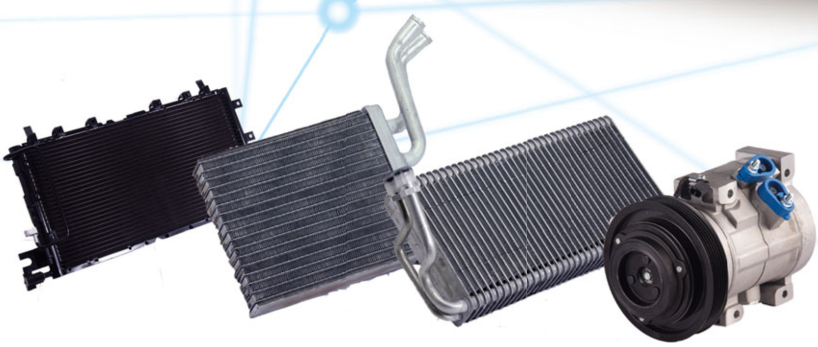
Shuanghua Holdings Limited
雙 樺 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
Stock Code : 1241



2014
Annual Report

Contents

Corporate Information

Company Name:	Shuanghua Holdings Limited
Registered Office:	Codan Trust Company (Cayman) Limited Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY-1111, Cayman Islands
Headquarters:	9/F, Tongsheng Building, No. 458 Fushan Road, Pudong, Shanghai, P.R.C. Postal Code: 200122
Hong Kong Principal Business Address:	2/F Eton Tower 8 Hysan Avenue Causeway Bay Hong Kong
Company Website:	http://www.shshuanghua.com
Telephone:	(86 21) 5058 6337
Fax:	(86 21) 5058 6337
Enquiry Email:	ir@shshuanghua.com
Financial Year End:	31 December
Board of Directors:	*Executive Directors* Mr. ZHENG Ping *(Chairman & Chief Executive Officer)* Ms. TANG Lo Nar *Non-executive Director* Ms. KONG Xiaoling *Independent non-executive Directors* Mr. ZHAO Fenggao Mr. HE Binhui Mr. CHEN Lifan

Corporate Information

Company Secretary:	Ms. TANG Lo Nar
Authorised Representatives:	Mr. ZHENG Ping Ms. TANG Lo Nar
Audit Committee:	Mr. HE Binhui *(Chairman)* Mr. ZHAO Fenggao Mr. CHEN Lifan
Remuneration Committee:	Mr. ZHAO Fenggao *(Chairman)* Mr. HE Binhui Mr. CHEN Lifan
Nomination Committee:	Mr. CHEN Lifan *(Chairman)* Mr. HE Binhui Mr. ZHAO Fenggao
Hong Kong Share Registrar:	Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Principal Banker:	China Construction Bank Corporation Shanghai Branch Fengxian Sub-branch No. 332 Jiefang Zhong Road, Nanqiao Town, Fengxian District, Shanghai, PRC
HKEx Stock Code:	1241.HK
Listing Date:	30 June 2011

Chairman's Statement

Dear Shareholders,

On behalf of the Board of directors ("Board") of Shuanghua Holdings Limited ("Shuanghua" or the "Company"), I am pleased to present to the shareholders of the Company ("Shareholders") the annual report of the Company and its subsidiaries (together the "Group") for the year ended 31 December 2014 (the "Year").

The Group remained in a period of transition in 2014 as it actively improved the order composition and client base of its automobile heat exchangers and developed its businesses in sales of automobile lubricants and auto maintenance services. In 2014, subsidiaries were established by the Group which were specialised in the sales of automobile lubricants and auto maintenance, laying the basic groundwork for the business despite the lack of recorded economic benefit. The Group reported operating revenue of RMB197.0 million for the year ended 31 December 2014, decreasing by RMB64.1 million compared to the same period of 2013. But a positive turnaround was achieved as net profit for the year ended 31 December 2014 amounted to RMB9.3 million.

In the future, we will carry on with the enhancement of production efficiency of our factories and the improvement of our production flow and product portfolio in our Company. Costs will be minimised in order to increase the profitability of our automobile heat exchangers. Meanwhile, a sound distribution and service network will be set up in the course of our expansion in the sales of automobile lubricants and auto maintenance services in order to create economies of scale and enhance their economic returns. We will also set a firm footing as we did in the capital market by identifying targets for the purpose of acquisition, investment, joint venture or entering into strategic alliances in order to accelerate our vertical and horizontal expansions.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express sincere gratitude to our Directors, business partners, management and the rest of our staff team. Thanks are also due to our Shareholders for their trust and support. With their backing and support, I am confident that the Group will steer through this period of transition, overcoming any difficulties and reverting to profitability to deliver greater and more sustainable value to Shareholders.

Zheng Ping
Chairman and CEO

Hong Kong
30 March 2015

Management Discussion and Analysis

BUSINESS REVIEW

The Group remained in a phase of transition during 2014. In order to ensure well-conducted operations of the Group with a view to realising the goal of achieving a positive turnaround set at the beginning of the year, the Group made painstaking efforts in maintaining profitability for existing businesses and exploring new ones. For maintaining profitability for existing businesses, the Group optimised its production flow and improved its production processing such that both production efficiency and product quality underwent enormous enhancement, leading to a decrease in production costs. Furthermore, the Group actively improved the order composition and client base of its automobile heat exchangers. In particular, orders with low or negative profitability were curtailed while orders and customers with higher returns were consolidated and ramped up. In so doing, the sales profit of the Company was secured. For exploring new businesses, the Group was actively engaged in developing its businesses in sales of automobile lubricants and auto maintenance services. In 2014, subsidiaries were established by the Group which were specialised in the sales of automobile lubricants and auto maintenance, laying the basic groundwork for the business despite the lack of recorded economic benefit. The Group reported operating revenue of RMB197.0 million for the year ended 31 December 2014, decreasing by RMB64.1 million compared to the same period of 2013. Due to the streamlined order composition, a decrease in production costs and the absence of any provision for asset impairment during the year, net profit for the year ended 31 December 2014 amounted to RMB9.3 million, an increase of RMB33.0 million compared to net loss of RMB23.7 million for the same period in 2013. Analyzed by product segment, revenue from sales of evaporators, condensers, heaters and others for the year ended 31 December 2014 amounted to RMB98.6 million, RMB59.6 million, RMB11.7 million and RMB27.1 million respectively. Analyzed by market segment, our domestic business for the year ended 31 December 2014 reported sales revenue of RMB158.0 million, while our international business for the year ended 31 December 2014 reported sales revenue of RMB39.0 million.

SALES IN THE DOMESTIC ORIGINAL EQUIPMENT MANUFACTURING ("OEM") MARKET

For the year ended 31 December 2014, the volume of the Group's evaporators, condensers and heaters sold in the domestic OEM market decreased by 4.3%, 18.3% and 52.9%, respectively, as compared to the same period in 2013. The notable decline in sales volume was attributable mainly to: (i) significantly reduced purchases from the Company by Macs (Baoding) Auto A/C Systems Co., Ltd. ("Macs"), BYD Automobile Co., Ltd. and Wuhu Bonaire Automotive Electrical Systems Co., Ltd., our major customers, as they enlarged the proportion of their self-manufactured production; and (ii) the adjustment in the Company's sales policies to decrease orders of low or negative profitability. Lower average selling prices for the year ended 31 December 2014 as compared to the same period in 2013, coupled with the notable decrease in sales volume, resulted in the decline of revenue from sales of evaporators, condensers and heaters in the domestic OEM market for the year ended 31 December 2014 by approximately 11.6%, 17.9% and 51.4%, respectively, as compared to the same period in 2013.

Other revenue from sales to the domestic market comprised primarily the sales of self-manufactured oil coolers, intercoolers and aluminium waste.

SALES IN THE DOMESTIC AFTER-SALE MAINTENANCE ("AM") MARKET

For the year ended 31 December 2014, the volume of the Group's evaporators and condensers sold in the domestic AM market decreased by approximately 31.6% and 6.7%, respectively, as compared to the same period in 2013, while the average unit selling prices of these two products also decreased at various rates. The decline was mainly attributable to the intense competition in the market and the Company's adjustment in its sales policies to curtail orders of low or negative profitability. As a result of the dwindled sales volume and unit selling prices, revenue from sales of evaporators and condensers in the domestic AM market for the year ended 31 December 2014 decreased by 19.6% and 20.0%, respectively, as compared to the same period in 2013. However, a positive turnaround was achieved by the sales of condensers in terms of gross profit from the loss recorded in 2013 with gross profit of RMB5.9 million for the year ended 31 December 2014. Gross profit of evaporators increased slightly to RMB4.0 million for the year ended 31 December 2014 from RMB3.9 million in 2013. Sales volume of heaters in this market was insignificant.

SALES TO INTERNATIONAL MARKETS

Our sales to international markets comprised primarily sales to the North American market. For the year ended 31 December 2014, the unit selling prices of the Group's self-manufactured evaporators, condensers and heaters in international markets remained stable with a slight decrease as compared to the same period in 2013. Sales volume of evaporators and condensers decreased by 43.3% and 43.6% respectively, as compared to the same period in 2013. Revenue from sales of these two products decreased by approximately 47.9% and 45.9%, respectively, which is mainly due to less purchases from our major customers as a result of the lack of customer diversification. Sales volume of heaters for the year ended 31 December 2014 increased significantly by 47.3% as compared to the same period in 2013 and exceeded 120,000 units sold, bringing in an increase in revenue by 46.0%. This is mainly attributable to the enlarged purchases by customers from the Company due to the Group's effective improvement in the production processes of our heaters in 2014 which enhanced our production efficiency, ensured timely delivery and product quality, and gained confidence of our customers. Due to the Group's adjustment in its sales policies and the decrease in production costs, increases at different rates were recorded in the gross profit margins of evaporators, condensers and heaters.

For the year ended 31 December 2014, there was no revenue recorded from sales of the Group's self-manufactured compressors to international markets. It is mainly attributable to the temporary termination of production and sales of self-manufactured compressors starting from March 2013 as a result of the proposed adjustment of the Group to its compressor projects by relocation and upgrade of facilities.

For the year ended 31 December 2014, the Group only recorded a minimal amount of sales in traded compressors. The substantial decline in the sales of traded compressors was mainly attributable to the move of the major supplier of the Group's traded compressors to operate its own compressor trading and sales business since the latter half of 2013, resulting in the significantly reduced quantity of traded compressors purchased by the Group from this supplier.

Other revenue from sales to international markets comprised primarily self-manufactured oil coolers, intercoolers, oil-water separators, evaporators and condenser cores, pipes and thermostats.

OUTLOOK AND STRATEGY

With the continued growth of private automobile ownership in China, the prolonged growth in the after-sales auto service market and the high profits that this market is able to bring as compared to those of the automobile manufacturing market will result in enormous market potential and development opportunities for after-sales auto accessories and service providers.

In the future, we will carry on with the enhancement of production efficiency of our factories and the improvement of our production flow and product portfolio in our Group. Costs will be minimised in order to increase the profitability of our automobile heat exchangers. Meanwhile, a sound distribution and service network will be set up in the course of our expansion in the sales of automobile lubricants and auto maintenance services in order to create economies of scale and enhance their economic returns. We will also set a firm footing as we did in the capital market by identifying targets for the purpose of acquisition, investment, joint venture or entering into strategic alliances in order to accelerate our vertical and horizontal expansions.

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2014, revenue was approximately RMB197.0 million, a decline of approximately RMB64.1 million or 24.5% from that of the corresponding period of 2013 of approximately RMB261.1 million.

The following table sets forth the breakdown of our revenue by products during the reporting period:

	For the year end 31 December 2014 RMB'000	**% of revenue**	For the year end 31 December 2013 RMB'000	% of revenue
Domestic – OEM – self-manufactured				
Evaporators	**73,630**	**37.4%**	83,317	31.9%
Condensers	**30,969**	**15.7%**	37,697	14.4%
Heaters	**4,219**	**2.2%**	8,688	3.3%
Others	**10,302**	**5.2%**	13,925	5.4%
Sub-total	**119,120**	**60.5%**	143,627	55.0%
Domestic – AM – self-manufactured				
Evaporators	**11,561**	**5.9%**	14,377	5.5%
Condensers	**16,793**	**8.5%**	20,978	8.0%
Heaters	**860**	**0.4%**	622	0.2%
Others	**9,684**	**4.9%**	4,304	1.6%
Sub-total	**38,898**	**19.7%**	40,281	15.3%
International – AM – self-manufactured				
Evaporators	**13,435**	**6.8%**	25,765	9.9%
Condensers	**11,809**	**6.0%**	21,816	8.4%
Heaters	**6,597**	**3.3%**	4,518	1.7%
Compressors	**–**	**–**	1,802	0.7%
Others	**4,061**	**2.1%**	5,907	2.3%
Sub-total	**35,902**	**18.2%**	59,808	23.0%
International – AM – trading				
Compressors	**95**	**0.1%**	751	0.3%
Others	**3,002**	**1.5%**	16,663	6.4%
Sub-total	**3,097**	**1.6%**	17,414	6.7%
Total	**197,017**	**100.0%**	261,130	100.0%

Gross profit and gross margin

For the year ended 31 December 2014, overall gross profit increased to approximately RMB51.1 million from RMB44.0 million for 2013. Gross profit from sales to domestic market was approximately RMB39.4 million, roughly equal to that of last year. Gross profit from sales to international market was approximately RMB11.8 million, representing an increase of approximately RMB7.6 million over the same period of last year. The decrease in our production cost and the Group's adjustment in its sales policies to curtail orders of low or negative profitability and consolidate those of high profitability led to an overall increase during the period in the Group's gross profit of RMB7.2 million over the same period of last year.

For the year ended 31 December 2014, overall gross margin was 26.0%, representing an increase from last year's overall gross margin of 16.8% in the same period of 2013.

The following table sets forth the breakdown of our gross profit by products during the reporting period:

Gross Profit	**For the year end 31 December 2014 RMB'000**	For the year end 31 December 2013 RMB'000
Domestic – OEM – self-manufactured		
Evaporators	**25,771**	30,273
Condensers	**700**	4,744
Heaters	**607**	2,126
Others	**190**	272
Sub-total	**27,268**	37,415
Domestic – AM – self-manufactured		
Evaporators	**3,999**	3,894
Condensers	**5,928**	(2,460)
Heaters	**(764)**	(11)
Others	**2,955**	946
Sub-total	**12,118**	2,369
International – AM – self-manufactured		
Evaporators	**5,859**	7,557
Condensers	**2,392**	4,464
Heaters	**2,492**	714
Compressors	**–**	(11,603)
Others	**216**	177
Sub-total	**10,959**	1,309
International – AM – trading		
Compressors	**10**	(168)
Others	**785**	3,050
Sub-total	**795**	2,882
Total	**51,140**	43,975

Other income and gains

Other income and gains decreased substantially by approximately RMB4.9 million from approximately RMB14.4 million for the year ended 31 December 2013 to approximately RMB9.5 million for the year ended 31 December 2014. This is mainly attributable to the gain from the disposal of an associate by the Group in 2013.

