee and Nomination Committee*)
Mr. Jing Wenping
Mr. Wang Ye

Non-Executive Directors:

Mr. Cheng Wusheng
Mr. Zhang Zhilin
Mr. Chen Hao

企業管治報告

Corporate Governance Report

獨立非執行董事：

朱健宏先生
(審核委員會主席兼薪酬委員會成員)
劉煥彬先生(薪酬委員會及
提名委員會主席兼審核委員會成員)
潘偉先生
(審核委員會及薪酬委員會成員)
梁榮先生(審核委員會成員)
麥家榮先生(審核委員會成員)

於2013年1月25日，霜梅女士辭任非執行董事及薪酬委員會成員職務，以便投放更多時間於其本身業務。敬文平先生及梁榮先生於2013年5月7日分別獲董事會委任為本公司執行董事及獨立非執行董事。於2013年9月18日舉行之本公司股東週年大會上，徐純誠先生從董事會退任並辭任財務總監一職，而廖傑先生亦辭任執行董事一職。同日，王曄先生及麥家榮先生分別為執行董事及獨立非執行董事之委任於股東週年大會上獲本公司股東批准。董事會於2014年2月8日委任阮仁宗先生為新任財務總監，負責執掌財務部。

各董事間並無財務、業務、家族或其他重大或相關之關係。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的有關其獨立性的年度確認函。提名委員會已就全體獨立非執行董事之獨立性作出評估，董事會亦信納彼等之獨立性。

責任

董事會董事由本公司股東於股東大會上委任並肩負若干職責，包括為本集團訂立業務目標、就本集團的業務發展制訂策略性計劃、監督計劃的執行以及評估本公司達致該等目標的營運效能及效率。董事會認為，清晰一致的企業價值及準則有助於管理層履行保障本公司利益相關者權益及為本公司創造價值的受信責任。為此，董事會已作出諸多努力，確保管理層及員工認同相同的價值及準則。董事會亦負責部分業務活動，如收購及出售交易、關連交易、投資及資本開支，並徹底討論相關事宜。

Independent Non-Executive Directors:

Mr. Chu Kin Wang, Peleus (*Chairman of Audit Committee and member of Remuneration Committee*)
Mr. Liu Huanbin (*Chairman of both Remuneration Committee and Nomination Committee and member of Audit Committee*)
Mr. Pan Wei (*member of Audit Committee and Remuneration Committee*)
Mr. Liang Rong (*member of Audit Committee*)
Mr. Mak Ka Wing, Patrick (*member of Audit Committee*)

On 25 January 2013, Ms. Shuang Mei resigned as a non-executive director and a member of Remuneration Committee so as to devote more time to her own business, Mr. Jing Wenping and Mr. Liang Rong were appointed by the Board on 7 May 2013 as an executive director and independent non-executive director of the Company respectively. At the annual general meeting of the Company held on 18 September 2013, Mr. Xu Chuncheng retired from the Board and resigned from the post of chief financial officer and Mr. Liao Jie also resigned as an executive director. On the same date, the appointment of Mr. Wang Ye and Mr. Mak Ka Wing, Patrick as an executive director and independent non-executive director respectively was approved by shareholders of the Company at the annual general meeting. On 8 February 2014, the Board appointed Mr. Ruan Ren Zhong as the new chief financial officer to head the finance department.

There is no financial, business, family or other material or relevant relationship among the directors. The Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of all the independent non-executive directors and the Board is satisfied with their independence.

Responsibilities

The directors of the Board, appointed by shareholders of the Company in the general meeting, are entrusted with the duties including setting the business objectives of the Group, devising strategic plans for the development of the Group's business, monitoring the execution of the plans and assessing the effectiveness and efficiency of the Company's operation in attaining the goals. The Board believes that clear and coherent corporate values and standards can facilitate the management's fiduciary duties of safeguarding the interests of the Company's stakeholders and creating values for the Company. Therefore the Board has put considerable efforts on ensuring that the management as well as the staff share the same values and standards. The Board is also responsible for business activities like acquisition and disposal transactions, connected transactions, investments and capital expenditures and discuss the related issues thoroughly.

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Corporate Governance Report

董事會將日常營運及執行業務計劃之職務委派予行政總裁及高級管理人員，並進行密切監督及持續監察。董事會亦會定期評估管理層表現及預設業務目標的達成情況。

委任、重選及罷免董事

本公司組織章程細則(副本已分別刊登於本公司及香港聯合交易所有限公司的網站)清楚列明委任、重選及罷免董事的正確程序及過程，亦規定最少三分之一現任董事須於每個股東大會上輪值告退，而每名董事須至少每隔3年在股東週年大會上退任，這符合上市規則的企業管治守則所載有關上市發行人董事委任之規定。退任董事將合乎資格在股東週年大會上膺選連任。此外，任何獲董事會委任以填補董事會空缺之新任董事須於下一屆股東大會上由股東重選連任。本公司所有非執行董事(包括獨立非執行董事)之委任期為彼等獲委任當日起計為期3年。提名委員會負責不時檢討董事會的組成，並就董事會成員在制訂營運本集團業務的各項指令方面如何提升專業知識、認知及經驗向董事會提出推薦意見。

董事委員會

董事會已成立3個董事委員會，即審核委員會、薪酬委員會及提名委員會，以監察本公司事務的特定方面。所有董事委員會均設有清晰的書面職權範圍，並刊登於本公司網站及香港聯交所網站供股東查閱。所有董事委員會將就其決定或所提推薦意見向董事會作出匯報。

審核委員會

於2012年12月31日，審核委員會由3名獨立非執行董事組成，即朱健宏先生(審核委員會主席)、潘偉先生及劉煥彬先生。

The Board delegates the duties of daily operation and execution of business plans to the Chief Executive Officer and senior management under the Board's close supervision and constant monitoring. The Board also carries out periodic appraisal on the performance of the management and achievements of the preset business goals.

Appointments, Re-election and Removal of Directors

The articles of association of the Company, of which a copy has been posted on websites of the Company and the Stock Exchange of Hong Kong Limited respectively, clearly lay out the proper procedures and process of appointment, re-election and removal of directors. It also requires that at least one-third of the directors for the time being shall retire from office by rotation at each annual general meeting provided that every director shall be subject to retirement at an annual general meeting at least once every three years, which coheres with the requirements set out in the Corporate Governance Code of the Listing Rules with respect to the appointments of directors of a listed issuer. A retiring director shall be eligible for re-election at the annual general meeting. Besides, any new director appointed by the Board to fill a casual vacancy shall submit himself/herself for re-election by Shareholders at the following general meeting. All non-executive directors (including independent non-executive directors) of the Company have been appointed for a term of three years from the date of their appointments. The Nomination Committee is responsible for reviewing the composition of the Board from time to time and making recommendations to the Board with respect to enhancing expertise, knowledge and experience of the Board members in formulating the set of directives on running the business of the Group.

Board Committees

The Board established three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing particular aspects of the Company's affairs. All Board committees are established with defined written terms of reference which are available to shareholders on the website of the Company and Hong Kong Stock Exchange. All Board committees reported to the Board on their decisions or recommendations made.

Audit Committee

As at 31 December 2012, the Audit Committee comprises three independent non-executive directors, namely, Mr. Chu Kin Wang, Peleus (chairman of the Audit Committee), Mr. Pan Wei and Mr. Liu Huanbin.

企業管治報告

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審核委員會之主要職責為(i)檢討財務報表及報告並於提交至董事會前考慮由負責會計及財務報告職能的員工或外聘核數師提出之任何重大或非常規事項；(ii)參照外聘核數師所執行的工作、其費用及委聘條款以檢討與該核數師的關係，並就委任、重新委任及罷免外聘核數師向董事會提出推薦意見；及(iii)檢討本公司之財務申報系統、內部監控系統及風險管理系統以及相關程序是否充足及有效。

截至2012年12月31日止年度，審核委員會經已召開兩次會議檢討財務業績及報告、財務申報及合規程序、本公司之內部監控及風險管理回顧之報告，以及重新委任外聘核數師。委員會在選擇、委任、辭任或開除外聘核數師方面與董事會並無持有異見。本集團截至2012年12月31日止年度之年度業績已獲審核委員會討論、審閱及批准。

薪酬委員會

於2012年12月31日，薪酬委員會由5名成員組成，即獨立非執行董事劉煥彬先生、潘偉先生及朱健宏先生，非執行董事霜梅女士及執行董事陳偉榮先生。劉煥彬先生為薪酬委員會主席。

薪酬委員會之主要職責包括就董事及高級管理人員之薪酬政策及架構及薪酬組合提出推薦意見，以及就此作出批准。薪酬委員會亦負責制訂透明程式以發展一套薪酬政策及架構，概無董事或其任何聯繫人士會參與釐定自己之薪酬組合。

薪酬委員會採取的方法為參照技能、知識、經驗及分派之工作及個人表現及本公司整體業績向董事會就董事及高級管理人員的薪酬組合提出推薦意見。在釐定薪酬組合時，薪酬委員會亦為董事及高級管理人員取得具競爭性之薪酬水準及市場趨勢之外部參考報告、調查及相關資料。薪酬委員會認為，現時就有關董事及高級管理人員之職務及責任所提供之董事袍金及給予高級管理人員之酬金與市場水平相稱。

The principal duties of the Audit Committee were to (i) review the financial statements and reports and consider any significant or unusual items raised by the staff responsible for the accounting and financial reporting function or external auditor before submission to the Board; (ii) review the relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor; and (iii) review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

During the year ended 31 December 2012 the Audit Committee met twice and reviewed the financial results and reports, financial reporting and compliance procedures, report of the Company's internal control and risk management review and the re-appointment of the external auditors. The Committee had not taken a different view from that of the Board regarding the selection, appointment, resignation or dismissal of the external auditors. The Group's annual results for the year ended 31 December 2012 had been discussed, reviewed and approved by the Audit Committee.

Remuneration Committee

As at 31 December 2012, the Remuneration Committee comprised 5 members, namely, Mr. Liu Huanbin, Mr. Pan Wei and Mr. Chu Kin Wang, Peleus, being independent non-executive directors. Ms. Shuang Mei, being non-executive director, and Mr. Chen Weirong, being executive director. Mr. Liu Huanbin was the chairman of the Remuneration Committee.

The principal objectives of the Remuneration Committee include making recommendations on and approving the remuneration policies and structure and remuneration packages of the directors and senior management. The Remuneration Committee is also responsible for establishing transparent procedures to devise such remuneration policy and structure that no director or any of his/her associates will participate in deciding his/her own remuneration packages.

The Remuneration Committee adopts the approach of making recommendation to the Board on the compensation packages of the directors and senior management with reference to the skill, knowledge, experience and the tasks assigned and individuals' performance and overall results of the Company. In determining the remuneration package, the Remuneration Committee also obtain reports, surveys and relevant information from external sources for the competitive level of remuneration and market trend for the directors and senior management. The Remuneration Committee forms an opinion that the current directors' fees for the directors and remuneration for the senior management for their duties and responsibilities undertaken were commensurate with the market level.

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提名委員會

於2012年12月31日，提名委員會由3名成員組成，即獨立非執行董事劉煥彬先生及朱健宏先生及執行董事陳偉榮先生。劉煥彬先生為提名委員會主席。

提名委員會之主要職責為根據組織章程細則就委任或重新委任董事向董事會作出建議。提名委員會於有需要時檢討董事會之組成，以應付業務需求、商機及挑戰，並遵守有關法規及法例。提名委員會將按本公司要求不時透過本公司認為適合之方式選擇及評估董事職位候選人之技能、資格、知識及經驗之均衡性。提名委員會將從廣泛背景考慮候選人，按其個人能力及董事會載列之客觀標準評價該候選人，並考慮其擔任董事一職能付出之時間及作為獨立非執行董事之獨立身分。

所有新委任之董事將獲提供介紹，以確保其對本集團之業務及營運有適當認識，以及充分了解上市規則項下之責任及義務及其他相關法規要求。

提名委員會亦負責參照相關個人的技能、經驗、專業知識、個人信譽及時間承諾、本公司需要及其他相關法定要求及法規進行董事候選人的物色及推薦工作。

Nomination Committee

As at 31 December 2012, the Nomination Committee comprised 3 members, namely, Mr. Liu Huanbin and Mr. Chu Kin Wang, Peleus, being independent non-executive directors and Mr. Chen Weirong, being executive director. Mr. Liu Huanbin was the chairman of the Nomination Committee.

The Nomination Committee's major principal are to make recommendations to the Board on the appointment or re-appointment of directors according to the Articles of Association. The Nomination Committee reviews the composition of the Board whenever necessary to meet the business demands, opportunities and challenges and to comply with the laws and regulations. The Nomination Committee will select and evaluate the balance of skills, qualification, knowledge and experience of the candidate to the directorship as may be required by the Company from time to time by such means as the Company deems fit. The Nomination Committee shall consider the candidate from a wide range of backgrounds, on his/her merits and against objective criteria set out by the Board and taking into consideration his/her time devoted to the position and independence as independent non-executive directors.

Newly appointed directors would be provided with an induction so as to ensure that he/she has appropriate understanding of the business and operations of the Group and full awareness of directors' responsibilities and obligations under the Listing Rules and other relevant regulatory requirements.

The Nomination Committee is also responsible for selecting and recommending candidates for directorships by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individual, the Company's needs and other relevant statutory requirements and regulations.

企業管治報告

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董事會會議

董事設有定期董事會會議以討論及釐定本集團策略、監察計劃執行、檢討本集團業務表現及財政報告，以及所有其他重要事項。於出現重大事件或重要事宜須予討論及解決時會另外舉行會議。董事會會議通告於會議舉行前至少14天預先派發予所有董事，而議程或所有相關文件由公司秘書於會議舉行前至少3天編製好並分發予所有董事，以確保所有董事在準備會議時有足夠的資料及相關材料。公司秘書負責編製及保管所有董事會及委員會會議的會議記錄。所有董事均能完滿獲得公司秘書之意見及服務，以確保貫徹遵守董事會程序及所有適用規則及法例。各董事於截至2012年12月31日止年度出席董事會、審核委員會、薪酬委員會及提名委員會會議之記錄如下：

Board Meeting

Regular board meetings are held for directors to discuss and determine the strategies of the Group, monitor the execution of plans, review the Group's business performance and financial reporting as well as all other material matters. Additional meetings were held when significant events or important issues were required to be discussed and resolved. Notice of the Board meeting is given at least 14 days in advance to all directors, and the agenda or all related document are prepared and dispatched to all directors by the company secretary at least 3 days before the meeting to ensure all directors have sufficient information and relevant material when preparing for the meetings. The company secretary is responsible for preparing and keeping minutes of all board and committee meetings. All directors have full access to the advice and services of the company secretary to ensure that the Board procedures and all applicable rules and regulations are followed. Details of directors' attendance at the meetings of the Board, Audit Committee, Remuneration Committee and Nomination Committee during the year ended 31 December 2012 are set out below:

董事姓名 Name of Directors	出席／會議次數 截至2012年12月31日止年度 Attendance/Number of meetings for the year ended 31 December 2012			
	董事會 Board	審核委員會 Audit Committee	薪酬委員會 Remuneration Committee	提名委員會 Nomination Committee
陳偉榮先生 Mr. Chen Weirong	3/4	不適用 N/A	—	—
霜梅女士 Ms. Shuang Mei	3/4	不適用 N/A	—	—
廖傑先生 Mr. Liao Jie	3/4	不適用 N/A	—	—
徐純誠先生 Mr. Xu Chuncheng	3/4	不適用 N/A	—	—
程吳生先生 Mr. Cheng Wusheng	4/4	不適用 N/A	—	—
張志林先生 Mr. Zhang Zhilin	3/4	不適用 N/A	—	—
陳浩先生 Mr. Chen Hao	4/4	不適用 N/A	—	—
潘偉先生 Mr. Pan Wei	4/4	2/2	—	—
劉煥彬先生 Mr. Liu Huanbin	4/4	2/2	—	—
朱健宏先生 Mr. Chu Kin Wang, Peleus	4/4	2/2	—	—

企業管治報告

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主席及行政總裁

企業管治守則第A.2.1條守則條文列明，主席及行政總裁的職務必須分開，不應由同一人士出任。現時，本公司並無由不同人士出任主席及行政總裁，該兩個職位均由陳偉榮先生兼任。董事會相信，由同一人負責主席及行政總裁職務，可讓本集團得到有力及一貫之領導，更有效地規劃及執行長遠業務策略，並提高因應瞬息萬變之環境作出決策之效率。

3名獨立非執行董事為董事會提供獨立判斷及不同觀點，確保能顧及有關方面利益並遵從適當程序，以避免潛在利益衝突。董事會因此相信，本公司已擁有之穩健企業管治架構可帶來充分制衡力。董事會將持續檢討本集團企業管治架構的有效性、恰當性及表現，以評估日後是否需要作出任何變動。

董事進行證券交易之標準守則

企業管治守則第A5.4條訂明，董事須根據上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）遵守其義務。此外，董事會須就有關僱員買賣發行人證券而設立嚴謹程度不遜於標準守則之書面指引。

本公司已採納標準守則作為董事買賣本公司證券的操守守則。經向董事會各董事作出特別查詢後，所有董事確認彼等於截至2012年12月31日止年度內一直完全遵守標準守則。

本公司亦已就僱員進行證券交易設立嚴謹程度不遜於標準守則之書面指引（「僱員書面指引」），適用於可能擁有與本公司或其證券有關而未經公佈的股價敏感資料之有關僱員。截至2012年12月31日止年度，本公司並無獲悉有任何相關僱員未遵守僱員書面指引的事件。

Chairman and Chief Executive Officer

The code provision A.2.1 of the CG Code states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not have a separate chairman and chief executive officer and Mr. Chen Weirong currently holds both positions. The Board believes that vesting the roles of both chairman and chief executive officer in the same person provides the Group with strong and consistent leadership, allows for more effective planning and execution of long-term business strategies and enhances the efficiency of decision-making process in response to the changing environment.

The three independent non-executive directors provide the Board with independent judgment and views from different perspectives and ensure that the interests of concerned parties can be taken into account and proper processes are followed to avoid possible conflict of interests. The Board therefore believes that the Company already has a strong corporate governance structure in place with adequate check and balances. The Board will continue to review the effectiveness and adequacy of the Group's corporate governance structure and performance so as to assess whether any changes are necessary in the future.

Model Code for Dealing In Securities by Directors

Code provision A5.4 of the CG Code stipulates that directors must comply with their obligations under the Model Code for Securities Transactions by directors of Listed Issuers (the "Model Code") as contained in Appendix 10 to the Listing Rules. In addition, the Board should establish written guidelines on no less exacting terms than the Model Code for relevant employees in respect of their dealings in the securities of the issuer.

The Company has adopted the Model Code as its code of conduct governing the directors' dealing in the Company's securities. Specific enquiry has been made of each director of the Board, all directors confirm that they have fully complied with the Model Code throughout the year ended 31 December 2012.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines") for governing the securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company or its securities. No incident of non-compliance of the Employees Written Guidelines by the relevant employees was noted by the Company for the year ended 31 December 2012.

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財務報告及核數

財務報告

在本集團財務總監協助下，董事會負責監察各財政期間賬目之編製工作，從而確保該等賬目可真實公正地反映本集團於該期間之狀況以及業績及現金流量。本公司之賬目根據所有相關法定要求及適用會計準則編製，董事會會檢討該等已選擇及採用之會計政策，確保以審慎及合理之方式作出適當判斷及估計。董事會已接獲由本公司高級管理人員提供之管理賬目及必要隨附說明及資料，以令董事會得以就批准財務報表作出知情評估。

董事已確認彼等編製本公司截至2012年12月31日止年度財務報表之責任。

本公司外聘核數師就對財務報表之申報責任所作聲明載於本年報第42頁至45頁之獨立核數師報告。

核數師薪酬

陳葉馮會計師事務所有限公司主要負責就本公司年度綜合財務報表提供核數服務。年內，應付予本公司外聘核數師之總薪酬為人民幣2.7百萬元，其分析明細如下：

FINANCIAL REPORTING AND AUDIT

Financial reporting

The Board, with the assistance by the Group's Chief Financial Officer, is responsible for overseeing the preparation of accounts for each financial period with a view to ensuring such accounts give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. The Company's accounts are prepared in accordance with all relevant statutory requirements and applicable accounting standards and the Board reviews those accounting policies as selected and applied to ensure that appropriate judgment and estimates be made in a prudent and reasonable manner. The Board has received from the senior management of the Company the management accounts and such accompanying explanation and information as are necessary to enable the Board to make an informed assessment for approving the financial statements.

The Directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2012.

The statement about the reporting responsibilities on the financial statements of the external auditors of the Company is set out in the Independent Auditor's Report on pages 42 to 45 of this annual report.

Auditors' Remuneration

CCIF CPA Limited are primarily responsible for providing audit services in connection with the annual consolidated financial statements of the Company. During the year, the total remuneration payable to the Company's external auditor amounted to RMB2.7 million, with breakdown as follows:

所提供服務 Services rendered	已付／應付費用 Fee paid/payable
核數服務 Audit services	人民幣2.7百萬元 RMB2.7 million
非核數服務 Non-audit services	無 nil
總計 Total	人民幣2.7百萬元 RMB2.7 million

企業管治報告

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內部監控

企業管治守則第C.2.1條及第C.2.2條守則條文之相關原則為董事會應確保發行人維持穩健及有效的內部監控，以保障股東的投資及發行人的資產。

鑒於本集團前任核數師安永會計師事務所就截至2011年12月31日止財政年度發表之保留意見，審核委員會得出結論，認為全面檢討本集團之內部監控十分必要，並向董事會建議委任外聘內部監控顧問進行內部監控檢討。該建議獲董事會同意，信永方略風險管理有限公司（「信永方略」）隨後於2012年7月獲委任。於2012年11月，信永方略發佈中期檢討草案，重點檢討開展手機貿易業務之本公司全資子公司香港威長新能源有限公司之營運，並詳細列載其檢討結果及建議改善措施。年末，手機貿易業務終止營運。審核委員會及董事會認為，本集團之內部監控檢討應持續進行並延長至2013年，以評估及識別本集團內部監控系統的不足之處，並採取相應補救措施。

股東通訊

本公司網站向股東及潛在投資者提供有關本公司業務活動及發展的最新資料，仍是主要通訊平台。本公司致力貫徹奉行定時披露高度完整有用資料之慣例，使本公司利益相關人士在作出業務決定時能評估本公司表現。

本公司採納有效與股東溝通的政策以促進本公司經營業務的透明度及投資者對本公司業務的了解。本公司網站載有其業務發展之最新資料，並貫徹奉行定時披露高度完整資料之慣例，使股東及任何其他有關單位能就此作出判斷。

Internal Control

The principle underlying the code provision C.2.1 and C.2.2 of the CG Code is that the Board should ensure that the issuer maintains sound and effective internal controls to safeguard the shareholders' investment and the issuer's assets.

In view of the qualified opinion issued by Ernst & Young, the former auditors of the Group, for the financial year ended 31 December 2011, the Audit Committee came to a conclusion that a thorough review of the Group's internal control was necessary and put forward before the Board a proposal of engaging an external internal control consultant to conduct an internal control review. The proposal was concurred by the Board and Shinewing Risk Services Limited ("Shinewing") was subsequently appointed in July 2012. A draft of an interim review was issued by Shinewing in November 2012 with focus on the operation of Hong Kong Weichang NER Co., Limited, the wholly owned subsidiary of the Company carrying out the mobile phone trading business, detailing its findings and proposed improvements. By the end of the year, the mobile trading business ceased to operate. The audit committee and the Board opined that the review of internal control of the Group should be extended as an ongoing process to the year 2013 to evaluate and identify the shortcomings of the Group's internal control system and implement the corresponding remedial procedures.

COMMUNICATION WITH SHAREHOLDERS

The Company's website remains the major communication platform to provide its shareholders and potential investors with its up-to-date information on the Company's business activities and development. The Company endeavours to abide by the practice of timely disclosure of useful information with high degree of integrity so that stakeholders of the Company can assess the performance of the Company when making their business decisions.

The Company has adopted the policy of effective communication with shareholders for promoting higher transparency of the Company's operation activities and greater investors' understanding of the Company's business. The Company's website contains up-to-date information on the Company's business developments. The practice of timely disclosures of information with high degree of integrity is consistently observed to allow shareholders and any other parties concerned to make judgment.

企業管治報告

Corporate Governance Report

本公司之股東週年大會為股東提供與董事會交流意見之重要渠道。有關股東週年大會及其他股東大會之通告及通函均會預先給予股東，以確保股東有足夠時間及資料為會議作出準備。於股東週年大會期間，本公司董事將回覆出席股東提出之問題及查詢，董事會認為該等與股東之面對面交流可促進本公司與股東之間的相互理解。本公司盡量著手安排董事會成員出席股東週年大會。就於2012年6月21日舉行之股東週年大會而言，所有3名執行董事（即陳偉榮先生、廖傑先生及徐純誠先生）均有出席會議，而董事會其他成員因彼等之事務或個人安排而未能抽身出席會議。未來，本公司將盡力安排各董事委員會至少有1名成員出席股東週年大會。

企業管治常規

年內，因資源及人力有限以及董事事務繁忙，故並未安排董事培訓（企業管治守則第A.6.5條）。此外，由於財務部進行全面檢討部門營運及分配人力，本公司並無就本集團業務表現著手發佈每月更新（企業管治守則第C.1.2條）。董事會仍在物色合適的保險機構，以就其董事可能會面對的法律行動作出適當的投保安排。本公司之公司秘書已於本財政年度內接受不少於15小時之相關專業培訓。年內，提名委員會及薪酬委員會並無舉行會議。董事會明白，遵守經修訂企業管治守則是提升本公司企業管治標準以符合公眾更高期望的基礎，董事會將致力盡快符合企業管治守則的規定。

The annual general meeting of the Company provides an important channel for shareholders to exchange ideas with the Board. Notices and circulars regarding the annual general meeting and other general meetings are given in well advance to ensure that shareholders have sufficient time and information to prepare for the meetings. During the general meetings, the directors of the Company will answer questions and queries raised by the attending shareholders and the Board believes that such face to face interaction with shareholders can promote mutual understanding between the Company and shareholders. The Company embarks on arranging as many members of the Board to attend the annual general meeting as possible. For the annual general meeting held on 21 June 2012, all three executive directors, namely Mr. Chen Weirong, Mr. Liao Jie and Mr. Xu Chuncheng, attended the meeting. The rest of the Board were not able to attend the meeting as they were engaged in either their business or personal schedules. The Company will try to arrange at least a member of each board committee to attend the annual general meeting in the future.

CORPORATE GOVERNANCE PRACTICE

During the year, directors' training (CG Code A.6.5) was not arranged due to the limited resources and manpower as well as the busy schedules of the directors. Also the Company had not commenced issuance of a monthly update on the Group's business performance (CG Code C.1.2) as the finance department underwent a thorough review of the department operation and allocation of manpower. The Board was in the process of identifying suitable insurer to arrange appropriate insurance cover in respect of legal action against its directors. The company secretary of the Company has taken no less than 15 hours of relevant professional training during the financial year. No meeting for the Nomination Committee and Remuneration Committee was held during the year. The Board understands that compliance with the revised CG Code is the essence of lifting the Company's corporate governance standard to meet public's higher expectation and the Board would strive to meet the requirements of the CG Code as soon as Practicable.

董事會報告

Report of the Directors

董事會謹將截至2012年12月31日止年度之年報及已審核之財務報表呈覽。

主要業務

本公司的主要業務為投資控股，而其附屬公司的業務則詳載於財務報表附註20。

業績及分配

本集團截至2012年12月31日止年度的業績，詳載於第46頁的綜合全面收益表內。

概無就截至2012年12月31日止年度宣派任何中期股息。董事會建議截至2012年12月31日止年度無末期股息。

儲備

本集團及本公司在本年度的儲備變動詳情載於財務報表附註33。

可分派儲備

於2012年12月31日本公司可供分派的儲備總額約為人民幣424,303,000元(2011年(經重列)：人民幣429,117,000元)。

物業、廠房及設備

本公司物業、廠房及設備以及固定資產變動詳情載於綜合財務報表附註16。

股本

本公司的股本變動詳情載於財務報表附註33。

The Directors are pleased to present the annual report and the audited financial statements for the year ended 31 December 2012.

PRINCIPAL ACTIVITIES

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

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2012 are set out in the consolidated statement of comprehensive income on page 46.

No interim dividend in respect of the year ended 31 December 2012 was declared. The Board recommends no final dividend for the year ended 31 December 2012.

RESERVES

Details of movements in reserves of the Group and the Company during the year are set out in note 33 to the financial statements.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution as at 31 December 2012 amounted to approximately RMB424,303,000 (2011 as restated: RMB429,117,000).

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment and fixed assets of the Company are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in share capital of the Company are set out in note 33 to the financial statements.

董事會報告

Report of the Directors

董事

本年度內及截至本報告日期止，本公司董事如下：

執行董事

陳偉榮先生(主席兼行政總裁)
廖傑先生(於2013年9月18日辭任)
徐純誠先生(於2013年9月18日退任)
敬文平先生(於2013年5月7日獲委任)
王曄先生(於2013年9月18日獲委任)

非執行董事

霜梅女士(於2013年1月25日辭任)
陳浩先生
程吳生先生
張志林先生

獨立非執行董事

朱健宏先生
潘偉先生
劉煥彬先生
梁榮先生(於2013年5月7日獲委任)
麥家榮先生(於2013年9月18日獲委任)

董事會組成之變動

霜梅女士於2013年1月25日辭任本公司非執行董事，以投入更多時間處理其個人事務。

根據本公司組織章程細則，董事會當中三分之一成員須於本公司每屆股東週年大會上輪席告退。徐純誠先生、劉煥彬先生及朱健宏先生已於2013年9月18日舉行之股東週年大會上輪席告退。劉先生及朱先生符合資格並願膺選連任，並於其後獲股東批准。徐純誠先生決定不會於股東週年大會上競選連任，並已於大會結束時辭任董事會執行董事。徐先生亦於同日辭任本公司財務總監。

DIRECTORS

The directors of the Company during the year and as of the date of this report are:

Executive Directors

Mr. Chen Weirong (*Chairman and Chief Executive Officer*)
Mr. Liao Jie (*resigned on 18 September 2013*)
Mr. Xu Chuncheng (*retired on 18 September 2013*)
Mr. Jing Wenping (*appointed on 7 May 2013*)
Mr. Wang Ye (*appointed on 18 September 2013*)

Non-executive Directors

Ms. Shuang Mei (*resigned on 25 January 2013*)
Mr. Chen Hao
Mr. Cheng Wusheng
Mr. Zhang Zhilin

Independent Non-executive Directors

Mr. Chu Kin Wang, Peleus
Mr. Pan Wei
Mr. Liu Huanbin
Mr. Liang Rong (*appointed on 7 May 2013*)
Mr. Mak Ka Wing, Patrick (*appointed on 18 September 2013*)

Change of Composition of the Board

Ms. Shuang Mei resigned as a non-executive director of the Company with effect on 25 January 2013 so as to devote more time to her personal business.

Pursuant to the articles of association of the Company, one-third of the directors for the time being should retire from office by rotation at every annual general meeting of the Company. Mr. Xu Chuncheng, Mr. Liu Huanbin and Mr. Chu Kin Wang, Peleus retired from office by rotation at the annual general meeting held on 18 September 2013. Mr. Liu and Mr. Chu, being eligible, offered themselves at the annual general meeting for re-election which was subsequently approved by shareholders. Mr. Xu Chuncheng decided not to seek re-election at the annual general meeting and retired from the Board as an executive director effective at the conclusion of the meeting. Mr. Xu also resigned from the post of chief financial officer of the Company with the same effective date.

董事會報告

Report of the Directors

於2013年期間，敬文平先生及梁榮先生於2013年5月7日分別獲委任為執行董事及獨立非執行董事。根據本公司組織章程細則，敬文平先生及梁榮先生均已於股東週年大會上退任並獲重選連任。於會上，王擘先生及麥家榮先生亦分別獲委任為本公司執行董事及獨立非執行董事。

獨立非執行董事之獨立性

本公司已收到各獨立非執行董事根據上市規則第3.13條就其獨立身分向本公司呈交之年度確認函。就本公司所知，全體獨立非執行董事概無於本公司股份、相關股份及與本集團任何業務相關之合約中持有任何權益。因此，根據獨立身分確認函所載列之確認，本公司仍然認為所有獨立非執行董事均具獨立身分。

董事服務合約

執行董事

各執行董事已與本公司訂立為期3年的服務協議，直至訂約方向對方發出不少於3個月書面通知或根據協議條款終止。執行董事須遵守本公司組織章程細則退任及輪任之規定。

非執行董事及獨立非執行董事

所有非執行董事及獨立非執行董事與本公司簽署為期3年的服務協議。委任須符合本公司組織章程細則退任及輪任之規定。

除上文所披露者外，概無董事與本公司或其任何附屬公司訂立任何於1年內屆滿或可由僱主於1年內免付賠償(法定賠償除外)之服務合約。本公司概無與董事訂立任何超過3年或不可由本公司於年內免付賠償(法定賠償除外)的服務合約。

During the year 2013, Mr. Jing Wenping and Mr. Liang Rong were appointed as an executive director and independent non-executive director respectively on 7 May 2013. Both of Mr. Jing and Mr. Liang retired and were re-elected pursuant to the articles and association of the Company at the annual general meeting. At the meeting, Mr. Wang Ye and Mr. Mak Ka Wing, Patrick were also appointed as an executive director and independent non-executive director of the Company respectively.