Share of profits of an associate

Our share of profits of an associate decreased from approximately RMB6.9 million for the year ended 31 December 2013 to nil for the year ended 31 December 2014. The decrease was attributable to the Group's disposal of all of its 49% equity interest of Macs on 31 October 2013 to the other shareholder of Macs, Great Wall Motor Co., Ltd., and its wholly-owned subsidiary, Billion Sunny Development Limited.

Selling and distribution costs

Selling and distribution costs comprised primarily staff-related costs, sales transportation fees, operating lease rental expenses, entertainment and travelling expenses. Selling and distribution costs decreased for the year ended 31 December 2014 mainly because: (a) the decrease in sales of the Group caused a decrease in sales-related transportation expenses, and (b) our effective streamlining of our staff led to a decrease in staff-related costs.

Administrative and other expenses

Administrative and other expenses comprised primarily staff-related costs, various local taxes and education surcharges, depreciation, amortization of land use rights, operating lease rental payments, agency service fees, research and development expenses and miscellaneous expenses. Administrative and other expenses for the year ended 31 December 2014 remained stable as compared to that for the year ended 31 December 2013.

Finance costs

Finance costs were nil for the year ended 31 December 2014 and RMB0.2 million for the corresponding period in 2013. The decrease in finance costs was mainly because the Group had no bank borrowings this year.

Income tax

For the year ended 31 December 2014, our overall income tax expense was approximately RMB3.3 million. We recorded a higher income tax expense of RMB17.5 million in the year ended 31 December 2013 because the Group disposed of its 49% equity interest in Macs in 2013, incurring capital gains tax of RMB2.2 million. Deferred income tax assets of prior years recognised by our subsidiaries, namely Shanghai Shuanghua Machinery Manufacturing Co., Ltd. and Shuanghua Hong Kong Limited, were reversed, resulting in deferred tax expense of RMB10.0 million for the year ended 31 December 2013.

Profit/(loss) for the year

Profit attributable to the owners of the parent was approximately RMB9.3 million for the year ended 31 December 2014, while the loss attributable to the owners of the parent over the same period of last year was approximately RMB23.7 million.

LIQUIDITY AND FINANCIAL RESOURCES

Net current assets

Our net current assets increased from approximately RMB320.8 million as at 31 December 2013 to approximately RMB335.5 million as at 31 December 2014. The increase in net current assets was primarily attributed to the increase in receivables and the decrease in payables.

Financial position and bank borrowings

As at 31 December 2014, the Group's cash and bank balances, most of which were denominated in RMB, amounted to approximately RMB165.7 million. As at 31 December 2013, the Group's cash and bank balances, most of which were denominated in RMB, amounted to approximately RMB174.6 million. As at 31 December 2014, the Group had no interest-bearing bank borrowings balance (31 December 2013: nil). As at 31 December 2013 and 2014, our gearing ratio, presented as a percentage of total interest-bearing liabilities divided by total assets, was 0.0%.

Save as aforesaid or otherwise disclosed in the notes to the financial statements, and apart from intra-group liabilities, as at the close of business on 31 December 2014, we did not have any outstanding mortgages, charges, debentures, debt securities or other loan capital or bank overdrafts or loans or other similar indebtedness or finance lease commitments, liabilities under acceptances or acceptance credits or hire purchase commitments, guarantees or other material contingent liabilities.

Our Directors have confirmed that there has not been any material change in the indebtedness and contingent liabilities of our Group since 31 December 2013.

Working capital

As at 31 December 2014, our gross inventories, mainly comprising raw materials, work-in progress and finished products, amounted to approximately RMB77.6 million, and approximately RMB83.3 million as at 31 December 2013. Our marketing team reviews and monitors our inventory level on a regular basis. For the year ended 31 December 2014, the average inventory turnover days was 201.2 days (for the year ended 31 December 2013: 141.6 days). Inventory turnover days are arrived at by dividing the arithmetic means of the opening and ending balances of inventory for the relevant period by cost of sales of the same period and multiplying the quotient by 365 days. The increase in inventory turnover was mainly attributable to the fact that sales declined amidst weak market sentiments.

For the year ended 31 December 2014, average turnover days of trade and notes receivables was 204.3 days (for the year ended 31 December 2013: 151.5 days). Trade and notes receivables turnover days are arrived at by dividing the arithmetic means of the opening and ending balances of trade and notes receivables for the relevant period by revenue of the same period and multiplying the quotient by 365 days. Increase in turnover days of trade and notes receivables was primarily attributable to increase in the percentage of sales to local customers, which generally requested for longer credit periods from us and used notes receivables with maturity period of 6 months to settle their outstanding amounts.

For the year ended 31 December 2014, average turnover days of trade and bills payables was 159.4 days (for the year ended 31 December 2013: 104.1 days). The actual payment period for our purchases was extended, as the Group slowed down its payment to suppliers in tandem with the slowdown of the Group's collection from customers, in order to maintain a sound level of cash flow.

CAPITAL EXPENDITURES, CAPITAL COMMITMENTS AND HUMAN RESOURCES

For the year ended 31 December 2014, capital expenditures were approximately RMB12.7 million, and approximately RMB24.3 million were paid for capital expenditures incurred for the year ended 31 December 2013 and accrued payments for land use rights as at 31 December 2012. Payment of capital expenditures decreased by approximately RMB11.6 million as compared to the same period of 2013, mainly attributable to the decrease in accrued capital expenditures as at 31 December 2013.

As at 31 December 2014, the Group had approximately 504 full-time employees including the management, sales, logistics supports and other ancillary personnel. The Group's total wages and salaries amounted to approximately RMB39.4 million for the year ended 31 December 2014. Our remuneration policy is primarily based on the job responsibilities, work performance and number of years of service of each employee and the current market conditions.

Pursuant to the relevant PRC labour laws and regulations, the Group has to pay contributions to a number of staff social insurance schemes (including medical, maternity, work injury, unemployment and pension insurances) and staff housing reserve funds. We provide social insurances and pay contributions to housing reserve funds for our employees in accordance with the interpretations to the relevant PRC labour laws and regulations given, and policies and measures executed by local government departments. We have established various welfare plans including the provision of pension funds, medical insurance, unemployment insurance and other relevant insurance for employees who are employed by our Group pursuant to the PRC rules and regulations and the existing policy requirements of the local government. Welfare benefits expenses for the year ended 31 December 2014 amounted to approximately RMB6.6 million. We have complied, in all material respects, with all statutory requirements on retirement contribution in the jurisdictions where our Group operates. The basic salary of each of our executive and non-executive Directors will be reviewed by the Audit Committee of the Board at the end of each financial year.

The determination of the remuneration to our Directors is based on remuneration of directors of comparable companies in the industry, time commitment, duties and responsibilities of our Directors in our Group and our operational and financial performance.

Material acquisitions and disposals

For the year ended 31 December 2014, save for the Group's contribution of RMB10.2 million to Shanghai Citgo Petroleum Co., Ltd, (上海希戈石油有限公司) on 25 December 2014, the Group had no material acquisitions and disposals.

Foreign exchange risk

The Group's operations are located in the PRC with RMB as the functional and presentation currency. The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the unit's functional currency. The currency exposure of the Group mainly comes from the appreciation of RMB against USD for overseas sales transactions denominated in USD. For the year ended 31 December 2014, approximately 22.1% of the Group's sales and no costs were denominated in currencies other than the functional currency of operating units making the sales and purchases. At present, the Group does not intend to hedge its exposure to foreign exchange fluctuations. However, the management constantly monitors the economic situation and the Group's foreign exchange risk profile and will consider appropriate hedging measures in the future should the need arise.

Contingent liabilities

As at 31 December 2014, the Group did not have any material contingent liabilities.

Pledge of assets

As at 31 December 2014 and 31 December 2013, the Group did not pledge any buildings or lands to secure our banking facilities granted.

As at 31 December 2014, the Group's cash and bank balances of RMB7,240,000 were pledged to secure bills payable of RMB10,500,000. As at 31 December 2013, the Group's cash and bank balances of RMB5,459,000 were pledged to secure bills payable of RMB15,300,000.

SHARE OPTION SCHEME

As at 31 December 2014, no share options were granted or exercised pursuant to the share option scheme adopted on 8 June 2011.

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

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the year.

USE OF PROCEEDS FROM THE INITIAL PUBLIC OFFER

The balance of proceeds from the Initial Public Offer of the Company as at 31 December 2013 was approximately RMB20.0 million. As announced in the announcement of the Group dated 18 June 2013 and 25 August 2014, the remaining proceeds from the Initial Public Offer of the Group of RMB20.0 million would be utilised for the relocation of its compressor projects. Among which RMB9.0 million for the construction of the main building of the plant; RMB3.0 million for the installation of facilities, utilities and security equipment; RMB3.0 million for the relocation, upgrade and decoration of equipment, and RMB5.0 million for working capital. Currently, the construction of the main building of the plant has been completed. A balance of approximately RMB10.0 million of the proceeds from the Initial Public Offer of the Company remained unutilised.

FINAL DIVIDEND

The Board does not recommend the payment of any final dividend for the year ended 31 December 2014 (31 December 2013: nil).

Report of the Directors

The directors have pleasure in submitting their report together with the audited financial statements of the Group for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its subsidiaries are set out in Note 15 to the financial statements. There was no significant change in its activities during the year.

SEGMENT INFORMATION

An analysis of the Group's performance for the year by business and geographical segments is set out in Note 4 to the financial statements.

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 December 2014 and the state of affairs of the Group and the Company at that date are set out in the financial statements on pages 33 to 93.

The directors do not recommend payment of any dividend in respect of the year ended 31 December 2014 (2013: Nil).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in Note 13 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in Note 27 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2014, the Company's distributable reserves calculated under Companies Law of the Cayman Islands comprise the share premium and retained earnings amounting to RMB444,871,000.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in Note 28 to the consolidated financial statements and in the consolidated statement of changes in the equity, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles and there was no restriction against such rights under the laws of Cayman Islands.

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

The Company has not redeemed any of its listed securities during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities during the year (2013: Nil).

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

Executive Directors
Mr. Zheng Ping *(Chairman & Chief Executive Officer)*
Ms. Tang Lo Nar

Non-executive Director
Ms. Kong Xiaoling

Independent Non-executive Directors
Mr. Zhao Fenggao
Mr. He Binhui
Mr. Chen Lifan

In accordance with the article 84 of the Articles of the Company, Mr. He Binhui, Ms. Tang Lo Nar and Mr. Chen Lifan will retire by rotation at the forthcoming annual general meeting and, being eligible, had offered themselves for re-election as Directors of the Company.

DIRECTORS' SERVICES CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS

The directors' interests in contracts are set out in Note 33 to the consolidated financial statements. Apart from the foregoing, no other contracts of significance in relation to the Group's business to which the Company, its holding companies or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MANAGEMENT CONTRACTS

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

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Details of biological details of directors and senior management are set out on pages 21 to 23 of this annual report.

CONNECTED TRANSACTIONS

For the year ended 31 December 2014, the following connected transactions were, and will be continued to be, carried out by our Group in the ordinary and usual course of business, on either normal commercial terms or terms no less favorable to our Group than those available from independent third parties, and are expected to continue in the foreseeable future.

Continuing connected transactions

Since 1 January 2011, the Group has leased its three office premises located in Shanghai from Shanghai Automart Investment Co., Ltd. (“Shanghai Automart”), where 58% of its equity interest is held by Ms. Kong Xiaoling (“Ms. Kong”), our non-executive Director, the other 42% of its equity interest is held by Mr. Dong Zongde (“Mr. Dong”), one of our shareholders for a term of 3 years from 1 January 2011 to 31 December 2013. Please refer to the section headed “Biography of Directors and Senior Management” of this annual report for the particulars of Ms. Kong. On 12 February 2014, three subsidiaries of the Company, namely Shanghai Shuanghua Autoparts Co., Ltd. (“Shanghai Shuanghua”), Shanghai Youshen Industry Co., Ltd. (“Youshen Industry”) and Shanghai Shuanghua Auto Component Co., Ltd. (“Shuanghua Auto Components”), as lessees, entered into the Lease Renewal Agreements with Shanghai Automart, as the lessor in respect of the office premises for a further term of two years from 1 January 2014 to 31 December 2015. The Lease Renewal Agreements and the Lease Agreements were similar in nature, involving the same entities and same office premises previously disclosed in the Company’s prospectus dated 17 June 2011 and 2012 Annual Reports respectively. Upon entering into the Lease Renewal Agreements, the monthly rentals were adjusted and increased by reference to the prevailing market price and the annual caps have been refreshed to RMB2,000,000. The Group is based in Shanghai and needs the Premises for its operations. The Directors are of the view that substantial time and costs can be saved if the Group can remain in its existing office premises instead of moving to another office building. The Directors (including the independent non-executive Directors) consider that the continuing connected transactions under the Lease Renewal Agreements have been entered into: (1) in the ordinary and usual course of the Group’s business; (2) on normal commercial terms; and (3) on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. The Directors (including the independent non-executive Directors) also consider that the refreshed annual caps are fair and reasonable and in the interests of the shareholders of the Company as a whole. During the year, the Group has paid rental of RMB1,229,000 (2013: RMB1,153,000) to Shanghai Automart. According to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”), Shanghai Automart is an associate of Ms. Kong and Mr. Dong and thus a connected person. As Shanghai Automart is a connected person, the above office lease rentals paid constitute continuing connected transactions of our Company under Rule 14A.14 of the Listing Rules.

In addition, pursuant to a supply agreement entered on 23 May 2011 for a term of 3 years from 1 January 2011 to 31 December 2013, the Group did not purchase any goods (2013: RMB2,817,000) during the year from Shanghai Youchen Aluminum Materials Co., Ltd. (“Shanghai Youchen”), where 50% of its equity interest is held by Mr. Dong. According to the Listing Rules, Mr. Dong is a connected person of the Company as he holds 100% equity interest of Shuanghua International Limited which is a substantial shareholder of the Company. Shanghai Youchen is an associate of Mr. Dong and thus a connected person. As Shanghai Youchen is a connected person, the purchasing transactions in 2013 constitute continuing connected transactions of our Company under Rule 14A.14 of the Listing Rules.

In this regard, the Company has obtained a three-year waiver pursuant to Rule 14A.42(3) of the Listing Rules from the Stock Exchange to exempt the above continuing connected transactions from strict compliance with the announcement requirement at the time of its listing in June 2011 on the basis that:

(i) our Directors have undertaken that our Company has complied with the applicable requirements under Chapter 14A of the Listing Rules; and

(ii) the aggregate value of the each of the above continuing connected transactions described above for the year did not exceed the relevant cap and each of the percentage ratios (other than the profit ratio) under Chapter 14 of the Listing Rules. Our Directors (including our independent non-executive Directors) confirm that the above transactions have been agreed in arm's length terms and on the market price and they are of the view that the transactions have been entered into in the usual and ordinary course of business of our Group and are in the interest of our Group and our Shareholders as a whole.

Shu Lun Pan Union (HK) CPA Limited, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 Auditor's Letter on Continuing Connected Transactions under the Listing Rules issued by the Hong Kong Institute of Certified Public Accountants.

Details of the related party transactions of the Group are set out in Note 33 to consolidated financial statements. The Directors (including our independent non-executive Directors) believe that the related party transactions set out in Note 33 to the consolidated financial statements are carried out in the ordinary course of business and on normal commercial terms. The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the related party transactions.

During the year under review, save for the leasing of office premises from Shanghai Automart as set out above, no other transaction listed in Note 33 to the consolidated financial statements constituted connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules.

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

As at 31 December 2014, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO); or which were required to be recorded in the register kept by the Company under Section 352 of SFO or as otherwise notified to the Company and Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Long positions in shares

a) *The Company:*

	Number of ordinary shares				
Name of directors	**Personal interests**	**Family interests**	**Corporate interests**	**Total**	**Percentage of issued share capital**
Mr. Zheng Ping *(note 1)*	–	–	282,750,000	282,750,000	43.5%
Ms. Kong Xiaolling *(note 2)*	–	282,750,000	–	282,750,000	43.5%

Notes:

1. Mr. Zheng Ping holds 100% interest in Youshen International Group Limited ("Youshen Group") and he is deemed to be interested in the 282,750,000 shares held by Youshen Group.

2. Ms. Kong Xiaoling is the non-executive Director and the spouse of Mr. Zheng Ping.

Save as disclosed above, as at 31 December 2014, none of the directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

INTERESTS DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDER

As at 31 December 2014, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be required to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Long positions in shares

Name	Capacity	Nature of interest	Number of ordinary shares	Percentage of issued share capital
Youshen Group *(note 1)*	Beneficial interest	Corporate	282,750,000	43.5%
Shuanghua International *(note 2)*	Beneficial interest	Corporate	169,876,000	26.13%

Notes:

1. Mr. Zheng Ping is an executive Director and Mr. Zheng Ping holds 100% interest in Youshen Group and he is deemed to be interested in the 282,750,000 shares held by Youshen Group.

2. Mr. Dong Zongde is a former Director. Mr. Dong Zongde holds 100% interest in Shuanghua International Limited ("Shuanghua International") and he is deemed to be interested in the 169,876,000 shares held by Shuanghua International.

Save as disclosed, as at 31 December 2014, the Directors were not aware of any persons (not being a Director or chief executive of the Company) who had an interest or short position in the Shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be required to be recorded in the register kept by the Company pursuant to section 336 of the SFO.

MAJOR CUSTOMERS AND SUPPLIERS

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

Sales	
– the largest customer	22.19%
– five largest customers combined	46.12%

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

Purchases	
– the largest supplier	22.65%
– five largest suppliers combined	39.26%

Except for sales to Macs and purchase of goods from Shanghai Youchen and the leasing of office premises from Shanghai Automart, a related company of the Company, as disclosed in Note 33 to the consolidated financial statements, none of the Directors, their respective associates and shareholders of the Company (which to the knowledge of the Directors own more than 5% of the issued capital of the Company) had any interest in any of the five largest customers and suppliers of the Group for the financial year ended 31 December 2014.

DISPOSAL OF THE ASSOCIATE COMPANY

On 31 October 2013, the Group disposed its 49% equity interest in Macs for a consideration of RMB29,906,700. There was no such disposal during the year.

NEW JOINT VENTURES AND SUBSIDIARIES

On 7 August 2014, the Company signed a Joint Venture Investment Agreement via its non-wholly owned subsidiary, Shanghai Eagle Star Investment Limited (上海鷹之星投資有限公司) ("Eagle Star Investment"), with Shanghai Southern Economic Development Group Oil Limited (上海南方經濟發展集團油品有限公司) to set up Three Joint Venture Companies, of which the approved names are (1) Shanghai Eagle Star Petrochemical Co., Ltd. (上海鷹之星石油化工有限公司) (2) Shanghai Xcel Lubricants Co., Ltd. (上海傲賽潤滑油有限公司) (3) Shanghai Citgo Petroleum Co., Ltd. (上海希戈石油有限公司).

Shanghai Southern Economic Development Group Oil Limited has not paid up the capital for the 49% equity interests it subscribed in the Three Joint Venture Companies pursuant to the Joint Venture Investment Agreement. On 6 January 2015, Shanghai Eagle Star and Shanghai Southern Economic Development Group Oil Limited entered into an agreement where Shanghai Southern Economic Development Group Oil Limited has transferred its 49% equity interests in (3) Shanghai Citgo Petroleum Co., Ltd. (上海希戈石油有限公司) at RMB1 to Shanghai Eagle Star. After taking up the 49% equity interests in (3) Shanghai Citgo Petroleum Co. Ltd (上海希戈石油有限公司) from Shanghai Southern Economic Development Group Oil Limited, Shanghai Eagle Star holds the entire equity interests in (3) Shanghai Citgo Petroleum Co., Ltd. (上海希戈石油有限公司).

In view of the above change, it shall defer its capital injection into (1) Shanghai Eagle Star Petrochemical Co., Ltd. (上海鷹之星石油化工有限公司) (2) Shanghai Xcel Lubricants Co., Ltd. (上海傲賽潤滑油有限公司). The Company confirms that in accordance with the original Joint Venture Investment Agreement, Shanghai Eagle Star has paid up RMB10.2 million as capital to (3) Shanghai Citgo Petroleum Co., Ltd. (上海希戈石油有限公司) on 25 December 2014 while the capital in relation to the newly taken up 49% equity interests will be injected before 30 June 2015.

As (3) Shanghai Citgo Petroleum Co., Ltd. (上海希戈石油有限公司) is not a significant subsidiary (as defined in the Listing Rules) of the Company, pursuant to the Listing Rules, Shanghai Southern Economic Development Group Oil Limited does not constitute as a connected person of the Company although it is a potential shareholder of (3) Shanghai Citgo Petroleum Co. Ltd (上海希戈石油有限公司).

On 29 December 2014, the Company, through Eagle Star Investment, its non-wholly owned subsidiary, set up a joint venture, Shanghai Eagle Star Auto Technology Co., Ltd. (上海鷹之星汽車技術有限公司), with Shanghai Jinge Vocational and Technical Training School (上海景格職業技術培訓學校), an independent third party, with a registered capital of RMB1.0 million and of which Eagle Star Investment owns 56.25%.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float as required under the Listing rules.

INTEREST CAPITALISED

The Group has not capitalised any interest during the year.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company confirmed that annual confirmations of independence were received from each of the Company's independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and all Independent Non-executive Directors are considered to be independent.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the directors nor their respective associates is interested in any business that competes with or is likely to compete, either directly or indirectly, with the business of the Group.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, at no time during the year ended 31 December 2014 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 94.

AUDITORS

The financial statements of the Group prepared in accordance with the Hong Kong Financial Reporting Standards for the year ended 31 December 2014 have been audited by Shu Lun Pan Union (HK) CPA Limited, who will retire at the forthcoming annual general meeting on 23 June 2015, and be succeeded by BDO Limited. Such change was due to the merger of Shu Lun Pan Union (HK) CPA Limited and BDO Limited on 1 January 2015. BDO Limited will succeed Shu Lun Pan Union (HK) CPA Limited after its retirement.

On behalf of the Board
Zheng Ping
Chairman and Chief Executive Director

Shanghai, 30 March 2015

Biography of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Zheng Ping (鄭平), aged 57, is our executive Director, the chairman and the chief executive officer of our Company. He is the founder of our Group and joined our Group in 2002. He was appointed to the Board on 19 November 2010. He is primarily responsible for reviewing and implementing our Group's overall development strategy. From 1983 to 1990, he was the teacher of power plant department of the Navy Engineering University of the People's Liberation Army of China (中國人民解放軍海軍工程大學). From 1990 to 1993, he worked in Fuzhou Far East Auto Parts Company Limited (福州遠東汽車配件有限公司), the business scope of which is mainly manufacture of auto parts, as vice general manager. From 1994 to 2001, he was a director and the general manager of Shanghai Youshen International Trade Company Limited (上海友申國際貿易有限公司), the business scope of which is mainly international trade and trade consultancy. From 2002 to 2008, Mr. Zheng served as the director of BVI Automart. In 2005, Mr. Zheng was appointed as the chairman of Shanghai Automart and the chairman and general manger of Shanghai Shuanghua. Since 2007, Mr. Zheng has been serving as the chairman of the board of directors and general manager of Shanghai Shuanghua. From 1979, he studied on a full-time basis in the Navy Engineering University of the People's Liberation Army of China (中國人民解放軍海軍工程大學) and has obtained his bachelor's degree majoring in Electrical Combustion Management in 1983. Mr. Zheng is the spouse of Ms. Kong Xiaoling.

Ms. Tang Lo Nar (鄧露娜), aged 42, is our executive Director, the chief financial officer and the company secretary of the Company. Ms. Tang was the company secretary of two Hong Kong main board listed companies, namely Asia Resources Holdings Limited (stock code: 899) and Karce International Holdings Company Limited (stock code: 1159), for the periods from 31 December 2008 to 1 April 2010 and from 12 January 2009 to 1 April 2010, respectively, and the company secretary of a Hong Kong main board listed company, namely Yueshou Environmental Holdings Limited (stock code: 1191) from 2 March 2012 to 10 October 2014. She is a Fellow of the Association of Chartered Certified Accountants and a member of Hong Kong Society of Accountants, the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Tang obtained a master's degree in Applied Finance from University of Western Sydney in 2004, a master's degree in English for Professions from The Hong Kong Polytechnic University in 2002, and a bachelor's degree in Accountancy from The Hong Kong Polytechnic University in 1995. Ms. Tang has over 17 years of experience in accounting, tax, audit, company secretarial and finance. From 1995 to 2004, Ms. Tang worked in leading accounting firms, handling various matters of accounting, tax and audit matters. Since 2005, Ms. Tang began her own business by establishing a private company in Hong Kong to provide accounting, management consultancy, tax planning and company secretarial services. Ms. Tang, newly appointed as the executive director in April 2012, entered into service contract with the Company for a fixed term of three years from 13 April 2012, which may be terminated by not less than three months' notice in writing served by either party on the other and is subject to the retirement by rotation in accordance with the Articles of Association.

NON-EXECUTIVE DIRECTOR

Ms. Kong Xiaoling (孔小玲), aged 55, is our non-executive Director. Ms. Kong joined the Group in 2007 and was appointed to the Board on 8 June 2011. She is primarily responsible for supervising and providing advice to the Board. From 1983 to 1996, she worked in Wuhan City Automation Meter Factory (武漢市自動化儀錶廠) as technician of technology introduction office. From 1997 to 2004, Ms. Kong worked in Shanghai Youshen International Trade Company Limited (上海友申國際貿易有限公司), the business scope of which is mainly international trade and trade consultancy as director. From 2000 to 2007, she worked in Shanghai Zhong Zhi Trade Development Co., Ltd. (上海眾智貿易發展有限公司) as vice general manager. From 2007 to now, she has been appointed as the director of Shanghai Shuanghua. From 1980, Ms. Kong studied on a full-time basis in Huazhong College of Technology (華中工學院) (currently known as Huazhong University of Science and Technology (華中科技大學)) and obtained her diploma majoring in Detection Technology and Automatic Meter in 1983. She is the spouse of Mr. Zheng, our executive Director.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhao Fenggao (趙鳳高), aged 65, joined the Group in 2007 and was appointed as our Independent Non-executive Director on 8 June 2011. Mr. Zhao is also a member of the audit committee and the nomination committee, and the chairman of the remuneration committee of the Board. Mr. Zhao worked in the Shanghai Sanden Behr Automotive Air Conditioning Co., Ltd. (上海三電貝洱汽車空調有限公司) as vice general manger during 1990 to 1994 and as general manager during 1994 to 2001, primarily responsible for its overall management. From 2001 to 2007, he served as the director and general manager of SAIC Motor Corporation, Ltd. (上海汽車股份有限公司), mainly responsible for its overall management. In 2007, he joined Shanghai Shuanghua as independent director. From 1978 to 1982, he studied on a part-time basis in the Shanghai South District Workers Sparetime University (上海市南市區職工業餘大學) (currently known as Shanghai Huangpu Sparetime University (上海市黃浦區業餘大學)) and has obtained his diploma majoring in Automation Control in 1982. He was accredited as senior economist by the Shanghai Senior Professional and Technical Position Review Committee of Economics Series (Manufacture Industry) (上海市經濟系列(生產領域)高級專業技術職務任職資格審定委員會) in 2002. In 1989, he was qualified as an engineer by Intermediate Professional and Technical Position Review Committee of Shanghai Automotive Industry Corporation (Group) (上海汽車工業(集團)總公司中級專業技術職務任職資格評審委員會). Mr. Zhao has been awarded the National Major Management Innovation Achievement Award (Class 2) (國家重大管理創新成果二等獎) in 2001, the title of China Machinery Enterprise Management Masters (中國機械工業企業經營管理大師) in 2003, and the title of Leading Talent of the Shanghai State-owned System (上海市國資系統領軍人材) in 2005.

Mr. He Binhui (何斌輝), aged 47, joined the Group in 2007 and was appointed as our Independent Non-executive Director on 8 June 2011. Mr. He is also a member of the remuneration committee and the nomination committee, and the chairman of the audit committee of the Board. During 2000 to 2009, he has been serving as the head of capital market department and the general manger of the investment banking department of Shanghai office of China Galaxy Securities Co.,Ltd. (中國銀河證券有限責任公司). In 2007, he joined Shanghai Shuanghua as independent director. Since December 2009, he has been serving as the general manager assistant and the general manager of investment banking department of Cai Tong Securities Co. (財通證券有限公司). From 1987 to 1991, he studied Mathematics on a fulltime basis in the Ningbo University (寧波大學) and has obtained his bachelor's degree majoring in Science in 1991. From 1993 to 1996, he studied on a full-time basis in the Hangzhou Electronic Industry University (杭州電子工業學院) (currently known as Hangzhou Dianzi University (杭州電子科技大學)) and has obtained his master's degree of Economics majoring in Accounting in 1996. He was qualified as auditor in 1997 by Beijing Institute of Chartered Accountants ("北京註冊會計師協會").

Mr. Chen Lifan (陳禮璠), aged 76, joined the Group and was appointed as our Independent Non-executive Director on 8 June 2011. Mr. Chen is also a member of the audit committee and remuneration committee, and the chairman of the nomination committee of the Board. From 1957 to 1962, he studied on a full-time basis in the Jilin University of Technology and has obtained his bachelor's degree majoring in automobile application engineering in 1962. In 2008, he attended and completed the training programme for independent executive directors hosted by Shenzhen Stock Exchange (深圳證券交易所). He worked as a professor and doctoral supervisor in the School of Automobile of Jilin University of Technology (吉林工業大學汽車學院), Jiaotong University (交通學院) and School of Automobile Engineering of Guoji University (國際大學汽車工程學院), CDHK (中德學院) and CDHAW (中德工程學院) and has over 40 years' experience in automobile engineering.