STATUS OF INDEPENDENT OF NON-EXECUTIVE DIRECTORS

The Company has received from each Independent Non-executive Director an annual written confirmation with respect to his independence pursuant to Rules 3.13 of the Listing Rules. So far as the Company is aware, all Independent Non-executive Directors have no interest in the Company's shares, underlying shares and contracts relating to any business of the Group. Hence, on the basis of the confirmations set out in the independence confirmation, the Company considers all Independent Non-executive Directors to be independent.

DIRECTORS' SERVICE CONTRACTS

Executive Directors

Each Executive Director has entered into a service agreement with the Company for a term of 3 years until termination by giving no less than 3 months' written notice to the other party or pursuant to the terms of the agreement. Executive Directors are subject to the retirement and rotation requirements in accordance with the Company's articles of association.

Non-executive Directors and Independent Non-executive Directors

All Non-executive Directors and Independent Non-executive Directors have entered into a service agreement with the Company for a term of 3 years. The appointment shall comply with the retirement and rotation requirements in accordance with the Company's articles of association.

Save as disclosed above, no director has a service contract with the Company or any of its subsidiaries which is expiring within one year or determinable by the employer within one year without payment of compensation (other than statutory compensation). The Company has no service contract with the directors with a term of more than 3 years or not determinable by the Company within one year without payment of compensation (other than statutory compensation).

董事會報告

Report of the Directors

董事薪酬

支付予本公司董事的薪酬乃根據彼等各自的服務協議條款(如有)而釐訂。董事袍金需由薪酬委員會每年檢討，董事會於股東週年大會上獲股東授權以批准董事薪酬。於截至2012年12月31日止財政年度已支付及將支付予本公司董事的薪酬詳情，載於財務報表附註11。

董事於重要合約之權益

除本報告所詳述關連交易外，於年終或年內任何時間本公司或各附屬公司概無簽訂任何涉及本集團的業務而本公司董事直接或間接在其中擁有重大權益的重要合約。

企業管治

本公司的企業管治原則及常規載於第19頁至29頁的「企業管治報告」一節內。

優先購買權

本公司組織章程細則或本公司註冊成立的司法權區開曼群島的法例並無有關本公司須按比例向本公司現有股東發售新股份的優先購買權的規定。

董事之個人簡歷

董事及高級管理人員之個人簡歷載於本報告第6頁至10頁。

DIRECTORS' REMUNERATION

The remuneration paid to the Company's directors is determined based on their respective terms of service agreement (if any). The directors' fee is reviewed annually by the Remuneration Committee and the board of directors is authorized by the shareholders at the annual general meeting to approve the remuneration of the directors. Details of remuneration paid and to be paid to the Company's directors for the financial year ended 31 December 2012 are set out in note 11 to the financial statements.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the connected transactions as stated in the report, no contracts of significance relating to the business of the Group to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CORPORATE GOVERNANCE

The principles and practices of corporate governance of the Company are set out under the section of "Corporate Governance Report" on page 19 to 29.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands where the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders of the Company.

BIOGRAPHIES OF DIRECTORS

The biographies of directors and senior management are set out on page 6 to page 10 in the report.

董事會報告

Report of the Directors

董事及高級行政人員之權益

於2012年12月31日，董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中擁有根據證券及期貨條例第352條須存置之登記冊中或根據上市規則所載之上市公司董事進行證券交易標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

DIRECTORS AND CHIEF EXECUTIVE'S INTERESTS

At 31 December 2012, the directors' interests and short positions in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules were as follows:

董事姓名 Name of Director	普通股數目 Number of ordinary shares		相關 股份數目 Number of underlying shares	總數 Total	佔已發行股份 總權益 概約百分比 Approximate percentage of total interests in the share in issue
	實益權益 Beneficial Interests	公司權益 Corporate Interests			
陳偉榮先生 Mr. Chen Weirong	—	143,044,000 ⁽¹⁾	1,400,000 ⁽⁷⁾	144,444,000	35.62%
霜梅女士 Ms. Shuang Mei	424,000	18,000,000 ⁽²⁾	1,300,000 ⁽⁷⁾	19,724,000	4.86%
廖傑先生 Mr. Liao Jie	—	18,000,000 ⁽³⁾	1,300,000 ⁽⁷⁾	19,300,000	4.76%
徐純誠先生 Mr. Xu Chuncheng	25,000,000	3,299,000 ⁽⁴⁾	2,000,000 ⁽⁷⁾	30,299,000	7.47%
程吳生先生 Mr. Cheng Wusheng	—	16,174,000 ⁽⁵⁾	—	16,174,000	3.99%
張志林先生 Mr. Zhang Zhilin	—	23,106,000 ⁽⁶⁾	—	23,106,000	5.70%

董事會報告

Report of the Directors

附註：

- (1) 陳偉榮先生合法擁有 Eversharp Management Limited (「Eversharp」) 已發行股本 100%，而 Eversharp 則合法擁有 EY SHINE Management Limited (「EY Shine」) 已發行股本 36.71%。陳偉榮先生亦合法擁有 Everbright Management Limited (「Everbright」) 已發行股本 53.15%，而 Everbright 則擁有 EY Shine 已發行股本 19.40%。EY Shine 合法擁有 EY Ocean Management Limited (「EY Ocean」) 100%，而 EY Ocean 擁有本公司 143,044,000 股股份權益。就證券及期貨條例第 XV 部而言，陳偉榮先生被視為於 EY Ocean 持有的所有股份中擁有權益。
- (2) 霜梅女士合法擁有 HEYANG Management Limited 已發行股本 100%，而 HEYANG Management Limited 則合法擁有 EY Shine 已發行股本 12.58%。EY Shine 合法擁有 EY Ocean 100%。霜梅女士因而間接持有約 18,000,000 股股份。
- (3) 廖傑先生合法擁有 LJ Management Limited 已發行股本 100%，而 LJ Management Limited 則合法擁有 EY Shine 已發行股本 12.58%。EY Shine 合法擁有 EY Ocean 100%。廖傑先生因而間接持有約 18,000,000 股股份。
- (4) 徐純誠先生合法擁有 Everbright 已發行股本 11.89%，而 Everbright 則擁有 EY Shine 已發行股本 19.40%。因此，徐先生間接持有本公司約 3,299,000 股股份。
- (5) 這些股份為 WUSHENG Management Limited 所擁有，程吳生先生擁有該公司已發行股本股權權益 100%。
- (6) 這些股份為 ZHILIN Management Limited 所擁有，張志林先生擁有該公司已發行股本股權權益 100%。
- (7) 這些股份代表於 2007 年 11 月 30 日所採納的購股權計劃下授出購股權權益，購股權計劃詳細列載於本文「購股權計劃」一節。

除上文所披露者外，於 2012 年 12 月 31 日，概無本公司董事或高級行政人員（包括其配偶及 18 歲以下子女）持有或被視作持有本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）的股份、相關股份或債券的任何權益或淡倉。

Notes:

- (1) Mr. Chen Weirong legally owned 100% of the issued share capital of Eversharp Management Limited ("Eversharp"), which in turn legally owned 36.71% of the issued share capital of EY SHINE Management Limited ("EY Shine"). Mr. Chen Weirong also legally owned 53.15% of the issued share capital of Everbright Management Limited ("Everbright") which in turn owned 19.40% of the issued share capital of EY Shine. EY Shine legally owned 100% of EY Ocean Management Limited ("EY Ocean") which was interested in 143,044,000 shares of the Company. For the purposes of Part XV of the SFO, Mr. Chen Weirong was deemed to be interested in all the shares held by EY Ocean.
- (2) Ms. Shuang Mei legally owned 100% of the issued share capital of HEYANG Management Limited, which in turn legally owned 12.58% of the issued share capital of EY Shine. EY Shine legally owns 100% of EY Ocean. Ms. Shuang Mei therefore was indirectly interested in approximately 18,000,000 shares.
- (3) Mr. Liao Jie legally owned 100% of the issued share capital of LJ Management Limited, which in turn legally owned 12.58% of the issued share capital of EY Shine. EY Shine legally owned 100% of EY Ocean. Mr. Liao Jie therefore was indirectly interested in approximately 18,000,000 shares.
- (4) Mr. Xu Chuncheng legally owned 11.89% of the issued capital of Everbright which in turn owns 19.40% of EY Shine, therefore Mr. Xu was indirectly interested in approximately 3,299,000 shares of the Company.
- (5) These shares were owned by WUSHENG Management Limited of which Mr. Cheng Wusheng had 100% equity interest of the issued share capital.
- (6) These shares were owned by ZHILIN Management Limited of which Mr. Zhang Zhilin had 100% equity interest of the issued share capital.
- (7) These represented interests in the share options granted under the share option scheme adopted on 30 November 2007, further details of the share option scheme are set out in the section "Share Option Scheme" hereof.

Save as disclosed above, as at 31 December 2012, none of the directors nor the chief executives of the Company (including their spouse and children under 18 years of age) had or was deemed to have any interest 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).

董事會報告

Report of the Directors

主要股東的權益

據本公司董事及管理層所盡悉，於2012年12月31日，根據證券及期貨條例第336條須存置的登記冊的記錄，於本公司股份或相關股份持有權益或淡倉的股東(本公司董事及高級行政人員除外)如下：

SUBSTANTIAL SHAREHOLDERS' INTERESTS

So far as the directors and management of the Company were aware, as at 31 December 2012, shareholders (other than the directors and chief executive of the Company) who had an interest or short position in the Company's shares or underlying shares as recorded in the register required to be kept under Section 336 of the SFO were as follows:

股東名稱 Name of Shareholder	附註 Notes	所持 股份數目 Number of shares held	佔已發行 股本概約 百分比 Approximate percentage of issued share capital
陳偉榮先生 Mr. Chen Weirong	1	143,044,000	35.28%
EY Ocean Management Limited	1	143,044,000	35.28%
EY SHINE Management Limited	1	143,044,000	35.28%
Eversharp Management Limited	1	143,044,000	35.28%
Legend New-Tech Investment Limited	2	26,910,000	6.64%
Right Lane Limited	2	26,910,000	6.64%
聯想控股有限公司 Legend Holding Limited*	2	26,910,000	6.64%
中國科學院國有資產經營有限公司 Chinese Academy of Sciences Holdings Co., Ltd.*	2	26,910,000	6.64%
聯想控股有限公司職工持股會 Employees' Shareholding Society of Legend Holding Limited	2	26,910,000	6.64%
HEQ Management Limited	3	20,795,000	5.13%
ZHILIN Management Limited	4	23,106,000	5.70%
徐純誠先生 Mr. Xu Chuncheng	5	28,299,000	6.98%

董事會報告

Report of the Directors

附註：

1. 該等本公司之143,044,000股普通股由EY Ocean Management Limited (「EY Ocean」) 實益擁有。EY Ocean乃EY Shine Management Limited (「EY Shine」) 之全資附屬公司。Eversharp Management Limited (「Eversharp」) 實益擁有EY Shine已發行股本的36.71%權益，佔EY Shine有表決權股份三分之一以上。Eversharp因而被視為擁有EY Ocean持有的所有股份權益。本公司執行董事兼主席陳偉榮先生實益擁有Eversharp已發行股本的100%權益。
2. Legend New-Tech Investment Limited (「Legend New-Tech」) 實益擁有本公司26,910,000股股份。Legend New-Tech亦為Right Lane Limited (「Right Lane」) 之全資附屬公司。聯想控股有限公司合法擁有Right Lane Limited已發行股本50%，亦作為兩個信託受益人擁有Right Lane Limited已發行股本餘下50%。柳傳志作為代表聯想控股有限公司的信託人持有Right Lane Limited已發行股本25%。張祖祥作為代表聯想控股有限公司的信託人持有Right Lane Limited已發行股本25%。中國科學院國有資產經營有限公司實益擁有聯想控股有限公司已發行股份總數的65%，聯想控股有限公司職工持股會合法擁有餘下35%的已發行股份。
3. 該公司實益擁有本公司20,795,000股股份，該公司由前董事李賀球先生擁有100%。李賀球先生無意膺選連任本公司董事，並已於2010年5月31日舉行之本公司股東週年大會結束時退任。
4. 該公司實益擁有本公司23,106,000股的股份，該公司由本公司非執行董事張志林先生擁有100%。
5. 徐純誠先生合法擁有Everbright已發行股本11.89%，而Everbright則擁有EY Shine已發行股本19.40%。因此，徐先生間接持有本公司約3,299,000股股份。徐先生亦實益擁有本公司25,000,000股股份。

除上文所披露者外，本公司並未被知會有關任何其他人士於本公司的股份或相關股份中擁有須向本公司及聯交所作出披露，及須根據證券及期貨條例第336條規定存置的登記冊所記錄的權益或淡倉，或其為本公司的主要股東（定義見上市規則的條款）。

Notes:

1. These 143,044,000 ordinary shares in the Company were beneficially owned by EY Ocean Management Limited ("EY Ocean"). EY Ocean was a wholly owned subsidiary of EY Shine Management Limited ("EY Shine"). Eversharp Management Limited ("Eversharp") was beneficially interested in 36.71% of the issued capital of EY Shine, representing more than one-third of voting shares in EY Shine. Eversharp was therefore deemed to be interested in all the shares held by EY Ocean. Mr. Chen Weirong, the executive director and chairman of the Company, was beneficially interested in 100% of issued capital of Eversharp.
2. Legend New-Tech Investment Limited ("Legend New-Tech") was beneficially interested in 26,910,000 shares of the Company. Legend New-Tech was also a wholly-owned subsidiary of Right Lane Limited ("Right Lane"). 聯想控股有限公司 (Legend Holding Limited*) legally owned 50% of the issued share capital of Right Lane Limited and also owned the remaining 50% of the issued share capital of Right Lane Limited as a beneficiary of two trusts. Liu Chuanzhi was holding 25% of the issued share capital of Right Lane Limited as a trustee for and on behalf of Legend Holding Limited. Zhang Zuxiang was holding 25% of the issued share capital of Right Lane Limited as a trustee for and on behalf of Legend Holding Limited. 中國科學院國有資產經營有限公司 (Chinese Academy of Sciences Holdings Co., Ltd.*) beneficially owned 65% of the total issued shares of 聯想控股有限公司 (Legend Holding Limited*) and 聯想控股有限公司職工持股會 (Employees' Shareholding Society of Legend Holding Limited*) legally owned the remaining 35% of the issued shares.
3. The company, which beneficially owned the 20,795,000 shares of the Company, was 100% owned by a former director Mr. Li Heqiu who did not seek re-election as a director of the Company and resigned from his office upon the conclusion of the annual general meeting of the Company held on 31 May 2010.
4. The company, which beneficially owned the 23,106,000 shares of the Company, was 100% owned by Mr. Zhang Zhilin, a non-executive director of the Company.
5. Mr. Xu Chuncheng legally owned 11.89% of the issued capital of Everbright which in turn owns 19.40% of EY Shine, therefore Mr. Xu was indirectly interested in approximately 3,299,000 shares of the Company. Mr. Xu was also beneficially interested in 25,000,000 shares of the Company.

Save as disclosed above, the Company had not been notified of any other person who had an interest or short position in the Company's shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange and as recorded in the register required to be kept under Section 336 of the SFO, or was otherwise a substantial shareholder (as such term is defined in the Listing Rules) of the Company.

董事會報告

Report of the Directors

購股權計劃

本公司全體股東於2007年11月30日所採納的購股權計劃(「購股權計劃」)的概要已刊載於財務報表附註31。

根據截至2012年12月31日止年度的購股權計劃所授出的購股權的變動詳情如下：

SHARE OPTION SCHEME

Summaries of the share option scheme (the "Share Option Scheme") adopted by all shareholders of the Company on 30 November 2007 are set out in note 31 to the financial statements.

Particulars of the movement of options granted under the Share Option Scheme during the year ended 31 December 2012 were as follows:

合資格參與者的名稱或類別 Name or category of eligible participants	授出日期 Date of grant	每股行使價 Exercise price per share	於2012年	於期間 內授出 Granted during the period	於期間 內行使 Exercised during the period	於期間 內沒收 Forfeited during the period	於期間 內註銷 Cancelled during the period	於2012年	行使期 Exercise period
			1月1日 尚未行使 Outstanding as at 1 January 2012					12月31日 尚未行使 Outstanding as at 31 December 2012	
董事									
Directors									
陳偉榮先生 Mr. Chen Weirong	2008年1月22日 22 January 2008	1.052 港元 HK\$1.052	1,400,000	-	-	-	-	1,400,000	*
霜梅女士 Ms. Shuang Mei	2008年1月22日 22 January 2008	1.052 港元 HK\$1.052	1,300,000	-	-	-	-	1,300,000	*
廖傑先生 Mr. Liao Jie	2008年1月22日 22 January 2008	1.052 港元 HK\$1.052	1,300,000	-	-	-	-	1,300,000	*
徐純誠先生 Mr. Xu Chuncheng	2008年1月22日 22 January 2008	1.05 港元 HK\$1.05	2,000,000	-	-	-	-	2,000,000	*
小計 Sub-total			6,000,000		-			6,000,000	
高級管理人員、僱員及 其他合資格參與者(總匯)									
Senior management, Employees and Other qualifying participants (in aggregate)	2008年1月22日 22 January 2008	1.052 港元 HK\$1.052	11,200,000	-	-	900,000	-	10,300,000	*
總數									
Total			17,200,000		-	900,000	-	16,300,000	

* 詳情請參閱財務報表內之附註31。

* Please refer to note 31 to the financial statements for details.

購買股份或債券之安排

除上述的購股權計劃外，於年內本公司或其任何附屬公司或本公司之控股公司或控股公司之任何附屬公司，並無作出安排使公司董事可從認購本公司或任何其他機構股份或債券而獲取利益。

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the above share option scheme, at no time during the year was the Company or any of its subsidiaries or the holding companies of the Company or any subsidiaries of its holdings companies a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事會報告

Report of the Directors

董事於競爭業務中之權益

本公司之董事概無擁有任何與本集團業務構成競爭的業務權益。

公眾持股量

根據本公司及董事所知悉的公開資料，本公司確認其股份於本報告之日期在市場上已經有足夠的公眾持股量。

購買、出售或贖回股份

截至2012年12月31日止年度，本公司及其任何附屬公司均無購買、出售或贖回本公司之股份。

管理合約

於本年度內，本公司並無就整體業務或任何重要業務的管理或行政工作簽訂任何合約。

稅務減免

董事並不知悉任何本公司股東因持有本公司的證券而可享有任何稅務減免。

主要客戶及供應商

於本年度內，本集團的主要供應商佔集團總購貨額的百分比如下：

本集團最大供應商佔總購貨額百分比： 52.0%

本集團五大供應商佔總購貨額百分比 26.6%

概無董事及彼等之聯繫人於以上所述的供應商擁有權益。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

The Company's directors had no interests in any business that may compete with the Group's business.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, the Company has confirmed that it has maintained a sufficient public float in the market as at the date of the report.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed shares of the Company during the year ended 31 December 2012.

MANAGEMENT CONTRACTS

During the year, the Company had no contract entered into in respect of the management or administration of the overall business or any material business.

TAX RELIEF AND EXEMPTION

The directors are not aware of any tax relief and exemption available to the Shareholders of the Company by reason of their holding of the Company's securities.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of purchases from the major suppliers of the Group to total purchases of the Group is as follow:

Percentage of purchases from the largest supplier of the Group to total purchases: 52.0%

Percentage of purchases from top five suppliers of the Group to total purchases 26.6%

No directors nor their associates have interests in the above suppliers.

董事會報告

Report of the Directors

於本年度內，本集團的主要客戶佔本集團所售出的貨品及服務的總額百分比如下：

本集團向最大客戶所售出的貨品及服務佔銷售總額百分比 10.7%

於本年度內，本集團向其五大客戶所售出的貨品及服務 27.1%

概無董事、彼等之聯繫人或任何持有本公司股本超過5%之股東於以上所述的客戶擁有權益。

During the year, the percentage of sales from the major customers of the Group to the total sales of goods and services of the Group is as follows:

Percentage of sales from the largest customer of the Group to total sales of goods and services 10.7%

Goods and services sold by the Group to its top five customers during the year 27.1%

None of the directors, nor their associates or any shareholders holding more than 5% of the share capital of the Company has an interest in the customers referred to above.

關連方交易

於本年度，本集團與訂約方(根據適用會計原則稱為「關連方」)進行若干重大交易。此等關連方交易之詳情載於財務報表附註36。該等交易中被視為構成上市規則項下關連交易或持續關連交易的若干交易於下文「關連交易」一節予以進一步披露。

RELATED PARTY TRANSACTIONS

During the year the Group had entered into certain material transactions with parties which were regarded as “Related Parties” under the applicable accounting principles. Details of those related parties transactions are set out in note 36 to the financial statements. Some of these transactions which are considered to be connected or continuous connected transactions under the Listing Rules are further disclosed in following section “Connected Transactions”.

關連交易

與深圳億通訂立之協議

協議條款

於2012年1月1日及2012年8月1日，深圳市宇陽科技發展有限公司(「深圳宇陽」)及東莞市宇陽科技發展有限公司(「東莞宇陽」)與深圳市億通科技有限公司(「深圳億通」)就深圳億通及其附屬公司佔用物業訂立新租賃協議(「新租賃協議」)。於2012年1月1日，深圳宇陽與深圳億通亦就深圳宇陽向深圳億通供應MLCC產品訂立採購協議(「採購協議」)。董事(包括獨立非執行董事)認為，新租賃協議及採購協議之條款乃按一般商業條款及於本公司一般及日常業務過程中訂立。新租賃協議及採購協議根據上市規則被定義為持續關連交易。新租賃協議及採購協議之最高年度上限總額為人民幣13,129,000元，高出適用百分比率0.1%但低於5%，因此根據上市規則14A.76(2)條，有關交易僅須遵守申報及公告之規定。

CONNECTED TRANSACTIONS

Agreements with SZ Eycom

Terms of the agreements

Shenzhen Eyang Technology Development Co., Ltd. (“SZ Eyang”) and Dongguan Eyang Technology Development Co., Ltd. (“DG Eyang”) entered into new leasing agreements with Shenzhen Eycom Technology Co., Ltd. (“SZ Eycom”) on 1 January 2012 and 1 August 2012 regarding the premises occupied by SZ Eycom and its subsidiaries (“New Leasing Agreements”). On 1 January 2012 SZ Eyang and SZ Eycom also entered a purchase agreement with respect to the supply of MLCC products by SZ Eyang to SZ Eycom (“Purchase Agreement”). The directors, including the independent non-executive directors, were of the view that the terms of the New Leasing Agreements and Purchase Agreement were in normal commercial terms and in ordinary and usual course of business of the Company. The New Leasing Agreements and Purchase Agreement fall under the definition of continuous connected transactions pursuant to the Listing Rules, and the maximum aggregate annual cap of both the New Leasing Agreements and Purchase Agreement is RMB13,129,000, which is more than 0.1% but less than 5% of the applicable percentage ratios and therefore subject to reporting and announcement requirements only in accordance with Rule 14A.76(2) of the Listing Rules.

董事會報告

Report of the Directors

於2012年12月31日，根據新租賃協議支付之租金總額及深圳億通根據採購協議進行之採購總額分別約為人民幣1,993,000元及人民幣4,438,000元(2011年：分別為人民幣867,000元及人民幣2,119,000元)。

根據上市規則第14A.55條，本公司獨立非執行董事已審閱以上持續關連交易並認為該等交易(i)在本集團的一般日常業務過程下進行；(ii)根據正常商業條款處理；及(iii)根據已達成的協議條款執行。

本公司之核數師亦已確認以上所述之持續關連交易(i)已經由本公司之董事會批准；(ii)乃根據有關交易的協議條款進行；及(iii)並無超逾上述深圳宇陽及東莞宇陽與深圳億通間之協議中所列示任何的上限。

核數師

本公司原任核數師安永會計師事務所於2012年12月11日遞交辭呈，並於同日生效。於2012年12月14日，董事會委任陳葉馮會計師事務所為本公司新任核數師。陳葉馮會計師事務所有限公司其後於2013年9月18日舉行之股東週年大會上獲續任。

截至2012年12月31日止年度財務報表已由陳葉馮會計師事務所有限公司審核。核數師將於應屆股東週年大會上退任，但已同意膺選連任。根據審核委員會的建議，將於應屆股東週年大會上提呈決議案重新委任陳葉馮會計師事務所為本公司核數師。

董事會代表
主席
陳偉榮

香港，2014年7月16日

As at 31 December 2012, the total rental paid under the New Leasing Agreements and total purchase by SZ Eycom under the Purchase Agreement was approximately RMB1,993,000 and RMB4,438,000 respectively (2011: RMB867,000 and RMB2,119,000 respectively).

Pursuant to the Rule 14A.55 of the Listing Rules the independent non-executive directors of the Company have reviewed the above continuing connected transactions and are of the opinion that the above continuing connected transactions have been (i) carried out in the usual and ordinary course of business of the Group; (ii) conducted on normal commercial terms; and (iii) entered into in accordance with the terms of the respective agreements.

The Company's auditor has also confirmed that the above-stated continuing connected transactions (i) have been approved by the Board of the Company; (ii) have been entered into on terms of the agreement of relevant transactions; and (iii) have not exceeded any caps as set out in the agreements as mentioned here above between SZ Eyang, DG Eyang and SZ Eycom.

AUDITOR

The Company's original auditors Ernst & Young tendered its resignation on 11 December 2012 with effective the same day. On 14 December 2012, the Board appointed CCIF CPA Limited as the new auditors of the Company. CCIF CPA Limited was subsequently re-appointed at the annual general meeting held on 18 September 2013.

The financial statements for the year ended 31 December 2012 are audited by CCIF CPA Limited. The auditors shall retire at the forthcoming annual general meeting, but have agreed to offer themselves for re-appointment. According to the advice of the Audit Committee, a resolution will be proposed to the forthcoming annual general meeting to re-appoint CCIF CPA Limited as auditor of the Company.

On behalf of the Board
Chen Weirong
Chairman

Hong Kong, 16 July 2014

獨立核數師報告

Independent Auditor's Report



CCIF

CCIF CPA LIMITED
陳葉馮會計師事務所有限公司

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香港 銅鑼灣 禮頓道77號
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致宇陽控股(集團)有限公司股東之
獨立核數師報告
(於開曼群島註冊成立之有限公司)

吾等獲委聘審核列載於第46至160頁宇陽控股(集團)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，該等綜合財務報表包括於2012年12月31日的綜合及公司財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及按照香港《公司條例》的披露規定編製及真實而公平地列報綜合財務報表，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

吾等的責任是根據吾等的審核對該等綜合財務報表作出意見，並僅向全體股東報告，除此之外，本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。

**Independent Auditor's Report to the Shareholders of
EYANG Holdings (Group) Co., Limited**
(Incorporated in the Cayman Islands with limited liability)

We were engaged to audit the consolidated financial statements of EYANG Holdings (Group) Co. Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 46 to 160, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated statement of 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 issued by the International Accounting Standards Board 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. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

獨立核數師報告

Independent Auditor's Report

除下文所闡述未能獲取充分適當的審核證據外，吾等已根據香港會計師公會頒佈的香港審計準則進行審核。該等準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定該等綜合財務報表是否不存有任何重大錯誤陳述。然而，由於「不發表意見之基礎」一段所述之事宜，吾等未能獲取充分適當的審核證據以提供審核意見。

不發表意見之基礎

(1) 範圍限制 — 去年之審核範圍限制對期初結餘及有關數字構成影響

誠如2012年3月30日之核數師報告所述，前任核數師就 貴集團與非洲兩間外資企業（「非洲客戶」）買賣移動手機之業務（「移動手機業務」）對截至2011年12月31日止年度之綜合財務報表發表保留意見。於截至2011年12月31日止年度，貴集團移動手機業務錄得收入及分部溢利分別為人民幣124,128,000元及人民幣5,567,000元，於2011年12月31日相關應收貿易賬款賬面值為人民幣25,249,000元。前任核數師未能就向非洲客戶銷售移動手機之收入及相關的應收貿易賬款取得充分適當之審核證據，概因(i)前任核數師未能獲得足夠的書面證據核實非洲客戶身份及移動手機的交付；(ii)前任核數師未能獲取令人滿意的解釋以說明 貴集團於截至2011年12月31日止年度收取的現金合計人民幣98,879,000元及於2011年12月31日後收取的現金合計人民幣25,249,000元為透過中間人收取以清償相關移動手機交易的原因；(iii)前任核數師無法就審核開展針對移動手機銷售相關的有效函證程序及(iv)前任核數師無法開展其他替代性審核程序，令前任核數師確保上述移動手機業務的上述交易及結餘於截至2011年12月31日止年度不存在重大錯誤陳述。

Except for the inability to obtain sufficient appropriate audit evidence as explained below, 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 as to whether the consolidated financial statements are free from material misstatement. Because of the matters described in the Basis for Disclaimer of Opinion paragraphs, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

(1) Scope limitation — Prior year's audit scope limitation affecting opening balances and corresponding figures

As detailed in the auditor's report dated 30 March 2012, a qualified opinion was issued by the predecessor auditor on the consolidated financial statements for the year ended 31 December 2011 on the trading of mobile phones (the "Mobile Phone Business") with two foreign enterprises in Africa (the "Africa Customers"). During the year ended 31 December 2011, in respect of the Mobile Phone Business, the Group recorded revenue and segment profit of RMB124,128,000 and RMB5,567,000, respectively, and corresponding trade receivables with a carrying amount of RMB25,249,000 at 31 December 2011. The predecessor auditor was unable to obtain sufficient appropriate audit evidence about the sales of mobile phones to the Africa Customers and the corresponding trade receivables because (i) there was inadequate documentary evidence available for the predecessor auditor to verify the identity of the Africa Customers and the delivery of mobile phones; (ii) there was no satisfactory explanation provided to the predecessor auditor to explain the reason for the cash received by the Group totaling RMB98,879,000 during the year ended 31 December 2011 and RMB25,249,000 subsequent to 31 December 2011 being transacted through intermediaries for the settlement of the recorded sale transactions; (iii) the predecessor auditor was unable to carry out any effective confirmation procedure in relation to the sales of mobile phones for the purpose of the audit and (iv) there were no alternative audit procedures that the predecessor auditor could perform to satisfy themselves as to whether the above transactions and balances recorded under the Mobile Phone Business were free from material misstatement for the year ended 31 December 2011.

獨立核數師報告

Independent Auditor's Report

上述事宜的任何必要調整均可能對(i) 貴集團於2011年12月31日的資產淨值，及(ii) 貴集團於截至2011年12月31日止年度的收入、業績及現金流量以及財務報表中相關披露產生相應影響。

截至2012年12月31日止年度之綜合財務報表所披露之比較數字乃基於 貴集團截至2011年12月31日止年度之經審核財務報表，日期為2012年3月20日之前任核數師報告對此發表保留意見。因此，所示之比較數字可能並非不存在重大錯誤陳述，而於2012年1月1日之期初結餘之任何調整應會對截至2012年12月31日止年度之虧損及 貴集團於2012年12月31日之資產淨值產生相應影響。

(2) 範圍限制 — 移動手機業務

截至2012年12月31日止年度， 貴集團移動手機業務錄得銷售額、銷售成本及分部溢利分別為人民幣112,993,000元、人民幣109,130,000元及人民幣1,819,000元。吾等未能取得關於 貴集團向客戶出售移動手機之銷售額、相關銷售成本及分部溢利的充分適當審核證據，概因(i)向吾等提供的書面證據不足以核實移動手機與供應商及客戶的交付；(ii)向吾等提供的書面證據不足以核實所有客戶的身份；(iii)吾等未能獲取令人滿意的解釋以說明 貴集團於截至2012年12月31日止年度透過銀行收取的款項合計人民幣30,543,000元及 貴集團透過銀行支付的款項合計人民幣48,281,000元為透過中間人收取以清償所記錄的銷售及採購交易原因；(iv)吾等無法就審核開展針對移動手機銷售及採購有關的有效的函證程序；及(v)吾等無法取得充分適當之審核證據核實有關銷售及採購交易是否發生及是否準確，而且無法開展其他替代性審核程序，令吾等確保移動手機業務所記錄的銷售及採購交易不存在重大錯誤陳述。

上述事宜的任何必要調整均可能對 貴集團於2012年12月31日的財務狀況、 貴集團截至該日止年度的虧損及現金流量及綜合財務報表中相關披露產生相應重大影響。

Any adjustments that might have been found to be necessary in respect of the above would have had a consequential effect on (i) the net assets of the Group as at 31 December 2011, and (ii) the Group's revenue, results and cash flows for the year ended 31 December 2011 and the related disclosures in the financial statements.