SENIOR MANAGEMENT

Mr. Zheng Ping (鄭平), aged 57, is our executive Director, the chairman and the chief executive officer of our Company. Biographical details of Mr. Zheng are set out in the paragraph headed "Executive Directors" under this section of this annual report.

Ms. Tang Lo Nar (鄧露娜), aged 42, is the executive Director, chief financial officer and our company secretary. Biographical details of Ms. Tang are set out in the paragraph headed "Executive Directors" under this section of this annual report.

Ms. Ding Shao Wan (丁紹文), aged 48. She is the vice general manager of Shanghai Shuanghua and general manager of Shuanghua Auto Components, the subsidiary of the Group, primarily responsible for the production management of the subsidiary and sales of auto accessories of the Group. During 1989 to 2000, Ms. Ding has been serving as the member of export sales and the manager of foreign trade department of foreign trade company in Xuzhou, Jiangsu Province. From 2000 to 2006, she has been serving as the member of export sales as well as Asian marketing manager and vice general manager of Shanghai Youshen International Trade Company Limited (上海友申國際貿易有限公司). From 2006 to 2011, she was the Asian marketing manager and vice general manager of Youshen Industry. Since 2012, she has been serving as the general manger of Shuanghua Auto Components. Since 2014, she was the vice general manager of Shanghai Shuanghua and during the period of 1985 to 1989, she studied on a fulltime basis in the Ocean University of China (中國海洋大學), and has obtained her bachelor's degree majoring in Sea-water Breeding.

COMPANY SECRETARY

Ms. Tang Lo Nar (鄧露娜), aged 42, is the executive Director, chief financial officer and our company secretary. Biographical details of Ms. Tang are set out in the paragraph headed "Executive Directors" under this section of this annual report.

Corporate Governance Report

It is the belief of the Board of Directors that corporate governance plays a vital part in maintaining the success of the Company. Various measures have been adopted to ensure that a high level of corporate governance is maintained throughout the operation of the Group. Save as to code provisions A.2.1, the Directors and/or the Company has complied with all the code provisions set out in Appendix 14 – Corporate Governance Code and Corporate Governance Report ("CG Code") of the Listing Rules for the financial year ended 31 December 2014.

THE BOARD

During the year ended 31 December 2014, the Board comprised two Executive Directors, one Non-executive Directors and three Independent Non-executive Directors. The Company has received from each of the Independent Non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that all the independent non-executive directors to be independent.

The Board schedules four meetings a year at approximately quarterly intervals. In addition, special Board meetings are held as necessary. During the financial year ended 31 December 2014, the Board held eight meetings. Details of the attendance of individual Directors are as follows:

		Attendance	
		AGM	Board of directors' meeting
(a)	**Executive Directors**		
	Mr. Zheng Ping	1/1	8/8
	Ms. Tang Lo Nar	1/1	8/8
(b)	**Non-executive Director**		
	Ms. Kong Xiaoling	1/1	8/8
(c)	**Independent Non-executive Directors**		
	Mr. Zhao Fenggao	0/1	8/8
	Mr. He Binhui	0/1	8/8
	Mr. Chen Lifan	1/1	8/8

Mr. Zheng and Ms. Kong are husband and wife. Save as disclosed above, there is no family or other material relationship among members of the Board.

Biographies, including relationships among members of the Board are shown on pages 21 to 23 under the section on "Biography of Directors and Senior Management".

ROLES OF DIRECTORS

The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Group. The principle roles of the Board are:

- to lay down the Group's objectives, strategies and policies;
- to monitor operating and financial performance; and
- to set appropriate policies to manage risks in pursuit of the Group's strategic objectives.

The Board has delegated the day-to-day operation responsibility to the management under the supervision of the Chief Executive Officer and various Board committees. Every newly appointed director, if any, is ensured to have a proper understanding on the operations and business of the Group and fully aware of his responsibilities under the relevant applicable legal and regulatory requirements. The senior management and the Company Secretary will conduct such briefing as is necessary to update the Board with legal and regulatory developments, business and market changes and the strategic development of the Group to facilitate the performance of their duties.

BOARD PROCESS

Proposed regular board meeting dates for a year are informed to each director at the beginning at the year. Formal notice of at least 7 days will be given in respect of a regular meeting. For special board meeting, reasonable notice will be given. Directors participated, either in person or through other electronic means of communication in the Board meetings.

The Board of Directors meets regularly at least 4 times every year. The Directors participated in person or through electronic means of communication. All notices of board meetings were given to all Directors, who were given an opportunity to include matters in the agenda for discussion. The finalised agenda and accompanying board papers were sent to all Directors at least 3 days prior to the meeting.

During regular meetings of the Board, the Directors discuss the overall strategy as well as the operation and financial performance of the Group. The Board has reserved for its decision or consideration matters covering overall Group strategy, major acquisitions and disposals, annual budgets, annual and interim results, approval of major capital transactions and other significant operational and financial matters. All Directors are kept informed on a timely basis of major changes that may affect the Group's businesses, including relevant rules and regulations. Directors can also seek independent professional advice in performing their duties at the Company's expense, if necessary. The Company Secretary records the proceedings of each board meeting in detail by keeping detailed minutes, including all decisions by the Board together with concerns raised and dissenting views expressed (if any). All minutes are open for inspection at any reasonable time on request by any Director.

SUPPLY OF AND ACCESS TO INFORMATION

In respect of regular board meetings, an agenda of the meeting and the accompanying board papers are sent in full to all Directors at least 3 days before the intended date of a meeting. Board papers are circulated to the Directors to ensure that they have adequate information before the meeting for any ad hoc projects.

The management is responsible for supplying the Board and the committees with adequate information in a timely manner to enable it to make informed decisions. Where any director requires more information than is provided by management, each director has separate and independent access to the Company's senior management for inquiry or additional information.

All directors are entitled to have access to board papers and related materials. Such materials are prepared to enable the Board to make informed decisions on matters placed before it.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1, the roles of chairman and chief executive officer ("CEO") of the Group should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO of the Group should be clearly established and set out in writing. The roles of the chairman and the CEO of the Group was not separated and was performed by the same individual. Mr. Zheng Ping acted as both the chairman and CEO throughout the period under review. The Directors meet regularly to consider major matters affecting the operations of the Group. The Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of Group and believes that this structure will enable the Group to make and implement decisions promptly and efficiently.

NOMINATION OF DIRECTORS

New directors of the Company recommended by the Nomination Committee will be assessed by taking into criteria such as expertise, experience, integrity and commitment when considering new directors appointments.

The Board shall then make recommendations to shareholders on directors standing for re-election, providing sufficient bibliographical details of directors to enable shareholders to make an informed decision on the re-election, and where necessary, nominating appropriate persons to fill causal vacancies or as additions to the Board.

Although no formal board diversity policy has been formulated, the Nomination Committee would review the Board's composition where Board diversity would be considered from a number of aspects, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of services.

APPOINTMENTS, RE-ELECTION AND REMOVAL

All Independent Non-executive and Non-executive Directors are appointed for a specific term of not more than 3 years. All Directors, including the Chairman are required to retire from office by rotation and are subject to re-election by shareholders at annual general meeting at least once every 3 years.

Under the Company's Articles, one-third of the Directors, must retire and be eligible for re-election at each annual general meeting. As such, no director has a term of appointment longer than 3 years.

DIRECTORS' TRAINING

All the Directors are required to provide the Company with his or her training records on a yearly basis. During the year, the Company received training records from all Directors.

DIRECTORS' INSURANCE

The Company did not have any management liability insurance cover during the year.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in the Listing Rules as its own code of conduct for dealings in securities of the Company by the Directors (the "Code"). The Company, having made specific enquiry of all Directors, confirms that its Directors have complied with the required standard set out in the Code during the financial year ended 31 December 2014.

DELEGATION BY THE BOARD

The Board is primarily responsible for overall strategy and direction for the Group and overseeing the Group's businesses and providing leadership in strategic issues. The management is delegated to manage the day-to-day businesses of the Group.

When the Board delegates aspect of its management and administration functions to management, clear directions would be given as to the power of management, in particular, the circumstances where management should report back to the Board before making decisions or entering into any commitments on behalf of the Group.

Principal functions that are specifically delegated by the Board to the management include (i) implementation of corporation strategy and policy initiatives; (ii) provision of management reports to the Board in respect of Group's performance, financial position and prospects; and (iii) day-to-day management of the Group.

BOARD COMMITTEES

The Board established certain Board committees with specific written terms of reference which deal clearly with the committee's authority and duties and require the committees to report back on their decisions or recommendations.

Nomination Committee

The Company established a Nomination Committee which is primarily responsible for making recommendations to the Board regarding the Group's engagement of appropriate directors and managerial personnel (including the skills, knowledge and experience) to complement the Company's corporate strategies.

The Nomination Committee comprises Mr. Zhao Fenggao, Mr. He Binhui and Mr. Chen Lifan, and is chaired by Mr. Chen Lifan.

During the financial year ended 31 December 2014, one meeting of Nomination Committee was held with attendance of individual members as set out below to review and consider the composition of the Board and senior management.

	Attendance
Mr. Zhao Fenggao	1/1
Mr. He Binhui	1/1
Mr. Chen Lifan	1/1

Remuneration Committee

The Company established a Remuneration Committee which is primarily responsible for making recommendations to the Board regarding the Group's policy and structure for remuneration of Directors and senior management and determine the specific remuneration packages of all Executive Directors and senior management of the Company.

The Remuneration Committee comprises Mr. Zhao Fenggao, Mr. He Binhui and Mr. Chen Lifan, and is chaired by Mr. Zhao Fenggao.

During the financial year ended 31 December 2014, one meeting of Remuneration Committee was held with attendance of individual members as set out below to review and consider the specific remuneration packages of the Company's executive directors and senior management.

	Attendance
Mr. Zhao Fenggao	1/1
Mr. He Binhui	1/1
Mr. Chen Lifan	1/1

Audit Committee

Pursuant to the Listing Rules, an audit committee was established on 8 June 2011, comprising three Independent Non-executive Directors, namely Mr. Zhao Fenggao, Mr. He Binhui and Mr. Chen Lifan, and is chaired by Mr. He Binhui.

The written terms of reference which describe the authorities and duties of the audit committee were prepared and adopted with reference to "A Guide for the Formation of an Audit Committee" published by the Hong Kong Institute of Certified Public Accountants. The audit committee provides an important link between the board of directors and the Company's auditors in matters coming within the scope of the Group audit. It also reviews the financial reporting process and the adequacy and effectiveness of the Group's internal control system.

To comply with the requirement under the CG Code in respect of the responsibilities for performing the corporate governance duties, the Board has delegated its responsibilities to the Audit Committee to develop and review the policies and practices of the Company on corporate governance and make recommendations to the Board; to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; to develop, review and monitor the code of conduct applicable to the directors and employees; to review and monitor the training and continuous professional development of directors and senior management and to review the Company's compliance with the code provisions set out in the CG Code contained in the Listing Rules and disclosures in the corporate governance report.

During the financial year ended 31 December 2014, the audit committee held six meetings for the purpose of reviewing the Company's reports and accounts, and providing advice and recommendations to the Board of Directors. The Audit Committee also reviewed the internal control procedures of the Group. The minutes of the audit committee meeting are kept by the Company Secretary.

The Audit Committee also reviewed the Company's progress in implementing the corporate governance requirements as set out in the CG Code.

	Attendance
Mr. Zhao Fenggao	6/6
Mr. He Binhui	6/6
Mr. Chen Lifan	6/6

The Group's results for the year ended 31 December 2014 have been reviewed by the audit committee, which was of the opinion that the preparation of such results complied with the applicable accounting standard.

COMPANY SECRETARY

All Directors have access to the advice and services of the Company Secretary. During the year ended 31 December 2014, the Company Secretary confirmed she had taken not less than 15 hours professional trainings in accordance with rule 3.29 of the Listing Rules.

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE ACCOUNTS

The Board is responsible for presenting a balanced, clear and comprehensible assessment of the Group's performance and prospects. The Directors are responsible for the preparation of accounts which give a true and fair view of the state of affairs and of the results and cash flows of the Group on a going concern basis.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Company's accounts are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently and that judgments and estimates made are prudent and reasonable. The Directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group. The responsibilities of the auditors for the accounts are set out in the Independent Auditors' Report on Pages 31 and 32 of this Annual Report.

Where appropriate, a statement will be submitted by the Audit Committee explaining its recommendation regarding the selection, appointment, resignation or dismissal of external auditors and the reasons why the Board has taken a different view from that of the Audit Committee.

INTERNAL CONTROL

The Directors are responsible for the internal control of the Group and for reviewing its effectiveness. The internal control system of the Group comprises a comprehensive organisational structure and delegation of authorities assigned to individuals based on experience and business need.

Control procedures have been designed to safeguard assets against unauthorised use and disposition; ensure compliance with relevant laws, rules and regulations; ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; and to provide reasonable assurance against material misstatement, loss or fraud.

A review of the effectiveness of the Group's system of internal control covering all key controls, including financial, operational and compliance and risk management controls, is conducted annually. For the year ended 31 December 2014, the review based on a framework which assesses the Group's internal control system into intangibles and intellectual property rights cycle against control environment, risk management and control and monitoring activities on all major business and operational processes was conducted by the Audit Committee. The examination consisted of enquiry, discussion and validation through observation and inspection (if necessary). The result of the review has been reported to the Board of Directors and areas of improvement, if any, have been identified and appropriate measures have been put in place to manage the risks.

AUDITOR

Pan-China Certified Public Accountants has resigned as auditor of the Company with effect from 19 September 2014 as Pan-China Certified Public Accountants and the Company have not been able to reach an agreement in respect of the audit fees for the year ending 31 December 2014.

Shu Lun Pan Union (HK) CPA Limited has been appointed as auditor of the Company with effect from 19 September 2014.

AUDITORS' REMUNERATION

The fees in relation to the audit and other services provided to the Company and its subsidiaries by external auditors of the Group for the year ended 31 December 2014, amounted approximately to RMB720,000. No non-audit service was provided by external auditors of the Group for the year ended 31 December 2014.

SHAREHOLDERS' RIGHTS

Under the Company's Articles, the Board, on the requisition of shareholders of the Company holding not less than 10% of the paid up capital of the Company, can convene an extraordinary general meeting within 2 months after the deposit of such requisition, to address specific issues of the Company within 21 days from the date of deposit of written notice to the Company's principal place of business in Hong Kong. The same requirement and procedure also applies to any proposal to be tabled at shareholders' meeting for adoption.

If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

COMMUNICATION WITH SHAREHOLDERS

Communication with shareholders could enhance the confidence of investors. The primary communication channel between the Company and its shareholders include the publication of interim and annual reports, annual general meetings, and other general meetings; the Company encourages all shareholders to attend annual general meetings. The Company's website also provides regular updated Group information to shareholders; enquiries on matters relating to shareholders and the businesses of the Group are welcome, and are dealt with in an informative and timely manner.

The Chairman of the Board and other Board members would attend the annual general meeting to be held on 23 June 2015 to answer questions, if any, at the meeting.

Independent Auditors' Report

Tel: +852 2218 8288
Fax: +852 2815 2239

電話: +852 2218 8288
傳真: +852 2815 2239

25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

香港干諾道中 111 號
永安中心 25 樓

To the shareholders of Shuanghua Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Shuanghua Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 33 to 93, which comprise the consolidated and company statements of financial position as at 31 December 2014, and the consolidated statement of profit or loss, 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 Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' 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, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2014, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Shu Lun Pan Union (HK) CPA Limited
Certified Public Accountants
Shiu Hong NG
Practising Certificate Number: P03752

Hong Kong, 30 March 2015

Consolidated Statement of Profit or Loss

For the year ended 31 December 2014

	Notes	2014 RMB'000	2013 RMB'000
REVENUE	5	**197,017**	261,130
Cost of sales		**(145,877)**	(217,155)
Gross profit		**51,140**	43,975
Other income and gains	5	**9,527**	14,394
Selling and distribution expenses		**(10,818)**	(11,895)
Administrative expenses		**(36,530)**	(37,204)
Other expenses		**(671)**	(22,214)
Finance costs	7	**–**	(190)
Share of profits of an associate		**–**	6,932
PROFIT/(LOSS) BEFORE TAX	6	**12,648**	(6,202)
Income tax expense	10	**(3,320)**	(17,522)
PROFIT/(LOSS) FOR THE YEAR		**9,328**	(23,724)
Attributable to:			
Owners of the parent	11	**9,327**	(23,724)
Non-controlling interests		**1**	–
		9,328	(23,724)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT			
– Basic and diluted	12	**1.4 cents**	(3.6) cents

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2014

	2014 RMB'000	2013 RMB'000
PROFIT/(LOSS) FOR THE YEAR	**9,328**	(23,724)
OTHER COMPREHENSIVE INCOME		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	**7**	(34)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	**9,335**	(23,758)
Attributable to:		
Owners of the parent	**9,334**	(23,758)
Non-controlling interests	**1**	–
	9,335	(23,758)

Consolidated Statement of Financial Position

As at 31 December 2014

	Notes	2014 RMB'000	2013 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	*13*	**142,517**	146,242
Prepaid land lease payments	*14*	**68,881**	73,687
Advance payments for property, plant and equipment		**–**	101
Available-for-sale investment	*16*	**262**	262
Deferred tax assets	*26*	**2,037**	2,802
Total non-current assets		**213,697**	223,094
CURRENT ASSETS			
Inventories	*17*	**77,561**	83,304
Trade and notes receivables	*18*	**115,172**	105,421
Prepayments, deposits and other receivables	*19*	**7,168**	12,655
Financial assets at fair value through profit or loss	*20*	**48,000**	26,000
Pledged deposits	*21*	**7,240**	5,459
Cash and cash equivalents	*21*	**165,720**	174,581
Total current assets		**420,861**	407,420
CURRENT LIABILITIES			
Trade and bills payables	*22*	**61,157**	66,279
Other payables and accruals	*23*	**20,300**	14,317
Due to a related party	*33(b)*	**–**	1,970
Provision	*24*	**666**	2,335
Government grants	*25*	**2,021**	1,337
Tax payable		**1,177**	416
Total current liabilities		**85,321**	86,654
NET CURRENT ASSETS		**335,540**	320,766
TOTAL ASSETS LESS CURRENT LIABILITIES		**549,237**	543,860

Consolidated Statement of Financial Position

As at 31 December 2014

	Notes	2014 RMB'000	2013 RMB'000
NON-CURRENT LIABILITIES			
Government grants	25	**7,134**	11,214
Deferred tax liabilities	26	**561**	439
Total non-current liabilities		**7,695**	11,653
Net assets		**541,542**	532,207
EQUITY			
Equity attributable to owners of the parent			
Issued capital	27	**5,406**	5,406
Reserves	28	**224,918**	223,203
Retained earnings		**311,213**	303,594
		541,537	532,203
Non-controlling interests		**5**	4
Total equity		**541,542**	532,207

Zheng Ping
Director

Tang Lo Nar
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2014

	Attributable to owners of the parent									
	Issued capital RMB'000 (note 27)	Share premium* RMB'000 (note 28)	Capital reserve* RMB'000 (note 28)	Statutory surplus reserve* RMB'000 (note 28)	Merger reserve* RMB'000 (note 28)	Exchange fluctuation reserve* RMB'000 (note 28)	Retained earnings RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2013	5,406	133,658	168,183	39,369	(119,378)	(273)	328,996	555,961	4	555,965
Loss for the year	–	–	–	–	–	–	(23,724)	(23,724)	–	(23,724)
Other comprehensive income for the year	–	–	–	–	–	(34)	–	(34)	–	(34)
Total comprehensive income for the year	–	–	–	–	–	(34)	(23,724)	(23,758)	–	(23,758)
Appropriation to statutory surplus reserve	–	–	–	1,678	–	–	(1,678)	–	–	–
At 31 December 2013	5,406	133,658	168,183	41,047	(119,378)	(307)	303,594	532,203	4	532,207

	Attributable to owners of the parent									
	Issued capital RMB'000 (note 27)	**Share premium* RMB'000 (note 28)**	**Capital reserve* RMB'000 (note 28)**	**Statutory surplus reserve* RMB'000 (note 28)**	**Merger reserve* RMB'000 (note 28)**	**Exchange fluctuation reserve* RMB'000 (note 28)**	**Retained earnings RMB'000**	**Total RMB'000**	**Non-controlling interests RMB'000**	**Total equity RMB'000**
At 1 January 2014	**5,406**	**133,658**	**168,183**	**41,047**	**(119,378)**	**(307)**	**303,594**	**532,203**	**4**	**532,207**
Profit for the year	**-**	**-**	**-**	**-**	**-**	**-**	**9,327**	**9,327**	**1**	**9,328**
Other comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**7**	**-**	**7**	**-**	**7**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**7**	**9,327**	**9,334**	**1**	**9,335**
Appropriation to statutory surplus reserve	**-**	**-**	**-**	**1,708**	**-**	**-**	**(1,708)**	**-**	**-**	**-**
At 31 December 2014	**5,406**	**133,658**	**168,183**	**42,755**	**(119,378)**	**(300)**	**311,213**	**541,537**	**5**	**541,542**

* These reserves comprise the consolidated reserves of RMB224,918,000 (2013: RMB223,203,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows
For the year ended 31 December 2014

	Notes	2014 RMB'000	2013 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/(loss) before tax		**12,648**	(6,202)
Adjustments for:			
Finance costs	*7*	**–**	190
Share of profits of an associate		**–**	(6,932)
Bank interest income	*5*	**(4,304)**	(447)
Loss/(gain) on disposal of property, plant and equipment	*6*	**893**	(597)
Gain on disposal of an associate	*5*	**–**	(10,893)
Gain on disposal of investments at fair value through profit or loss	*5*	**(757)**	(812)
Depreciation	*13*	**14,975**	17,027
Recognition of prepaid land lease payments	*14*	**1,825**	1,737
Release of government grants	*25*	**(2,021)**	(1,374)
Impairment of property, plant and equipment	*13*	**–**	19,997
Impairment of inventories	*17*	**2**	6,543
(Reversal of impairment)/impairment of trade receivables	*18*	**(49)**	488
Impairment of other receivables	*19*	**–**	85
Foreign exchange differences, net		**–**	438
		23,212	19,248
Decrease/(increase) in inventories		**5,741**	(4,715)
Increase in trade and notes receivables		**(9,702)**	(44,096)
Decrease/(increase) in prepayments, deposits and other receivables		**2,091**	(2,926)
Decrease in amounts due from related parties		**–**	49,551
(Decrease)/increase in trade and bills payables		**(5,122)**	8,654
Increase in other payables and accruals		**6,084**	4,311
Decrease in amounts due to related parties		**(1,970)**	(3,030)
Increase in government grants		**–**	120
Decrease in provision for product warranties		**(1,669)**	(1,533)
Cash generated from operations		**18,665**	25,584
Interest received		**4,304**	447
Income tax paid		**(1,672)**	(2,160)
Net cash flows from operating activities		**21,297**	23,871

Consolidated Statement of Cash Flows

For the year ended 31 December 2014

	Notes	2014 RMB'000	2013 RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Increase in pledged deposits		**(1,781)**	(5,459)
Dividends received from an associate		**–**	96,398
Purchases of property, plant and equipment		**(12,143)**	(3,729)
Additions to prepaid land lease payments		**(593)**	(20,557)
Refund for prepaid land lease payments	*14*	**3,485**	–
Proceeds from disposal of property, plant and equipment		**–**	683
Receipt of government grants		**2,110**	1,518
Proceeds from disposal of an associate		**–**	29,907
Capital gain tax paid for disposal of an associate		**–**	(2,244)
Proceeds from disposal of investments at fair value through profit or loss		**132,757**	63,774
Purchases of investments at fair value through profit or loss		**(154,000)**	(51,000)
Net cash flows (used in)/from investing activities		**(30,165)**	109,291
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of bank loans		**–**	(20,000)
Interest paid		**–**	(190)
Net cash flows used in financing activities		**–**	(20,190)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		**(8,868)**	112,972
Cash and cash equivalents at beginning of year		**174,581**	62,081
Effect of foreign exchange rate changes, net		**7**	(472)
CASH AND CASH EQUIVALENTS AT END OF YEAR		**165,720**	174,581

Statement of Financial Position

As at 31 December 2014

	Notes	2014 RMB'000	2013 RMB'000
NON-CURRENT ASSETS			
Investments in subsidiaries	*15*	**117,131**	117,131
CURRENT ASSETS			
Due from subsidiaries	*15*	**4,577**	126,439
Cash and cash equivalents	*21*	**128,104**	32
Total current assets		**132,681**	126,471
CURRENT LIABILITIES			
Due to subsidiaries	*15*	**6,313**	–
Net current assets		**126,368**	126,471
Net assets		**243,499**	243,602
EQUITY			
Issued capital	*27*	**5,406**	5,406
Reserves	*28*	**250,789**	250,789
Accumulated losses		**(12,696)**	(12,593)
Total equity		**243,499**	243,602

Zheng Ping
Director

Tang Lo Nar
Director

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 19 November 2010. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The shares of the Company were listed on the Stock Exchange of Hong Kong Limited on 30 June 2011.

The Company is an investment holding company. The Group is principally engaged in the design, development, manufacture and sale of parts of auto air-conditioners.

2.1 BASIS OF PREPARATION

Statement of compliance

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Basis of measurement

The financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value.

Functional and presentation currency

The financial statements are presented in Renminbi ("RMB"), which is the Company's functional and presentation currency. All values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2014. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 ADOPTION OF NEW/REVISED HKFRSs

The Group has adopted the following new/revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for the current accounting period.

Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets

Amendments to HKAS 32 – Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity "currently has a legally enforceable right to set off" and when a gross settlement mechanism is considered equivalent to net settlement. The amendments are applied retrospectively. The adoption of these amendments has no material impact on these financial statements as the Group does not have any offsetting arrangements.

Amendments to HKAS 36 – Recoverable Amount Disclosures for Non-Financial Assets

The amendments remove the unintended disclosure requirement made by HKFRS 13 on the recoverable amount of a cash-generating unit which is not impaired. In addition, the amendments require the disclosure of the recoverable amounts for the assets or cash-generating units for which an impairment loss has been recognised or reversed during the reporting period, and expand the disclosure requirements regarding the fair value measurement for these assets or units if their recoverable amounts are based on fair value less costs of disposal. The amendments have had no impact on the financial position or performance of the Group.

2.3 NEW/REVISED HKFRSs NOT YET ADOPTED

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued but are not yet effective and have not been early adopted by the Group.

HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle[2]
HKFRSs (Amendments)	Annual Improvements 2011-2013 Cycle[1]
HKFRSs (Amendments)	Annual Improvements 2012-2014 Cycle[3]
Amendments to HKAS 1	Disclosure Initiative[3]
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation[3]
Amendments to HKAS 27	Equity Method in Separate Financial Statements[3]
HKFRS 9 (2014)	Financial Instruments[5]
HKFRS 15	Revenue from Contracts with Customers[4]

1 Effective for annual periods beginning on or after 1 July 2014
2 Effective for annual periods beginning, or transactions occurring, on or after 1 July 2014
3 Effective for annual periods beginning on or after 1 January 2016
4 Effective for annual periods beginning on or after 1 January 2017
5 Effective for annual periods beginning on or after 1 January 2018

2.3 NEW/REVISED HKFRSs NOT YET ADOPTED (CONTINUED)

Annual Improvements 2010-2012 Cycle, 2011-2013 Cycle and 2012-2014 Cycle

The amendments issued under the annual improvements process make small, non-urgent changes to a number of standards where they are currently unclear. They include amendments to HKAS 16 Property, Plant and Equipment to clarify how the gross carrying amount and accumulated depreciation are treated where an entity uses the revaluation model. The carrying amount of the asset is restated to revalued amount. The accumulated depreciation may be eliminated against the gross carrying amount of the asset. Alternatively, the gross carrying amount may be adjusted in a manner consistent with the revaluation of the carrying amount of the asset and the accumulated depreciation is adjusted to equal the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

Amendments to HKAS 1 – Presentation of Financial Statements

The amendments to HKAS 1 are designed to further encourage companies to apply professional judgment in determining what information to disclose in their financial statements. For example, the amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. Furthermore, the amendments clarify that companies should use professional judgment in determining where and in what order information is presented in the financial statements.

Amendments to HKAS 16 and HKAS 38 – Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to HKAS 16 prohibit the use of a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that amortisation based on revenue is not appropriate for intangible assets. This presumption can be rebutted if either the intangible asset is expressed as a measure of revenue or revenue and the consumption of the economic benefits of the intangible asset are highly correlated.

Amendments to HKAS 27 – Equity Method in Separate Financial Statements

The amendments allow an entity to apply the equity method in accounting for its investments in subsidiaries, joint ventures and associates in its separate financial statements.

2.3 NEW/REVISED HKFRSs NOT YET ADOPTED (CONTINUED)

HKFRS 9 (2014) – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income if the objective of the entity's business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at fair value through other comprehensive income. All other debt and equity instruments are measured at fair value through profit or loss.

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at fair value through profit or loss replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

HKFRS 15 – Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

HKFRS 15 requires the application of a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to each performance obligation

Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

The Group is in the process of making an assessment of the impact of these new/revised HKFRSs upon initial application. So far, the Group considers that these new/revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

2.4 DISCLOSURE REQUIREMENTS OF NEW COMPANIES ORDINANCE

The disclosure requirements of the new Companies Ordinance, Cap. 622, will apply to the Company in its first financial year beginning on or after 3 March 2014 (i.e. the financial year ending 31 December 2015).