The comparative figures disclosed in the consolidated financial statements for the year ended 31 December 2012 are based on the audited financial statements of the Group for the year ended 31 December 2011 in respect of which the predecessor auditor's report dated 20 March 2012 expressed a qualified opinion. Therefore, the comparative figures shown may not be free from material misstatement and any adjustments to the opening balances as at 1 January 2012 would have a consequential effect on the loss for the year ended 31 December 2012 and the net assets of the Group as at 31 December 2012.

(2) Scope limitation — Mobile Phone Business

During the year ended 31 December 2012, in respect of the Mobile Phone Business, the Group recorded sales, costs of sales and segment profit of RMB112,993,000, RMB109,130,000 and RMB1,819,000 respectively. We were unable to obtain sufficient appropriate audit evidence about the sales of mobile phones to customers and the corresponding cost of sales and segment profit because (i) there was inadequate documentary evidence available for us to verify the delivery of mobile phones both from the suppliers and to the customers; (ii) there was inadequate documentary evidence available for us to verify the identity of all customers; (iii) there was no satisfactory explanation provided to us to explain the reasons for the bank receipts of the Group totaling RMB30,543,000 and the bank payments of the Group totaling RMB48,281,000 during the year ended 31 December 2012 being transacted through intermediaries for the settlement of the recorded sales and purchase transactions; (iv) we were unable to carry out any effective confirmation procedure in relation to the sales and purchase of mobile phones for the purpose of our audit; and (v) we were unable to obtain sufficient appropriate audit evidence to verify the occurrence and accuracy of these sales and purchase and there were no alternative audit procedures that we could perform to satisfy ourselves as to whether the sales and purchases transactions recorded under the Mobile Phone Business were free from material misstatement.

Any adjustments that might have been found to be necessary in respect of the above would have a consequential significant effect on the financial position of the Group as at 31 December 2012, the loss and cash flows of the Group for the year then ended and the related disclosures in the consolidated financial statements.

獨立核數師報告

Independent Auditor's Report

不發表意見

鑒於「不發表意見之基礎」段落所述事宜之重要性，吾等未能取得充分適當之審核證據為吾等提供審核意見之基礎。因此，吾等不就綜合財務報表是否已根據國際財務報告準則真實而公平地反映貴公司及貴集團於2012年12月31日的財務狀況及貴集團截至該日止年度之虧損，以及綜合財務報表是否已按照香港《公司條例》之披露規定妥為編製而發表意見。就其他各方面而言，吾等認為綜合財務報表已根據香港《公司條例》之披露規定妥為編製。

強調事項

在不進一步作出保留意見之情況下，吾等謹請股東垂注有關貴集團關於移動手機業務被指偽造賬目之事項（「指控」），更多詳情見綜合財務報表附註2(b)(ii)的披露。貴公司已成立專門委員會調查該指控。根據調查結果顯示，移動手機業務並無發現所指控之偽造賬目情況。

其他事項

貴集團截至2011年12月31日止年度之綜合財務報表已由另一名核數師審核，該核數師於其日期為2012年3月30日之報告中就該等財務報表發表保留意見。

陳葉馮會計師事務所有限公司

執業會計師

香港，2014年7月16日

郭焯源

執業證書編號 P02412

DISCLAIMER OF OPINION

Because of the significance of the matters described in the basis for disclaimer of opinion paragraphs, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012 and of the Group's loss for the year then ended in accordance with International Financial Reporting Standards and as to whether the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance. In all other aspects, in our opinion, the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

EMPHASIS OF MATTER

Without further qualifying our opinion, we draw attention to an allegation of false accounting regarding the Mobile Phone Business of the Group ("the Allegation") as more fully disclosed in note 2(b)(ii) to the consolidated financial statements. A Special Committee was set up by the Company to investigate into the Allegation. According to the results of the investigation, there was no false accounting identified in the Mobile Phone Business as alleged.

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2011 were audited by another auditor who expressed a qualified opinion on those financial statements in their report dated 30 March 2012.

CCIF CPA Limited

Certified Public Accountants

Hong Kong, 16 July 2014

Kwok Cheuk Yuen

Practising Certificate Number P02412

綜合全面收益表

Consolidated Statement of Comprehensive Income

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

		附註 Notes	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
收入	REVENUE	6	538,335	481,402
銷售成本	Cost of sales		(473,998)	(417,333)
毛利	Gross profit		64,337	64,069
其他收入及其他淨收益	Other revenue and other net income	7	13,848	11,516
銷售及分銷成本	Selling and distribution costs		(18,257)	(13,104)
行政費用	Administrative expenses		(38,029)	(27,150)
其他開支	Other expenses		(9,893)	(2,482)
或然應付代價淨額之 公平值變動	Change in fair value of Net Contingent Consideration Payable	34	3,510	–
研究及開發成本	Research and development costs	8(c)	(7,714)	(7,158)
經營業務利潤	Profit from operations		7,802	25,691
融資成本	Finance costs	8(a)	(7,644)	(8,924)
除稅前利潤	PROFIT BEFORE TAXATION		158	16,767
所得稅	Income tax	9(a)	(8,317)	(2,211)
年度(虧損)/利潤	(LOSS)/PROFIT FOR THE YEAR		(8,159)	14,556
其他全面(虧損)/收益	OTHER COMPREHENSIVE (LOSS)/ INCOME			
換算海外業務的匯兌差額， 扣除零稅項	Exchange differences on translation of foreign operations, net of nil tax		(14)	2,758
年度全面(虧損)/收益總額	TOTAL COMPREHENSIVE (LOSS)/ INCOME FOR THE YEAR		(8,173)	17,314
本公司擁有人應佔年度 (虧損)/利潤	(Loss)/profit for the year attributable to owners of the Company		(8,159)	14,556
本公司擁有人應佔全面 (虧損)/收益總額	TOTAL COMPREHENSIVE (LOSS)/ INCOME ATTRIBUTABLE TO OWNERS OF THE COMPANY		(8,173)	17,314
			人民幣仙 RMB cents	人民幣仙 RMB cents
每股(虧損)/盈利 基本及攤薄	(LOSS)/EARNINGS PER SHARE Basic and diluted	15	(2.0)	3.6

第53頁至160頁的附註構成此等財務報表的一部分。有關歸屬年度利潤之應付本公司擁有人之股息詳情載於附註14。

The notes on pages 53 to 160 form part of these financial statements. Details of dividends payable to owners of the Company attributable to profit for the year are set out in note 14.

綜合財務狀況表

Consolidated Statement of Financial Position

於2012年12月31日 At 31 December 2012

		附註 Notes	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	16	277,415	294,183
投資物業	Investment properties	17	26,625	26,277
土地租賃預付款項	Prepaid land lease payments	18	20,341	20,829
收購物業、廠房及設備 所付按金	Deposits paid for acquisition of property, plant and equipment	10	–	5,696
其他無形資產	Other intangible assets	19	1,025	1,197
遞延稅項資產	Deferred tax assets	30(a)	2,891	2,702
			328,297	350,884
流動資產	CURRENT ASSETS			
存貨	Inventories	21	110,363	103,062
應收貿易賬款及應收票據	Trade and bills receivables	22	221,873	156,680
預付款項、按金及其他 應收款項	Prepayments, deposits and other receivables	23	32,080	24,276
應收關連方的款項	Due from related parties	36(c)	10,869	6,739
衍生金融工具	Derivative financial instruments	24	–	161
已抵押存款	Pledged deposits	25	40,677	125,772
現金及銀行結餘	Cash and bank balances	25	48,018	65,887
			463,880	482,577
流動負債	CURRENT LIABILITIES			
應付貿易賬款及應付票據	Trade and bills payables	26	119,440	69,439
遞延收入、應計費用及其他 應付款項	Deferred income, accruals and other payables	27	45,849	36,280
應付關連方的款項	Due to related parties	36(c)	40	–
應付稅項	Tax payable		28,155	12,703
銀行貸款	Bank loans	29	144,599	261,590
應付股息	Dividends payable		256	256
			338,339	380,268
流動資產淨值	NET CURRENT ASSETS		125,541	102,309
資產總值減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		453,838	453,193

綜合財務狀況表

Consolidated Statement of Financial Position

於2012年12月31日 At 31 December 2012

		附註 Notes	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
非流動負債	NON-CURRENT LIABILITIES			
遞延收入	Deferred income	28	2,138	3,193
遞延稅項負債	Deferred tax liabilities	30(b)	6,010	5,605
			8,148	8,798
資產淨值	NET ASSETS		445,690	444,395
資本及儲備	CAPITAL AND RESERVES			
股本	Share capital	33(a)	3,824	3,824
儲備	Reserves		441,866	440,571
本公司擁有人應佔總權益	TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY		445,690	444,395

於2014年7月16日獲董事會批准並授權刊發。

Approved and authorised for issue by the board of directors on 16 July 2014.

陳偉榮先生
Mr. Chen Weirong
董事
Director

敬文平先生
Mr. Jing Wenping
董事
Director

第53頁至160頁的附註構成此等財務報表的一部分。

The notes on pages 53 to 160 form part of these financial statements.

財務狀況表

Statement of Financial Position

於2012年12月31日 At 31 December 2012

		附註 Notes	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	16	3	11
於附屬公司之投資	Investments in subsidiaries	20	365,001	365,000
			365,004	365,011
流動資產	Current assets			
預付款項、按金及其他	Prepayments, deposits and other receivables	23	65	68
應收款項	Due from subsidiaries	20	85,437	96,869
應收附屬公司款項	Cash and bank balances	25	402	378
現金及銀行結餘			85,904	97,315
流動負債	Current liabilities			
其他應付款項及應計費用	Other payables and accruals	27	2,798	1,241
應付股息	Dividend payable		85	84
應付附屬公司款項	Due to subsidiaries	20	15,298	23,275
應付關連方款項	Due to related parties	36(c)	40	–
			18,221	24,600
流動資產淨值	Net current assets		67,683	72,715
資產淨值	NET ASSETS		432,687	437,726
資本及儲備	CAPITAL AND RESERVES			
股本	Share capital	33(a)	3,824	3,824
儲備	Reserves	33(b)	428,863	433,902
本公司擁有人應佔總權益	TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY		432,687	437,726

於2014年7月16日獲董事會批准並授權刊發。

Approved and authorised for issue by the board of directors on 16 July 2014.

陳偉榮先生
Mr. Chen Weirong
董事
Director

敬文平先生
Mr. Jing Wenping
董事
Director

第53頁至160頁的附註構成此等財務報表的一部分。

The notes on pages 53 to 160 form part of these financial statements.

綜合權益變動表

Consolidated Statement of Changes in Equity

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

		本公司擁有人應佔項目 Attributable to owners of the Company								
		股本	股份溢價賬	實繳盈餘	購股權儲備	匯率波動儲備	法定儲備	留存盈利	擬派末期股息	總權益
		Share capital	Share premium account	Contributed surplus	Share option reserve	Exchange fluctuation reserve	Statutory reserve	Retained profits	Proposed final dividend	Total equity
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於2011年1月1日如先前列載	At 1 January 2011, as previously stated	3,824	104,657	198,939	5,044	204	-	114,363	10,239	437,270
因重新分配至法定儲備而重列	Restatement due to reallocation to statutory reserve	-	-	-	-	-	35,023	(35,023)	-	-
於2011年1月1日經重列	At 1 January 2011, as restated	3,824	104,657	198,939	5,044	204	35,023	79,340	10,239	437,270
年度利潤	Profit for the year	-	-	-	-	-	-	14,556	-	14,556
換算海外業務的匯兌差額	Exchange differences on translation of foreign operations	-	-	-	-	2,758	-	-	-	2,758
年度全面收益總額	Total comprehensive income for the year	-	-	-	-	2,758	-	14,556	-	17,314
轉撥至儲備	Transfer to reserve	-	-	-	-	-	1,245	(1,245)	-	-
權益結算購股權安排(附註31)	Equity-settled share option arrangements (note 31)	-	-	-	50	-	-	-	-	50
已沒收購股權	Share options forfeited	-	-	-	(309)	-	-	309	-	-
宣派2010年度末期股息	Final 2010 dividend declared	-	-	-	-	-	-	-	(10,239)	(10,239)
於2011年12月31日	At 31 December 2011	3,824	104,657	198,939	4,785	2,962	36,268	92,960	-	444,395
於2012年1月1日如先前列載	At 1 January 2012, as previously stated	3,824	104,657	198,939	4,785	2,962	-	129,228	-	444,395
因重新分配至法定儲備而重列	Restatement due to reallocation to statutory reserve	-	-	-	-	-	36,268	(36,268)	-	-
於2012年1月1日經重列	At 1 January 2012, as restated	3,824	104,657	198,939	4,785	2,962	36,268	92,960	-	444,395
年度虧損	Loss for the year	-	-	-	-	-	-	(8,159)	-	(8,159)
換算海外業務的匯兌差額	Exchange differences on translation of foreign operations	-	-	-	-	(14)	-	-	-	(14)
年度全面虧損總額	Total comprehensive loss for the year	-	-	-	-	(14)	-	(8,159)	-	(8,173)
轉撥至儲備	Transfer to reserve	-	-	-	-	-	1,667	(1,667)	-	-
來自股東的視作供款(附註34)	Deemed contribution from the shareholders (note 34)	-	-	9,468	-	-	-	-	-	9,468
已沒收購股權	Share options forfeited	-	-	-	(225)	-	-	225	-	-
於2012年12月31日	At 31 December 2012	3,824	104,657	208,407	4,560	2,948	37,935	83,359	-	445,690

第53頁至160頁的附註構成此等財務報表的一部分。

The notes on pages 53 to 160 form part of these financial statements.

綜合現金流量表

Consolidated Statement of Cash Flows

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

	附註 Notes	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
經營活動	Operating activities		
除稅前利潤	Profit before taxation	158	16,767
經調整：	Adjustments for:		
融資成本	Finance costs	7,644	8,924
或然應付代價淨額的 公平值變動	Change in fair value of Net Contingent Consideration Payable	34 (3,510)	–
利息收入	Interest income	(1,393)	(1,179)
公平值(虧損)/收益淨額： 衍生工具 — 不符合作為對沖 之交易	Fair value losses/(gains), net: Derivative instruments — transactions not qualified as hedges	161	(161)
折舊	Depreciation	32,446	28,891
土地租賃預付款項攤銷	Amortisation of prepaid land lease payments	488	488
其他無形資產攤銷	Amortisation of other intangible assets	172	172
應收貿易賬款減值/(減值撥回) 虧損	Impairment/(reversal of impairment) loss of trade receivables	908	(801)
物業、廠房及設備之減值虧損	Impairment loss of property, plant and equipment	1,903	–
存貨減記	Write-down of inventories	8,240	1,732
權益結算以股份為基礎付款的 開支	Equity-settled share-based payment expenses	–	50
出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	133	–
沒收購入物業、廠房及設備之 已付按金	Forfeiture of deposit paid for acquisition of property, plant and equipment	1,100	–
		48,450	54,883
營運資金變動	Changes in working capital		
存貨之增加	Increase in inventories	(10,396)	(373)
應收貿易賬款及應收票據增加	Increase in trade and bills receivables	(29,267)	(2,780)
預付款項、按金及其他應收 款項減少/(增加)	Decrease/(increase) in prepayments, deposits and other receivables	12,277	(10,704)
應收關連方款項(增加)/減少	(Increase)/decrease in amounts due from related parties	(4,130)	171
應付貿易賬款及應付票據增加	Increase in trade and bills payables	13,868	11,857
遞延收入、應計款項及其他 應付款項增加	Increase in deferred income, accruals and other payables	3,330	4,702
應付關連方款項增加	Increase in amounts due to related parties	40	–
經營產生之現金	Cash generated from operations	34,172	57,756
已收利息	Interest received	613	398
已付中國稅項	PRC tax paid	(2,901)	(4,277)
經營活動產生之現金淨額	Net cash generated from operating activities	31,884	53,877
投資活動	Investing activities		
購買物業、廠房及設備之付款	Payment for the purchase of property, plant and equipment	(14,052)	(62,897)
出售物業、廠房及設備 所得款項	Proceeds from disposal of property, plant and equipment	3,493	–
收購附屬公司產生之現金流入 淨額	Net cash inflow from acquisition of subsidiaries	34 885	–
投資活動所用之現金淨額	Net cash used in investing activities	(9,674)	(62,897)

綜合現金流量表

Consolidated Statement of Cash Flows

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

	附註 Notes	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
融資活動	Financing activities		
新造銀行貸款之所得款項	Proceeds from new bank loans	348,401	381,166
償還銀行貸款	Repayment of bank loans	(465,392)	(230,242)
已付利息	Interest paid	(8,169)	(9,449)
已付本公司擁有人之股息	Dividends paid to owners of the Company	-	(10,154)
已抵押銀行存款及在購入時 原本到期日超過3個月之 銀行存款減少/(增加)	Decrease/(increase) in pledged bank deposits and bank deposits with original maturity of over three months when acquired	109,581	(120,672)
融資活動(所用)/產生之現金 淨額	Net cash (used in)/generated from financing activities	(15,579)	10,649
現金及現金等價物之 增加淨額	Net increase in cash and cash equivalents	6,631	1,629
於1月1日之現金及現金等價物	Cash and cash equivalents at 1 January	70,487	66,101
外匯匯率變動之影響	Effect of foreign exchange rate changes	(14)	2,757
於12月31日之現金及現金等價物	Cash and cash equivalents at 31 December	77,104	70,487
現金及現金等價物結餘分析	Analysis of balances of cash and cash equivalents		
現金及銀行結餘	Cash and bank balances	25 48,018	65,887
在購入時原本到期日不足3個月 之已抵押銀行存款	Pledged bank deposits with original maturity of less than three months when acquired	25 29,086	4,600
於綜合現金流量表列賬之現金及 現金等價物	Cash and cash equivalents as stated in the consolidated statement of cash flows	77,104	70,487

第53頁至160頁的附註構成此等財務報表的一部分。

The notes on pages 53 to 160 form part of these financial statements.

財務報表附註

Notes to the Financial Statements

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

1. 一般資料

宇陽控股(集團)有限公司(「本公司」)於2007年3月6日在開曼群島根據開曼群島法例第22章公司法(1961年第3號法案，經合併及經修訂)註冊成立為豁免有限公司。本公司之註冊辦事處為Codon Trust Company (Cayman) Limited之辦事處，地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而本公司之總辦事處及主要營業地點則位於中國深圳市南山區高新技術產業園北區朗山二號路齊民道3號宇陽大廈。

本公司之主要業務為投資控股。附屬公司主要業務之詳情載於財務報表附註20。

2. 主要會計政策

(a) 合規聲明

此等財務報表是根據國際財務報告準則(「國際財務報告準則」)編製，包括現時仍然生效由國際會計標準委員會(「國際會計標準委員會」)批准之準則及詮釋以及由國際會計準則委員會批准之國際會計準則及常務詮釋委員會詮釋，並按照香港公司條例之披露規定編製。此等財務報表乃根據歷史成本常規法編製，並以人民幣(「人民幣」)呈列。除另有說明者外，所載之數額已四捨五入至最接近之千位。

國際會計標準委員會已頒佈若干新訂及經修訂國際財務報告準則，這些準則均是本集團及本公司於當前會計期間首次生效或可供提早採納的準則。附註3說明了首次應用這些準則所產生的會計政策變動，其內容均與本集團於此等財務報表中所反映的當前及過往會計期間相關。

1. GENERAL INFORMATION

EYANG Holdings (Group) Co., Limited (the "Company") was incorporated in the Cayman Islands on 6 March 2007 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised). The Company's registered office address is the office of Codon Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and the head office and the principal place of business of the Company are located at EYANG Building, No.3 Qimin Street, No. 2 Langshan Road, North Area, Hi-Tech Industrial Park, Nanshan District, Shenzhen, the PRC.

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

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which comprise standards and interpretations approved by the International Accounting Standards Board (the "IASB"), and the International Accounting Standards and Standing Interpretations Committee Interpretations approved by the International Accounting Standards Committee that remain in effect, and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements have been prepared under the historical cost convention and financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except where otherwise indicated.

The IASB has issued certain new and revised IFRSs which are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 3 provides information on any changes in accounting policies resulting from the initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(b) 財務報表之編製基準

- (i) 截至2012年12月31日止年度之綜合財務報表包括本公司及其附屬公司(統稱「本集團」)。

本集團旗下各實體財務報表內的項目均以實體經營所在地的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以人民幣(「人民幣」)呈列，而人民幣是本公司的功能貨幣。

誠如下文所載之會計政策所闡釋，除或然代價及衍生金融工具乃按公平值列賬外，財務報表之編製均以歷史成本基準作為計量基準。

按照國際財務報告準則編製財務報表需要管理層作出判斷、估計及假設，有關判斷、估計及假設會影響會計政策的應用和資產與負債及收入與開支的呈報金額。有關估計及相關假設是根據以往經驗和在當時情況下認為合理的多項其他因素作出，其結果構成了管理層就無法從其他途徑實時得知的資產與負債賬面值所作判斷的基礎。實際結果或有別於有關估計。

有關估計及相關假設是按持續經營基準檢討。如會計估計需作修訂，而該修訂只會影響作出有關修訂的會計期間，便會在該期間內確認；但如修訂對當期和未來的會計期間均有影響，則會在作出有關修訂的期間及未來期間確認。

關於管理層應用國際財務報告準則時作出的對財務報表有重大影響的判斷，以及不確定估計的主要來源，均於附註4中論述。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Basis of preparation of the financial statements

- (i) The consolidated financial statements for the year ended 31 December 2012 comprise the Company and its subsidiaries (together the “Group”).

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in Renminbi (“RMB”) and the functional currency of the Company is RMB.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the contingent consideration and the derivative financial instruments are stated at the fair value as explained in the accounting policies set out below.

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have a significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 4.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(b) 財務報表之編製基準(續)

- (ii) 在對截至2012年12月31日止財政年度的審核過程中，存在一項關於本集團移動手機貿易業務(「移動手機業務」)偽造賬目的指控(「該指控」)。

董事會(「董事會」)於2013年4月30日獲知，本公司之公司秘書因牽涉所指控之本集團移動手機業務偽造賬目之事項，於2013年4月25日被香港警方拘捕。本集團移動手機業務由本公司之一間附屬公司，即香港威長新能源有限公司(「香港威長」)，於2011年8月至2012年3月期間經營。公司秘書已獲保釋。

董事會於2013年6月28日議決對已自2012年12月起關閉其移動手機業務的香港威長展開自願清盤程序。

於2012年5月，本公司成立董事會專門委員會(「專門委員會」)，調查該指控並向董事會建議改善本集團內部控制的補救程序。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Basis of preparation of the financial statements (continued)

- (ii) During the audit process in respect of the financial year ended 31 December 2012, there was an allegation of false accounting regarding the trading of mobile phones (the "Mobile Phone Business") of the Group ("the allegation").

On 30 April 2013, the board of directors (the "Board") was informed that the company secretary of the Company was arrested by the Hong Kong Police on 25 April 2013 in connection with alleged false accounting with respect to the Group's Mobile Phone Business which was operated by a subsidiary of the Company, Hong Kong Weichang NER Co. Limited ("HK Weichang"), for the period from August 2011 to March 2012. The company secretary was released on bail.

The Board resolved on 28 June 2013 to voluntarily wind up HK Weichang which had ceased its Mobile Phone Business since December 2012.

In May 2012, the Company established a special board committee (the "Special Committee") to investigate the allegation and to recommend remedial procedures to the Board to improve the Group's internal control.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(b) 財務報表之編製基準(續)

(ii) (續)

專門委員會在一間中國獨立法律事務所的協助下展開調查，參考天健發出的內部控制檢討報告，並於2013年11月完成調查。專門委員會得出以下結論：

- 香港威長所經營的移動手機貿易業務並無出現欺詐貿易；
- 香港威長所經營的移動手機貿易業務並無違反任何中國法例及相關規則及／或規定；
- 移動手機貿易業務符合有關商品買賣的國際慣例，並屬於中國常見的正常及合理商業活動；
- 移動手機貿易業務的相關問題是因管理層監管不足、內部控制制度存在明顯缺陷所導致，但並沒有證據顯示移動手機貿易業務的管理層存在誠信問題。

根據專門委員會之調查結果，董事會認為無須採取進一步行動。

於2014年6月13日，董事會從本公司之公司秘書獲悉，香港警方於2014年6月12日已解除他的保釋及予以無條件釋放。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Basis of preparation of the financial statements (continued)

(ii) (continued)

The Special Committee carried out an investigation with the assistance of an independent PRC law firm and made reference to the internal control review report issued by Pan China and completed the investigation in November 2013. The Special Committee concluded that:

- No fraudulent trading occurred in the mobile phone trading business conducted by HK Weichang;
- The operation of the mobile phone trading business conducted by HK Weichang did not contravene any PRC laws and related rules and/or regulations;
- The mobile phone trading business conformed to the international practice regarding sale and purchase of goods and fell within the threshold of normal and reasonable business activities commonly practised in the PRC;
- The problems associated with the mobile phone trading business resulted from inadequate supervision from the management and apparent defects in the internal control systems. However, there was no evidence showing any integrity problem of the management of the mobile phone trading business.

On the basis of findings in the investigation carried out by the Special Committee, the Board considered that no further actions should be taken.

Subsequently, on 13 June 2014, the Board was informed by the company secretary of the Company that on 12 June 2014, Hong Kong Police had removed his bail and released him unconditionally.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(c) 附屬公司

附屬公司指由本集團控制之實體。若本集團有權控制一間實體之財務及營運政策以從其業務中獲益，則本集團對其擁有控制權。評估控制權時已考慮隨時可行使之潛在投票權。

於附屬公司之投資自控制開始當日起至控制結束當日止合併入綜合財務報表。集團內部結餘、交易及集團內部交易產生之任何未變現利潤均於編製綜合財務報表時悉數抵銷。集團內部交易產生之未變現虧損所採用的抵銷方式與未變現收益相同，但前提是無證據顯示出現減值。

在本公司之財務狀況表內，於附屬公司之投資按成本減減值虧損呈列(見附註2(i))。

(d) 業務合併

收購業務採用購買法進行會計處理。業務合併中轉讓之代價以公平值計量，而公平值按在收購日本集團向被收購方前擁有人轉讓資產或承擔負債以及本集團為換取被收購方控制權而發行之股本權益之公平值之總額計算。與收購有關之成本一般會於發生時於損益確認。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss (see note 2(i)).

(d) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

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2. 主要會計政策(續)

(d) 業務合併(續)

於收購日期，所收購之可識別資產及所承擔之負債乃按其公平值確認，惟以下情況除外：

- 因業務合併中收購資產及承擔負債引致之遞延稅項資產或負債及於收購日期存在或由於收購引致被收購方暫時差異和結轉之潛在稅務影響，按國際會計準則第12號「所得稅」確認及計量；
- 有關僱員福利安排所產生之資產或負債按香港會計準則第19號「僱員福利」確認及計量；及
- 與被收購方以股份為基礎之付款安排，或本集團所訂立(以取代被收購方以股份為基礎之付款安排)的以股份為基礎之付款安排有關之負債或股本工具，於收購日期按國際財務報告準則第2號「以股份為基礎之付款」計量(見下文會計政策)。

商譽是按所轉讓代價、被收購方之非控股權益金額與收購方過往持有被收購方股權之公平值(如有)三者之和，超過可資識別的收購資產與承擔負債於收購當日的金額淨值計量。如果在重新評估後，可資識別的收購資產與承擔負債於收購當日的金額淨值，超過了所轉讓代價、被收購方之非控股權益金額與收購方過往持有被收購方股權之公平值(如有)三者之和，則超出的部分立即作為議價收購收益在損益內確認。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(d) Business combinations (continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair values, except that:

- a deferred tax asset or liability arising from the assets acquired and liabilities assumed in a business combination and the potential tax effects of temporary differences and carryforwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are recognised and measured in accordance with IAS 12 Income Taxes;
- assets or liabilities relating to employee benefit arrangements are recognised and measured in accordance with IAS 19 Employee Benefits; and
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 Share-based Payment at the acquisition date (see the accounting policy below).

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

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2. 主要會計政策(續)

(d) 業務合併(續)

屬現時擁有權益且持有人有權於清盤時按比例分佔公司淨資產之非控股權益，可初步按公平值或非控股權益應佔被收購方可識別淨資產之已確認金額比例計量。計量基準可按每項交易而選擇。其他種類之非控股權益乃按其公平值或(如適用)另一項國際財務報告準則規定之計量基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價按其收購日期公平值計量並計入於業務合併中所轉撥代價之一部分。或然代價之公平值變動如適用計量期間調整則作追溯調整，並根據商譽作出相應調整。計量期間調整為於「計量期間」(自收購日期起不得超過一年)就於收購日期存在之事實及情況獲得之其他資料產生之調整。

或然代價之公平值變動之隨後入賬如不適用計量期間調整，則取決於或然代價如何分類。分類為權益之或然代價並不於隨後申報日期重新計量，而其隨後結算於權益內入賬。分類為資產或負債之或然代價根據國際會計準則第39號「金融工具：確認及計量」或國際會計準則第37號「撥備、或然負債及或然資產」(如適用)於隨後申報日期重新計量，而相應之收益或虧損於損益內確認。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(d) Business combinations (continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another IFRS.

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39 Financial Instruments: Recognition and Measurement, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

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Notes to the Financial Statements

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

2. 主要會計政策(續)

(d) 業務合併(續)

倘業務合併分階段完成，本集團先前於被收購方持有之股權重新計量至收購日期(即本集團獲得控制權當日)之公平值，而所產生之收益或虧損(如有)於損益內確認。過往於收購日期前於其他全面收益確認之被收購方權益所產生數額重新分類至損益(倘有關處理方法適用於出售權益)。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團報告未完成會計處理之項目臨時數額。該等臨時數額會於計量期間(見上文)予以調整，及確認額外資產或負債，以反映於收購日期已存在而據所知原應影響該日已確認數額之事實與情況所取得之新資訊。

(e) 物業、廠房及設備

除在建工程外，物業、廠房及設備乃按成本值減去累計折舊及任何減值虧損列賬(見附註2(ii))。物業、廠房及設備項目成本包括其購買價及任何令該項資產達至運作狀況及將之運至擬定用途地點之直接應計成本。

物業、廠房及設備項目在投入使用後所產生如維修及保養等開支一般在產生之期內列支於全面收益表。倘能符合確認條件，重大檢查之開支可於資產賬面值撥充資本以作代替。倘物業、機器及設備之主要部分需分期替換，本集團會確認該等部分為有特定可用年限及折舊之個別資產。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(d) Business combinations (continued)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

(e) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any accumulated impairment losses (see note 2(ii)). The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of comprehensive income in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

財務報表附註

Notes to the Financial Statements

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2. 主要會計政策(續)

(e) 物業、廠房及設備(續)

折舊乃按個別物業、廠房及設備項目之估計可用年期以直線法撇銷其成本值至其估計餘值。主要之適用估計可用年期和餘值如下：

		估計可用年期 Estimated useful lives	餘值 Residual values
樓宇	Buildings	40 years or over the remaining term of the lease, if shorter 40年或租賃 剩餘年期 (以較短者為準)	10%
廠房及機器	Plant and machinery	5–10 years年	10%
辦公室及其他設備	Office and other equipment	3–10 years年	10%
汽車	Motor vehicles	4–10 years年	10%

當一項物業、廠房及設備項目之其中部分擁有不同之可用年期，該項目之成本會以合理原則分配並將每一部分分開折舊。餘值、可用年期及折舊方法最少將於各報告期末檢討及按需要作出調整。

物業、廠房及設備項目(包括任何初始確認之主要部分)於出售或預期使用或出售有關項目不會產生未來經濟利益時剔除確認。於剔除確認資產期間在全面收益表確認之出售或報廢資產之收益或虧損，指有關資產出售所得款項淨額與賬面值兩者間之差額。

在建工程指在建中之廠房及機器，並按成本值減去減值虧損列賬及不作折舊。成本包括在建期間所產生之直接建造成本。當項目完成並可作擬定用途時，該項目將由在建工程轉撥至物業、廠房及設備項下適當之分類。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(e) Property, plant and equipment (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal estimated useful lives and residual values used for this purpose are as follows:

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at the end of each reporting period.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of comprehensive income in the period the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

Construction in progress represents plant and equipment under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for intended use.

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Notes to the Financial Statements

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2. 主要會計政策(續)

(f) 投資物業

投資物業是指為賺取租金收入及／或為資本升值而擁有或以租賃權益持有(見附註2(h))的土地及／或建築物。該等物業初步按成本(包括於初步確認後的交易成本)計值，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。折舊是在40年的估計可用年期以直線法計算。

報廢或出售投資物業的任何得益或虧損均在損益中確認。投資物業的租金收入按附註2(t)(ii)所述方式入賬。

由投資物業轉往自置物業，作為物業日後會計的被認定成本乃是在承轉日的賬面值。若然本集團擁有的自置物業轉變為投資物業，本集團將根據直至承轉日的「物業、廠房及設備」的政策對物業進行會計處理。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(f) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 2(h)) to earn rental income and/or for capital appreciation. Such properties are initially measured at cost, including transaction costs subsequent to initial recognition, investment properties are stated at cost less, subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on the straight-line basis over the estimated useful lives of 40 years.