The directors consider that there will be no impact on the Group's financial position or performance, however the new Companies Ordinance, Cap. 622, would have impacts on the presentation and disclosures in the consolidated financial statements. The Statement of Financial Position of the Company will be presented in the notes rather than a separate statement and the related notes need not be included, while generally the statutory disclosures will be simplified.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's statement of profit or loss to the extent of dividends received and receivable. Investments in subsidiaries are stated at cost less any impairment losses in the Company's statement of financial position.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement

The Group measures any of its derivative financial instruments and its equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, construction contract assets, financial assets, investment properties, goodwill and non-current assets/ a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash – generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises (only if there are revalued assets in the financial statements), unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and 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 of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group 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;

(vi) the entity is controlled or jointly controlled by a person identified in (a); and

(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 member 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 and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5 Non-current assets and disposal groups held for sale. 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 profit or loss 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 depreciates them accordingly.

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 annual rates used for this purpose are as follows:

Buildings	5% to 20%
Plant and machinery	10% to 20%
Office equipment	20%
Motor vehicles	20%

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 methods are reviewed, and adjusted if appropriate, at least at each financial year end.

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 profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building and 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 and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

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 each financial year end.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (other than goodwill) (continued)

Research and development costs

All research costs are charged to the statement of profit or loss 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.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in unlisted equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition" below.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Available-for-sale financial investments (continued)

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimated within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset, or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to pay.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, amounts due to related parties and interest-bearing bank borrowings.

Subsequent measurement

The subsequent measurement of loans and borrowings is as follows:

After initial recognition, interest-bearing bank borrowings are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits at banks, and short term highly liquid investments that are readily convertible into known amounts of cash which are subject to an insignificant risk of changes in value and have a short maturity of generally within three months when acquired.

For the purpose of the consolidated and company statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

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.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

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:

(a) 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;

(b) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and

(c) dividend income, when the shareholders' right to receive payment has been established.

Employee benefits

Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

Pension obligations

The Group's subsidiaries which operate in the People's Republic of China (the "PRC") are required to provide certain staff pension benefits to their employees under existing regulations of the PRC. Pension scheme contributions are provided at rates stipulated by the PRC regulations and are made to a pension fund managed by government agencies, which are responsible for administering the contributions for the subsidiaries' employees. The pension scheme is considered as a defined contribution plan because the Group has no legal or constructive obligations for retirement benefits beyond the contribution made. Contributions to the defined contribution pension scheme are recognised as expenses in the statement of profit or loss of the Group as they become payable in accordance with the rules of the scheme. There are no provisions under the scheme whereby forfeited contributions may be used to reduce future contributions.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits (continued)

Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their 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. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. 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.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement 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.

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.

Foreign currencies

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

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 measured. The gain or loss arising on translation 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 difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss 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. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

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

3. 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. 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.

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:

Recognition of deferred tax liabilities for withholding taxes

Deferred tax liabilities are recognised for withholding tax levied on dividends declared to foreign investors from the foreign investment enterprise established in the PRC. Significant management judgement is required to determine the amount of deferred tax liabilities that can be recognised, based upon the likely dividends declared.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

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 described below.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and deductible temporary differences 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 the level of future taxable profits together with future tax planning strategies. Further details are contained in note 26 to the financial statements.

Income tax

The Group is subject to income taxes in various regions. As a result of the fact that certain matters relating to the income taxes have not been confirmed by the local tax bureau, objective estimates and judgements based on currently enacted tax laws, regulations and other related policies are required in determining the provision of corporate income taxes. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact the corporate income tax and tax provisions in the period in which the differences are realised. Further details are contained in note 10 to the financial statements.

Impairment of trade and other receivables

Impairment of trade and other receivables is made based on ongoing assessment of the recoverability of trade and other receivables. The identification of impairment requires management's judgements and estimates. Where the actual outcome is different from the original estimate, such differences will impact the carrying values of the trade and other receivables and impairment losses in the period in which such estimate has been changed.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Provision for slow-moving inventories and net realisable value of inventories

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period, and makes a provision for slow-moving inventory items. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. Write-down of inventories to net realisable value is made based on the estimated net realisable value of inventories. The assessment of the write-down amount requires management's estimates and judgement. Where the actual outcome or expectation in the future is different from the original estimate, such differences will impact the carrying value of inventories and write-down/write-back of inventories in the period in which such estimate has been changed.

Warranty provision

The Group provides warranties on the products sold to its customers, under which faulty products are repaired or replaced. The amount of the warranty provision is estimated based on the sales volume and past experience of the level of repairs and returns, discounted to the present value as appropriate. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

Useful lives and residual values of property, plant and equipment

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 the 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 each financial year based on changes in circumstances.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is not organised into business units based on their products and services and the Group has only one reportable operating segment which is the design, development, manufacture and sale of parts of auto air-conditioners. Management monitors the operating results of the operating segment as a whole for the purpose of making decisions about resource allocation and performance assessment.

Geographical information

(a) *Revenue from external customers*

	2014 RMB'000	2013 RMB'000
PRC (place of domicile)	**158,018**	183,912
United States of America	**12,070**	28,136
Canada	**18,688**	27,647
Asia	**7,217**	13,379
Others	**1,024**	8,056
	197,017	261,130

The revenue information above is based on the location of the customers.

(b) *Non-current assets*

All non-current assets of the Group are located in the PRC (place of domicile).

The Company's country of domicile is the PRC where most of the Group's operations are located.

Information about major customers

For the year ended 31 December 2014, revenues from two customers individually accounted for more than 10% of the Group's total revenue. Revenues from these two customers were RMB43,728,000 and RMB18,844,000 respectively.

For the year ended 31 December 2013, revenue from one customer individually accounted for more than 10% of the Group's total revenue. Revenue from this customer was RMB58,789,000.

5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, net of value-added tax and government surcharges, and after allowances for returns.

An analysis of revenue, other income and gains is as follows:

	2014 RMB'000	2013 RMB'000
Revenue		
Sale of goods	**197,017**	261,130
Other income		
Bank interest income	**4,304**	447
Government grants *(note 25)*	**2,021**	1,374
Write back of amount due to a related party	**1,931**	–
Others	**171**	271
	8,427	2,092
Gains		
Gain on disposal of investments at fair value through profit or loss	**757**	812
Foreign exchange gain, net	**343**	–
Gain on disposal of property, plant and equipment	**–**	597
Gain on disposal of an associate *(Note)*	**–**	10,893
	1,100	12,302
	9,527	14,394

Note: On 6 September 2013, Automart Holdings Limited ("Hong Kong Automart"), a wholly-owned subsidiary of the Company, entered into an agreement pursuant to which Hong Kong Automart conditionally agreed to sell its 49% equity interest in Macs (Baoding) Auto A/C Systems Co., Ltd. to Great Wall Motor Co., Ltd. and Billion Sunny Development Limited for an aggregate consideration of RMB29,907,000. The disposal consideration had been fully received and the resulted gain on disposal of RMB10,893,000 was credited to other income and gains.

6. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

	Notes	2014 RMB'000	2013 RMB'000
Cost of inventories sold		**145,877**	217,155
Depreciation	*13*	**14,975**	17,027
Amortisation of land lease payments	*14*	**1,825**	1,737
Research and development costs		**6,061**	8,277
Operating lease expenses		**1,979**	2,284
Product warranty provision	*24*	**–**	959
Auditors' remuneration		**784**	1,076
Employee benefit expense (including directors' and chief executive's remuneration *(note 8)*):			
Wages and salaries		**29,908**	34,404
Pension scheme contributions		**6,552**	7,348
Staff welfare expenses		**2,952**	1,908
		39,412	43,660
Foreign exchange (gain)/loss, net		**(343)**	1,641
Impairment of property, plant and equipment (i)	*13*	**–**	19,997
Impairment of inventories	*17*	**2**	6,543
(Reversal of impairment)/impairment of trade receivables	*18*	**(49)**	488
Impairment of other receivables	*19*	**–**	85
Gain on disposal of investments at fair value through profit or loss		**(757)**	(812)
Loss/(gain) on disposal of property, plant and equipment		**893**	(597)
Loss on de-registration of a subsidiary (ii)		**209**	–

Notes:

(i) The impairment of property, plant and equipment is included in "Other expenses" in the consolidated statement of profit or loss.

(ii) On 16 December 2014, the Company's non-wholly owned subsidiary, Guangzhou Automobile, established in the PRC was de-registered. The loss on de-registration of RMB209,000 was charged to "Other expenses" in the consolidated statement of profit or loss.

7. FINANCE COSTS

	2014 RMB'000	2013 RMB'000
Interest on bank loans wholly repayable within five years	**–**	190

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

The remuneration of directors, including one executive director (the chief executive), disclosed pursuant to the Listing Rules and Section 78(1) of Schedule 11 of the Hong Kong Companies Ordinance Cap. 622 which requires compliance with Section 161 of the Hong Kong Companies Ordinance Cap. 32 is as follows:

	2014 RMB'000	2013 RMB'000
Fees	**420**	420
Other emoluments:		
Salaries, bonuses, allowances and benefits in kind	**1,285**	883
Pension scheme contributions	**–**	–
	1,285	883
	1,705	1,303

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2014 RMB'000	2013 RMB'000
He Binhui	**60**	60
Zhao Fenggao	**60**	60
Chen Lifan	**60**	60
	180	180

There were no other emoluments payables to the independent non-executive directors during the year (2013: Nil).

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(b) Executive directors and non-executive directors

	Fees RMB'000	Salaries, bonuses, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
2014				
Executive directors:				
Zheng Ping (chief executive)	**120**	**1,000**	**–**	**1,120**
Tang Lo Nar	**60**	**285**	**–**	**345**
	180	**1,285**	**–**	**1,465**
Non-executive director:				
Kong Xiaoling	**60**	**–**	**–**	**60**
	240	**1,285**	**–**	**1,525**
2013				
Executive directors:				
Zheng Ping (chief executive)	120	600	–	720
Tang Lo Nar	60	283	–	343
	180	883	–	1,063
Non-executive director:				
Kong Xiaoling	60	–	–	60
	240	883	–	1,123

Save as to Mr. Zheng Ping who had waived an aggregate of RMB400,000 in salaries, bonuses, allowances and benefits in kind for the year ended 31 December 2013, there was no other arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 December 2014 and 31 December 2013.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors (2013: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining three (2013: three) non-director, highest paid employees for the year are as follows:

	2014 RMB'000	2013 RMB'000
Salaries, bonuses, allowances and benefits in kind	**898**	900
Pension scheme contributions	**163**	197
	1,061	1,097

The number of non-director, highest paid employees whose remuneration fell within the following band is as follows:

	Number of employees	
	2014	2013
Nil to RMB1,000,000	**3**	3

10. INCOME TAX

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.

The income tax expense of the Group during the year are analysed as follows:

	2014 RMB'000	2013 RMB'000
Current		
– Corporate income tax	**2,433**	2,178
– Capital gain tax	**–**	2,244
Deferred *(note 26)*	**887**	13,100
Total tax charge for the year	**3,320**	17,522

Incorporated in the Cayman Islands, the Company is not subject to corporate income tax ("CIT") as the Company does not have a place of business (other than a registered office only) or carry on any business in the Cayman Islands.

The subsidiary incorporated in the British Virgin Islands ("BVI") is not subject to CIT as such subsidiary does not have a place of business (other than a registered office only) or carry on any business in the BVI.

Pursuant to the relevant tax law of the Hong Kong Special Administrative Region, Hong Kong profits are subject to tax ("Profits Tax") at the rate of 16.5% (2013: 16.5%) in Hong Kong. No provision of Profits Tax has been made for Hong Kong Automart and Shuanghua Hong Kong Limited ("Hong Kong Shuanghua") as Hong Kong Automart and Hong Kong Shuanghua had no taxable income derived from Hong Kong during the year.

10. INCOME TAX (CONTINUED)

Shanghai Shuanghua Autoparts Co., Ltd. ("Shanghai Shuanghua") was accredited as a "Shanghai High and New Technology Enterprise" for three years starting from December 2008 and such qualification expired on 24 December 2011. In October 2011, Shanghai Shuanghua obtained the renewed "Hi-tech Enterprise" qualification for three years, effective from 2011 to enjoy a preferential CIT rate of 15%. Such qualification expired and was renewed on 23 October 2014 for another three years and Shanghai Shuanghua can continue to enjoy a preferential CIT rate of 15%.

Shanghai Shuanghua Machinery Manufacturing Co., Ltd. ("Shuanghua Machinery"), Shanghai Shuanghua Auto Components Co., Ltd. ("Shuanghua Auto Components"), Shanghai Shuanghua Machinery Sales Co., Ltd. ("Shuanghua Machinery Sales"), Guangzhou Shuanghua Automobile Parts Co., Ltd. ("Guangzhou Automobile"), Shanghai Eagle Star Investment Limited (formerly known as Shanghai Eagle Automotive Service Ltd.) ("Eagle Star Investment") and Shanghai Youshen Industry Co., Ltd. ("Youshen Industry") were subject to CIT at the rate of 25% during the year (2013: 25%).

A reconciliation of the tax expense applicable to profit/(loss) before tax at the statutory rate in the PRC to the tax expense at the effective tax rate is as follows:

	2014	2013
	RMB'000	RMB'000
Profit/(loss) before tax	**12,648**	(6,202)
Tax charge/(credit) at statutory tax rate 25% in the PRC	**3,162**	(1,551)
Lower tax rates for specific provinces or enacted by local authority	**(2,038)**	(2,532)
Profits attributable to an associate	**–**	(1,144)
Income not subject to tax	**(1,026)**	(2,442)
Additional deduction on research and effect of tax concession and allowances	**(455)**	(607)
Expenses not deductible for tax	**107**	223
Effect of withholding tax at 5% (2013: 5%) on the distributable profits of the Group's PRC subsidiaries and an associate	**122**	3,399
Temporary differences not recognised	**1,097**	5,763
Tax losses not recognised	**1,586**	4,207
Reversal of tax losses and temporary differences from previous years	**765**	9,962
Tax effect of capital gain	**–**	2,244
Tax charge at the Group's effective rate	**3,320**	17,522

The share of tax charge attributable to an associate amounting to RMB2,293,000 for the year ended 31 December 2013 was included in "Share of profits of an associate" in the consolidated statement of profit or loss.

11. LOSS ATTRIBUTABLE TO OWNERS OF THE PARENT

The consolidated profit attributable to owners of the parent for the year ended 31 December 2014 includes a loss of RMB103,000 (2013: RMB5,101,000) which has been dealt with in the financial statements of the Company.

12. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT

The calculation of the basic earnings/(loss) per share is based on the profit/(loss) for the year attributable to owners of the parent, and the weighted average number of ordinary shares of 650,000,000 (2013: 650,000,000) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the two years ended 31 December 2014 and 2013.