Any gains or losses from the retirement or disposal of an investment property are recognised in the profit or loss. Rental income from investment properties is accounted for as described in note 2(t)(ii).

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its carrying amount at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment" up to the date of change in use.

財務報表附註

Notes to the Financial Statements

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2. 主要會計政策 (續)

(g) 無形資產

另行收購的無形資產於初始確認時按成本計量。於業務合併時已收購無形資產的成本相等於收購日期的公平值。無形資產的可用年期評估為有限或無限。可用年期有限的無形資產會在可用的經濟年期內作攤銷，並會在有跡象顯示無形資產可能已減值時進行減值評估。無形資產的攤銷期和攤銷法會至少於各報告期末作檢討。

下列具有有限可用年期之無形資產自其可用日期起攤銷，其估計可用年期如下：

- 電腦軟件 10年直線法

(h) 租賃資產

若本集團釐定安排附帶權利於協定期間使用一項或多項特定資產以換取付款或一系列付款，則該項安排(包括一項交易或一系列交易)屬於或包含租賃。有關釐定基於對安排本質的評估進行，而不論該項安排是否具有租賃的法律形式。

(i) 出租予本集團的資產分類

本集團根據租賃持有而向本集團轉移擁有權的絕大部分風險及回報的資產，乃分類為以融資租賃持有。並無轉移擁有權的絕大部分風險及回報予本集團的租賃，乃分類為經營租賃。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

- computer software 10 years straight line

(h) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

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2. 主要會計政策(續)

(h) 租賃資產(續)

(ii) 以融資租賃購入之資產

倘若本集團以融資租賃獲得資產之使用權，則會將相當於租賃資產公平值或最低租賃付款額之現值(以較低者為準)記入物業、廠房及設備，而扣除融資費用後的相應負債則列為融資租賃承擔。折舊是在相關租賃期或資產的可用年期(如本集團很可能取得資產的所有權)內，以沖銷其成本之比率計提；有關資產的可用年期載於附註2(e)。減值虧損按照附註2(i)所載會計政策入賬。租賃付款內含的融資費用則計入租賃期內的損益中，使每個會計期間之融資費用佔承擔餘額之比率大致相同。

(iii) 經營租賃費用

倘若本集團是以經營租賃獲得資產的使用權，則根據租賃作出之付款會於租賃期所涵蓋之會計期間內，以等額計入損益；但若有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。租賃所涉及的激勵措施均於損益確認為租賃淨付款總額之組成部分。或有租金於其產生之會計期間內計入開支。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(h) Leased assets (continued)

(ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset or, if lower, the present value of the minimum lease payments of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(e). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(i). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

(iii) Operating lease charges

Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged as expenses in the accounting period in which they are incurred.

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2. 主要會計政策(續)

(h) 租賃資產(續)

(iv) 土地租賃及樓宇

倘若一項租賃同時包括土地及樓宇部分，則本集團會分別根據各部分擁有權隨附之絕大部分風險及回報是否已轉移至本集團之評估，評估各部分分類應被界定為融資或是經營租賃，除非兩個部分均清楚確定為經營租賃則除外。於此情況下，整份租賃歸類為經營租賃。具體而言，最低租賃款項(包括任何一筆過支付之預付款項)會按訂立租賃時租賃土地部分與樓宇部分租賃權益之相關公平值，按比例於土地與樓宇部分之間分配。

倘若能可靠地分配租賃款項，則入賬列為經營租賃之租賃土地權益將於綜合財務狀況表內列作「土地租賃預付款項」，並於租賃期內以直線法攤銷入賬。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(h) Leased assets (continued)

(iv) 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 lumpsum 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 "prepaid land lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(i) 資產減值

(i) 應收貿易賬款及其他應收款項減值

按成本或攤銷成本列值之流動及非流動應收款項乃於各報告期末檢討，以確定是否有減值之客觀證據，減值之客觀證據包括本集團注意到有關下列一項或多項虧損事件之可觀察資料：

- 債務人之重大財政困難；
- 違約，如拖欠或延遲支付利息或本金；
- 債務人可能破產或進行其他財務重組；及
- 技術、市場、經濟或法律環境產生對債務人不利影響之重大變動。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Impairment of assets

(i) Impairment of trade and other receivables

Current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(i) 資產減值(續)

(i) 應收貿易賬款及其他應收款項減值(續)

倘若出現任何該等證據，則任何減值虧損會按以下方式釐定及確認：

- 就應收貿易賬款及其他流動應收款項和以攤銷成本列賬的其他金融資產而言，減值虧損乃根據資產的賬面值與估計未來現金流現值兩者間之差額計算，如折現影響重大，則按金融資產原實際利率(即初步確認該等資產時計算的實際利率)折現。倘該等金融資產具備類似風險特徵(如類似的逾期情況)及並未單獨評估為已減值，則有關評估會一同進行。集合評估減值之金融資產之未來現金流乃根據與該類資產具有類似信貸風險特徵之資產之過往虧損經驗計算。

倘若其後減值虧損金額減少，而有關減少與確認減值虧損後發生之事件可客觀地聯繫，則有關減值虧損透過損益撥回。減值虧損之撥回不應導致資產之賬面值超過倘於過往年度沒有確認任何減值虧損而應釐定之金額。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Impairment of assets (continued)

(i) Impairment of trade and other receivables (continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For trade receivables and other current receivables and other financial assets carried at amortised cost, impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(i) 資產減值(續)

(i) 應收貿易賬款及其他應收款項減值(續)

減值虧損從相關資產中直接撇銷，但若應收貿易賬款及應收票據所確認之減值虧損之收回機會被視為成疑而非渺茫，則將呆賬減值虧損計入撥備賬戶。倘若本集團信納收回機會渺茫，則被視為無法收回之款項從應收賬款中直接撇銷，而包含於撥備賬戶中與債項相關之任何款額則予以撥回。倘之前計入撥備賬戶之款項其後收回，則從撥備賬戶中撥回。撥備賬戶之其他變動及其後收回先前直接撇銷的款項，均於損益確認。

(ii) 其他資產減值

內部及外部資料來源乃於各報告期末檢討，以確定是否有跡象顯示下列資產可能出現減值，或先前已確認之減值虧損已不存在或可能減少：

- 物業、廠房及設備；
- 投資物業；
- 土地租賃預付款項；
- 其他無形資產；及
- 公司財務狀況表中於附屬公司之投資。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Impairment of assets (continued)

(i) Impairment of trade and other receivables (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and bill receivables whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- investment properties;
- prepaid land lease payments;
- other intangible assets; and
- investments in subsidiaries in Company's statement of financial position.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(i) 資產減值(續)

(ii) 其他資產減值(續)

倘若存在任何該等跡象，則估計資產之可收回金額。

— 計算可收回金額

資產的可收回金額為公平值減出售成本以及使用價值兩者間的較高者。評估使用價值時，按反映當時市場對貨幣時間價值及資產特定風險評估之稅前折現率，將估計未來現金流折現至其現值。倘資產並無產生大致獨立於其他資產之現金流入，則以能獨立產生現金流入之最小資產組別(即現金產生單位)釐定可收回金額。

— 確認減值虧損

倘若資產或其所屬現金產生單位之賬面值超過其可收回金額，則於損益確認減值虧損。就現金產生單位確認之減值虧損，以按比例分配至減少該單位(或單位組別)其他資產之賬面值，惟某資產之賬面值不會減至低於其個別公平值減去出售成本(如能計量)或使用價值(如能釐定)之金額。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

If any such indication exists, the asset's recoverable amount is estimated.

— Calculation of recoverable amount

The recoverable amount of an asset is the higher of its fair value less costs to sell and its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e., a cash-generating unit).

— Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(i) 資產減值(續)

(ii) 其他資產減值(續)

— 撥回減值虧損

倘若用以釐定可收回金額之估算出現有利變動，則撥回減值虧損。

減值虧損之撥回限於資產於過往年度並未確認減值虧損時原應釐定的賬面值。減值虧損之撥回於確認撥回年度計入損益。

(j) 衍生金融工具

衍生工具於衍生工具合約訂立當月初步按公平值確認，其後重新計量至其於報告期末之公平值。因此產生之收益或虧損即時於損益確認，惟倘衍生工具指定為並適用作對沖工具，則確認於損益之時間視乎對沖關係之性質而定。

不合資格作對沖會計處理之衍生工具被視為持作買賣之金融資產或持作買賣之金融負債，並分類為流動資產或流動負債。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

— Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(j) Derivative financial instruments

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

Derivatives that do not qualify to hedge accounting are deemed as financial assets held for trading or financial liabilities held for trading and are classified as current assets or current liabilities.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(k) 研究及開發成本

所有研究成本在產生時於綜合收益表支銷。

項目開發新產品時產生之開支，僅當本集團可顯示下列各項，方予資本化及遞延：完成該項無形資產使其可供使用或出售於技術上之可行性、其完成之意向，及使用或出售該資產之能力、該資產日後如何產生經濟利益、是否有資源可以完成該項目，以及在開發過程中是否可以可靠地計量該項開支。不符合該等條件的產品開發支出於產生時支銷。

(l) 存貨

存貨按成本及與可變現淨值兩者之較低者列賬。成本乃以加權平均法確定，倘是半製成品及製成品，則包括直接材料、直接勞工及間接製造成本之應佔部分。可變現淨值乃根據估計售價減預期達致完成及出售所需之成本計算。

(m) 應收貿易賬款及其他應收款項

應收貿易賬款及其他應收款項初步按公平值確認，其後使用實際利率法按攤銷成本減呆賬減值撥備列賬(見附註2(i))，惟倘應收款項乃向關連方提供之免息貸款且並無任何固定還款期或貼現之影響並不重大則屬例外。在該等情況下，應收款項乃按成本減呆賬減值撥備列賬。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(k) Research and development costs

All research costs are charged to the statement of comprehensive income as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

(l) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

(m) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 2(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(n) 計息借款

計息借款初步按公平值減應佔交易成本確認。於初步確認後，計息借款乃按攤銷成本及初步確認金額與按借款期於損益確認之贖回價值之間的任何差額，連同任何應付利息及費用，使用實際利率法列賬。

(o) 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公平值確認，而其後則按攤銷成本列賬，除非貼現之影響並不重大，在該情況下則按成本列賬。

(p) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、於銀行及其他金融機構之活期存款，以及可隨時轉換成可知數額之現金且無重大變值風險之短期、高流動性投資(在購入時距離到期日不超過三個月)。

(q) 僱員福利

(i) 短期僱員福利和界定供款退休計劃之供款

薪金、年度獎金、有薪年假、界定供款退休計劃之供款及各項非貨幣福利成本，均在僱員提供相關服務的年度內累計。倘延期付款或結算而影響屬重大，則該等金額按其現值列賬。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(o) Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(q) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(q) 僱員福利(續)

(ii) 以股份為基礎之付款交易

本公司設立購股權計劃向對本集團業務成績有所貢獻之合資格參與者提供激勵及獎賞。本集團之僱員(包括董事)會通過以股份為基礎之付款交易方式收取激勵及回報，而僱員會提供服務，作為收取本公司股權工具之代價(「股權結算交易」)。

與僱員進行股權結算交易之成本乃按授出當日之公平值計算。公平值乃由一名外聘估值師使用二項式模型釐定，其有關詳情載於財務報表附註32。

股權結算交易之成本連同股權之相應升幅會於達到表現及/或服務條件之期間確認。於歸屬日前每個報告期末就股權結算交易確認之累積開支，反映已屆滿歸屬期為限之開支及本集團對最終將歸屬之股權工具數目之最佳估計。每一期間全面收益表之扣減或貸記指該期間開始和結束時已確認之累積開支之變動。

最終並未歸屬之報酬不會確認開支，惟歸屬之報酬以市場條件或非歸屬條件為條件，但在達成其他所有表現及/或服務條件之情況下，不論是否達到該市場條件或非歸屬條件均會視作歸屬處理之股權結算交易則除外。

當股權結算報酬之條款修訂時，倘達成報酬之原先條件，會確認最少之開支，猶如條款並無經修訂一般。此外，因修訂產生之任何以股份為基礎之付款交易之公平值總額之增加或於其他方面對僱員有利之修訂按修訂日之計量確認開支。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(q) Employee benefits (continued)

(ii) Share-based payment transactions

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive incentives and rewards in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions") of the Company.

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 32 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of comprehensive income for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(q) 僱員福利(續)

(ii) 以股份為基礎之付款交易(續)

當股權結算報酬註銷時，會視作報酬已於註銷當日經已授予，而報酬尚未確認之任何開支會即時確認。該情況包括任何未達成受本集團或僱員控制之非授予條件時授予之獎勵。然而，倘註銷之報酬有任何替代之新報酬，並指定為授出當日之替代報酬，則該項註銷及新報酬會如上段所述被視為原有報酬之修訂般處理。

計算每股盈利時，尚未行使購股權之攤薄效應則反映為額外股份攤薄。

(r) 所得稅

本年度所得稅包括當前稅項及遞延稅項資產及負債變動。當前稅項及遞延稅項資產及負債變動均在損益中確認，惟倘與於其他全面收益或直接於權益中確認之項目相關，則分別於其他全面收益或直接於權益中確認。

當前稅項是按本年度應課稅收入根據已執行或於報告期末實質上已執行之稅率計算之預期應付稅項，加上以往年度應付稅項的任何調整。

遞延稅項資產及負債分別由可抵扣及應課稅暫時差異產生。暫時差異是指資產及負債於財務報表之賬面值與該等資產及負債的計稅基礎之差異。遞延稅項資產也可以由未動用稅項虧損及未動用稅項抵免產生。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(q) Employee benefits (continued)

(ii) Share-based payment transactions (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

(r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(r) 所得稅(續)

除若干有限例外情況外，將確認所有遞延稅項負債及所有遞延稅項資產(僅限於很可能獲得利用該遞延稅項資產來抵扣之未來應課稅利潤)。支持確認由可抵扣暫時差異所產生遞延稅項資產之未來應課稅利潤包括因撥回當前存在之應課稅暫時差異而產生之數額，但該等撥回之差異必須與同一稅務機關及同一應課稅實體有關，並預期於可抵扣暫時差異預計撥回之同一期間或遞延稅項資產所產生之稅項虧損可向後期或向前期結轉之期間內撥回。決定目前存在之應課稅暫時差異是否足以支持確認由未動用稅項虧損和抵免所產生之遞延稅項資產時，亦會採用同一準則，即差異是否與同一稅務機關及同一應課稅實體有關，並是否預期於能夠使用稅項虧損和抵免撥回之同一期間內撥回。

不確認為遞延稅項資產及負債之暫時差異產生自以下有限例外情況：不影響會計或應課稅利潤之資產或負債之初步確認(如屬業務合併的一部分則除外)；以及與於附屬公司之投資相關(如屬應課稅差異，只限於本集團可以控制撥回之時間，而且於可預見將來不大可能撥回之暫時差異；或如屬可抵扣差異，則僅限於很可能於將來撥回之差異)。

已確認遞延稅項金額是按照資產及負債賬面值之預期變現或清償方式，根據已執行或於報告期末實質上已執行之稅率計算。遞延稅項資產及負債均不貼現計算。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(r) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

財務報表附註

Notes to the Financial Statements

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2. 主要會計政策(續)

(r) 所得稅(續)

本集團會於各報告期末評估遞延稅項資產之賬面值。如果本集團預期不再可能獲得足夠應課稅利潤以抵扣相關稅務利益，該遞延稅項資產之賬面值便會調低；但倘若日後又可能獲得足夠應課稅利潤，有關減額便會撥回。

因分派股息而額外產生的所得稅於支付相關股息之責任確立時確認。

當前及遞延稅項結餘及其變動額會分開列示，並且不予抵銷。當前及遞延稅項資產僅於本公司或本集團有法定行使權以當期稅項資產抵銷本期稅項負債，並且符合以下附帶條件之情況下，才可以分別抵銷當前及遞延稅項負債：

- 就當前稅項資產及負債而言，本公司或本集團計劃按淨額基準結算，或同時變現該資產及清償該負債；或
- 就遞延稅項資產及負債而言，該等資產及負債必須與同一稅務機關就以下其中一項徵收之所得稅有關：
 - 同一應課稅實體；或
 - 不同的應課稅實體，而該等實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準變現本期稅項資產及清償當前稅項負債，或同時變現該資產及清償該負債。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(r) Income tax (continued)

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(s) 撥備及或然負債

撥備乃於本集團或本公司因過往事件而產生法律或推定責任，而可能需要經濟利益流出以清償責任及能作出可靠估計時，就不確定時間或金額之負債確認。倘金錢的時間值屬重大時，撥備乃按預期清償責任的開支的現值列賬。

當需要經濟利益流出之可能性較低或當金額不能可靠估計時，責任會作為或然負債披露，除非經濟利益流出之可能性極低。可能的責任(其存在將僅由一項或以上未來事件的出現或不出現確認)亦作為或然負債披露，除非經濟利益流出之可能性極低者，則另當別論。

本集團就某些產品給予之產品保證會根據銷量及過往之維修及回報金額計提撥備，並按需要貼現至其現值。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(s) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Provisions for product warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(t) 收入確認

如果經濟實益可能會流入本集團，而收入又能夠根據下列基準可靠地計算，收入會予以確認：

- (i) 銷售貨品，當貨品擁有權之重大風險及回報已轉移予買方，惟本集團沒有涉及已售貨品擁有權一般相關之管理和沒有實際的控制權；
- (ii) 租金收入，在租約期間按時間比例基準計算；
- (iii) 利息收入，按實際利率以累計基準計算，實際利率即將於金融工具預計可用年限或較短期間(如適用)所收取估計未來現金流量折算至該金融資產賬面淨值之利率；及
- (iv) 佣金收入，於提供服務時。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(t) Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (i) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (ii) rental income, on a time proportion basis over the lease terms;
- (iii) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (iv) commission income, when services are rendered.

財務報表附註

Notes to the Financial Statements

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

2. 主要會計政策(續)

(u) 外幣

本集團各實體入賬之外幣交易初步按於交易日適用之外幣匯率換算入賬。以外幣為單位之貨幣資產及負債按報告期末之適用匯率再作換算。結算和兌換貨幣項目產生的所有差額均於全面收益表確認。

按歷史成本以外幣計算之非貨幣項目按最初交易日適用之匯率兌換。按公平值計量之非貨幣項目按釐定公平值當日之適用匯率兌換。重新換算按公平值計量之非貨幣項目產生之收益或虧損按與確認項目公平值變動之收益或虧損一致之方式處理(即公平值收益或虧損於其他全面收益或溢利或虧損中確認之項目的匯兌差額亦分別於其他全面收益或溢利或虧損中確認)。

於報告期末，中國境外業務的資產及負債按報告期末的匯率換算為本公司的呈列貨幣，而彼等的綜合全面收益表按本年度加權平均數匯率換算為人民幣。換算時產生的外匯差額於其他全面收益確認及累計於外匯波動儲備。

就綜合現金流量表而言，在中國境外營運之附屬公司之現金流量按產生當日之匯率兌換為人民幣。在中國境外營運之附屬公司在整個年度內經常產生之現金流量按年度加權平均匯率兌換為人民幣。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(u) Foreign currencies

Foreign currency transactions recorded by the entities in the Group are initially recorded using foreign exchange rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the foreign exchange rates ruling at the end of the reporting period. All differences arising on settlement or translation of monetary items are recognised in the statement of comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on retranslation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

As at the end of the reporting period, the assets and liabilities of foreign operations outside Mainland China are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their consolidated statements of comprehensive income are translated into RMB at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve.

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries operating outside Mainland China are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of subsidiaries operating outside Mainland China which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

財務報表附註

Notes to the Financial Statements

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2. 主要會計政策(續)

(v) 借貸成本

購置、建造或生產必須經過頗長時間方達致其擬定用途或進行銷售之資產直接應佔之借貸成本乃作為該等資產成本之一部分資本化。該等借貸成本之資本化會於該等資產大部分達致其擬定用途或進行銷售時終止。所有其他借貸成本均於產生期間支銷。借貸成本包括實體就借入資金而產生之利息及其他成本。

(w) 政府補貼

當可以合理確定本集團將會收到政府補貼並會遵守其附帶條件時，會初步於綜合財務狀況表內確認政府補貼。

補償本集團所產生開支的補貼於產生開支的相同期間按系統化基準在損益確認為收入。特別是，若政府補貼之首要條件為本集團須購買、興建或以其他方式收購非流動資產，則於綜合財務狀況表內確認為遞延收入，並按系統及合理基準按有關資產之可使用年期轉撥至損益。

(x) 股息

董事建議之末期股息於財務狀況表內權益項下歸類為留存盈利之獨立分配，直至股東大會上獲股東批准為止。此等股息獲股東批准及宣派後會確認為負債。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(v) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset which necessarily take a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(w) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. 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.

(x) Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statements of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

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Notes to the Financial Statements

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

2. 主要會計政策(續)

(x) 股息(續)

由於本公司之組織大綱章程及細則授權董事宣派中期股息，因此中期股息可以同時建議及宣派。因此，待建議及宣派後，中期股息會即時確認為負債。

(y) 關連方

- (a) 在下述情況下某人士或該人士之關係密切家庭成員會被視為本集團之關連方：
- (i) 控制本集團或共同控制本集團；
 - (ii) 可對本集團發揮重大影響力；或
 - (iii) 為本集團或其母公司的主要管理人員。
- (b) 倘實體符合以下任何條件，則為與本集團之關連方：
- (i) 該實體與本集團屬同一集團的成員公司(即各自之母公司、附屬公司或同系附屬公司與另一方關連)。
 - (ii) 一間實體為另一實體的聯營公司或合營公司(或一間實體為集團旗下成員公司之聯營公司或合營公司而另一實體為集團成員公司)。
 - (iii) 兩間實體均為同一第三方的合營公司。
 - (iv) 一實體為一第三方的合營公司，而另一實體為同一第三方的聯營公司。
 - (v) 該實體為本集團或屬本集團關連方的實體的僱員離職後福利計劃。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(x) Dividends (continued)

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

(y) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

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Notes to the Financial Statements

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2. 主要會計政策(續)

(y) 關連方(續)

(b) (續)

- (vi) 該實體為(a)所述人士控制或共同控制。
- (vii) 於(a)(i)所識別人對實體有重大影響或屬該實體(或該實體母公司)主要管理人員的其中一名成員。

該人士的家庭近親成員是指在與實體往來的過程中，預期可影響該人士或受其影響的家庭成員。

(z) 分部報告

經營分部及於財務報表內所報告的各分部項目金額乃從定期向本集團董事會(主要經營決策者)提供以就本集團多項業務及多個地理區域進行資源分配及表現評估的財務資料中識別。

就財務報告而言，個別重大經營分部並不予以合算，除非該等分部具有相似經濟特性，以及就產品及服務性質、生產程序性質、客戶類別或種類、用以分銷產品或提供服務之方式及監管環境的性質方面相似，則另當別論。倘其符合該大部分有關條件，並非個別重大的經營分部可予以合算。

2. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(y) Related parties (continued)

(b) (continued)

- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's board of directors (the chief operating decision maker) for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

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

3. 重新呈報過往年度財務報表及應用新訂及經修訂國際財務報告準則

(a) 於編製本集團及本公司截至2012年12月31日止年度之財務報表時，本集團已發現已呈列之比較財務資料中存在若干錯誤。關於性質的詳細描述載於下文。各財務報表受影響各項目之重新呈報金額於綜合權益變動表呈列。

(i) 綜合財務報表內的法定儲備

根據適用中國法規，本集團若干中國附屬公司須將其10%除稅後溢利(經抵銷過往年度虧損)分撥至法定儲備，直至相關儲備達註冊股本之50%。儲備轉撥須於向股東分派股息前作出。經相關當局批准後，法定儲備可用於抵銷累計虧損或增加附屬公司之註冊股本，惟於前述事件後，結餘不少於其註冊股本之25%。

然而，該儲備於過往年度記入留存盈利而不單獨界定。適當金額於財務報表中重新分配至該儲備。

3. RESTATEMENT OF PRIOR YEAR'S FINANCIAL STATEMENTS AND APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

(a) In preparing the Group's and the Company's financial statements for the year ended 31 December 2012, the Group has identified certain errors in the comparative financial information presented. A detailed description of the nature is provided as below. The amounts of restatement for each financial statement line item affected are presented in the consolidated statement of changes in equity.

(i) Statutory reserve in the consolidated financial statements

Pursuant to applicable PRC regulations, certain PRC subsidiaries in the Group are required to appropriate 10% of their profit after tax (after offsetting prior year losses) to the statutory reserve until such reserve reaches 50% of their registered capital. Transfers to the reserve must be made before distribution of dividends to shareholders. Upon approval by relevant authorities, the statutory reserve can be utilised to offset the accumulated losses or to increase the registered capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

However, this reserve was included within retained earnings in prior years and not separately identified. The appropriate amounts were re-allocated to this reserve in these financial statements.

財務報表附註

Notes to the Financial Statements

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3. 重新呈報過往年度財務報表及應用新訂及經修訂國際財務報告準則 (續)

(a) (續)

(ii) 本公司財務報表中的外匯差額

董事亦注意到，在將以外幣計值之貨幣資產及負債轉換為本公司功能貨幣，以及將本公司之財務狀況表項目自其功能貨幣轉換為呈列貨幣時產生的外匯差額存在不正確計量。於截至2011年12月31日止年度，有關外匯差額主要源自本公司應收／(應付)附屬公司的金額。據此，已對重大差額作出調整。

(b) 於本年度，本集團已應用IASIS頒佈之下列新訂及經修訂國際財務報告準則。

國際財務報告準則第7號
(修訂本)

Amendments to IFRS 7

國際會計準則第12號(修訂本)
Amendments to IAS 12

本年度應用經修訂國際財務報告準則對本集團本年度及過往年度之財務表現及狀況及／或財務報表所載之披露並無造成重大影響。

本集團並無採納任何於當前會計期間尚未生效之新訂修訂本、準則或詮釋。

3. RESTATEMENT OF PRIOR YEAR'S FINANCIAL STATEMENTS AND APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (continued)

(a) (continued)

(ii) Exchange differences in the Company's financial statements

It has also come to the attention of the directors that there were incorrect measurement of the exchange differences on translating monetary assets and liabilities denominated in foreign currencies to the functional currency of the Company and on translating the Company's statement of financial position items from its functional currency to the presentation currency. Such exchange differences during the year ended 31 December 2011 mainly arose from the Company's amounts due from/(to) subsidiaries. Adjustments for material differences have been made accordingly.

(b) In the current year, the Group has applied the following new and revised IFRSs issued by the IASIS.

金融工具：披露 — 金融資產的轉移；及

Financial Instruments: Disclosures — Transfers of Financial Assets; and

遞延稅項：收回相關資產

Deferred Tax: Recovery of Underlying Assets

The application of the amendments to IFRSs in the current year has had no material effect on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in the financial statements.

The Group has not applied any new amendment standard, or interpretation that is not yet effective for the current accounting period.

財務報表附註

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4. 主要會計判斷及估計

管理層編製本集團之財務報表時，須於報告期末作出會影響報告當日所呈報收入、開支、資產及負債之報告金額及相關披露及或然負債披露之判斷、估計及假設。然而，由於有關假設和估計之不確定因素，可導致須就未來受影響之資產或負債賬面金額作出重大調整之結果。

(a) 判斷

於執行本集團之會計政策的過程中，除某些範圍需作估算外，管理層作出以下判斷，此等判斷對財務報表確認之金額有重大影響：

(i) 經營租約承擔 — 本集團作為出租人

本集團就投資物業組合簽立商用物業租約。本集團根據安排之條款及條件之估值決定保留擁有該等以經營租賃出租之物業之一切重大風險及回報。

(ii) 投資物業與自用物業之歸類

本集團決定某項物業是否符合條件成為投資物業，並且為此制定判斷準則。投資物業是指持有以賺取租金或資本升值或兩者皆為目的之物業。因此，本集團會考慮某物業產生現金流量時是否基本上與本集團擁有之其他資產無關。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

(a) Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

(i) Operating lease commitments — Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

(ii) Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

財務報表附註

Notes to the Financial Statements

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4. 主要會計判斷及估計 (續)

(a) 判斷 (續)

(ii) 投資物業與自用物業之歸類 (續)

某些物業之部分是為賺取租金或資本增值而持有，而物業內之另一些部分是為用於供應貨品或服務或作行政用途而持有。倘若此等部分可以分開出售或按融資租賃分開出租，本集團將把有關部分分開入賬。倘若該等部分無法分開出售，則只會在用於供應貨品或服務或作行政用途而持有之部分並不重要時，有關物業才會列作投資物業。本集團對各項物業作判斷，決定配套服務是否重要以使物業並不符合投資物業之資格。

(b) 估計之不確定因素

下文討論於報告期末極可能導致資產與負債賬面值於下一財政年度需要作出重大調整之未來相關重要假設及導致估計不可靠之其他重要因素。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(a) Judgements (continued)

(ii) Classification between investment properties and owner-occupied properties (continued)

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

(b) Estimation uncertainty

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, are discussed below.

財務報表附註

Notes to the Financial Statements

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4. 主要會計判斷及估計(續)

(b) 估計之不確定因素(續)

- (i) 物業、廠房及設備之可用年限及餘值(賬面值：人民幣277,415,000元(2011年：人民幣294,183,000元))

於釐定物業、廠房及設備之可用年限及餘值時，本集團須考慮各項因素，包括因生產改變或改進引致技術或商業陳舊、或因產品或服務之市場需求改變、資產之預期使用情況、預期物理耗損、資產之維修保養及資產之使用受法律或其他類似限制。資產可用年限之估計是本集團根據以往對用途相若之類似資產之經驗得出。倘估計之物業、廠房及設備可用年限及／或餘值與以往之估計有差異，將計提額外折舊，可用年限及餘值於報告期末根據環境轉變作出檢討。

- (ii) 遞延稅項資產(賬面值：人民幣2,891,000元(2011年：人民幣2,702,000元))

倘可能有應課稅利潤而可用可抵扣暫時性差異及虧損抵銷，則會就所有可抵扣暫時性差異和未動用稅務虧損確認遞延稅項資產。釐定可確認的遞延稅項資產金額需要管理層依據日後應課稅利潤的時間與水平及日後稅務規劃策略重大判斷。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Estimation uncertainty (continued)

- (i) **Useful lives and residual values of property, plant and equipment (Carrying amount: RMB277,415,000 (2011: RMB294,183,000))**

In determining the useful lives and residual values of items of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed at the end of the reporting period based on changes in circumstances.

- (ii) **Deferred tax assets (Carrying amount: RMB2,891,000 (2011: RMB2,702,000))**

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary difference and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

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4. 主要會計判斷及估計(續)

(b) 估計之不確定因素(續)

- (iii) 長期資產之減值評估(賬面值：人民幣325,406,000元(2011年：人民幣348,182,000元))

本集團於各報告日評估長期資產是否存在可能發生減值之跡象。倘存在任何此類跡象，本集團將就長期資產之可收回金額作出估計。這要求估計長期資產之使用價值。估計使用價值要求本集團就長期資產之預期未來現金流量作出估計，並選擇合適折現率，以計算該等現金流量之現值。

- (iv) 將存貨減記至可變現淨值(賬面值：人民幣110,363,000元(2011年：人民幣103,062,000元))

將存貨減記至可變現淨值是根據存貨的估計可變現淨值而作出的。所需之減記評估涉及管理層的判斷及估計。倘實際金額或將來預計有別於原本的估計，該差異會影響存貨的賬面值並會在該估計改變的期間作出減記/回撥。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Estimation uncertainty (continued)

- (iii) **Impairment assessment of long-term assets (Carrying amount: RMB325,406,000 (2011: RMB348,182,000))**

The Group assesses at each reporting date whether there is an indication that long-term assets may be impaired. If any such indication exists, the Group makes an estimate of the recoverable amount of long-term assets. This requires an estimation of the value in use of long-term assets. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from long-term assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

- (iv) **Write-down of inventories to net realisable value (Carrying amount: RMB110,363,000 (2011: RMB103,062,000))**

Write-down of inventories to net realisable value is made based on the estimated net realisable value of inventories. The assessment of the required write-down amount involves management's judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such difference will have an impact on the carrying amounts of inventories and the write-down charge/write-back amount in the period in which such estimate has been changed.

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4. 主要會計判斷及估計 (續)

(b) 估計之不確定因素 (續)

- (v) 應收貿易賬款、其他應收款項及應收關連方款項減值(賬面值：人民幣242,006,000元(2011年：人民幣163,419,000元))

本集團基於信貸記錄及當時市況透過評估能否收回應收貿易賬款、其他應收款項及應收關連方款項，以估計有關減值撥備，其中需要作出估計及判斷。倘出現任何事件或情況轉變而顯示無法收回結餘，則會就應收貿易賬款、其他應收款項及應收關連方款項作出撥備。當預期有別於原先估計時，有關差異將影響應收貿易賬款、其他應收款項及應收關連方款項之賬面值，故此影響於估計轉變期間之減值虧損。本集團於報告期末重新評估撥備。

5. 分部報告

經營分部按提供本集團組成部分資料之內部報告基準識別。向主要經營決策者呈報並由其檢討該等資料，以進行資源分配及表現評估。主要經營決策者由董事會擔任。主要經營決策者從業務活動角度考慮業務。本集團各項分部代表一個策略性業務單位，其提供之產品所承擔之風險及回報均有別於其他分部。本集團擁有以下三個可呈報分部。概無合併任何經營分部以組成可呈報分部。

- (i) 片式多層陶瓷電容器(「MLCC」)分部從事製造及銷售MLCC及MLCC買賣；
- (ii) 手機貿易分部從事手機買賣業務；及
- (iii) 電池分部從事電池製造及銷售。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Estimation uncertainty (continued)

- (v) **Impairment of trade receivables, other receivables and amounts due from related parties (Carrying amount: RMB242,006,000 (2011: RMB163,419,000))**

The Group estimates the provisions for impairment of trade receivables, other receivables and amounts due from related parties by assessing their recoverability based on credit history and prevailing market conditions. This requires the use of estimates and judgements. Provisions are applied to trade receivables, other receivables and amounts due from related parties where events or changes in circumstances indicate that the balances may not be collectible. Where the expectation is different from the original estimate, such difference will affect the carrying amounts of trade receivables, other receivables and amounts due from related parties and thus the impairment loss in the period in which such estimate is changed. The Group reassesses the provisions at the end of the reporting period.

5. SEGMENT REPORTING

Operating segments are identified on the basis of internal reports which provide information about components of the Group. These information are reported to and reviewed by the chief operating decision marker ("CODM") for the purposes of resources allocation and performance assessment. The identity of CODM is the board of directors. The CODM considers the business from a business activity perspective. Each of the Group's segments represents a strategic business unit that offers products which are subject to risks and returns that are different from those of the other segments. The Group has the following three reportable segments. No operating segments have been aggregated to form the reportable segments.

- (i) the multi-layer ceramic chips ("MLCC") segment engages in the manufacture and sale of MLCC and the trading of MLCC;
- (ii) the trading of mobile phone segment engages in the trading of mobile phones; and
- (iii) the battery segment engages in the manufacture and sale of batteries.

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5. 分部報告 (續)

分部業績、資產及負債

就評估分部表現及於分部之間分配資源而言，本集團之主要經營決策者根據以下基礎監察各可呈報分部應佔之業績、資產及負債：

分部資產包括所有由分部直接管理之有形資產、無形資產、非流動資產及流動資產。分部負債包括個別分部業務應佔之所有流動負債及非流動負債，亦包括由分部直接管理之銀行借款。

收入及開支乃參考可呈報分部產生之銷售額及開支分配至該等分部。為計算分部業績，本集團向該等分部分配收入及開支，但不包括利息收入、融資成本及或然應付代價淨額之公平值變動。

除接收有關分部業績之分部資料外，本集團之主要經營決策者亦獲提供其他關於收入(包括分部間銷售)之分部資料、分部直接管理之現金結餘及借款產生的利息收入及開支、折舊、攤銷及減值虧損，以及分部於營運中所使用之非流動分部資產之添置。分部間銷售及轉讓乃經參考向第三方銷售所用的銷售價按當時之市價進行交易。

有關本集團可呈報分部之資料及與財務報表內相應綜合總額之對賬列示如下。

5. SEGMENT REPORTING (continued)

Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's CODM monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets, intangible assets, non-current assets and current assets that are directly managed by the segments. Segment liabilities include all current liabilities and non-current liabilities attributable to the activities of the individual segments and including bank borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments. To arrive at segment results, the Group allocated income and expense to those segments but excluded interest income, finance costs and change in fair value of Net Contingent Consideration Payable.

In addition to receiving segment information concerning segment result, the Group's CODM is provided with segment information concerning revenue (including inter-segment sales), interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation and impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the prevailing market prices.

Information regarding the Group's reportable segments and the reconciliation to the corresponding consolidated totals in the financial statement are shown below.

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

5. 分部報告 (續)

5. SEGMENT REPORTING (continued)

截至2012年12月31日止年度 Year ended 31 December 2012		片式多層 陶瓷電容器 MLCC 人民幣千元 RMB'000	移動手機貿易 Trading of mobile phones 人民幣千元 RMB'000	電池 Battery 人民幣千元 RMB'000	分部間對銷 Inter- segment elimination 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
分部收益：	Segment revenue:					
銷售予外界客戶	Sales to external customers	414,143	112,993	11,199	-	538,335
分部間收益	Inter-segment revenue	-	-	6,783	(6,783)	-
		414,143	112,993	17,982	(6,783)	538,335
分部業績	Segment results	4,039	2,423	(3,563)	-	2,899
調節：	Reconciliation:					
利息收入	Interest income					1,393
融資成本	Finance costs					(7,644)
或然應付代價淨額 之公平值變動	Change in fair value of Net Contingent Consideration Payable					3,510
除稅前溢利	Profit before taxation					158
分部資產	Segment assets	736,667	165	55,556	-	792,388
調節：	Reconciliation:					
分部間應收賬款對銷	Elimination of inter-segment receivables					(211)
資產總值	Total assets					792,177
分部負債	Segment liabilities	297,300	1,960	47,227	-	346,487
調節：	Reconciliation:					
分部間應付賬款對銷	Elimination of inter-segment payables					-
負債總額	Total liabilities					346,487
其他分部資料：	Other segment information:					
於全面收益表確認之 存貨減記	Write-down of inventories recognised in the statement of comprehensive income	8,077	-	163	-	8,240
於全面收益表確認之 應收貿易賬款減值	Impairment of trade receivables recognized in the statement of comprehensive income	908	-	-	-	908
物業、廠房及設備 減值虧損	Impairment loss of property, plant and equipment	-	-	1,903	-	1,903
出售物業、廠房及 設備虧損	Loss on disposal of property, plant and equipment	133	-	-	-	133
折舊及攤銷	Depreciation and amortisation	32,286	-	820	-	33,106
年內非流動分部資產 之添置*	Additions to non-current segment assets during the year*	18,748	-	2,807	-	21,555
研究及開發成本	Research and development costs	7,714	-	-	-	7,714
利息收入	Interest income	(1,393)	-	-	-	(1,393)
融資成本	Finance costs	7,644	-	-	-	7,644

* 資本開支包括物業、廠房及設備之添置，包括收購附屬公司產生之資產。

* Capital expenditure consists of additions to property, plant and equipment including assets from the acquisition of subsidiaries.

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5. 分部報告 (續)

5. SEGMENT REPORTING (continued)

截至2011年12月31日止年度 Year ended 31 December 2011		片式多層 陶瓷電容器 MLCC 人民幣千元 RMB'000	移動手機貿易 Trading of mobile phones 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
分部收益： 銷售予外界客戶	Segment revenue: Sales to external customers	357,274	124,128	481,402
分部業績	Segment results	18,945	5,567	24,512
調節： 利息收入	Reconciliation: Interest income			1,179
融資成本	Finance costs			(8,924)
除稅前利潤	Profit before taxation			16,767
分部資產	Segment assets	799,764	33,697	833,461
調節： 分部間應收賬款對銷	Reconciliation: Elimination of inter-segment receivables			-
資產總值	Total assets			833,461
分部負債	Segment liabilities	360,867	29,615	390,482
調節： 分部間應付賬款對銷	Reconciliation: Elimination of inter-segment payables			(1,416)
負債總額	Total liabilities			389,066
其他分部資料：	Other segment information:			
於全面收益表確認之 存貨減記	Write-down of inventories recognised in the statement of comprehensive income	1,732	-	1,732
於全面收益表確認之 應收貿易賬款減值 撥回	Reversal of impairment of trade receivables recognised in the statement of comprehensive income	(801)	-	(801)
物業、廠房及設備減值 虧損	Impairment loss of property, plant and equipment	-	-	-
出售物業、廠房及設備 虧損	Loss on disposal of property, plant and equipment	-	-	-
折舊及攤銷	Depreciation and amortization	29,551	-	29,551
年內非流動分部資產 之添置	Additions to non-current segment assets during the year	61,837	-	61,837
研究及開發成本	Research and development costs	7,158	-	7,158
利息收入	Interest income	(1,179)	-	(1,179)
融資成本	Finance costs	8,924	-	8,924

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5. 分部報告 (續)

(a) 地域分部

(i) 來自外部客戶之收入

按商品銷售及交付及提供服務之地理位置對本集團來自外部客戶之收入作出的地域分析如下：

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
中國大陸	Mainland China	293,673	216,258
中國大陸以外其他地區	Regions other than Mainland China	244,662	265,144
		538,335	481,402

(ii) 非流動資產

由於本集團資產逾90%位於中國大陸，因此並無就本集團之地理位置呈列非流動資產及資本開支資料。

(b) 有關主要客戶的資料

概無單一客戶為本集團2012年及2011年來自MLCC分部及2012年來自電池分部之收入帶來10%或以上貢獻。

收入中約人民幣57,859,000元(2011年：人民幣124,128,000元)來自手機貿易分部對一名客戶的銷售，彼為本集團收入帶來10%或以上貢獻。

(c) 來自主要產品及服務之收入

本集團來自主要產品及服務之收入分析與附註6所載者相同。

5. SEGMENT REPORTING (continued)

(a) Geographical segments

(i) Revenue from external customers

The geographical analysis of the Group's revenue from external customers by geographical location based on where the goods are sold and delivered and services are rendered, is as follows:

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
中國大陸	Mainland China	293,673	216,258
中國大陸以外其他地區	Regions other than Mainland China	244,662	265,144
		538,335	481,402

(ii) Non-current assets

No non-current assets and capital expenditure information is presented for the Group's geographical location, as over 90% of the Group's assets are located in Mainland China.

(b) Information about major customers

No single customer contributed 10% or more to the Group's revenue from MLCC Segment for 2012 and 2011 and battery segment for 2012.

Revenue of approximately RMB57,859,000 (2011: RMB124,128,000) was derived from sales by the mobile phone trading segment to one customer who contributed 10% or more to the Group's revenue.

(c) Revenue from major products and services

The analysis of the Group's revenue from its major products and services is the same as that set out in note 6.

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6. 收入

收入(亦為本集團之營業額)指已售貨品發票淨值(扣除就退貨及貿易折扣之抵免)。

收入分析如下：

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
MLCC 銷售	Sale of MLCC	414,143	357,274
電池銷售	Sale of battery	11,199	–
移動手機貿易	Trading of mobile phones	112,993	124,128
		538,335	481,402

6. REVENUE

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of revenue is as follows:

7. 其他收入及其他淨收益

		附註 Notes	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
其他收入	Other revenue			
未按公平值計入損益之金融資產利息收入 — 銀行利息收入	Interest income on financial assets not at fair value through profit or loss — bank interest income		1,393	1,179
租金收入	Rental income	8	6,262	5,745
政府補貼	Government grants	(a)	1,504	458
已發放政府補貼作為收入	Release of government grant as income	28	1,055	1,055
銷售原材料	Sale of materials		2,407	2,271
佣金收入	Commission income		975	–
雜項收入	Sundry income		252	647
			13,848	11,355
其他淨收益	Other net income			
公平值收益淨額：	Fair value gains, net:			
衍生金融工具 — 不符合作為對沖之交易	Derivative instruments — transactions not qualified as hedges		–	161
			13,848	11,516

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7. 其他收入及其他淨收益(續)

- (a) 政府補貼是指深圳市財政局對本年度出口銷售額超過上一年的高新科技企業的一項獎勵。

8. 除稅前溢利

除稅前利潤已扣除/(計入)下列項目：

(a) 融資成本

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
須於五年內全數償付之銀行貸款之利息	Interest on bank loans wholly repayable within five years	7,644	8,924
未按公平值計入損益之金融負債利息開支總額	Total interest expense on financial liabilities not at fair value through profit or loss	7,644	8,924

(b) 員工成本(包括董事酬金)

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
界定供款退休計劃之供款	Contributions to defined contribution retirement plan	3,254	1,585
薪金、工資及其他福利(附註i及ii)	Salaries, wages and other benefits (note i and ii)	57,045	52,474
股權結算以股份為基礎之付款開支	Equity-settled share-based payment expenses	-	50
		60,299	54,109

7. OTHER REVENUE AND OTHER NET INCOME

(continued)

- (a) The government grants represent the subsidies received from the Shenzhen Financial Bureau as a reward of the excess amount of export sales of a high technology enterprise in the current year over that in the previous year.

8. PROFIT BEFORE TAX

Profit before tax is arrived at after charging/(crediting) the following:

(a) Finance costs

(b) Staff costs (including directors' remuneration)

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

8. 除稅前溢利(續)

8. PROFIT BEFORE TAX (continued)

(c) 其他項目

(c) Other items

		附註 Notes	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
存貨成本	Cost of inventories	21(a)	482,238	419,065
折舊	Depreciation		32,446	28,891
物業、廠房及設備減值 虧損	Impairment loss of property, plant and equipment		1,903	–
土地租賃預付款項攤銷	Amortisation of prepaid land lease prepayments		488	488
其他無形資產攤銷	Amortisation of other intangible assets		172	172
研究及開發成本： 本年度開支	Research and development costs: Current year expenditure		7,714	7,158
樓宇經營租約最低租賃 款項	Minimum lease payments under operating leases in respect of buildings		308	259
核數師酬金	Auditors' remuneration		2,683	1,140
匯兌差異(淨額)	Foreign exchange differences, net		147	(423)
將存貨減記至可變現淨值	Write-down of inventories to net realisable value		8,240	1,732
沒收收購物業、廠房及 設備之已付按金	Forfeiture of deposit paid for acquisition of property, plant and equipment		1,100	–
應收貿易賬款減值/ (減值撥回)(附註iii)	Impairment/(reversal of impairment) of trade receivables (note iii)		908	(801)
出售物業、廠房及設備之 虧損	Loss on disposal of property, plant and equipment		133	–
投資物業租金收入減直接 經營開支人民幣 348,000元(2011年： 人民幣387,000元)	Rental income on investment properties less direct outgoings of RMB348,000 (2011: RMB387,000)	7	(5,914)	(5,358)

(i) 存貨成本包括與員工成本及折舊相關之人民幣64,382,000元(2011年：人民幣67,147,000元)，亦包括在各自於上文單獨披露之總額內。

(ii) 研究及開發成本包括折舊人民幣137,000元(2011年：人民幣173,000元)及員工成本人民幣3,758,000元(2011年：人民幣4,736,000元)，亦包括在各自於上文單獨披露之總額內。

(i) Cost of inventories includes RMB64,382,000 (2011: RMB67,147,000) relating to staff costs and depreciation, which are also included in the respective total amounts disclosed separately above.

(ii) Included in research and development costs are depreciation of RMB137,000 (2011: RMB173,000) and staff costs of RMB3,758,000 (2011: RMB4,736,000), which are also included in the respective total amounts disclosed separately above.

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8. 除稅前溢利 (續)

(c) 其他項目 (續)

- (iii) 應收貿易賬款減值已包括在綜合全面收益表「其他開支」項下。

9. 所得稅

- (a) 綜合全面收益表內的所得稅指：

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
即期稅項 — 本年度中國企業所得稅	Current tax — PRC Enterprise Income Tax for the year	7,961	2,842
遞延稅項	Deferred taxation	216	178
過往年度撥備不足／ (超額撥備)	Underprovision/(overprovision) in prior years	140	(809)
年內所得稅	Income tax for the year	8,317	2,211

- (i) 本集團須就本集團成員公司在所在及經營之司法權區產生之利潤按實體方式繳付所得稅。
- (ii) 由於本集團年內於香港並沒有產生或賺取應課稅利潤，故此本集團並無就香港利得稅作出撥備。
- (iii) 根據開曼群島及英屬處女群島之規則及規定，本集團無須分別於開曼群島及英屬處女群島繳納任何所得稅。

8. PROFIT BEFORE TAX (continued)

(c) Other items (continued)

- (iii) The impairment of trade receivables are included in "Other expenses" on the face of the consolidated statement of comprehensive income.

9. INCOME TAX

- (a) Income tax in the consolidated statement of comprehensive income represents:

- (i) The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.
- (ii) No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the year.
- (iii) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI respectively.

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9. 所得稅 (續)

(a) (續)

(iv) 由於本公司於中國大陸之附屬公司深圳市宇陽科技發展有限公司(「深圳宇陽」)於2010年10月31日再次獲取高新科技企業認證，故此於2011年至2013年期間須繳納之企業所得稅稅率為15%。

(v) 除上文所述深圳宇陽可享有15%優惠稅率外，本公司於中國大陸之附屬公司於年內須按25%標準稅率繳納企業所得稅。

(b) 稅項開支與按適用稅率計算之會計利潤對賬：

9. INCOME TAX (continued)

(a) (continued)

(iv) On 31 October 2010, Shenzhen Eyang Technology Development Co., Ltd. ("SZ Eyang") (深圳市宇陽科技發展有限公司), a subsidiary of the Company in Mainland China, was recognised as a high technology enterprise again and was subject to enterprise income tax rate of 15% from 2011 to 2013.

(v) Except for SZ Eyang mentioned above that was entitled to a preferential tax rate of 15%, the subsidiaries of the Company in Mainland China were required to pay enterprise income tax ("EIT") at the standard rate of 25% during the year.

(b) Reconciliation between tax expense and accounting profit at applicable tax rate:

		本集團 Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
除稅前利潤	Profit before taxation	158	16,767
按法定稅率計算之稅項	Tax at the statutory tax rate	39	4,192
以下各項之稅項影響：	Tax effect of:		
特定地區或國家之較低稅率	Lower tax rates for specific districts or countries	1,281	(9,240)
稅項激勵措施	Tax incentives	(2,219)	(1,238)
毋須課稅收入	Income not subject to tax	(962)	(143)
不可扣稅開支	Expenses not deductible for tax	7,072	(243)
未確認之稅項虧損	Tax losses not recognised	1,696	9,282
額外扣減50%研究及開發開支	Additional deduction of 50% of the research and development expenses	(816)	(524)
過往年度撥備不足/(超額撥備)	Underprovision/(overprovision) in prior years	140	(809)
對本集團之中國大陸附屬公司可分派利潤之預扣稅影響	Effect of withholding tax on the distributable profits of the Group's Mainland China subsidiaries	405	538
其他	Others	1,681	396
實際稅項開支	Actual tax expense	8,317	2,211

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10. 收購物業、廠房及設備之已付按金

截至2011年12月31日止年度，本集團支付按金人民幣5,696,000元，用於收購及安裝本集團生產廠房所需之設備及機器。於截至2012年12月31日止年度，本集團生產廠房安裝之設備及機器為人民幣4,596,000元。董事認為，於取消與承包商之餘下訂單後，當時已擴大之產能可滿足本集團之預測營運用途及產能。本集團已付按金被沒收，並於截至2012年12月31日止年度於綜合全面收益表列為開支。

11. 董事酬金

根據香港《公司條例》第161條之規定，董事酬金披露如下：

10. DEPOSITS PAID FOR ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

The Group paid deposit of RMB5,696,000 for acquiring and installing plant and machinery in the Group's production plant during the year ended 31 December 2011. Plant and machinery of RMB4,596,000 were installed in the Group's production plant during the year ended 31 December 2012. The directors were satisfied that the then expanded production capacity was adequate for the Group's forecast operational use and production capacity after cancelled the rest of the orders with the contractor. The deposit paid by the Group was forfeited and recorded as expenses in the consolidated statement of comprehensive income during the year ended 31 December 2012.

11. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance are as follows:

截至2012年12月31日止年度 Year ended 31 December 2012		薪金及津貼 Salaries and allowances	退休福利供款 Retirement benefit contributions	股權結算 購股權開支 Equity-settled share option expense	總酬金 Total remuneration	
袍金 Fees	袍金 Fees	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	
執行董事： Executive directors:						
陳偉榮先生 (「陳先生」) (主席兼行政總裁)	Mr. Chen Weirong ("Mr. Chen") (Chairman and Chief Executive Officer)	-	713	24	-	737
廖傑先生(「廖先生」)	Mr. Liao Jie ("Mr. Liao")	-	845	21	-	866
徐純誠先生(「徐先生」)	Mr. Xu Chuncheng ("Mr. Xu")	-	459	17	-	476
非執行董事： Non-executive directors:						
程吳生先生	Mr. Cheng Wusheng	-	-	-	-	-
張志林先生	Mr. Zhang Zhilin	-	-	-	-	-
陳浩先生	Mr. Chen Hao	-	-	-	-	-
霜梅女士(「霜女士」)	Ms. Shuang Mei ("Ms. Shuang")	-	-	-	-	-
獨立非執行董事： Independent non-executive directors:						
劉煥彬先生	Mr. Liu Huanbin	68	-	-	-	68
潘偉先生	Mr. Pan Wei	68	-	-	-	68
朱健宏先生	Mr. Chu Kinwang, Peleus	98	-	-	-	98
		234	2,017	62	-	2,313

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

11. 董事酬金 (續)

11. DIRECTORS' REMUNERATION (continued)

截至2011年12月31日止年度 Year ended 31 December 2011		薪金及津貼 Salaries and allowances	退休福利供款 Retirement benefit contributions	股權結算 購股權開支 Equity-settled share option expense	總酬金 Total remuneration	
袍金 Fees		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	
執行董事：	Executive directors:					
陳偉榮先生 (主席兼行政總裁)	Mr. Chen Weirong (Chairman and Chief Executive Officer)	–	405	16	4	425
廖傑先生	Mr. Liao Jie	–	545	16	4	565
徐純誠先生	Mr. Xu Chuncheng	–	415	16	6	437
非執行董事：	Non-executive directors:					
程吳生先生	Mr. Cheng Wusheng	–	–	–	–	–
張志林先生	Mr. Zhang Zhilin	–	–	–	–	–
陳浩先生	Mr. Chen Hao	–	–	–	–	–
霜梅女士	Ms. Shuang Mei	–	–	–	4	4
獨立非執行董事：	Independent non-executive directors:					
劉煥彬先生	Mr. Liu Huanbin	68	–	–	–	68
潘偉先生	Mr. Pan Wei	68	–	–	–	68
朱健宏先生	Mr. Chu Kinwang, Peleus	98	–	–	–	98
		234	1,365	48	18	1,665

陳先生亦為本公司之行政總裁，上文所披露陳先生之酬金包括彼就擔任行政總裁而提供服務之酬金。

Mr. Chen is also the Chief Executive Officer of the Company and his remuneration disclosed above include those for services rendered by him as the Chief Executive Officer.

年內，本集團並無支付薪酬予本公司任何董事作為加入本集團之獎金，或作為離職賠償。於截至2012年及2011年12月31日止年度，並無董事獲豁免或同意豁免任何薪酬。

During the year, no remuneration were paid by the Group to any of the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived or agreed to waive any remuneration for the years ended 31 December 2012 and 2011.

若干董事因彼等為本集團服務而獲根據本公司之購股權計劃授予購股權，有關進一步詳情已載於財務報表附註31。該等購股權之公平值(其已於歸屬期間於綜合全面收益表內確認)已於授出日期釐定，而計入財務報表之金額已包括在上文董事酬金之披露資料內。

Certain directors were granted share options in respect of their services to the Group under the share option scheme of the Company, further details of which are set out in note 31 to the financial statements. The fair value of such options which has been recognised in the consolidated statement of comprehensive income over the vesting period was determined as at the date of grant, and the amount included in the financial statements is included in the above directors' remuneration disclosures.

財務報表附註

Notes to the Financial Statements

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

12. 最高薪金人士

年內，5名最高薪金僱員包括2名(2011年：3名)董事，其薪酬詳情載於上文附註11。年內，其餘3名(2011年：2名)非董事、非行政總裁的最高薪金僱員之薪酬詳情如下：

12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five highest paid employees during the year included two (2011: three) directors, details of whose emoluments are set out in note 11 above. Details of the emoluments of the remaining three (2011: two) non-director and non-chief executive and highest paid employees for the year are as follows:

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
薪金及津貼	Salaries and allowances	2,215	847
退休福利供款	Retirement benefit contributions	12	17
股權結算購股權開支	Equity-settled share option expense	-	1
		2,227	865

薪酬屬以下範圍之非董事、非行政總裁的最高薪金僱員數目如下：

The number of non-director and non-chief executive and highest paid employees whose emoluments fell within the following band is as follows:

		2012年 2012 人數 Number of individuals	2011年 2011 人數 Number of individuals
零至1,000,000港元(2012年：零至人民幣813,000元；2011年：零至人民幣830,000元)	Nil to HK\$1,000,000 (2012: Nil to RMB813,000, 2011: Nil to RMB830,000)	2	2
1,000,001港元至1,500,000港元(2012年：人民幣813,001元至人民幣1,220,000元；2011年：人民幣830,001元至人民幣1,245,000元)	HK\$1,000,001 to HK\$1,500,000 (2012: RMB813,001 to RMB1,220,000, 2011: RMB830,001 to RMB1,245,000)	1	-
		3	2

年內，概無(2011年：無)非董事人士及非行政總裁的最高薪金僱員因其為本集團服務而獲授購股權，有關進一步詳情已載於財務報表附註31。於截至2011年12月31日止年度，該等購股權之公平值(其已於歸屬期間於全面收益表內確認)已於授出日期釐定，而計入財務報表之金額已包括在上文非董事及非行政總裁及最高薪金僱員酬金之披露資料內。

During the year, no share options (2011: 0) were granted to non-directors and non-chief executive and highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 31 to the financial statements. For the year ended 31 December 2011, the fair value of such options, which has been recognised in the statements of comprehensive income over the vesting period, was determined as at the date of grant and the amount included in the financial statements is included in the above non-director and non-chief executive and highest paid employees' emoluments disclosures.

財務報表附註

Notes to the Financial Statements

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

13. 本公司擁有人應佔(虧損)/利潤

截至2012年12月31日止年度之本公司擁有人應佔綜合(虧損)/利潤包括虧損人民幣5,039,000元(2011年: 利潤人民幣33,257,000元(經重列)), 該虧損已於本公司財務報表中處理(附註33(b))。

14. 股息

- (a) 於2012年並無支付或建議任何股息, 於報告期末後亦無建議任何股息(2011年: 無)。
- (b) 過往財政年度應付本公司擁有人之股息已於年內批准及支付:

13. (LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated (loss)/profit attributable to owners of the Company for the year ended 31 December 2012 includes a loss of RMB5,039,000 (2011: profit of RMB33,257,000 (restated)) which has been dealt with in the financial statements of the Company (note 33(b)).

14. DIVIDEND

- (a) No dividend was paid or proposed during 2012, nor has any dividend been proposed since the end of the reporting period (2011: nil).
- (b) Dividends payable to owners of the Company attributable to the previous financial year, approved and paid during the year:

	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
年內批准及支付之過往 財政年度末期股息每股 普通股零港仙(2011年: 3.0港仙)		
Final dividend in respect of the previous financial year, approved and paid during the year, of nil cents per ordinary share (2011: HK3.0 cents)	-	10,239

15. 每股(虧損)/盈利

每股基本(虧損)/盈利金額乃按本公司擁有人應佔年度(虧損)/利潤及年內已發行405,500,000股普通股(2011年: 405,500,000股)之加權平均數計算。

截至2012年及2011年12月31日止年度, 由於本公司購股權之行使價高於每股平均市價, 因此計算每股攤薄(虧損)/盈利時並無假設本公司未行使購股權獲行使。

15. (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share amount is based on the (loss)/profit for the year attributable to owners of the Company and the weighted average number of ordinary shares of 405,500,000 (2011: 405,500,000) in issue during the year.

The computation of diluted (loss)/earnings per share does not assume the exercise of the Company's outstanding share options as the exercise prices of the share options of the Company are higher than the average market price per share for the years ended 31 December 2012 and 2011.

財務報表附註

Notes to the Financial Statements

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

16. 物業、廠房及設備

16. PROPERTY, PLANT AND EQUIPMENT

本集團

The Group

		樓宇	廠房及機器	辦事處及 其他設備	汽車	在建工程	總計
		Buildings	Plant and machinery	Office and other equipment	Motor vehicles	Construction in progress	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於2011年12月31日及 2012年1月1日：	At 31 December 2011 and at 1 January 2012:						
成本	Cost	59,138	344,290	15,004	2,460	24,205	445,097
累計折舊及減值	Accumulated depreciation and impairment	(9,466)	(130,227)	(9,813)	(1,408)	-	(150,914)
賬面值	Carrying amount	49,672	214,063	5,191	1,052	24,205	294,183
於2012年1月1日， 扣除累計折舊及減值	At 1 January 2012, net of accumulated depreciation and impairment	49,672	214,063	5,191	1,052	24,205	294,183
添置	Additions	701	11,638	1,851	-	4,566	18,756
透過業務合併之收購	Acquisitions through business combination	-	1,829	857	113	-	2,799
出售	Disposals	-	(3,080)	(538)	-	(8)	(3,626)
轉撥	Transfers	22,706	2,711	2,074	-	(27,491)	-
轉撥至投資物業 (附註17)	Transfer to investment properties (note 17)	(5,807)	-	-	-	-	(5,807)
自投資物業轉撥 (附註17)	Transfer from investment properties (note 17)	4,739	-	-	-	-	4,739
年內折舊撥備	Depreciation provided during the year	(1,513)	(28,834)	(1,149)	(230)	-	(31,726)
年內減值	Impairment during the year	-	(1,224)	(601)	(78)	-	(1,903)
於2012年12月31日， 扣除累計折舊及減值	At 31 December 2012, net of accumulated depreciation and impairment	70,498	197,103	7,685	857	1,272	277,415
於2012年12月31日：	At 31 December 2012:						
成本	Cost	80,855	357,189	16,224	2,573	1,272	458,113
累計折舊及減值	Accumulated depreciation and impairment	(10,357)	(160,086)	(8,539)	(1,716)	-	(180,698)
賬面值	Carrying amount	70,498	197,103	7,685	857	1,272	277,415

財務報表附註

Notes to the Financial Statements

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

16. 物業、廠房及設備 (續)

16. PROPERTY, PLANT AND EQUIPMENT

(continued)

本集團 (續)

The Group (continued)

		樓宇 Buildings 人民幣千元 RMB'000	廠房及機器 Plant and machinery 人民幣千元 RMB'000	辦事處及 其他設備 Office and other equipment 人民幣千元 RMB'000	汽車 Motor vehicles 人民幣千元 RMB'000	在建工程 Construction in progress 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於2010年12月31日及 2011年1月1日：	At 31 December 2010 and at 1 January 2011:						
成本	Cost	56,428	299,356	14,016	1,765	14,996	386,561
累計折舊及減值	Accumulated depreciation and impairment	(8,205)	(104,746)	(8,579)	(1,177)	-	(122,707)
賬面值	Carrying amount	48,223	194,610	5,437	588	14,996	263,854
於2011年1月1日， 扣除累計折舊及減值	At 1 January 2011, net of accumulated depreciation and impairment	48,223	194,610	5,437	588	14,996	263,854
添置	Additions	-	43,338	988	695	16,816	61,837
出售	Disposals	-	(5,368)	-	-	(643)	(6,011)
轉撥	Transfers	-	6,964	-	-	(6,964)	-
轉撥至投資物業 (附註17)	Transfer to investment properties (note 17)	(801)	-	-	-	-	(801)
自投資物業轉撥 (附註17)	Transfer from investment properties (note 17)	3,511	-	-	-	-	3,511
年內折舊撥備	Depreciation provided during the year	(1,261)	(25,481)	(1,234)	(231)	-	(28,207)
於2011年12月31日， 扣除累計折舊及減值	At 31 December 2011, net of accumulated depreciation and impairment	49,672	214,063	5,191	1,052	24,205	294,183
於2011年12月31日：	At 31 December 2011:						
成本	Cost	59,138	344,290	15,004	2,460	24,205	445,097
累計折舊及減值	Accumulated depreciation and impairment	(9,466)	(130,227)	(9,813)	(1,408)	-	(150,914)
賬面值	Carrying amount	49,672	214,063	5,191	1,052	24,205	294,183

財務報表附註

Notes to the Financial Statements

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

16. 物業、廠房及設備(續)

16. PROPERTY, PLANT AND EQUIPMENT

(continued)

本公司

The Company

辦事處及
其他設備
Office and
other
equipment
人民幣千元
RMB'000

於2011年12月31日及2012年1月1日： At 31 December 2011 and 1 January 2012:

成本	Cost	40
累計折舊	Accumulated depreciation	(29)

賬面值	Carrying amount	11
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於2012年1月1日，扣除累計折舊 年內折舊撥備	At 1 January 2012, net of accumulated depreciation Depreciation provided during the year	11 (8)
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於2012年12月31日，扣除累計折舊	At 31 December 2012, net of accumulated depreciation	3
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於2012年12月31日：	At 31 December 2012:	
成本	Cost	40
累計折舊	Accumulated depreciation	(37)

賬面值	Carrying amount	3
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於2010年12月31日及2011年1月1日： At 31 December 2010 and 1 January 2011:

成本	Cost	40
累計折舊	Accumulated depreciation	(22)

賬面值	Carrying amount	18
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於2011年1月1日，扣除累計折舊 年內折舊撥備	At 1 January 2011, net of accumulated depreciation Depreciation provided during the year	18 (7)
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於2011年12月31日，扣除累計折舊	At 31 December 2011, net of accumulated depreciation	11
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於2011年12月31日：	At 31 December 2011:	
成本	Cost	40
累計折舊	Accumulated depreciation	(29)

賬面值	Carrying amount	11
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財務報表附註

Notes to the Financial Statements

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

16. 物業、廠房及設備(續)

本公司(續)

- (a) 本集團之樓宇於中國大陸以中期租約持有。
- (b) 本集團抵押樓宇、廠房及機器以擔保本集團之銀行貸款之詳情載於附註29。
- (c) 相關中國機關尚未發出本集團位於東莞及安徽，於2012年12月31日賬面淨額分別約為人民幣4,554,000元及人民幣8,431,000元(2011年：分別為人民幣4,668,000元及零元)之若干樓宇之所有權證。
- (d) 於截至2012年12月31日止年度，由於製造廠業績不佳，因此本集團對該製造廠及相關設備之可收回金額進行檢討。該等資產用於本集團之電池分部。檢討確認人民幣1,903,000元之減值虧損，已於綜合全面收益表之其他開支項下確認。相關資產之可收回金額乃參照活躍市場按公平值減出售成本釐定。本集團於2011年並無收購電池可呈報分部，因此於2011年並無進行減值評估。

16. PROPERTY, PLANT AND EQUIPMENT

(continued)

The Company (continued)

- (a) The Group's buildings are held under medium term leases in Mainland China.
- (b) Details of the Group's building and plant and machinery pledged to secure the Group's bank loans are set out in note 29.
- (c) Certificates of ownership in respect of certain buildings of the Group located in Dongguan and Anhui with a net carrying amount of approximately RMB4,554,000 and RMB8,431,000 as at 31 December 2012 respectively (2011: RMB4,668,000 and nil respectively) have not yet been issued by the relevant PRC authorities.
- (d) During the year ended 31 December 2012, as the result of the poor performance of a manufacturing plant, the Group carried out a review of the recoverable amount of that manufacturing plant and the related equipment. These assets are used in the Group's battery segment. The review led to the recognition of an impairment loss of RMB1,903,000, which has been recognised in other expenses in the consolidated statement of comprehensive income. The recoverable amount of the relevant assets has been determined on the basis of fair value less costs of disposal with reference to active market. The Group has not acquired battery reportable segment in 2011. Accordingly, no impairment assessment was performed in 2011.