The calculation of basic earnings/(loss) per share is based on:

	2014 **RMB'000**	2013 RMB'000
Earnings/(loss)		
Profit/(loss) attributable to owners of the parent	**9,327**	(23,724)

	Number of shares	
	2014 **'000**	2013 '000
Shares		
Weighted average number of ordinary shares in issue during the year	**650,000**	650,000

13. PROPERTY, PLANT AND EQUIPMENT

Group

	Buildings RMB'000	Plant and machinery RMB'000	Office equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2014						
At 1 January 2014:						
Cost	112,144	130,439	3,519	4,951	4,888	255,941
Accumulated depreciation	(30,031)	(73,978)	(2,660)	(3,030)	–	(109,699)
Net carrying amount	82,113	56,461	859	1,921	4,888	146,242
At 1 January 2014, net of accumulated depreciation	82,113	56,461	859	1,921	4,888	146,242
Additions	10,188	684	241	691	339	12,143
Disposals	–	(893)	–	–	–	(893)
Depreciation provided during the year *(note 6)*	(5,446)	(8,657)	(319)	(553)	–	(14,975)
Transfers	–	3,950	–	–	(3,950)	–
At 31 December 2014, net of accumulated depreciation and impairment	86,855	51,545	781	2,059	1,277	142,517
At 31 December 2014:						
Cost	122,332	133,751	3,749	5,642	1,277	266,751
Accumulated depreciation and impairment	(35,477)	(82,206)	(2,968)	(3,583)	–	(124,234)
Net carrying amount	86,855	51,545	781	2,059	1,277	142,517

13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group (continued)

	Buildings RMB'000	Plant and machinery RMB'000	Office equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2013						
At 1 January 2013:						
Cost	117,319	126,897	3,303	4,372	5,931	257,822
Accumulated depreciation	(24,561)	(43,471)	(2,136)	(3,015)	–	(73,183)
Net carrying amount	92,758	83,426	1,167	1,357	5,931	184,639
At 1 January 2013, net of accumulated depreciation	92,758	83,426	1,167	1,357	5,931	184,639
Additions	–	2,021	224	1,165	478	3,888
Adjustment	(5,175)	–	–	–	–	(5,175)
Disposals	–	–	(1)	(85)	–	(86)
Depreciation provided during the year (note 6)	(5,470)	(10,682)	(359)	(516)	–	(17,027)
Impairment (note 6)	–	(19,825)	(172)	–	–	(19,997)
Transfers	–	1,521	–	–	(1,521)	–
At 31 December 2013, net of accumulated depreciation and impairment	82,113	56,461	859	1,921	4,888	146,242
At 31 December 2013:						
Cost	112,144	130,439	3,519	4,951	4,888	255,941
Accumulated depreciation and impairment	(30,031)	(73,978)	(2,660)	(3,030)	–	(109,699)
Net carrying amount	82,113	56,461	859	1,921	4,888	146,242

As at 31 December 2013, the Group had not obtained certificates of ownership in respect of certain buildings of the Group in the PRC with a net carrying amount of RMB11,252,000. All certificates of ownership of these buildings have been obtained during the year.

14. PREPAID LAND LEASE PAYMENTS

	Group	
	2014	2013
	RMB'000	RMB'000
Carrying amount at beginning of year	**75,423**	76,590
Additions	**593**	571
Adjustment*	**(3,485)**	–
Recognised during the year *(note 6)*	**(1,825)**	(1,737)
Carrying amount at end of year	**70,706**	75,424
Current portion included in prepayments, deposits and other receivables *(note 19)*	**(1,825)**	(1,737)
Non-current portion	**68,881**	73,687

The Group's leasehold lands are situated in the PRC and held under long term leases.

As at 31 December 2013, the Group had not obtained the land use rights certificate in respect of a piece of leasehold land in the PRC with a net carrying amount of RMB19,381,000. The land use right certificate of this leasehold land has been obtained during the year.

* The adjustment represents refund of acquisition cost overpaid from the relevant government bodies in the PRC.

15. INVESTMENTS IN SUBSIDIARIES

	Company	
	2014	2013
	RMB'000	RMB'000
Unlisted shares, at cost	**117,131**	117,131

The amounts due from subsidiaries included in the Company's currents assets of RMB4,577,000 (2013: RMB126,439,000) are unsecured, interest-free and are repayable on demand.

The amount due to subsidiaries included in the Company's current liabilities of RMB6,313,000 (2013: Nil) are unsecured, non-interest-bearing and with no fixed terms of repayment.

15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Particulars of the subsidiaries are as follows:

Name	Place of incorporation/ registration and operation	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company	Principal activities
Automart Holdings Limited ("BVI Automart")	British Virgin Islands	US$100,000	100 (direct)	Investment holding
Hong Kong Automart	Hong Kong	HK$1,200,000	100 (indirect)	Investment holding
Shanghai Shuanghua (iii)	PRC	RMB389,289,704	99.999 (indirect)	Manufacture and sale of auto air-conditioner parts and components
Shuanghua Machinery (iv)	PRC	RMB60,000,000	99.999 (indirect)	Manufacture of and sale of auto air-conditioner parts and components
Shuanghua Machinery Sales (iv)	PRC	RMB5,000,000	99.999 (indirect)	Wholesale and retail of mechanical equipment and electrical equipment
Youshen Industry (iv)	PRC	RMB10,000,000	99.999 (indirect)	Import and export of goods and technology and sales of auto-conditioner parts and components
Hong Kong Shuanghua	Hong Kong	US$200,000	99.999 (indirect)	Import and export of goods and technology and sales of auto-conditioner parts and components
Shuanghua Auto Components (iv)	PRC	RMB2,000,000	99.999 (indirect)	sales of auto air-conditioner parts and components
Kunshan Xiaocang Compressor Co., Ltd. ("Kunshan Xiaocang") (i)(iii)	PRC	US$1,210,000	64.999 (indirect)	Manufacture of automotive compressors
Eagle Star Investment (iv)(v)	PRC	RMB30,000,000	99.999 (indirect)	Investment holding and auto technical service and retail of lubricating oil
Shanghai Eagle Star Petrochemical Co., Ltd. ("Eagle Star Petrochemical ") (ii)(iv)	PRC	RMB20,000,000	50.999 (indirect)	Trading of automotive lubricants and automotive supplies

15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Particulars of the subsidiaries are as follows: (continued)

Name	Place of incorporation/ registration and operation	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company	Principal activities
Shanghai Citgo Petroleum Co., Ltd. ("Citgo Petroleum") (ii) (iv) (v)	PRC	RMB20,000,000	50.999 (indirect)	Trading of automobile lubricants and automotive suppliers
Shanghai Xcel Lubricants Co., Ltd. ("Xcel Lubricants") (ii) (iv)	PRC	RMB20,000,000	50.999 (indirect)	Trading of automobile lubricants and automotive suppliers
Eagle Star Auto Technology (ii) (iv)	PRC	RMB1,000,000	56.249 (indirect)	Auto technical service

Notes:

(i) Kunshan Xiaocang is in the process of deregistration.

(ii) Eagle Star Petrochemical, Citgo Petroleum, Xcel Lubricants and Eagle Star Auto Technology are limited liability companies established under the PRC law in 2014.

(iii) Shanghai Shuanghua and Kunshan Xiaocang are a Sino-foreign equity companies established in the PRC.

(iv) Shuanghua Machinery, Shuanghua Machinery Sales, Youshen Industry, Shuanghua Auto Components, Eagle Star Investment, Eagle Star petrochemical, Citgo Petroleum, Xcel Lubricants and Eagle Star Auto Technology are domestic companies established in the PRC.

(v) As at 31 December 2014, Eagle Star Investment had paid RMB10.2 million as capital contribution for its 51% equity interest in Citgo Petroleum. Shanghai Southern Economic Development Group Oil Limited ("Southern Oil") which is entitled to the remaining 49% equity interest in Citgo Petroleum had not made any capital contribution as at 31 December 2014.

Subsequent to the year end and on 6 January 2015, Eagle Star Investment entered into an agreement with Southern Oil whereby the latter agreed to transfer its entitlement to a 49% of equity interest of Citgo Petroleum to Eagle Star Investment for a consideration of RMB1. As a result of this transaction, Eagle Star Investment will own the entire equity interest of Citgo Petroleum. The directors consider there was no non-controlling interest shared by Southern Oil as they have not made any capital contribution so far.

16. AVAILABLE-FOR-SALE INVESTMENT

	Group	
	2014	2013
	RMB'000	RMB'000
Unlisted equity investment, at cost	**262**	262

The investment represents investment in the equity interest of an unlisted entity in the PRC which, not being traded in the market, does not have quoted market prices. The directors consider that the fair value of the investment cannot be reliably measured. The investment was therefore stated at cost less any impairment as at 31 December 2014 and 2013.

17. INVENTORIES

	Group	
	2014	2013
	RMB'000	RMB'000
Raw materials	**23,621**	24,793
Work in progress	**15,637**	19,915
Finished goods	**52,210**	52,501
	91,468	97,209
Impairment	**(13,907)**	(13,905)
	77,561	83,304

The movements in the provision for impairment of inventories are as follows:

	Group	
	2014	2013
	RMB'000	RMB'000
At beginning of year	**13,905**	7,362
Impairment losses recognised *(note 6)*	**2**	6,543
At end of year	**13,907**	13,905

18. TRADE AND NOTES RECEIVABLES

	Group 2014 RMB'000	2013 RMB'000
Trade receivables	**73,346**	75,198
Notes receivable	**42,900**	31,346
	116,246	106,544
Impairment	**(1,074)**	(1,123)
	115,172	105,421

The Group's trading terms with its customers are mainly on credit. The credit period for trade receivables is generally 30 to 90 days. Each customer has a maximum credit limit. The credit period for notes receivable is up to 190 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade and notes receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade and notes receivable balances. Trade and notes receivables are non-interest-bearing.

An aged analysis of the trade and notes receivables of the Group at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

	Group 2014 RMB'000	2013 RMB'000
Within 1 month	**49,178**	46,275
1 to 2 months	**11,740**	19,739
2 to 3 months	**13,839**	11,398
3 to 12 months	**38,801**	27,420
Over 12 months	**1,614**	589
	115,172	105,421

18. TRADE AND NOTES RECEIVABLES (CONTINUED)

The movements in the provision for impairment of trade receivables are as follows:

	Group	
	2014	2013
	RMB'000	RMB'000
At beginning of year	**1,123**	635
(Reversal of impairment)/impairment losses recognised *(note 6)*	**(49)**	488
At end of year	**1,074**	1,123

At 31 December 2014, the Group's trade receivables of RMB1,074,000 (2013: RMB1,123,000) were individually determined to be impaired. These receivables have been long outstanding and management assessed them to be irrecoverable.

The aged analysis of the trade and notes receivables that are not individually nor collectively considered to be impaired is as follows:

	Group	
	2014	2013
	RMB'000	RMB'000
Neither past due nor impaired	**105,198**	92,854
Less than 1 month past due	**2,981**	6,407
1 to 2 months past due	**1,982**	1,564
2 to 3 months past due	**729**	1,025
3 to 12 months past due	**2,668**	2,983
Over 12 months past due	**1,614**	588
	115,172	105,421

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

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 Board is 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.

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	Group 2014 RMB'000	Group 2013 RMB'000
Other receivables	**2,714**	9,773
Prepayments	**2,604**	880
Prepaid land lease payments *(note 14)*	**1,825**	1,737
Prepaid expenses	**110**	350
	7,253	12,740
Impairment	**(85)**	(85)
	7,168	12,655

The individually impaired other receivables relate to receivables that are not expected to be recovered. All other receivables are neither past due nor impaired and relate to receivables for which there was no recent history of default.

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group 2014 RMB'000	Group 2013 RMB'000
Bank financial investment products, at fair value	**48,000**	26,000

The balance as at 31 December 2014 represented principal protected bank financial investment products with maturity dates ranged from 9 January 2015 to 17 February 2015. The balance as at 31 December 2013 had maturity dates ranged from 2 January 2014 to 24 March 2014.

The bank financial investment products are designated by the Group as financial assets at fair value through profit or loss upon initial recognition. They are unlisted and due to the shortness of the maturity periods, the directors consider that the fair value of the bank financial investment products approximate their original cost.

21. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	Note	Group 2014 RMB'000	Group 2013 RMB'000
Cash and bank balances		**172,960**	180,040
Less: Pledged deposits for bills payable	*22*	**7,240**	5,459
Cash and cash equivalents		**165,720**	174,581

	Company 2014 RMB'000	Company 2013 RMB'000
Cash and bank balances	**128,104**	32

21. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (CONTINUED)

As at 31 December 2014, the Group's cash and cash equivalents denominated in RMB were RMB157,801,161 (2013: RMB159,884,096). The RMB is not freely convertible into other currencies, however, under PRC'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.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

As at 31 December 2014, short term deposits of RMB7,240,000 (2013: RMB5,459,000) were pledged to secure bills payable of RMB10,500,000 (2013: RMB15,300,000) (note 22).

22. TRADE AND BILLS PAYABLES

	Group	
	2014	2013
	RMB'000	RMB'000
Trade payables	**50,657**	50,979
Bills payable	**10,500**	15,300
	61,157	66,279

An aged analysis of the trade and bills payables at the end of the reporting period, based on the invoice date, is as follows:

	Group	
	2014	2013
	RMB'000	RMB'000
Within 1 month	**34,365**	22,329
1 to 2 months	**8,791**	17,091
2 to 3 months	**5,359**	10,434
3 to 6 months	**9,788**	15,276
6 to 12 months	**1,309**	605
12 to 24 months	**1,545**	28
Over 24 months	**–**	516
	61,157	66,279

Trade and bills payables are non-interest-bearing and have an average credit term of one to six months.

As at 31 December 2014, bills payable of RMB10,500,000 (2013: RMB15,300,000) were secured by the Group's pledged deposits with a carrying amount of RMB7,240,000 (2013: RMB5,459,000) (note 21).

23. OTHER PAYABLES AND ACCRUALS

	Group 2014 RMB'000	2013 RMB'000
Other payables	**4,385**	2,781
Advances from customers	**6,024**	1,264
Taxes other than CIT	**6,224**	6,011
Payroll payables	**3,107**	3,436
Accrued liabilities	**560**	825
	20,300	14,317

24. PROVISION

	Group 2014 RMB'000	2013 RMB'000
At beginning of year	**2,335**	3,868
Additional provisions *(note 6)*	**–**	959
Amounts utilised during the year	**(408)**	(1,450)
Reversal of unutilised amounts	**(1,261)**	(1,042)
At end of year	**666**	2,335

The Group provides warranties to its customers on its products, under which faulty products are repaired or replaced. The amount of the provision for the warranties is estimated based on sales volumes and past experience of the level of repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

25. GOVERNMENT GRANTS

	Group 2014 RMB'000	2013 RMB'000
Carrying amount at beginning of the year	**12,551**	8,802
Received during the year	**2,110**	5,123
Released to the statement of profit or loss *(note 5)*	**(2,021)**	(1,374)
Adjustment*	**(3,485)**	–
Carrying amount at end of the year	**9,155**	12,551
Current	**2,021**	1,337
Non-current	**7,134**	11,214
	9,155	12,551

Government grants have been received either for the construction of certain items of property, plant and equipment or for the Group subsidiaries' business development.

* The adjustment represents reversal of grant receivable the Group is no longer entitled following the refund of certain acquisition cost of land use rights by the relevant government bodies in the PRC *(note 14)*.

26. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

Group

	Accruals and provision RMB'000	Impairment of assets RMB'000	Government grants RMB'000	Losses available for offsetting future taxable profits RMB'000	Total RMB'000
At 1 January 2013	1,342	656	1,794	8,711	12,503
Deferred tax credited/(charged) to the statement of profit or loss during the year *(note 10)*	(519)	385	(969)	(8,598)	(9,701)
At 31 December 2013	823	1,041	825	113	2,802
Deferred tax credited/(charged) to the statement of profit or loss during the year *(note 10)*	(507)	14	(159)	(113)	(765)
At 31 December 2014	316	1,055	666	–	2,037

26. DEFERRED TAX (CONTINUED)

Deferred tax liabilities

Group

	Withholding tax on the distributable profits RMB'000
At 1 January 2013	1,916
Deferred tax charged to the statement of profit or loss during the year *(note 10)*	3,399
Deferred tax utilised during the year	(4,876)
At 31 December 2013	439
Deferred tax charged to the statement of profit or loss during the year *(note 10)*	122
At 31 December 2014	561

Pursuant to the New Corporate Income Tax Law and implementation regulations issued by the State Council, and in accordance with the "Arrangement between the PRC and Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income", a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprise established in the PRC. The requirement was 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 arrangement between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by Shanghai Shuanghua and Macs Baoding in respect of earnings generated from 1 January 2008. The Group has recognised deferred tax liabilities in respect of accumulated distributable earnings from its subsidiaries and associate established in the PRC since 1 January 2008, no matter whether such earnings have been declared or not by the subsidiaries and associate at the reporting dates.

On 13 April 2012, Hong Kong Automart obtained the Resident Certificate issued by the Hong Kong Special Administrative Region to approve that Hong Kong Automart is a Hong Kong resident under the "Agreement between the PRC and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income" for 2008, 2009, 2010 and 2011. Such certificate for 2012 was obtained on 28 March 2013. The Group is therefore only liable for withholding taxes on dividend distributed by its subsidiaries at a reduced rate of 5% from 2008.

26. DEFERRED TAX (CONTINUED)

Deferred tax liabilities (continued)

Deferred tax assets have not been recognised in respect of the following items:

	2014 RMB'000	2013 RMB'000
Tax losses:		
Shuanghua Machinery	**32,045**	38,551
Eagle Star Investment	**2,580**	–
Hong Kong Automart	**1,391**	969
Hong Kong Shuanghua	**596**	371
Youshen Industry	**5,562**	5,528
Citgo Petroleum	**85**	–
	42,259	45,473
Deductible temporary differences:		
Youshen Industry	**–**	250
Shuanghua Machinery	**30,297**	25,658
	30,297	25,908
	72,556	71,381

The Group has tax losses arising in the PRC for offsetting against future taxable profits of Shuanghua Machinery, Eagle Star Investment, Youshen Industry and Citgo Petroleum. These tax losses will expire in one to five years.

The Group has tax losses arising in Hong Kong that are available indefinitely for offsetting against future taxable profits of Hong Kong Automart and Hong Kong Shuanghua.

Deferred tax assets have not been recognised in respect of tax losses and deductible temporary differences as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

27. SHARE CAPITAL

The movements in the authorised and issued share capital of the Company are as follows:

	2014 RMB'000	2013 RMB'000
Authorised:		
10,000,000,000 (2013: 10,000,000,000) ordinary shares of HK$0.01 each	**83,293**	83,293
Issued and fully paid:		
650,000,000 (2013: 650,000,000) ordinary shares of HK$0.01 each	**5,406**	5,406

28. RESERVES

	Group	
	2014 RMB'000	2013 RMB'000
Share premium	**133,658**	133,658
Capital reserve	**168,183**	168,183
Statutory surplus reserve	**42,755**	41,047
Merger reserve	**(119,378)**	(119,378)
Exchange fluctuation reserve	**(300)**	(307)
	224,918	223,203

	Company	
	2014 RMB'000	2013 RMB'000
Share premium	**133,658**	133,658
Capital reserve	**117,131**	117,131
	250,789	250,789

28. RESERVES (CONTINUED)

Share premium

Group and Company

The Company was incorporated in the Cayman Islands on 19 November 2010 with an authorised and issued share capital of HK$100 made of 10,000 ordinary share of HK$0.01 each.

On 29 June 2011, a total of 487,490,000 new ordinary shares of HK$0.01 each were allotted and issued, credited as fully paid at par by the Company, by way of capitalisation of the sum of HK$4,875,000 (equivalent to RMB4,055,000) from the share premium account to the then existing shareholders of the Company in proportion to their respective shareholdings.

On 30 June 2011, the shares of the Company were listed on the Stock Exchange of Hong Kong Limited and the Company had offered 162,500,000 ordinary shares of HK$0.01 each and received total proceeds of HK$188,500,000 (equivalent to RMB156,760,000) from the initial public offering. The difference between the additional issued capital of the Company of RMB1,351,000 and the total proceeds of RMB156,760,000 received from the initial public offering after deducting deferred listing expenses of RMB17,696,000 was recorded as share premium.

Capital reserve

Group

Pursuant to the reorganisation, on 18 March 2011, 8,000 shares and 42,000 shares of BVI Automart were issued and allotted to Zheng Ping and Shuanghua International for considerations of HK$81,200,000 (equivalent to RMB67,696,000) and HK$58,800,000 (equivalent to RMB49,022,000), respectively. The total capital injection by Zheng Ping and Shuanghua International was RMB132,375,000. The additional injection due from the Group of RMB15,657,000 was waived by Zheng Ping and Shuanghua International.

On 18 June 2011, the Group entered into a deed of release with Youshen International pursuant to which Youshen International waived the debt of RMB30,700,000 due from the Group.

Company

On 8 June 2011, the Company acquired the entire issued share capital of BVI Automart from Zheng Ping and Shuanghua International in consideration of the crediting as fully paid the 5,800 and 4,200 in the share capital of the Company held by Zheng Ping and Dong Zongde, namely, Youshen Group and Shuanghua International, respectively. The excess of the nominal value of the shares of BVI Automart acquired pursuant to the reorganisation over the nominal value of the Company’s shares issued in exchange therefor of RMB117,131,000 was recorded as capital reserve.

28. RESERVES (CONTINUED)

Statutory surplus reserve

Group

In accordance with the PRC Company Law, the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of the reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory reserve must be maintained at a minimum of 25% of the registered capital after such usage.

Merger reserve

Group

The merger reserve of the Group represents the reserve arose pursuant to the reorganisation which is accounted for as reorganisation under common control.

Exchange fluctuation reserve

Group

The exchange fluctuation reserve is represents exchange differences arising from the translation of the financial statements of Hong Kong Shuanghua.

29. CONTINGENT LIABILITIES

There were no significant contingent liabilities at the end of the reporting periods.

30. PLEDGE OF ASSETS

Details of the Group's bills payable, which are secured by the assets of the Group, are included in notes 21 and 22 to the financial statements.

31. OPERATING LEASE ARRANGEMENTS

As lessee

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to six years.

At 31 December 2014, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	Group	
	2014	2013
	RMB'000	RMB'000
Within one year	**1,976**	1,127
In the second to fifth years, inclusive	**351**	886
Over five years	**17**	–
	2,344	2,013

At the end of the reporting period, the Company had no operating lease arrangements.

32. COMMITMENTS

In addition to the operating lease commitments detailed in note 31 above, the Group had the following capital commitments at the end of the reporting period:

	Group	
	2014	2013
	RMB'000	RMB'000
Contracted, but not provided for:		
Property, plant and machinery	**–**	352

At the end of the reporting period, the Company had no significant commitments.

33. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in the financial statements, the Group had the following transactions with related parties during the year:

		Group	
	Notes	**2014 RMB'000**	2013 RMB'000
Associate			
Sales of products to:			
Macs Baoding	*(i)*	–	43,298
Companies of which the shareholder is a shareholder of the Company			
Purchases of goods from:			
Shanghai Youchen Aluminium Materials Co., Ltd. ("Shanghai Youchen")*	*(ii)*	–	2,817
Rental expenses to:			
Shanghai Automart*	*(iii)*	**1,229**	1,153

Notes:

(i) The sales to the related parties were made according to the published prices and conditions offered to the major customers of the Group.

(ii) The purchases from the related parties were made on terms agreed between the parties.

(iii) The rental expenses to the related party were based on prices mutually agreed between the parties.

* These transactions also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

(b) Outstanding balance with a related party:

	Group	
	2014 RMB'000	2013 RMB'000
Due to a related party:		
Shanghai Automart *(Note)*	–	1,970

Note: The balance was unsecured, non-interest-bearing and had no fixed terms of repayment.

33. RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Compensation of key management personnel of the Group:

	Group 2014 RMB'000	2013 RMB'000
Short term employee benefits	**2,100**	1,816
Pension scheme contributions	**105**	134
Total compensation paid to key management personnel	**2,205**	1,950

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

34. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of reporting period are as follows:

Financial assets – loans and receivables

	Group 2014 RMB'000	2013 RMB'000
Trade and notes receivables	**115,172**	105,421
Financial assets included in prepayments, deposits and other receivables	**2,714**	9,773
Pledged deposits	**7,240**	5,459
Cash and cash equivalents	**165,720**	174,581
	290,846	295,234

Financial assets – available-for-sale financial assets

	Group 2014 RMB'000	2013 RMB'000
Available-for-sale investment	**262**	262

Financial assets – at fair value through profit or loss

	Group 2014 RMB'000	2013 RMB'000
Financial assets at fair value through profit or loss	**48,000**	26,000

34. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

Financial liabilities – at amortised cost

	Group	
	2014	2013
	RMB'000	RMB'000
Trade and bills payables	**61,157**	66,279
Financial liabilities included in other payables and accruals	**4,385**	2,781
Due to a related party	**–**	1,970
	65,542	71,030

Financial assets – loans and receivables

	Company	
	2014	2013
	RMB'000	RMB'000
Due from subsidiaries	**4,577**	126,439
Cash and cash equivalents	**128,104**	32
	132,681	126,471

35. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade and notes receivables, trade and bills payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals and amounts due from/to related parties approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

During the year, the Group has no material financial instruments to be disclosed according to the fair value hierarchy (Level 1, 2 and 3).

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents. 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 and notes receivables and trade and bills payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are 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.

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currency. Approximately 22.1% of the Group's sales for the year ended 31 December 2014 (2013: 29.6%) were denominated in currencies other than the functional currency of the operating units making the sale, whilst approximately 100% of costs for the year ended 31 December 2014 (2013: 99.6%) were denominated in the units' functional currencies. At present, the Group does not intend to hedge its exposure to foreign exchange fluctuations. However, management constantly monitors the economic situation and the Group's foreign exchange risk profile and will consider appropriate hedging measures in the future should the need arise.

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 (due to changes in the fair value of monetary assets and liabilities).

Changes in exchange rates

	Percentage Change %	Increase/ (decrease) in profit before tax RMB'000	Decrease/ (increase) in loss before tax RMB'000
2014			
If RMB weakens against United States dollar	**5**	**805**	
If RMB strengthens against United States dollar	**(5)**	**(805)**	
If RMB weakens against Hong Kong dollar	**5**	**9**	
If RMB strengthens against Hong Kong dollar	**(5)**	**(9)**	
If RMB weakens against Japanese Yen	**5**	**21**	
If RMB strengthens against Japanese Yen	**(5)**	**(21)**	
2013			
If RMB weakens against United States dollar	5		687
If RMB strengthens against United States dollar	(5)		(687)
If RMB weakens against Hong Kong dollar	5		9
If RMB strengthens against Hong Kong dollar	(5)		(9)
If RMB weakens against Japanese Yen	5		21
If RMB strengthens against Japanese Yen	(5)		(21)

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the General Manager and Chairman.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, amounts due from related parties, deposits and other receivables and available-for-sale investments, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty and by geographical region. At 31 December 2014, the Group had certain concentrations of credit risk as 11% (2013: 35%) and 27% (2013: 54%) of the Group's trade and notes receivables were due respectively from the Group's largest customer and the five largest customers.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and notes receivables and deposits and other receivables are disclosed in notes 18 and 19, respectively, to the financial statements.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest – bearing bank borrowings to meet its working capital requirements.

All the Group's and the Company's financial liabilities at the end of the reporting period are due within one year or on demand.

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

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 maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirement. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2014 and 2013.

The Group monitors capital using a gearing ratio, which is net debts divided by capital plus net debts. Net debts include trade and bills payables, other payables and accruals, amount due to a related party, less cash and cash equivalents and pledged deposits. Capital represents equity attributable to owners of the parent. The gearing ratio as at end of the reporting period is taken as the ratio of net debts to equity attributable to owners of the parent as follows:

	Group	
	2014	2013
	RMB'000	RMB'000
Trade and bills payables	**61,157**	66,279
Other payables and accruals	**20,300**	14,317
Due to a related party	**–**	1,970
Less: Cash and cash equivalents	**(165,720)**	(174,581)
Pledged deposits	**(7,240)**	(5,459)
Net cash	**(91,503)**	(97,474)
Equity attributable to owners of the parent	**541,542**	532,203
Gearing ratio	**N/A**	N/A

37. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 March 2015.

FIVE YEAR FINANCIAL SUMMARY

	Year ended 31 December				
	2010 RMB'000	2011 RMB'000	2012 RMB'000	2013 RMB'000	**2014** **RMB'000**
REVENUE	591,504	528,617	379,596	261,130	**197,017**
Cost of sales	(454,752)	(415,742)	(314,676)	(217,155)	**(145,877)**
Gross profit	136,752	112,875	64,920	43,975	**51,140**
Other income and gains	2,066	4,800	3,105	14,394	**9,527**
Selling and distribution costs	(21,066)	(18,154)	(16,210)	(11,895)	**(10,818)**
Administrative expenses	(47,350)	(42,534)	(34,379)	(37,204)	**(36,530)**
Other expenses	(1,846)	(5,833)	(603)	(22,214)	**(671)**
Finance costs	(6,115)	(8,140)	(6,442)	(190)	**–**
Share of profits of an associate	27,094	23,655	15,737	6,932	**–**
PROFIT BEFORE TAX	89,535	66,669	26,128	(6,202)	**12,648**
Income tax expense	(8,755)	(7,654)	(4,288)	(17,522)	**(3,320)**
PROFIT/(LOSS) FOR THE YEAR	80,780	59,015	21,840	(23,724)	**9,328**
Attributable to:					
Owners of the parent	81,541	59,015	21,839	(23,724)	**9,327**
Non-controlling interests	(761)	–	1	–	**1**
	80,780	59,015	21,840	(23,724)	**9,328**

	Year ended 31 December				
	2010 RMB'000	2011 RMB'000	2012 RMB'000	2013 RMB'000	**2014** **RMB'000**
Total assets	719,951	795,382	689,081	630,514	**634,558**
Total liabilities	(339,084)	(243,573)	(133,116)	(98,307)	**(93,016)**
Non-controlling interests	–	(3)	(4)	(4)	**(5)**
	380,867	551,806	555,961	532,203	**541,537**