財務報表附註

Notes to the Financial Statements

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

17. 投資物業

17. INVESTMENT PROPERTIES

人民幣千元
RMB'000

於2011年12月31日及 於2012年1月1日：	At 31 December 2011 and at 1 January 2012:	
成本	Cost	27,714
累計折舊	Accumulated depreciation	(1,437)
賬面值	Carrying amount	26,277
於2012年1月1日之成本， 扣除累計折舊	Cost at 1 January 2012, net of accumulated depreciation	26,277
自物業、廠房及設備轉撥	Transfer from property, plant and equipment	5,807
轉撥至自用物業	Transfer to owner-occupied property	(4,739)
年內折舊撥備	Depreciation provided during the year	(720)
於2012年12月31日	At 31 December 2012	26,625
於2012年12月31日：	At 31 December 2012:	
成本	Cost	28,324
累計折舊	Accumulated depreciation	(1,699)
賬面值	Carrying amount	26,625
於2010年12月31日及 於2011年1月1日：	At 31 December 2010 and at 1 January 2011:	
成本	Cost	30,714
累計折舊	Accumulated depreciation	(1,043)
賬面值	Carrying amount	29,671
於2011年1月1日之成本， 扣除累計折舊	Cost at 1 January 2011, net of accumulated depreciation	29,671
自物業、廠房及設備轉撥	Transfer from property, plant and equipment	801
轉撥至自用物業	Transfer to owner-occupied property	(3,511)
年內折舊撥備	Depreciation provided during the year	(684)
於2011年12月31日	At 31 December 2011	26,277
於2011年12月31日：	At 31 December 2011:	
成本	Cost	27,714
累計折舊	Accumulated depreciation	(1,437)
賬面值	Carrying amount	26,277

財務報表附註

Notes to the Financial Statements

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

17. 投資物業(續)

- (a) 本集團之投資物業根據中期租約持有並位於中國大陸。
- (b) 於2012年12月31日，本集團投資物業之公平值約為人民幣76,461,000元，乃根據獨立專業合資格估值師滂鋒評估有限公司按收益資本法估值。
- (c) 如附註29所載，若干投資物業已被抵押以擔保本集團之銀行貸款。

17. INVESTMENT PROPERTIES (continued)

- (a) The Group's investment properties are held under medium term leases and are situated in Mainland China.
- (b) At 31 December 2012, the fair value of the Group's investment properties was approximately RMB76,461,000, based on the valuations performed by Peak Vision Appraisals Limited, independent professionally qualified valuers, on income capitalisation approach.
- (c) Certain investment properties were pledged to secure the Group's bank loans as set out in note 29.

18. 土地租賃預付款項

18. PREPAID LAND LEASE PAYMENTS

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January	21,317	21,805
年內攤銷撥備	Amortisation provided during the year	(488)	(488)
於12月31日之賬面值	Carrying amount at 31 December	20,829	21,317
包括在預付款項、按金及其他 應收款項之即期部分	Current portion included in prepayments, deposits and other receivables	(488)	(488)
非即期部分	Non-current portion	20,341	20,829

- (a) 本集團之租賃土地根據中期租約持有並位於中國大陸。
- (b) 如附註29所載，若干土地租賃預付款項已被抵押作銀行貸款擔保。

- (a) The Group's leasehold lands are held under medium term leases and are situated in Mainland China.
- (b) Certain prepaid land lease payments were pledged to bank loans as set out in note 29.

財務報表附註

Notes to the Financial Statements

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

19. 其他無形資產

19. OTHER INTANGIBLE ASSETS

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
成本	Cost		
於1月1日	At 1 January	1,713	1,713
累計攤銷	Accumulated amortisation		
於1月1日	At 1 January	516	344
年內攤銷撥備	Amortisation provided during the year	172	172
於12月31日	At 31 December	688	516
賬面值	Carrying amount		
於12月31日	At 31 December	1,025	1,197

其他無形資產指本集團持有之電腦軟件。本年度攤銷支出記入綜合全面收益表之行政費用內。

Other intangible assets represents computer software held by the Group. The amortisation charged for the year is included in administrative expenses in the consolidated statement of comprehensive income.

20. 於附屬公司之投資

20. INVESTMENTS IN SUBSIDIARIES

		本公司 The Company	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
非上市股份，按成本值	Unlisted shares, at cost	365,001	365,000

應收／應付附屬公司款項為無抵押、免息及於要求時償還。此等應收／應付附屬公司款項之賬面值與其公平值相若。

The amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand. The carrying amounts of these amounts due from/(to) subsidiaries approximate their fair values.

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20. 於附屬公司之投資 (續)

於2012年12月31日，附屬公司之詳情載列如下：

20. INVESTMENTS IN SUBSIDIARIES (continued)

Particulars of the subsidiaries as at 31 December 2012 are as follows:

名稱 Name	註冊成立/ 營業地點 Place of incorporation/ business	已發行及繳足/ 註冊股本 Issued and fully paid-up/ registered capital	本公司應佔 股本百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct %	間接 Indirect %	
Eyang Management Co., Ltd. ("Eyang Management")	英屬處女群島/ 香港 BVI/HK	10,000 股每股 1 美元之普通股/ 50,000 股每股 1 美元之法定普通股 10,000 ordinary shares of US\$1 each/ 50,000 authorised ordinary shares of US\$1 each	100	–	投資控股 Investment holding
香港宇陽控股(集團)有限公司 Hong Kong Eyang Holdings (Group) Co., Ltd.	香港/中國 HK/PRC	10,000 股每股 1 港元之普通股/ 10,000 股每股 1 港元之法定普通股 10,000 ordinary shares of HK\$1 each/ 10,000 authorised ordinary shares of HK\$1 each	–	100	投資控股及買賣 MLCC Investment holding and trading of MLCC
香港宇陽科技有限公司 Hong Kong Eyang Technology Co., Ltd.	香港/中國 HK/PRC	500,000 股每股 1 港元之普通股/ 500,000 股每股 1 港元之法定普通股 500,000 ordinary shares of HK\$1 each/ 500,000 authorised ordinary shares of HK\$1 each	–	100	買賣 MLCC Trading of MLCC
深圳宇陽* SZ Eyang *	中國/中國 PRC/PRC	繳足股本 人民幣 350,000,000 元 Paid-up capital of RMB350,000,000	–	100	製造及銷售 MLCC Manufacture and sale of MLCC

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20. 於附屬公司之投資 (續)

20. INVESTMENTS IN SUBSIDIARIES (continued)

名稱 Name	註冊成立/ 營業地點 Place of incorporation/ business	已發行及繳足/ 註冊股本 Issued and fully paid-up/ registered capital	本公司應佔 股本百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct %	間接 Indirect %	
東莞市宇陽科技發展有限公司 (「東莞宇陽」) [#] Dongguan Eyang Technology Development Co., Ltd. ("DG Eyang") [#]	中國/中國 PRC/PRC	繳足股本 人民幣20,000,000元 Paid-up capital of RMB20,000,000	-	100	物業出租及買賣MLCC Lease of properties and trading of MLCC
安徽金宇陽電子科技有限公司 [#] Anhui Jineyang Electronic Technology Co., Ltd. [#]	中國/中國 PRC/PRC	繳足股本 人民幣5,000,000元 Paid-up capital of RMB5,000,000	-	100	製造及銷售MLCC Manufacture and sale of MLCC
NER Management Ltd.	英屬處女群島/ 香港 BVI/HK	1股每股 1美元之普通股/ 50,000股每股 1美元之法定普通股 1 ordinary share of US\$1 each/ 50,000 authorised ordinary shares of US\$1 each	100	-	投資控股 Investment holding
Eyang Energy Management Co., Limited	英屬處女群島/ 香港 BVI/HK	100股每股 1美元之普通股/ 50,000股每股 1美元之法定普通股 100 ordinary shares of US\$1 each/ 50,000 authorised ordinary shares of US\$1 each	100	-	投資控股 Investment holding
香港宇陽能源有限公司 Hong Kong Eyang Energy Co., Limited	香港/中國 HK/PRC	10,000股每股 1美元之普通股/ 10,000股每股 1美元之法定普通股 10,000 ordinary shares of US\$1 each/ 10,000 authorised ordinary shares of US\$1 each	-	100	投資控股 Investment holding

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20. 於附屬公司之投資 (續)

20. INVESTMENTS IN SUBSIDIARIES (continued)

名稱 Name	註冊成立/ 營業地點 Place of incorporation/ business	已發行及繳足/ 註冊股本 Issued and fully paid-up/ registered capital	本公司應佔 股本百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct %	間接 Indirect %	
深圳市威長新能源有限公司* Shenzhen Weichang New Energy Co., Ltd.*	中國/中國 PRC/PRC	繳足股本 3,000,000 港元 Paid-up capital of HK\$3,000,000	—	100	投資控股 Investment holding
深圳市宇陽能源有限公司# Shenzhen Eyang New Energy Co., Ltd.#	中國/中國 PRC/PRC	繳足股本 人民幣 15,000,000 元 Paid-up capital of RMB15,000,000	—	100	製造及銷售電池 Manufacture and sale of battery
安徽威長新能源有限公司# Anhui Weichang New Energy Co., Ltd.#	中國/中國 PRC/PRC	繳足股本 人民幣 5,000,000 元 Paid-up capital of RMB5,000,000	—	100	製造及銷售電池 Manufacture and sale of battery
香港威長新能有限公司 (自願清盤中) Hong Kong Weichang NER Co., Ltd. (in voluntary winding up)	香港/中國 HK/PRC	10,000 股每股 1 港元之普通股/ 10,000 股每股 1 港元之法定普通股 10,000 ordinary shares of HK\$1 each/ 10,000 authorised ordinary shares of HK\$1 each	—	100	移動手機貿易 Trading of mobile phones
* 該等於中國成立之公司為外商獨資企業。			* 這些公司是在中國以外商獨資企業形式成立的。		
# 該等於中國成立之公司為中國本土投資公司。			# 這些公司是在中國以中國本土投資公司形式成立的。		

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

21. 存貨

21. INVENTORIES

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
原材料	Raw materials	14,858	19,340
在製品	Work in progress	21,537	20,236
製成品	Finished goods	84,740	71,966
		121,135	111,542
滯銷存貨撥備	Provision against slow-moving inventories	(10,772)	(8,480)
		110,363	103,062

(a) 確認為開支並列入損益之存貨金額分析如下：

(a) The analysis of the amounts of inventories recognised as an expense and included in profit or loss is as follows:

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
已出售存貨之賬面值	Carrying amount of inventories sold	473,998	417,333
存貨減記 [#]	Write-down of inventories [#]	8,240	1,732
		482,238	419,065

[#] 存貨減記已包括在綜合全面收益表「其他開支」項下。

[#] The write-down of inventories are included in "Other expenses" on the face of the consolidated statement of comprehensive income.

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22. 應收貿易賬款及應收票據

22. TRADE AND BILLS RECEIVABLES

		本集團 The Group	
		2012年 2012	2011年 2011
		人民幣千元 RMB'000	人民幣千元 RMB'000
應收貿易賬款	Trade receivables	185,396	137,301
應收票據	Bills receivables	45,118	27,112
		230,514	164,413
減：減值	Less: Impairment	(8,641)	(7,733)
		221,873	156,680

(a) 本集團與其客戶之貿易方式以記賬為主。信貸期一般為2至5個月。各客戶設有最高信貸額。本集團對未償還應收款項有嚴格控制，並有信貸控制政策以將其信貸風險減至最低。管理層亦會定期檢討逾期未還款項。應收貿易賬款為免息。

(a) The Group's trading terms with its customers are mainly on credit. The credit periods are generally two to five months. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimize its credit risk. Overdue balances are reviewed regularly by management. Trade receivables are non-interest-bearing.

(b) 所有應收票據均由報告期末起計60至180日內到期。

(b) The bills receivables were all due within 60 to 180 days from the end of the reporting period.

(c) 於報告期末，按發票日期為基準之應收貿易賬款之賬齡分析如下：

(c) An aged analysis of the trade receivables as at the end of the reporting period based on the invoice date is as follows:

		本集團 The Group	
		2012年 2012	2011年 2011
		人民幣千元 RMB'000	人民幣千元 RMB'000
90日內	Within 90 days	132,996	117,730
91至180日	91 to 180 days	42,171	11,145
181至360日	181 to 360 days	1,762	693
1至2年	1 to 2 years	1,239	573
超過3年	Over 3 years	7,228	7,160
		185,396	137,301

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22. 應收貿易賬款及應收票據(續)

- (d) 於報告期末，按票據發出日期為基準之應收票據之賬齡分析如下：

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
90日內	Within 90 days	30,354	16,840
91至180日	91 to 180 days	14,764	10,239
181至360日	181 to 360 days	-	33
		45,118	27,112

- (e) 應收貿易賬款減值撥備變動如下：

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
於1月1日	At 1 January	7,733	8,534
已確認減值虧損	Impairment losses recognised	1,273	410
減值撥回	Reversal of impairment	(365)	(1,211)
於12月31日	At 31 December	8,641	7,733

計入以上應收貿易賬款減值撥備為個別已減值應收貿易賬款撥備人民幣8,641,000元(2011年：人民幣7,733,000元)，其賬面值為人民幣8,641,000元(2011年：人民幣7,733,000元)。個別已減值應收貿易賬款與面臨財務困難之客戶有關，具不確定性。本集團並無就此等結餘持有任何抵押品或其他加強信貸措施。

22. TRADE AND BILLS RECEIVABLES (continued)

- (d) An aged analysis of the bills receivables as at the end of the reporting period based on bills issued date is as follows:

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
Within 90 days	Within 90 days	30,354	16,840
91 to 180 days	91 to 180 days	14,764	10,239
181 to 360 days	181 to 360 days	-	33
		45,118	27,112

- (e) The movements in the provision for impairment of trade receivables are as follows:

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
At 1 January	At 1 January	7,733	8,534
Impairment losses recognised	Impairment losses recognised	1,273	410
Reversal of impairment	Reversal of impairment	(365)	(1,211)
At 31 December	At 31 December	8,641	7,733

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of RMB8,641,000 (2011: RMB7,733,000) with a carrying amount of RMB8,641,000 (2011: RMB7,733,000). The individually impaired trade receivables relate to customers that were in financial difficulties and are doubtful. The Group does not hold any collateral or other credit enhancements over these balances.

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22. 應收貿易賬款及應收票據 (續)

22. TRADE AND BILLS RECEIVABLES (continued)

- (f) 並非個別或共同視為減值之應收貿易賬款及應收票據之賬齡分析如下：

- (f) An aged analysis of the trade and bills receivables that are neither individually nor collectively considered to be impaired is as follows:

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
應收貿易賬款	Trade receivables		
尚未逾期亦無出現減值	Neither past due nor impaired	159,170	111,033
逾期少於90日	Less than 90 days past due	15,140	18,351
逾期91至180日	91 to 180 days past due	175	184
逾期181至360日	181 to 360 days past due	2,186	–
逾期超過1年	Over 1 year past due	84	–
		176,755	129,568

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
應收票據	Bills receivables		
尚未逾期亦無出現減值	Neither past due nor impaired	45,118	27,112

尚未逾期亦無出現減值之應收項目與數名不同客戶有關，彼等於近期並無違約行為記錄。

Receivables that were neither past due nor impaired relate to a number of diversified customers for whom there was no recent history of default.

- (g) 已逾期但無出現減值之應收貿易賬款與數名獨立客戶有關，彼等於本集團之付款記錄良好。根據以往經驗，本公司董事認為其信貸質素並無重大改變，且此等結餘仍視為可全數收回，因此毋須就此等結餘作出減值撥備。

- (g) The trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

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23. 預付款項、按金及其他應收款項

23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		本集團		本公司	
		The Group		The Company	
		2012年	2011年	2012年	2011年
		2012	2011	2012	2011
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
應收佣金	Commission receivable	972	—	—	—
彌償資產應收款項	Indemnification asset receivable	8,292	—	—	—
貸款及應收款項	Loans and receivables	9,264	—	—	—
付予供應商之預付款項	Prepayments to suppliers	3,626	4,535	—	—
按金	Deposits	710	791	—	—
預付開支	Prepaid expenses	3,244	5,317	65	68
土地租賃預付款項	Prepaid land lease payment	488	488	—	—
其他應收稅項	Other tax receivables	15,134	13,531	—	—
		32,466	24,662	65	68
減值	Impairment	(386)	(386)	—	—
		32,080	24,276	65	68

24. 衍生金融工具

24. DERIVATIVE FINANCIAL INSTRUMENTS

		本集團	
		The Group	
		2012年	2011年
		2012	2011
		人民幣千元	人民幣千元
		RMB'000	RMB'000
利率掉期合約 — 公平值 衍生工具	Interest rate swap contracts — derivatives under fair value	—	161

(a) 於2012年12月31日，本集團無任何未結算利率掉期合約。

(a) At 31 December 2012, the Group did not have outstanding interest rate swap contracts.

(b) 2011年12月31日，不合資格作對沖之利率掉期合約之未變現公平值淨收益／(虧損)已於綜合全面收益表入賬。

(b) The net unrealised fair value gain/(loss) on interest rate swap contracts as at 31 December 2011 which are not qualified as hedges has been accounted for in the consolidated statement of comprehensive income.

(c) 於2011年12月31日，本集團所持未結算利率掉期合約詳情於附註37(c)披露。該等合約於2012年到期。

(c) Details of the outstanding interest rate swap contracts held by the Group as at 31 December 2011 are disclosed in note 37(c). These contracts expire in 2012.

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25. 現金及銀行結餘及已抵押銀行存款 25. CASH AND BANK BALANCES AND PLEDGED BANK DEPOSITS

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
現金及銀行結餘	Cash and bank balances	48,018	65,887
定期存款	Time deposit	40,677	125,772
		88,695	191,659
減：擔保應付票據及信用證 之已抵押銀行存款	Less: Pledged bank deposits for bills payable and letters of credit	(8,453)	(13,927)
擔保銀行貸款之已抵押 銀行存款(附註29(a))	Pledged bank deposits for bank loans (note 29(a))	(32,224)	(111,845)
		48,018	65,887
加：收購時原到期日少於 3個月之銀行存款：	Add: Bank deposits with original maturity of less than three months when acquired:		
擔保應付票據及信用證	Pledged for bills payable and letters of credit	3,223	–
擔保銀行貸款	Pledged for bank loans	25,863	4,600
綜合現金流量表內之現金 及現金等價物	Cash and cash equivalents in the consolidated statement of cash flows	77,104	70,487
		本公司 The Company	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
現金及銀行結餘	Cash and bank balances	402	378

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25. 現金及銀行結餘及已抵押銀行存款 (續)

- (a) 於報告期末，本集團之現金及銀行結餘及定期存款以人民幣列值，為人民幣62,829,000元(2011年：人民幣169,856,000元)。人民幣不可自由兌換為其他貨幣，然而，根據中國大陸之《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權進行外匯業務之銀行兌換人民幣。
- (b) 銀行現金乃根據每日銀行存款利率按浮動利率賺取利息。短期定期存款期限界乎3個月至1年不等，並按個別短期定期存款利率賺取利息。銀行結餘及已抵押銀行存款存放於信譽良好之銀行內。現金及銀行結餘及已抵押銀行存款之賬面值與其公平值相若。

25. CASH AND BANK BALANCES AND PLEDGED BANK DEPOSITS (continued)

- (a) At the end of the reporting period, the Group's cash and bank balances and time deposit denominated in RMB amounted to RMB62,829,000 (2011: RMB169,856,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.
- (b) Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between three months to one year, and earn interest at the respective short term time deposit rates. The bank balances and pledged bank deposits are deposited with creditworthy banks. The carrying amounts of the cash and bank balances and the pledged bank deposits approximate their fair values.

26. 應付貿易賬款及應付票據

26. TRADE AND BILLS PAYABLES

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
應付貿易賬款	Trade payables	118,022	69,439
應付票據	Bills payables	1,418	–
		119,440	69,439

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26. 應付貿易賬款及應付票據 (續)

26. TRADE AND BILLS PAYABLES (continued)

- (a) 於報告期末，按發票日期為基準之應付貿易賬款之賬齡分析如下：

- (a) An aged analysis of the trade payables as at the end of the reporting period based on the invoice date is as follows:

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
90日內	Within 90 days	84,386	65,352
91至180日	91 to 180 days	31,693	3,433
181至360日	181 to 360 days	1,077	13
1至2年	1 to 2 years	194	623
超過2年	Over 2 years	672	18
		118,022	69,439

- (b) 應付貿易賬款為免息，一般於30至120日清付。

- (b) The trade payables are non-interest-bearing and are normally settled within 30 to 120 days.

- (c) 於報告期末，按票據發出日期為基準之應付票據之賬齡分析如下：

- (c) An aged analysis of the bills payables as at the end of the reporting period based on bills issued date is as follows:

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
90日內	Within 90 days	629	—
91至180日	91 to 180 days	668	—
181至360日	181 to 360 days	121	—
		1,418	—

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27. 遞延收入、應計費用及其他應付款項 27. DEFERRED INCOME, ACCRUALS AND OTHER PAYABLES

		本集團		本公司	
		The Group		The Company	
		2012年	2011年	2012年	2011年
		2012	2011	2012	2011
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
應計費用	Accruals	7,028	8,036	2,798	1,241
應付薪金	Salary payable	11,620	9,359	-	-
應付消耗品(附註a)	Consumables payable (note a)	-	4,127	-	-
收購物業、廠房及設備之其他應付款項	Other payables for acquisition of property, plant and equipment	10,332	10,224	-	-
以攤銷成本計量之金融負債	Financial liabilities measured at amortised cost	28,980	31,746	2,798	1,241
遞延收入(附註28)	Deferred income (note 28)	1,055	1,055	-	-
客戶存款	Deposits from customers	1,414	318	-	-
中國政府補貼(附註b)	Grants from PRC government (note b)	-	1,080	-	-
保證撥備(附註c)	Provision of warranty (note c)	2,534	-	-	-
其他應付稅項	Other tax payable	11,866	2,081	-	-
		45,849	36,280	2,798	1,241

附註：

- (a) 該款項為於機器升級項目中所使用零件之未結算採購金額。
- (b) 該款項為中國政府於2009年授出之補助，當符合若干條件後，本集團可使用該等補助。於截至2012年12月31日止年度，本集團已滿足該等要求並將其確認為其他收入。

Notes:

- (a) The amount represents unsettled purchase amounts for parts consumed in a machine upgrade project.
- (b) The amount represents the fund granted by the PRC government in 2009 and the Group can utilize such grants when certain conditions are complied with. The Group fulfilled those requirements during the year ended 31 December 2012 and recognised as other revenue.

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27. 遞延收入、應計費用及其他應付款項 (續)

附註：(續)

(c) 擔保撥備變動分析如下：

27. DEFERRED INCOME, ACCRUALS AND OTHER PAYABLES (continued)

Notes: (continued)

(c) Analysis of movement of provision for warranty:

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
於1月1日	At 1 January	-	-
年內添置撥備	Provision made during the year	2,534	-
已動用款項	Amount utilized	-	-
於12月31日	At 31 December	2,534	-

擔保撥備為根據本集團於已簽署協議項下之保證責任規定之未來經濟利益流出之董事最佳估計現值。該估算乃按歷史保證趨勢基準作出，由於新原料、製造程序變更或其他影響產品質素之因素影響，該估算可能會不同。

The provision for warranty represents the present value of the directors' best estimate of the future outflow of economic benefits that will be required under the Group's obligations for warranties under the signed agreements. The estimate has been made on the basis of historical warranty trends and may vary as a result of new materials, altered manufacturing processes or other events affecting product quality.

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28. 遞延收入

政府補貼

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January	4,248	4,274
年內授出	Granted during the year	-	1,029
發放作收入(附註7)	Released as income (note 7)	(1,055)	(1,055)
於12月31日之賬面值	Carrying amount at 31 December	3,193	4,248
包括在遞延收入、應計費用 及其他應付款項之即期部分 (附註27)	Current portion included in deferred income, accruals and other payables (note 27)	(1,055)	(1,055)
非即期部分	Non-current portion	2,138	3,193

從不同政府機關收取之政府補貼專用作購買生產MLCC之合資格廠房及設備。除政府補貼必須專門用作購買生產MLCC之合資格廠房及設備這一條件外，這些補貼無其他條件。

The government grants have been received from various government authorities specifically for the purchases of qualified plant and equipment in respect of the production of MLCC. Except for the condition that the government grants must be specifically used for the purchases of qualified plant and equipment in respect of the production of MLCC, there are no other conditions attached to these grants.

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29. 銀行貸款

29. BANK LOANS

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
有抵押且須於一年內償還	Secured and repayable within one year	144,599	261,590
(a) 本集團之銀行貸款及銀行信貸由以下擔保：	(a) The Group's bank loans and bank facilities are secured by:		
(i) 本集團金額為人民幣32,224,000元(2011年：人民幣111,845,000元)之若干銀行存款。所抵押銀行存款將於清償相關銀行貸款後解除抵押；	(i) certain of the Group's bank deposits amounting to RMB32,224,000 (2011: RMB111,845,000). The pledged bank deposits will be released upon the settlement of the relevant bank loans;		
(ii) 金額為人民幣17,618,000元(2011年：無)之若干應收票據。所抵押應收票據將於清償相關銀行貸款後解除抵押；及	(ii) certain bills receivables amounting to RMB17,618,000 (2011: nil). The pledged bills receivables will be released upon the settlement of the relevant bank loans; and		
(iii) 本集團於2012年12月31日之若干樓宇、廠房及機器、土地租賃預付款項及投資物業，賬面值分別約為人民幣31,332,000元、人民幣104,717,000元、人民幣1,240,000元及人民幣22,757,000元(2011年：分別為人民幣30,085,000元、人民幣61,583,000元、人民幣1,270,000元及人民幣25,698,000元)。	(iii) certain buildings, plant and machinery, prepaid land lease payments and investment properties of the Group with carrying amounts of approximately RMB31,332,000, RMB104,717,000, RMB1,240,000 and RMB22,757,000 respectively as at 31 December 2012 (2011: RMB30,085,000, RMB61,583,000, RMB1,270,000 and RMB25,698,000 respectively).		
(b) 有抵押銀行貸款約人民幣30,000,000元(2011年：人民幣160,000,000元)及人民幣114,599,000元(2011年：人民幣101,590,000元)分別以人民幣及美元列值。	(b) The secured bank loans of approximately RMB30,000,000 (2011: RMB160,000,000) and RMB114,599,000 (2011: RMB101,590,000) are denominated in RMB and United States dollars, respectively.		
(c) 銀行貸款賬面值與其公平值相若。	(c) The carrying amounts of the bank loans approximate their fair values.		
(d) 銀行貸款之實際浮動利率介乎1.11%至7.22%(2011年：3.36%至6.72%)。	(d) The effective floating interest rate of bank loans is 1.11%–7.22% (2011: 3.36%–6.72%).		

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

29. 銀行貸款 (續)

(e) 本集團有以下未支取之銀行授信：

29. BANK LOANS (continued)

(e) The Group has the following undrawn banking facilities:

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
浮動利率 — 1年內屆滿	Floating rate — expiring within one year	244,502	54,826

30. 綜合財務狀況表中的所得稅

本集團

(a) 遞延稅項資產

30. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The Group

(a) Deferred tax assets

		超出稅項 容許之折舊之 電腦軟件攤銷 Amortisation of computer software in excess of tax allowed depreciation 人民幣千元 RMB'000	滯銷存貨撥備 Provision against slow-moving inventories 人民幣千元 RMB'000	應收貿易賬款 及其他 應收款項減值 Impairment of trade and other receivables 人民幣千元 RMB'000	物業、廠房及 設備項目減值 Impairment of property, plant and equipment 人民幣千元 RMB'000	應計費用 Accrued expense 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於2011年1月1日	At 1 January 2011	8	1,011	1,281	42	-	2,342
年內於綜合全面收益表入賬/(扣除)	Credited/(charged) to the consolidated statement of comprehensive income during the year	(4)	260	(120)	(39)	263	360
於2011年12月31日及2012年1月1日	At 31 December 2011 and 1 January 2012	4	1,271	1,161	3	263	2,702
年內於綜合全面收益表入賬/(扣除)	Credit/(charged) to the consolidated statement of comprehensive income during the year	(4)	319	137	-	(263)	189
於2012年12月31日	At 31 December 2012	-	1,590	1,298	3	-	2,891

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30. 綜合財務狀況表中的所得稅(續)

本集團(續)

(b) 遞延稅項負債

		預扣稅 Withholding taxes 人民幣千元 RMB'000
於2011年1月1日	At 1 January 2011	5,067
年內於綜合全面收益表扣除	Charged to the consolidated statement of comprehensive income during the year	538
於2011年12月31日及 2012年1月1日	At 31 December 2011 and 1 January 2012	5,605
年內於綜合全面收益表扣除	Charged to the consolidated statement of comprehensive income during the year	405
於2012年12月31日	At 31 December 2012	6,010

根據中國企業所得稅法，外國投資者從於中國大陸成立的外商投資企業獲得之股息須按照10%的稅率徵收預扣稅。該規定於2008年1月1日起生效，適用於2007年12月31日後之盈利。倘中國大陸與該等外國投資者所處司法權區存在稅收安排，可應用較低預扣稅率。本集團適用稅率為5%。因此，本集團於中國大陸成立之附屬公司就於2008年1月1日後形成之盈利分派股息時將須繳納預扣稅。

於2012年12月31日，對於若干本集團附屬公司賺取之未予免稅盈利並無重大遞延稅項負債未予確認(2011年：無)。

30. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(continued)

The Group (continued)

(b) Deferred tax liabilities

Pursuant to the PRC Enterprise Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2012, there was no significant unrecognised deferred tax liability (2011: nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries.

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30. 綜合財務狀況表中的所得稅(續)

本集團(續)

(c) 未確認之遞延稅項資產

於2012年12月31日，本集團有未動用稅項虧損約人民幣7,740,000元(2011年：人民幣3,059,000元)將根據現行稅法在5年內屆滿。年內，由於相關稅務司法權區及實體均不可能出現未來應課稅利潤以動用稅項虧損，故無遞延稅項在綜合財務狀況表中確認(2011年：無)。

31. 股權結算以股份為基礎之交易

本公司運營一項購股權計劃(「該計劃」)，向對本集團營運成功作出貢獻之合資格參與者提供獎勵及回報。該計劃之合資格參與者包括(a)本集團任何成員公司的任何擬聘請僱員、任何全職或兼職僱員，或當時借調擔任全職或兼職的人士；(b)本集團任何成員公司的董事或擬聘請董事(包括獨立非執行董事)；(c)本集團任何成員公司的直接或間接股東；(d)本集團任何成員公司的貨品或服務供應商；(e)本集團任何成員公司的客戶、顧問、業務或合營夥伴、特許商、承包商、代理或代表；(f)向本集團任何成員公司提供設計、研究、開發或其他支援或任何諮詢、顧問、專業或其他服務的人士或實體；及(g)任何前述人士的聯繫人士。該計劃於2007年11月30日生效，而除非被註銷或修訂，其將自該日起10年內有效。

30. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(continued)

The Group (continued)

(c) Deferred tax assets not recognised

As at 31 December 2012, the Group has unused tax losses of approximately RMB7,740,000 (2011: RMB3,059,000) which will expire within 5 years under the current tax legislation. No deferred tax was recognised in the consolidated statement of financial position during the year (2011: nil) since it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

31. EQUITY-SETTLED SHARE-BASED TRANSACTION

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include (a) any proposed employee, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group; (b) a director or proposed director (including an independent non-executive director) of any member of the Group; (c) a direct or indirect shareholder of any member of the Group; (d) a supplier of goods or services to any member of the Group; (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group; and (g) an associate of any of the foregoing persons. The Scheme became effective on 30 November 2007 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

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31. 股權結算以股份為基礎之交易(續)

於所有根據該計劃已授出但尚未行使的發行在外購股權及根據任何其他計劃已授出但尚未行使的任何其他購股權獲行使後可予發行的最高股份數目，不得超過本公司不時的已發行股本30%。現時根據該計劃可予授出的未行使購股權最高數目一經行使時相當於本公司任何時間的已發行股份10%。於任何12個月期間，可發行予該計劃各合資格參與者的最高股份數目上限為本公司任何時間已發行股份的1%。進一步授出超過該上限的購股權須獲股東於股東大會上批准。

於2012年12月31日，購股權計劃項下可供發行之股份總數為16,300,000股，佔本公司於2012年12月31日之已發行股本約4%。

向本公司董事、行政總裁或主要股東或彼等各自的任何聯繫人士授出購股權，須待獨立非執行董事事先批准後方可進行。此外，於任何12個月期間內向本公司主要股東或獨立非執行董事或彼等的任何聯繫人士授予的任何購股權，倘超過本公司任何時間已發行股份的0.1%或總值(按授出日期本公司股份價格計算)超過5,000,000港元者，須待股東於股東大會上事先批准後方可進行。

授出購股權的要約可於要約日期後28日內在承授人支付合共1港元的象徵式代價後獲得接納。根據該計劃授出的購股權的行使期由本公司董事釐定，並於若干歸屬期後開始及於由提出購股權要約日期起計10年內或該計劃屆滿時(倘較早發生)結束。

31. EQUITY-SETTLED SHARE-BASED TRANSACTION (continued)

The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme and any other share options granted and yet to be exercised under any other schemes shall not exceed 30% of the Company's issued share capital from time to time. The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

The total number of securities available for issue under the share option scheme as at 31 December 2012 was 16,300,000 shares which represented approximately 4% of the issued share capital of the Company at 31 December 2012.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted under the Scheme is determinable by the directors of the Company, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options or the expiry of the Scheme, if earlier.

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31. 股權結算以股份為基礎之交易(續)

購股權的行使價由董事釐定，但不得低於以下三者的最高者(i)本公司股份面值；(ii)授出購股權當日本公司股份在聯交所的收市價；及(iii)緊接授出日期前5個營業日本公司股份在聯交所每日報價表所報的平均聯交所收市價。

購股權並無賦予持有人獲派股息或於股東大會上投票的權利。

- (a) 報告期結束時未屆滿及未行使購股權的條款：

31. EQUITY-SETTLED SHARE-BASED TRANSACTION (continued)

The exercise price of the share options is determinable by the directors, but may not be less than whichever the highest of (i) the nominal value of the Company's shares; (ii) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; and (iii) the average Stock Exchange closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

- (a) Terms of unexpired and unexercised share options at the end of the reporting period:

		每股行使價 Exercise price per share	2012年 2012 購股權數目 Number of options	2011年 2011 購股權數目 Number of options
行使期 2011業績公告日期至 2017年11月29日	Exercise period 2011 results announcement date to 29 November 2017	HK\$1.052 港元	16,300,000	17,200,000

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31. 權益結算以股份為基礎的交易(續) 31. EQUITY-SETTLED SHARE-BASED TRANSACTION (continued)

(b) 購股權之數目及加權平均行使價如下：

(b) The number and weighted average exercise prices of share options are as follows:

		2012年 2012		2011年 2011	
		每股 加權平均 行使價 Weighted average exercise price per share	根據購股權 可發行 股份數目 Number of shares issuable under options	每股 加權平均 行使價 Weighted average exercise price per share	根據購股權 可發行 股份數目 Number of shares issuable under options
於1月1日尚未行使 沒收	Outstanding at 1 January Forfeited	HK\$1.052 港元 HK\$1.052 港元	17,200,000 (900,000)	HK\$1.052 港元 HK\$1.052 港元	18,400,000 (1,200,000)
於12月31日尚未行使	Outstanding at 31 December	HK\$1.052 港元	16,300,000	HK\$1.052 港元	17,200,000
於12月31日可行使	Exercisable at 31 December	HK\$1.052 港元	16,300,000	HK\$1.052 港元	17,200,000

於2012年12月31日尚未行使購股權之行使價為1.052港元(2011年：1.052港元)，其加權平均餘下合約年期為4.9年(2011年：5.9年)。

The options outstanding at 31 December 2012 had an exercise price of HK\$1.052 (2011: HK\$1.052) and a weighted average remaining contractual life of 4.9 years (2011: 5.9 years).

可於行使期行使的購股權數目須視乎本集團的經營業績，詳情如下：

The number of share options that can be exercised during the exercise periods is dependent on the operating results of the Group, details of which are as follows:

購股權於授出日期起計滿1週年之日不得行使，而由授出日期起計滿2週年、3週年及4週年之日可有條件地行使最高分別達總購股權的60%、30%及10%。

The share options may not be exercised on the first anniversary of the date of grant and may be conditionally exercised up to 60%, 30% and 10% of the total share options on the second, third and fourth anniversaries of the date of grant respectively.

倘於授出日期起計滿2年、3年及4年之日，本集團截至2008年12月31日止年度之經審核淨利潤較截至2007年12月31日止年度增加不少於18%，本集團截至2009年12月31日止年度之經審核淨利潤較截至2008年12月31日止年度增加不少於18%，及本集團截至2010年12月31日止年度之經審核淨利潤較截至2009年12月31日止年度增加不少於18%，方可悉數行使購股權。

The share options may only be fully exercised in the event that the audited net profit of the Group for the year ended 31 December 2008 increases not less than 18% as compared to that for the year ended 31 December 2007, the audited net profit of the Group for the year ended 31 December 2009 increases not less than 18% as compared to that for the year ended 31 December 2008 and the audited net profit of the Group for the year ended 31 December 2010 increases not less than 18% as compared to that for the year ended 31 December 2009 at the anniversary of the second, third and fourth years respectively from the date of grant.

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31. 權益結算以股份為基礎的交易(續)

倘上述條件未能於有關年度達成，則購股權僅可以上述購股權的80%為限行使。未行使購股權可予累計，並於上述條件在有關年度達成時在翌年悉數行使。

截至2012年12月31日止年度，本集團就於2008年授出及於年內授予之購股權確認購股權開支為零(2011年：59,000港元，相等於人民幣50,000元)。

32. 僱員退休福利

定額供款退休金計劃

本集團根據香港《強制性公積金計劃條例》為受香港《僱傭條例》管轄的僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃是一項由獨立受託人管理的定額供款退休金計劃。根據強積金計劃，僱主及僱員分別須按僱員相關收入之5%向計劃作出供款，惟相關月收入以25,000港元(2012年6月前為20,000港元)為上限。向計劃作出的供款即時歸屬。

本集團亦參加一項由中國政府設立的國家管理退休福利計劃。本集團在中國附屬公司的僱員均參加國家管理退休福利計劃。附屬公司均須按工資成本之4.9%向退休福利計劃繳納供款作福利資金。本集團就此項退休金福利計劃的惟一責任是繳納指定的供款。

計入損益的總成本人民幣3,254,000元(2011年：1,585,000元)乃本集團於截至2012年12月31日止年度向相關計劃繳納之供款。於2012年12月31日，並無重大沒收金額可抵銷本集團之未來供款(2011年：無)。

31. EQUITY-SETTLED SHARE-BASED TRANSACTION (continued)

The share options may only be exercised up to 80% of the share options as set out in the above in the event that the above conditions are not met in the respective years. The unexercised share options may be accumulated and fully exercised in the next year in the event that the above conditions are met in the respective years.

The Group recognised a share option expense of nil (2011: HK\$59,000, equivalent to RMB50,000) during the year ended 31 December 2012 for the share options granted in 2008 and vested during the year.

32. EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plan

The Group operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$25,000 (HK\$20,000 prior to June 2012). Contributions to the plan vest immediately.

The Group also participates in a state-managed retirement benefit scheme operated by the government of the PRC. The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme. The subsidiaries are required to contribute 4.9% of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total cost charged to profit or loss of RMB3,254,000 (2011: RMB1,585,000) represents contributions paid to these schemes by the Group for the year ended 31 December 2012. As at 31 December 2012, there were no material forfeitures available to offset the Group's future contributions (2011: nil).

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33. 資本及儲備

33. CAPITAL AND RESERVE

(a) 股本

(a) Share capital

(i) 法定及已發行股本

(i) Authorised and issued share capital

		2012年 2012 千港元 HK\$'000	2011年 2011 千港元 HK\$'000
法定： 1,000,000,000股每股 面值0.01港元之普通股	Authorised: 1,000,000,000 ordinary shares of HK\$0.01 each	10,000	10,000
已發行及繳足： 405,500,000股 每股面值0.01港元之 普通股	Issued and fully paid: 405,500,000 ordinary shares of HK\$0.01 each	4,055	4,055
相當於人民幣千元	Equivalent to RMB'000	3,824	3,824

普通股之擁有人有權收取不時宣派的股息，並就每股股份在本公司會議上享有一票表決權。所有普通股均對本公司之餘下資產享有同等權利。

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(ii) 根據購股權計劃發行之股份

(ii) Shares issued under share option scheme

於截至2012年及2011年12月31日止年度，概無根據本公司之購股權計劃發行股份。

During the years ended 31 December 2012 and 2011, no shares were issued under the Company's share option scheme.

每份購股權均賦予持有人認購本公司一股普通股之權利。於報告期末尚未屆滿及未行使之購股權之條款，以及相關購股權之進一步詳情，均載於財務報表附註31。

Each option entitles the holder to subscribe for one ordinary share in the Company. Terms of the unexpired and unexercised share options at the end of the reporting period and further details of these options are set out in note 31 to the financial statements.

(b) 儲備

(b) Reserves

本集團

The Group

本集團於本年度及過往年度之儲備金額及變動於財務報表中之綜合權益變動表呈列。

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

財務報表附註

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33. 資本及儲備 (續)

(b) 儲備 (續)

本公司

		本公司擁有人應佔 Attributable to owners of the Company							
	附註 Note	股本 Share capital 人民幣千元 RMB'000	股份 溢價賬 Share premium account 人民幣千元 RMB'000	實繳盈餘 Contributed surplus 人民幣千元 RMB'000	購股權 儲備 Share option reserve 人民幣千元 RMB'000	匯率波動 儲備 Exchange fluctuation reserve 人民幣千元 RMB'000	累積虧損 Accumulated losses 人民幣千元 RMB'000	擬派 末期股息 Proposed final dividend 人民幣千元 RMB'000	總權益 Total equity 人民幣千元 RMB'000
於2011年1月1日，如先前呈列 因重新分配至累積虧損而重列	At 1 January 2011, as previously stated Restatement due to reallocation to accumulated losses	3,824	104,657	364,952	5,042	(6,508)	(67,548)	10,239	414,658
		-	-	-	-	6,508	(6,508)	-	-
於2011年1月1日，經重列	At 1 January 2011, as restated	3,824	104,657	364,952	5,042	-	(74,056)	10,239	414,658
年內利潤及 年內全面收益總額	Profit for the year and total comprehensive income for the year	-	-	-	-	-	33,257	-	33,257
股權結算購股權安排	Equity-settled share option arrangements	31	-	-	50	-	-	-	50
已沒收購股權	Share options forfeited	-	-	-	(307)	-	307	-	-
宣派2010年末期股息	Final 2010 dividends declared	-	-	-	-	-	-	(10,239)	(10,239)
於2011年12月31日	At 31 December 2011	3,824	104,657	364,952	4,785	-	(40,492)	-	437,726
於2012年1月1日，如先前呈列 因重新分配至累積虧損而重列	At 1 January 2012, as previously restated Restatement due to reallocation to accumulated losses	3,824	104,657	364,952	4,785	(9,902)	(30,590)	-	437,726
		-	-	-	-	9,902	(9,902)	-	-
於2012年1月1日，經重列	At 1 January 2012, as restated	3,824	104,657	364,952	4,785	-	(40,492)	-	437,726
年內虧損及年內全面虧損 總額	Loss for the year and total comprehensive loss for the year	-	-	-	-	-	(5,039)	-	(5,039)
已沒收購股權	Share options forfeited	-	-	-	(225)	-	225	-	-
於2012年12月31日	At 31 December 2012	3,824	104,657	364,952	4,560	-	(45,306)	-	432,687

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33. 資本及儲備(續)

(c) 儲備之性質及用途

(i) 股份溢價

根據開曼群島公司法(經修訂)，本公司之股份溢價賬可分派予本公司股東，惟在緊接建議派股息當日後，本公司須有能力清償日常業務中的到期債務。

(ii) 實繳盈餘

本集團

本集團之實繳盈餘指：

- 根據集團重組已收購附屬公司之股份面值及實繳盈餘超出本公司就交換而發行之股份面值之差額人民幣203,536,000元；
- 因向東莞宇陽非控股股東收購東莞宇陽而產生之虧絀人民幣2,823,000元；
- 向關連方出售深圳市億通科技有限公司(「深圳億通」)產生之虧絀人民幣1,774,000元；及
- 在收購深圳市宇陽能源有限公司及其附屬公司(「能源集團」)時，視作股東注資產產生之進賬人民幣9,468,000元。

本公司

本公司之實繳盈餘指根據集團重組於附屬公司之投資成本與本公司已發行股份面值之差額。

33. CAPITAL AND RESERVE (continued)

(c) Nature and purpose of reserves

(i) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which a dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Contributed surplus

The Group

The contributed surplus of the Group represents:

- the difference of RMB203,536,000 being the excess of the nominal value of the shares and contributed surplus of the subsidiaries acquired pursuant to the group reorganisation over the nominal value of the Company's shares issued in exchange therefor;
- the deficit of RMB2,823,000 arising from the acquisition of DG Eyang from the non-controlling shareholders of DG Eyang;
- the deficit of RMB1,774,000 arising from the disposal of Shenzhen Eycom Technology Co., Ltd. ("SZ Eycom") to the related party; and
- the credit of RMB9,468,000 arising from the deemed contribution from the shareholders when acquiring Shenzhen Eyang Energy Company Limited and its subsidiary (the "Energy Group").

The Company

The contributed surplus of the Company represents the difference between the cost of investments in subsidiaries pursuant to the group reorganization and the nominal value of the Company's shares issued.

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33. 資本及儲備 (續)

(c) 儲備之性質及用途 (續)

(iii) 購股權儲備

購股權儲備包括未獲行使之已授出購股權之公平值部分，該部分公平值乃根據附註2(q)(ii)有關以股份為基礎之付款之會計政策確認。

(iv) 匯率波動儲備

外匯儲備包括所有換算海外業務財務報表所產生之外匯差異。該儲備根據附註2(u)所載之會計政策處理。

(v) 法定儲備

根據適用中國法規，本集團若干中國附屬公司須將其10%除稅後溢利(經抵銷過往年度虧損)分撥至法定儲備，直至儲備達註冊股本之50%。儲備轉撥須於向股東分派股息前作出。經相關當局批准後，法定儲備可用於抵銷累計虧損或增加附屬公司之註冊股本，惟於前述事件後，結餘不少於其註冊股本之25%。

33. CAPITAL AND RESERVE (continued)

(c) Nature and purpose of reserves (continued)

(iii) Share option reserve

The share option reserve comprises the portion of the fair value of unexercised share options granted that has been recognised in accordance with the accounting policy adopted for share-based payments in note 2(q)(ii).

(iv) Exchange fluctuation reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2(u).

(v) Statutory reserve

Pursuant to applicable PRC regulations, certain PRC subsidiaries in the Group are required to appropriate 10% of their profit after tax (after offsetting prior year losses) to the statutory reserve until such reserve reaches 50% of their registered capital. Transfers to the reserve must be made before distribution of dividends to shareholders. Upon approval by relevant authorities, the statutory reserve can be utilised to offset the accumulated losses or to increase the registered capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

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33. 資本及儲備(續)

(d) 資本管理

本集團資本管理之主要目的是確保本集團能持續經營及維持健康的資本比率，以支持業務並實現股東價值之最大化。

本集團管理其資本結構並根據經濟狀況變動對其作出調整。要維持或調整資本結構，本集團或需調整對股東之股息支付、向股東歸還資本或發行新股份。截至2012年及2011年12月31日止年度，管理資本之目標、政策或程序並無變更。

本集團以資產負債比率監察資本，資產負債比率即債務淨額除以權益加上債務淨額。債務淨額按銀行貸款、應付貿易賬款及應付票據、其他應付款項及應計費用(不包括遞延收入、客戶存款、中國政府補貼及擔保撥備)減現金及現金等價物計算。權益指本公司擁有人之應佔權益(不包括股本)。本集團之政策是將資產負債比率維持在合理之水平上。於各報告期末之資產負債比率如下：

		本集團 The Group	
		2012年 2012	2011年 2011
		人民幣千元 RMB'000	人民幣千元 RMB'000
銀行貸款	Bank loans	144,599	261,590
應付貿易賬款及應付票據	Trade and bills payables	119,440	69,439
其他應付款項及應計費用	Other payables and accruals	40,846	33,827
減：現金及現金等價物 (附註25)	Less: Cash and cash equivalents (note 25)	(77,104)	(70,487)
債務淨額	Net debt	227,781	294,369
總權益	Total equity	441,866	440,571
權益及債務淨額	Equity and net debt	669,647	734,940
資產負債比率	Gearing ratio	34%	40%

33. CAPITAL AND RESERVE (continued)

(d) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2012 and 2011.

The Group monitors capital using a gearing ratio, which is net debt divided by equity plus net debt. Net debt is calculated as the sum of bank loans, trade and bills payables, and other payables and accruals (excluding deferred income, deposits from customers, grants from PRC government and provision of warranty) less cash and cash equivalents. Equity represents equity attributable to owners of the Company (excluding share capital). The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting periods are as follows:

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34. 業務合併

於2012年9月25日，本集團與賣方訂立一份股份購買協議（「股份購買協議」），據此，本集團有條件地同意以人民幣36,000,000元之應付代價（「應付代價」），收購從事電池製造及銷售業務之深圳市宇陽能源有限公司及其附屬公司（「能源集團」）之100%股本權益。倘能源集團截至2012年12月31日止年度之經審核綜合利潤淨額（已除稅但未扣除非經常性項目）少於人民幣8,000,000元（「保證利潤」），則該金額會予以調整。該收購事項已於2012年11月12日完成。

其中賣方（「原賣方」）為霜女士（本公司之非執行董事（於2013年1月25日辭任）兼股東）、廖先生（本公司及深圳市宇陽投資集團有限公司「深圳宇陽投資」之執行董事（於2013年9月18日辭任）兼股東）。陳先生、廖先生及徐先生（於2013年9月18日退任）均為本公司執行董事，彼等與霜女士均為深圳宇陽投資之股東。

倘已除稅但未扣除非經常性項目之經審核綜合利潤淨額（「實際利潤淨額」）少於保證利潤，賣方須向本集團支付按下列公式計算之一筆款項（「差額補償」）：

差額補償 = (保證利潤 - 經審核利潤淨額) X 4.5

倘能源集團於2012年全年之經審核財務報表內錄得虧損淨額，實際利潤淨額應視為零。

經扣除差額補償的應付代價（「或然應付代價淨額」）無論如何不得低於能源集團於有關經審核財務報表內錄得於2012年12月31日之資產淨值。

本集團應於2013年12月31日或賣方與本集團議定之較後日期支付代價。

本公司董事認為，透過業務合併，本集團可開拓在可再生能源領域應用廣泛的電池業務。

34. BUSINESS COMBINATION

On 25 September 2012, the Group entered into a share purchase agreement ("Share Purchase Agreement") with the vendors, pursuant to which the Group has conditionally agreed to purchase 100% of the equity interest of Shenzhen Eyang Energy Company Limited and its subsidiary (the "Energy Group") which was engaged in the manufacture and sale of batteries, for a consideration payable of RMB36 million ("Consideration Payable"). The amount would be adjusted if the audited consolidated net profit after tax and before extraordinary items of the Energy Group for the year ended 31 December 2012 should be less than RMB8 million ("Guaranteed Profit"). The acquisition was completed on 12 November 2012.

The vendors ("Original Vendors") were Ms. Shuang, non-executive director (who resigned on 25 January 2013) and shareholder of the Company and Mr. Liao, executive director (who resigned on 18 September 2013) and shareholder of the Company, and Shenzhen Eyang Investment Group Limited ("SZ Eyang Investment"). Mr. Chen, Mr. Liao and Mr. Xu (retired on 18 September 2013), executive directors of the Company and Ms. Shuang were the shareholders of SZ Eyang Investment.

In the event that the audited consolidated net profit after tax and before extraordinary items ("Actual Net profit") is less than the Guaranteed Profit, the vendors should pay to the Group an amount ("Shortfall Compensation") calculated in accordance with the following formula:

Shortfall Compensation = (Guaranteed Profit - Audited Net Profit) X 4.5

If the Energy Group should record a net loss in the audited financial statements for the full year of 2012, the Actual Net Profit shall be deemed to be zero.

The Consideration Payable after deduction of the Shortfall Compensation ("Net Contingent Consideration Payable") shall not in any event be lower than the net assets of the Energy Group as at 31 December 2012 in such audited financial statements.

The consideration should be settled by the Group on 31 December 2013 or on such later date as both vendors and the Group may agree.

The directors of the Company considered that the business combination would allow the Group to expand into the battery business, which had a wide application on renewable energy.

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Notes to the Financial Statements

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34. 業務合併 (續)

由於能源集團於截至2012年12月31日止年度錄得虧損淨額，調整後代價應等於能源集團於2012年12月31日之經審核資產淨值。

自收購日期起至報告期末止期間，能源集團於截至2012年12月31日止年度為本集團帶來收入人民幣11,199,000元及虧損人民幣4,846,000元。

倘收購事項在2012年1月1日發生，本集團截至2012年12月31日止年度之收入及虧損將分別為人民幣618,430,000元及人民幣9,142,000元。董事認為，該等「備考」數字為對合併後集團表現按年化基準作出的近似計量，為日後期間之比較提供一個參考點。

34. BUSINESS COMBINATION (continued)

As the Energy Group recorded a net loss for the year ended 31 December 2012, the adjusted consideration should equal to the audited net asset of the Energy Group as at 31 December 2012.

During the period from the date of acquisition to the end of the reporting period, the Energy Group contributed RMB11,199,000 to the revenue of the Group and a loss of RMB4,846,000 to the loss of the Group for the year ended 31 December 2012.

Had the acquisition occurred on 1 January 2012, the revenue and loss of the Group for the year ended 31 December 2012 would have been RMB618,430,000 and RMB9,142,000 respectively. The directors considered these 'pro-forma' numbers represent an approximate measurement of the performance of the combined group on an annualized basis for providing a reference point for comparison in future periods.

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Notes to the Financial Statements

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

34. 業務合併 (續)

下表概述於收購當日購買能源集團之代價，以及所收購資產及所承擔負債之公平值。

34. BUSINESS COMBINATION (continued)

The following table summarises the consideration paid for Energy Group, the fair value of assets acquired and liabilities assumed at the acquisition date.

		人民幣千元 RMB'000
代價：	Consideration:	
於收購日期	At acquisition date	
或然應付代價淨額之公平值	Fair value of the Net Contingent Consideration Payable	3,510
<hr/>		
於收購日期之可識別收購資產及承擔負債之公平值如下：	The fair values of the identifiable assets acquired and liabilities assumed at the acquisition date were as follows:	
廠房及設備	Plant and equipment	2,799
現金及銀行結餘	Cash and bank balances	885
應收貿易賬款	Trade receivables	36,834
預付款項、按金及其他應收款項	Prepayments, deposits and other receivables	19,258
存貨	Inventories	5,145
應付稅項	Tax payable	(8,292)
應付貿易賬款	Trade payables	(36,133)
應計費用及其他應付款項	Accruals and other payables	(15,810)
<hr/>		
可識別淨資產	Identifiable net assets	4,686
彌償資產應收款項	Indemnification asset receivable	8,292
視作股東注資	Deemed contribution from the shareholders	(9,468)
<hr/>		
		3,510
<hr/>		
因收購事項而產生的現金流入：	Cash inflow arising on acquisition:	
已收購的現金及現金等價物結餘	Cash and cash equivalents balance acquired	885
<hr/>		

於收購當日，或然應付代價淨額之公平值指以下較高者之現值：(i) 應付代價超出估計差額補償之部分或(ii) 經審核財務報表中能源集團於2012年12月31日之估計資產淨值。

At the date of acquisition, the fair value of the Net Contingent Consideration Payable represented the present value of the higher of (i) excess of the Consideration Payable over the estimated Shortfall Compensation or (ii) the estimated net assets of the Energy Group as at 31 December 2012 in the audited financial statements.

財務報表附註

Notes to the Financial Statements

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

34. 業務合併 (續)

估計差額補償及經審核財務報表中能源集團於2012年12月31日之估計資產淨值，均採用收益法，根據Monte Carlo模擬法對能源集團截至2012年12月31日止年度作出之預測回報釐定。根據股份購買協議，或然應付代價淨額(未貼現)之範圍應介乎人民幣零元至人民幣36百萬元。

於收購日期之後，或然應付代價淨額之公平值利用不可觀察數據(第3級)計量從人民幣3,510,000元減至零，其原因是能源集團於截至2012年12月31日止年度錄得虧損淨額，以及於2012年12月31日錄得負債淨額人民幣352,000元。

收購相關成本人民幣410,000元已從轉讓代價剔除，並於綜合全面收益表中確認為本年度之行政費用。

由於本集團收購能源集團所轉讓之代價總額低於所收購淨資產之公平值，視作股東注資人民幣9,468,000元即時於儲備的實繳盈餘中確認。

公平值分別為人民幣36,834,000元及人民幣10,092,000元之收購應收貿易賬款及其他應收款項，其總合約金額分別為人民幣36,834,000元及人民幣10,092,000元。於收購日期，對預期無法收回的合約現金流量之最佳估計為零。

賣方在合約上同意向本集團補償收購前撥備不足之應付稅項。本集團已確認一項彌償資產人民幣8,292,000元，與獲彌償負債之公平值相等。與獲彌償負債一樣，由於用於估算該負債的結果或假設範圍並無任何變動，彌償資產之確認金額於2012年12月31日並無任何變動。

34. BUSINESS COMBINATION (continued)

The estimated Shortfall Compensation and the estimated net assets of the Energy Group as at 31 December 2012 in the audited financial statements were determined by applying income approach and projected payoff using the Monte Carlo simulation for the year ended 31 December 2012 of the Energy Group. In accordance with the Share Purchase Agreement, the range of outcomes (undiscounted) of the Net Continent Consideration Payable should be RMB nil to RMB36 million.

Subsequent to the acquisition date, the fair value of the Net Contingent Consideration Payable decreased from RMB3,510,000 to nil, which used unobservable input (level 3), as a result of the fact that Energy Group recorded a net loss for the year ended 31 December 2012 and had net liabilities at 31 December 2012 was RMB352,000.

Acquisition related costs amounting to RMB410,000 have been excluded from the consideration transferred and have been recognised as administrative expenses in the current year in the consolidated statement of comprehensive income.

As the total consideration transferred by the Group for the acquisition of Energy Group was lowered than the fair value of the net assets acquired, deemed contribution from the shareholders of RMB9,468,000 was recognised immediately in contribution surplus in the reserve.

The acquired trade and other receivables with a fair value of RMB36,834,000 and RMB10,092,000 respectively had gross contractual amount of RMB36,834,000 and RMB10,092,000 respectively. The best estimate at the acquisition date of contractual cash flows not expected to be collected is nil.

The vendors have contractually agreed to indemnify the Group for the underprovision of tax payable for the pre-acquisition period. An indemnification asset of RMB8,292,000 equivalent to the fair value of the indemnified liability, has been recognised by the Group. As is the case with the indemnified liability there has been no change in the amount recognised for the indemnification asset as at 31 December 2012, as there has been no change in the range of outcomes or assumptions used to develop the estimate of the liability.

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34. 業務合併 (續)

於2012年12月31日後，於2013年11月15日，本集團與原賣方訂立股份出售協議（「股份出售協議」），據此議定原賣方購回能源集團之100%股本權益（「出售事項」）。此外，由於根據香港公認會計原則編製之能源集團之經審核財務報表於股份出售協議簽署當日尚未落實，本集團及原賣方已協定修訂股份購買協議之條款，將有關能源集團之「經審核綜合賬目」之提述修訂為能源集團之「未經審核綜合管理賬目」。本集團與原賣方進一步確認本集團根據股份購買協議應向原賣方支付之或然應付代價淨額應調整為人民幣9,200,000元（「經調整應付代價」），即於該等未經審核綜合管理賬目所記錄能源集團於2012年12月31日之資產淨值。

股份出售協議於2013年12月24日舉行的股東特別大會上獲批准、確認及追認，而出售事項已於2013年12月27日完成。

根據股份出售協議，原賣方應向本集團支付之應付代價總額為人民幣10,400,000元，其中人民幣9,200,000元（「抵銷代價」）被用於抵銷經調整應付代價，而餘下代價人民幣1,200,000元，須由原賣方於2013年12月31日或之後以現金支付。能源集團已於2013年12月27日完成出售。

本公司董事認為，收購能源集團之經調整應付代價乃截至2012年12月31日止年度後之未調整事項，而收購能源集團之代價應以2012年9月25日簽署的股份購買協議為基礎，並根據香港財務報告準則第3號業務合併按公平值估值。

34. BUSINESS COMBINATION (continued)

Subsequent to 31 December 2012, on 15 November 2013, the Group entered into a share disposal agreement (“Share Disposal Agreement”) with the Original Vendors under which it was agreed that the Original Vendors should repurchase 100% of the equity interest of the Energy Group (“Disposal”). In addition, since the audited financial statements of the Energy Group prepared in accordance with the generally accepted accounting principles in Hong Kong have not yet been finalized as at signing date of the Share Disposal Agreement, the Group and the Original Vendors agreed to amend the terms of the Share Purchase Agreement such that references to “audited consolidated accounts” of the Energy Group were amended to “unaudited consolidated management accounts” of the Energy Group. The Group and the Original Vendors further confirmed that the amount of Net Contingent Consideration Payable by the Group to the original vendors under the Share Purchase Agreement should be adjusted to RMB9,200,000 (“Adjusted Consideration Payable”) being the amount of the net assets of the Energy Group at 31 December 2012 as recorded in such unaudited consolidated management accounts.

The Share Disposal Agreement was approved, confirmed and ratified by an extraordinary general meeting held on 24 December 2013 and the Disposal was completed on 27 December 2013.

Pursuant to the Share Disposal Agreement, the total consideration payable by the Original Vendors to the Group was RMB10,400,000 in which RMB9,200,000 (“Set-off Consideration”) was set off against the Adjusted Consideration Payable and the remaining consideration of RMB1,200,000 shall be satisfied by the Original Vendors in cash on 31 December 2013 or later. The disposal of Energy Group was completed on 27 December 2013.

The directors of the Company considered that the Adjusted Consideration Payable for the acquisition of the Energy Group was a non-adjusting event after the year ended 31 December 2012 and the consideration for the acquisition of Energy Group should be based on the Share Purchase Agreement signed on 25 September 2012 and should be valued at fair value in accordance with HKFRS 3 *Business Combinations*.

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35. 承擔

(a) 經營租約承擔

(i) 作為出租人

本集團

本集團根據經營租約安排租出投資物業(附註17)，經商討之租約年期由1年至6年不等。

於2012年12月31日，本集團根據與租戶訂立於下列期間到期之不可撤回經營租約，有應收未來最低租金總額如下：

35. COMMITMENTS

(a) Operating lease commitments

(i) As lessor

The Group

The Group leases its investment properties (note 17) under operating lease arrangements, with leases negotiated for terms ranging from one to six years.

At 31 December 2012, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
1年內	Within one year	4,470	4,724
第2至5年(包括首尾2年)	In the second to fifth years, inclusive	2,903	2,751
		7,373	7,475

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

35. 承擔 (續)

(a) 經營租約承擔 (續)

(ii) 作為承租人

本集團

本集團根據經營租約安排租用若干廠房及辦事處物業。經商討之租約年期為2年。

於2012年12月31日，本集團根據於下列期間到期之不可撤回經營租約，有應付未來最低租金總額如下：

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
1年內	Within one year	273	340
第2年	In the second year	–	305
		273	645

(b) 資本承擔

35. COMMITMENTS (continued)

(a) Operating lease commitments (continued)

(ii) As lessee

The Group

The Group leases certain of its factories and office premises under operating lease arrangements. Leases for properties are negotiated for terms of two years.

At 31 December 2012, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

(b) Capital commitments

		本集團 The Group	
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
已訂約但未撥備：	Contracted, but not provided for:		
樓宇	Buildings	–	7,710
廠房及機器	Plant and machinery	115	17,820
		115	25,530

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

36. 關連方交易及結餘

本集團於年內與關連方之重大交易及於報告期末與關連方之結餘如下：

(a) 經常性之交易

關連方名稱 Name of parties	交易性質 Nature of transactions	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
東莞市光通實業有限公司 (「東莞光通」) (i) Dongguan Guangtong Enterprise Co., Ltd. ("DG Guangtong") (i)	自東莞光通收到之租金收入 (iv) (vi) Rental income received from DG Guangtong (iv) (vi)	57	57
東莞市德陽實業有限公司 (東莞德陽) (ii) Dongguan Deyang Industrial Co., Ltd. ("DG Deyang") (ii)	自東莞德陽收到之租金收入 (iv) (vii) Rental income received from DG Deyang (iv) (vii)	36	36
深圳億通 (iii) SZ Eycom (iii)	向深圳億通銷售 MLCC (v) Sale of MLCC to SZ Eycom (v)	4,438	2,119
	自深圳億通收到之租金收入 (iv) (viii) Rental income received from SZ Eycom (iv) (viii)	1,993	867

附註：

- (i) 東莞光通之股東為本公司執行董事陳先生之兄弟姐妹。
- (ii) 東莞德陽之股東為本公司之股東羅展麗女士之兄弟。
- (iii) 深圳億通之最終股東為本公司董事陳先生、羅女士及廖先生。
- (iv) 本集團與關連方訂立之租約協議按互相協定之條款訂立。
- (v) 該等交易按一般商業條款進行。
- (vi) 於2012年12月31日，人民幣227,000元(2011年：人民幣227,000元)計入經營租約承擔(見附註35(a)(i))。
- (vii) 於2012年12月31日，人民幣72,000元(2011年：人民幣108,000元)計入經營租約承擔(見附註35(a)(i))。
- (viii) 於2012年12月31日，人民幣4,257,000元(2011年：人民幣1,069,000元)計入經營租約承擔(見附註35(a)(i))。

Notes:

- (i) The shareholders of DG Guangtong are the brothers and sisters of Mr. Chen, an executive director of the Company.
- (ii) The shareholders of DG Deyang are the brothers of Ms. Luo Zhanli, a shareholder of the Company.
- (iii) The ultimate shareholders of SZ Eycom are Mr. Chen, Ms. Shuang and Mr. Liao, directors of the Company.
- (iv) The tenancy agreements entered into between the Group and the related parties are based on mutually agreed terms.
- (v) The transactions were conducted in accordance with normal commercial terms.
- (vi) At 31 December 2012, RMB227,000 (2011: RMB227,000) was included in the operating lease commitments as set out in note 35 (a)(i).
- (vii) At 31 December 2012, RMB72,000 (2011: RMB108,000) was included in operating lease commitments as set out in note 35 (a)(i).
- (viii) At 31 December 2012, RMB4,257,000 (2011: RMB1,069,000) was included in operating lease commitments as set out in note 35 (a)(i).

36. RELATED PARTY TRANSACTIONS AND BALANCES

The Group had the following material transactions with related parties during the year and balances with related parties at the end of the reporting period:

(a) Recurring transactions

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36. 關連方交易及結餘(續)

36. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(b) 非經常交易

(b) Non-recurring transactions

I. 收取之服務費

I. Service fee received

關連方名稱 Name of parties	交易性質 Nature of transactions	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
深圳億通 SZ Eycom	自深圳億通收取之服務費(i) Service fee received from SZ Eycom (i)	95	39

II. 收購附屬公司

II. Acquisition of subsidiaries

截至2012年12月31日止年度，本集團向深圳宇陽投資、霜女士及廖先生(均為本公司關連方)收購能源集團之全部股權。詳情載於附註34。

During the year ended 31 December 2012, the Group acquired the entire equity interest in the Energy Group from SZ Eyang Investment, Ms. Shuang and Mr. Liao, related parties of the Company. The details were set out in note 34.

III. 電池銷售

III. Sale of battery

關連方名稱 Name of parties	交易性質 Nature of transactions	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
深圳億通 SZ Eycom	向深圳億通銷售電池(ii) Sale of battery to SZ Eycom (ii)	51	—

IV. 購買移動手機

IV. Purchase of mobile phone

關連方名稱 Name of parties	交易性質 Nature of transactions	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
深圳億通 SZ Eycom	自深圳億通購買移動手機(ii) Purchase of mobile phone from SZ Eycom (ii)	198	—

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36. 關連方交易及結餘(續)

(b) 非經常交易(續)

附註：

- (i) 本集團與深圳億通訂立物流合作協議，據此，深圳億通將向本集團支付每筆交易之服務費(根據深圳億通指示按本集團運輸之貨物價值之0.3%計算)。
- (ii) 該等交易按一般商業條款進行。

(c) 關連方結餘

本集團

36. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(b) Non-recurring transactions (continued)

Notes:

- (i) The Group and SZ Eycom have entered into a logistics cooperation agreement under which SZ Eycom will pay to the Group for each transaction a service fee which will be calculated at 0.3% of the value of the goods which are shipped by the Group as instructed by SZ Eycom.
- (ii) The transactions were conducted in accordance with normal commercial terms.

(c) Balances with related parties

The Group

		最高未結算金額 Maximum amount outstanding			
		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000	2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
應收款項	Due from				
東莞光通	DG Guangtong	4,437	2,648	4,437	2,765
東莞德陽	DG Deyang	129	824	829	837
深圳億通	SZ Eycom	1,022	3,267	3,267	3,267
香港億通科技有限公司 (「香港億通」)(i)	Hong Kong Eycom Technology Co., Limited ("HK Eycom") (i)	4,986	–	4,986	–
安徽世紀億通數碼科技 有限公司(「安徽億通」)(ii)	Anhui Century Eycom Digital Technology Co., Ltd. ("Anhui Eycom") (ii)	295	–	295	–
		10,869	6,739		

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36. 關連方交易及結餘(續)

(c) 關連方結餘(續)

本集團及本公司

		最高未結算金額			
		2012年	2011年	2012年	2011年
		2012	2011	2012	2011
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
應付款項	Due to				
EY Ocean Management Limited (「EY Ocean」) (iii)	EY Ocean Management Limited ("EY Ocean") (iii)	35	35*	35	35
Legend New-Tech Investment Limited (「Legend New-Tech」) (iii)	Legend New-Tech Investment Limited ("Legend New-Tech") (iii)	4	4*	4	4
Ever-win Management Limited (「Ever-win」) (iii)	Ever-win Management Limited ("Ever-win") (iii)	1	1*	1	1
ShengXue Management Limited (「ShengXue」) (iv)	ShengXue Management Limited ("ShengXue") (iv)	-	1*	1	1
		40	41*		

* 金額均計入2011年12月31日之其他應付款項。

附註：

- (i) 香港億通之股東為本公司股東羅展麗女士之兄弟。
- (ii) 安徽億通之最終股東為本公司董事陳先生、霜女士及廖先生。
- (iii) EY Ocean、Legend New-Tech及Ever-win均為本公司股東。
- (iv) ShengXue為本公司股東。
- (v) 截至2012年及2011年12月31日止年度，關連方結餘均為無抵押、免息及於要求時償還。
- (vi) 該等結餘之賬面值與其公平值相若。

36. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(c) Balances with related parties (continued)

The Group and the Company

		Maximum amount outstanding			
		2012年	2011年	2012年	2011年
		2012	2011	2012	2011
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
應付款項	Due to				
EY Ocean Management Limited (「EY Ocean」) (iii)	EY Ocean Management Limited ("EY Ocean") (iii)	35	35*	35	35
Legend New-Tech Investment Limited (「Legend New-Tech」) (iii)	Legend New-Tech Investment Limited ("Legend New-Tech") (iii)	4	4*	4	4
Ever-win Management Limited (「Ever-win」) (iii)	Ever-win Management Limited ("Ever-win") (iii)	1	1*	1	1
ShengXue Management Limited (「ShengXue」) (iv)	ShengXue Management Limited ("ShengXue") (iv)	-	1*	1	1
		40	41*		

* The amounts were included in other payables during as at 31 December 2011.

Notes:

- (i) The shareholder of HK Eycom is the brother of Ms. Luo Zhanli, a shareholder of the Company.
- (ii) The ultimate shareholders of Anhui Eycom are Mr. Chen, Ms. Shuang and Mr. Liao, directors of the Company.
- (iii) EY Ocean, Legend New-Tech and Ever-win are the shareholders of the Company.
- (iv) ShengXue was the shareholder of the Company.
- (v) For the years ended 31 December 2012 and 2011, the balances with related parties are unsecured, interest-free and repayable on demand.
- (vi) The carrying amounts of these balances approximate their fair values.

財務報表附註

Notes to the Financial Statements

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

36. 關連方交易及結餘(續)

(d) 主要管理層人員之薪酬

本集團主要管理層人員之薪酬(包括附註11所披露支付予本公司董事之金額)如下:

		2012年 2012 人民幣千元 RMB'000	2011年 2011 人民幣千元 RMB'000
股權結算以股份為基礎之付款	Equity-settled share-based payment	-	25
短期僱員福利	Short-term employee benefits	2,251	2,631
僱員離職後福利	Post-employment benefits	62	110
		2,313	2,766

37. 財務風險管理之目的及政策

本集團之主要金融工具(衍生工具除外)包括計息銀行貸款、現金及銀行結餘及已抵押銀行存款。這些金融工具之主要目的乃為本集團之經營籌措資金。本集團擁有多項直接從其營運產生之其他金融資產及負債，例如應收貿易賬款及應付貿易賬款。

本集團金融工具涉及之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會審核並批准管理各項風險之政策，有關政策概述如下。

36. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(d) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 11 is as follows:

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise interest-bearing bank loans, cash and bank balances and pledged bank deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

財務報表附註

Notes to the Financial Statements

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

37. 財務風險管理之目的及政策 (續)

(a) 公平值

本集團及本公司

於2012年及2011年12月31日，所有金融工具之賬面值與其公平值之間不存在重大差別。

(b) 信貸風險

本集團

- (i) 信貸風險指因交易對方日後不履行其合約責任而導致本集團承受財務虧損之風險。本集團已採納一項政策規定僅與信譽良好的交易對方進行交易，以此方式減少違約財務虧損風險。
- (ii) 就應收貿易賬款及其他應收款項及應收關連方款項而言，為將風險降至最低，管理層已設定信貸政策，持續監察該等信貸風險。本集團定期對各個主要債務人之財務狀況及情況進行信貸評估。該等評估主要針對債務人過往付款記錄及當前支付能力，並考慮債務人及其運營所在經濟環境之特定資料。本集團並未就其金融資產要求給予擔保。應收貿易賬款一般自賬單日期起計2到5個月內到期。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Fair values

The Group and the Company

All financial instruments are carried at amounts not materially different from their fair values at 31 December 2012 and 2011.

(b) Credit risk

The Group

- (i) Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.
- (ii) In respect of trade and other receivables and amounts due from related parties, in order to minimise risk, the management has a credit policy in place and the exposure to these credit risks are monitored on an ongoing basis. Credit evaluation of debtors' financial position and condition is performed on each and every major debtor periodically. These evaluations focus on the debtors' past history of making payments when due and current ability to pay, and take into account information specific to the debtor as well as pertaining to the economic environment in which the debtor operates. The Group does not require collateral in respect of its financial assets. Trade receivables are usually due within 2 to 5 months from the date of billing.

財務報表附註

Notes to the Financial Statements

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

37. 財務風險管理之目的及政策 (續)

(b) 信貸風險 (續)

本集團 (續)

- (iii) 就應收貿易賬款而言，本集團所面對之信貸風險主要受每名客戶的個別特徵影響。客戶營運所在行業之違約風險亦對信貸風險有影響。於報告期末，由於本集團之最大客戶及5個最大客戶之到期應收貿易賬款、應收關連方款項及應收票據分別達13% (2011年：1%) 及23% (2011年：11%)，因此本集團面對一定的集中信貸風險。經考慮本集團客戶之信譽、信貸風險措施及壞賬之歷史水平，董事認為，該集中信貸風險不會令本集團承受重大信貸違約風險。
- (iv) 由於交易對方為國際信貸評級機構賦予較高信貸評級之銀行，因此流動資金之信貸風險有限。

本公司

董事認為，應收附屬公司款項無重大信貸風險，原因是該等附屬公司之財務基礎雄厚且擁有良好信譽。由於65% (2011年：73%) 的應收附屬公司款項均來自一家附屬公司，因此本公司擁有集中信貸風險。

由於銀行存款及銀行結餘乃存放於在香港具良好聲譽及信貸評級之銀行，因此相關信貸風險被視為極微。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Credit risk (continued)

The Group (continued)

- (iii) In respect of trade receivables, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry in which customers operate also has an influence on credit risk. At the end of the reporting period, the Group has a certain concentration of credit risk as 13% (2011: 1%) and 23% (2011: 11%) of the trade receivables, amounts due from related parties and bills receivables was due from the Group's largest customer and the five largest customers respectively. Taking into account the creditworthiness of the Group's customers, the credit risk measures and the historical levels of the bad debts, the directors consider that such concentration of credit risk would not result in significant credit default exposure to the Group.
- (iv) In respect of the credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Company

The directors consider that there is no significant credit risk on receivables from subsidiaries given their strong financial background and good credibility. The Company has concentration of credit risk as 65% (2011: 73%) on the amounts due from subsidiaries is due from one subsidiary.

The credit risk for bank deposits and bank balances exposure is considered minimal as such amounts are placed in banks in Hong Kong with good reputation and credit ratings.

財務報表附註

Notes to the Financial Statements

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

37. 財務風險管理之目的及政策 (續)

(c) 利率風險

本集團

本集團面對的市場利率變動風險主要與本集團附有浮動利率之債務義務及附有固定利率之短期定期存款有關。

本集團之現金流量利率風險主要與浮動利率銀行借款有關(該等借款詳情見附註29)。關於該等浮動利率借款，本集團致力保持若干部分借款為固定利率，為此，本集團已訂立利率掉期合約，以對沖浮動利率變動所引致之現金流量潛在變動之風險(詳情見附註29)。然而，截至2012年12月31日止年度，所有利率掉期合約已到期，且概無訂立新掉期合約，管理層持續監察利率浮動，並考慮於需要時進一步對沖利率風險。

本集團之銀行貸款實際利率及還款期均載於財務報表附註29。

(i) 利率情況

下表詳述本集團借款於報告期末之利率情況：

		本集團 The Group			
		2012年 2012		2011年 2011	
		實際利率 Effective interest rate %	人民幣千元 RMB'000	實際利率 Effective interest rate %	人民幣千元 RMB'000
浮息借款：	Variable rate borrowings:				
銀行貸款	Bank loans	1.11–7.22	144,599	3.36–6.72	261,590
借款總額	Total borrowings		144,599		261,590

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Interest rate risk

The Group

The Group exposed to the risk of changes in market interest rates relates primarily to the Group's debt obligations with variable interest rates and time deposits with fixed interest rates which are short term.

The Group's exposure to cash flow interest rate risk in relates primarily to variable-rate bank borrowings (see note 29 for details of these borrowings). In relation to these variable-rate borrowings, the Group aims at keeping certain proportion of its borrowings at fixed rates. In order to achieve this result, the Group had entered into interest rate swap contracts to hedge against its exposure to potential variability of cash flows arising from changes in variable interest rates (see note 29 for details). However, during the year ended 31 December 2012, all the interest rate swap contracts expired and no new swap contract was taken up. The management continuously monitors interest rate fluctuation and will consider further hedging interest rate risk should the need arise.

The effective interest rates and terms of repayment of the bank loans of the Group are set out in note 29 to the financial statements.

(i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

財務報表附註

Notes to the Financial Statements

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

37. 財務風險管理之目的及政策 (續)

(c) 利率風險 (續)

(ii) 敏感度分析

以下敏感度分析均根據於報告期末非衍生金融工具之利率風險而釐定。就浮息借款而言，相關分析乃假設報告期末之未償付借款於全年度均未償付。該分析按2011年之同一基準進行。

於2012年12月31日，倘利率整體上升／下降100個基點，在所有其他變量保持不變之情況下，估計本集團之稅後虧損及留存盈利將增加／減少約人民幣1,133,000元(2011年：集團之稅後溢利及留存盈利增加／減少約人民幣2,002,000元)。其他部分的綜合權益不會因利率整體上升／下降而改變。

本公司

董事認為，利率風險對本公司之影響並不重大。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Interest rate risk (continued)

(ii) Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative financial instruments at the end of the reporting period. For variable-rate borrowings, the analysis is prepared assuming the borrowings outstanding at the end of the reporting period were outstanding for the whole year. The analysis is performed on the same basis for 2011.

At 31 December 2012, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's loss after tax and retained profits by approximately RMB1,133,000 (2011: increase/decrease the group's profit after tax and retained profits by approximately RMB2,002,000). Other components of consolidated equity would not change in response to the general increase/decrease in interest rates.

The Company

The directors consider that the interest rate risk is insignificant for the Company.

財務報表附註

Notes to the Financial Statements

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

37. 財務風險管理之目的及政策 (續)

(d) 貨幣風險

本集團

本集團有交易貨幣風險。該風險由經營組別實體以實體功能貨幣以外的貨幣進行銷售、購買或銀行貸款引起。本集團在簽立購買及銷售合同時傾向接受避免或分散外匯風險之條款，以盡量減低交易貨幣風險。本集團對外幣收入及開支作延展預測，並配合所產生之貨幣及金額，從而緩和匯率波動對業務之影響。

下表詳列本集團於報告期末所承受的貨幣風險，該等貨幣風險乃因按相關實體的功能貨幣以外的貨幣計值的已確認資產或負債而產生。就呈報目的而言，風險額以人民幣列示，並以年終日的即期匯率換算。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(d) Currency risk

The Group

The Group has transactional currency exposures. Such exposures arise from sales, purchases or bank loans by operating group entities in currencies other than the entities' functional currencies. The Group tends to accept foreign currency exchange risk avoidance or allocation terms when arriving at purchase and sale contracts to minimise its transactional currency exposures. The Group takes rolling forecast on the foreign currency revenue and expenses, and matches the currency and the amounts incurred, so as to alleviate the impact on business due to exchange rate fluctuations.

The following table details the group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the year end date.

		外幣風險 (以人民幣為單位)					
		Exposure to foreign currencies (expressed in RMB)					
		2012年			2011年		
		2012			2011		
		美元	港元	日圓	美元	港元	日圓
		United States	Hong Kong	Japanese	United States	Hong Kong	Japanese
		Dollars	Dollars	Yen	Dollars	Dollars	Yen
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
應收貿易帳款及其他應收款項	Trade and other receivables	31,116	19,846	-	16,751	16,668	780
抵押存款、現金及銀行結餘	Pledged deposits and cash and bank balances	16,933	8,933	-	1,804	4,124	-
應付貿易帳款及其他應付款項	Trade and other payables	(57,907)	(8,405)	(3,894)	(19,789)	(1,540)	(5,786)
銀行貸款	Bank loans	(114,478)	-	-	(71,403)	-	(107)
已確認資產及負債所產生的淨風險	Net exposure arising from recognised assets and liabilities	(124,336)	20,374	(3,894)	(72,637)	19,252	(5,113)

財務報表附註

Notes to the Financial Statements

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

37. 財務風險管理之目的及政策 (續)

(d) 貨幣風險 (續)

本集團 (續)

下表列示在所有其他因素保持不變下於報告期末美元、港元及日圓之間之匯率合理地可能變動對本集團之除稅前溢利而構成之敏感度。

		2012年 2012		2011年 2011	
		除所得稅前 溢利 增加/ (減少)		除所得稅前 溢利 增加/ (減少)	
		比率增加/ (減少) Increase/ (decrease) in rate		比率增加/ (減少) Increase/ (decrease) in rate	
		in profit before income tax 人民幣千元 RMB'000		in profit before income tax 人民幣千元 RMB'000	
美元	United States dollars	5 (5)	(6,217) 6,217	5 (5)	(3,632) 3,632
港元	Hong Kong dollars	5 (5)	1,019 (1,019)	5 (5)	963 (963)
日圓	Japanese Yen	5 (5)	(195) 195	5 (5)	(256) 256

本公司

本公司現時並無制定外幣對沖政策。然而，董事監察其外匯風險並於需要時將考慮對沖重大外幣風險。本公司預期沒有任何重大貨幣風險會對本公司之營運業績造成重大影響。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(d) Currency risk (continued)

The Group (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the United States dollar, Hong Kong dollar and Japanese yen exchange rates, with all other variables held constant, of the Group's profit before tax.

The Company

The Company currently does not have a foreign currency hedging policy. However, the directors monitor its foreign exchange exposures and will consider hedging significant foreign currency exposures should the need arises. The Company does not expect any significant currency risk which might materially affect the Company's result of operations.

財務報表附註

Notes to the Financial Statements

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

37. 財務風險管理之目的及政策 (續)

(e) 流動資金風險

本集團及本公司使用循環流動資金計劃工具監察其資金短缺風險。此工具考慮其金融工具及金融資產(如應收貿易賬款)之到期日及預計經營之現金流量。

本集團及本公司之政策是維持充足現金及現金等價物，及透過銀行貸款以應付其營運資金需要。

於報告期末，本集團及本公司之金融負債根據訂約未貼現款項之到期情況如下：

本集團

		2012年 2012 合約未貼現現金流出 Contractual undiscounted cash outflow			於12月31日 之賬面值 Carrying amount at 31 December
		於要求時	少於1年	總計	
		On demand	Less than 1 year	Total	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
銀行貸款	Bank loans	-	145,200	145,200	144,599
應付貿易賬款及 應付票據	Trade and bills payables	-	119,440	119,440	119,440
其他應付款項及應計費用	Other payables and accruals	-	28,980	28,980	28,980
應付關連方款項	Due to related parties	40	-	40	40
		40	293,620	293,660	293,059

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(e) Liquidity risk

The Group and the Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. trade receivables) and projected cash flows from operations.

The Group's and the Company's policy is to maintain sufficient cash and cash equivalents and have available funding through bank loans to meet its working capital requirements.

The maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

The Group

財務報表附註

Notes to the Financial Statements

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

37. 財務風險管理之目的及政策 (續)

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(e) 流動資金風險 (續)

(e) Liquidity risk (continued)

本集團 (續)

The Group (continued)

		2011年 2011			於12月31日 之賬面值 Carrying amount at 31 December 人民幣千元 RMB'000
		合約未貼現現金流出 Contractual undiscounted cash outflow			
		於要求時	少於1年	總計	
		On demand	Less than 1 year	Total	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
銀行貸款	Bank loans	-	263,444	263,444	261,590
應付貿易賬款及 應付票據	Trade and bills payables	-	69,439	69,439	69,439
其他應付款項及應計費用	Other payables and accruals	-	31,746	31,746	31,746
		-	364,629	364,629	362,775

本公司

The Company

		2012年 2012			於12月31日 之賬面值 Carrying amount at 31 December 人民幣千元 RMB'000
		合約未貼現現金流出 Contractual undiscounted cash outflow			
		於要求時	少於1年	總計	
		On demand	Less than 1 year	Total	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
其他應付款項及應計費用	Other payables and accruals	-	2,798	2,798	2,798
應付附屬公司款項	Due to subsidiaries	15,298	-	15,298	15,298
應付關連方款項	Due to related parties	40	-	40	40
		15,338	2,798	18,136	18,136

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Notes to the Financial Statements

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

37. 財務風險管理之目的及政策 (續)

(e) 流動資金風險 (續)

本公司 (續)

	2011年 2011			於12月31日 之賬面值 Carrying amount at 31 December 人民幣千元 RMB'000
	合約未貼現現金流出 Contractual undiscounted cash outflow			
	於要求時	少於1年	總計	
	On demand	Less than 1 year	Total	
	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
其他應付款項及應計費用 Other payables and accruals	–	1,241	1,241	1,241
應付附屬公司款項 Due to subsidiaries	23,275	–	23,275	23,275
	23,275	1,241	24,516	24,516

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(e) Liquidity risk (continued)

The Company (continued)

38. 直接及最終控股公司及最終控 股方

於2012年12月31日，董事認為，於英屬處女群島註冊成立之EY SHINE Management Limited (「EY Shine」) 為最終母公司，而於英屬處女群島註冊成立之EY Ocean Management Limited (「EY Ocean」) 為直接母公司。EY Shine及EY Ocean沒有編製公開財務報表。本公司之最終控股方為EY Shine。

38. IMMEDIATE AND ULTIMATE HOLDING COMPANY AND ULTIMATE CONTROLLING PARTY

At 31 December 2012, the directors consider the ultimate parent company to be EY SHINE Management Limited ("EY Shine") which is incorporated in British Virgin Islands, and the immediate parent company to be EY Ocean Management Limited ("EY Ocean"), which is incorporated in the British Virgin Islands. EY Shine and EY Ocean did not produce financial statements available for public use. The ultimate controlling party of the Company is EY Shine.

39. 報告期後未作調整之事項

- 於2013年6月28日，有關香港威長(營運移動手機業務)自動清盤之決議案獲通過，清盤程序啟動。詳情載於附註2(b)(ii)。
- 於2013年11月15日，本集團與原賣方訂立股份出售協議，原賣方同意購回能源集團之全部股權。詳情載於附註34。

39. NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

- On 28 June 2013, the resolution for the voluntary winding-up of HK Weichang, which operated the Mobile Phone Business, was passed and the winding-up process commenced. The details are set out in note 2(b)(ii).
- On 15 November 2013, the Group entered into the share disposal agreement with the original vendors and the original vendors agreed to repurchase 100% of the equity interest of the Energy Group. The details are set out in note 34.

財務報表附註

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

40. 比較數字

為了與本年度呈報內容相一致，以及就2012年所披露項目提供比較金額，若干比較數字已予調整及重新分類。

40. COMPARATIVE FIGURES

Certain comparative figures have been adjusted and reclassified to conform to current year's presentation and to provide comparative amounts in respect of items disclosed in 2012.

41. 截至2012年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響

截至此等財務報表之發佈日期，國際會計標準委員會已發佈以下修訂本、新訂準則及詮釋，惟此等修訂本、新訂準則及詮釋於截至2012年12月31日止年度尚未生效，且未於此等財務報表中採納。

41. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012

Up to the date of issue of these financial statements, the ISAB has issued the following amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2012 and which have not been adopted in these financial statements.

國際會計準則第1號(修訂本)
IAS1 Amendments

國際財務報告準則第1號(修訂本)
IFRS 1 Amendments

國際財務報告準則第7號(修訂本)
IFRS 7 Amendments

國際財務報告準則第9號
IFRS 9

國際財務報告準則第10號
IFRS 10

國際財務報告準則第11號
IFRS 11

國際財務報告準則第12號
IFRS 12

國際財務報告準則第13號
IFRS 13

國際財務報告準則第9號(修訂本)及
國際財務報告準則第7號(修訂本)

IFRS 9 Amendments and IFRS 7
Amendments

國際財務報告準則第10號、第11號及
第12號(修訂本)

IFRS 10, IFRS 11 and IFRS 12 Amendments

國際財務報告準則第10號、第12號及
國際會計準則第27號(經修訂)之修訂本

IFRS 10, IFRS 12 and IAS 27 (Revised)
Amendments

國際財務報告準則第14號
IFRS 14

國際會計準則第1號財務報表呈列之修訂 — 其他全面收益項目之呈列¹
Amendments to IAS1 Presentation of Financial Statements

— *Presentation of Items of Other Comprehensive Income*¹

政府貸款²

*Government Loans*²

披露 — 抵銷金融資產及金融負債²

*Disclosures — Offsetting Financial Assets and Financial Liabilities*²

金融工具⁷

*Financial Instruments*⁷

綜合財務報表²

*Consolidated Financial Statements*²

合營安排²

*Joint Arrangements*²

披露其他實體權益²

*Disclosure of Interests in Other Entities*²

公平值計量²

*Fair Value Measurement*²

國際財務報告準則第9號強制性生效日期及過渡性披露⁷

*Mandatory Effective Date of IFRS 9 and Transition Disclosure*⁷

過渡指引²

*Transition Guidance*²

投資實體³

*Investment Entities*³

監管遞延賬目⁶

*Regulatory Deferral Accounts*⁶

財務報表附註

Notes to the Financial Statements

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

41. 截至2012年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響(續)

國際會計準則第19號(修訂本)
IAS 19 Amendments
國際會計準則第27號(經修訂)
IAS 27 (Revised)
國際會計準則第28號(經修訂)
IAS 28 (Revised)
國際會計準則第32號(修訂本)
IAS 32 Amendments
國際會計準則第36號(修訂本)
IAS 36 Amendments
國際會計準則第39號(修訂本)
IAS 39 Amendments
國際財務報告詮釋委員會詮釋第20號
IFRIC 20
國際財務報告詮釋委員會詮釋第21號
IFRIC 21
年度改進項目
Annual Improvements Projects
國際財務報告準則之修訂本
Amendments to IFRSs
國際財務報告準則之修訂本
Amendments to IFRSs

41. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012 (continued)

界定福利計劃：僱員供款⁴
Defined Benefit Plans: Employee Contribution⁴
獨立財務報表²
Separate Financial Statements²
於聯營公司及合營公司之投資²
Investments in Associates and Joint Ventures²
抵銷金融資產及金融負債³
Offsetting Financial Assets and Financial Liabilities³
非金融資產可收回金額披露³
Recoverable Amount Disclosures for Non-Financial Assets³
衍生工具更替及對沖會計法之延續³
Novation of Derivatives and Continuation of Hedge Accounting³
露天礦生產階段之剝採成本²
Stripping Costs in the Production Phase of a Surface Mine²
徵費³
Levies³
國際財務報告準則之年度改進(2009–2011週期)²
Annual Improvements to IFRSs 2009–2011 Cycle²
國際財務報告準則之年度改進(2010–2012週期)⁵
Annual Improvements to IFRSs 2010–2012 Cycle⁵
國際財務報告準則之年度改進(2011–2013週期)⁴
Annual Improvements to IFRSs 2011–2013 Cycle⁴

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Notes to the Financial Statements

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

41. 截至2012年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響(續)

- 1 於2012年7月1日或之後開始之年度期間生效
- 2 於2013年1月1日或之後開始之年度期間生效
- 3 於2014年1月1日或之後開始之年度期間生效
- 4 於2014年7月1日或之後開始之年度期間生效
- 5 於2014年7月1日或之後開始之年度期間生效，有限情況例外
- 6 於2016年1月1日或之後開始之首份年度國際財務報告準則財務報表期間生效
- 7 可供應用 — 強制性生效日期將於落實香港財務報告準則第9號之未生效階段時釐定

本集團正評估此等新訂及經修訂之國際財務報告準則於初步採納期間之預期影響。迄今為止本集團認為，採納此等新訂及經修訂之國際財務報告準則不大可能對本集團之經營業績及財務狀況有重大影響。

41. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2012 (continued)

- 1 Effective for annual periods beginning on or after 1 July 2012
- 2 Effective for annual periods beginning on or after 1 January 2013
- 3 Effective for annual periods beginning on or after 1 January 2014
- 4 Effective for annual periods beginning on or after 1 July 2014
- 5 Effective for annual periods beginning on or after 1 July 2014 with limited exceptions
- 6 Effective for first annual IFRS financial statements periods beginning on or after 1 January 2016
- 7 Available for application — the mandatory effective date will be determined when the outstanding phases of IFRS 9 are finalized

The Group is in the process of making an assessment of what the impact of these new and revised IFRSs is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.



宇陽控股(集團)有限公司
EYANG HOLDINGS (GROUP) CO., LIMITED