中国优通控股
China UT Holding

China U-Ton Holdings Limited
中 國 優 通 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 6168

2014

ANNUAL REPORT

Contents

CORPORATE INFORMATION

Board of Directors

Executive Directors

Jiang Changqing (姜長青) (Chairman)
Guo Aru (郭阿茹)
Li Qingli (李慶利)

Independent Non-Executive Directors

Meng Fanlin (孟繁林)
Wang Haiyu (王海玉)
Li Xiaohui (李曉慧)

Company Secretary

Pang Chun Kit (彭俊傑) (ACCA, HKICPA)

Audit Committee

Li Xiaohui (李曉慧) (Chairlady)
Meng Fanlin (孟繁林)
Wang Haiyu (王海玉)

Nomination Committee

Meng Fanlin (孟繁林) (Chairman)
Li Xiaohui (李曉慧)
Wang Haiyu (王海玉)

Remuneration Committee

Wang Haiyu (王海玉) (Chairman)
Meng Fanlin (孟繁林)
Li Xiaohui (李曉慧)

Company's Website

www.chinauton.com

Authorised Representatives

Jiang Changqing
Pang Chun Kit

Auditor

Deloitte Touche Tohmatsu

Legal Adviser to the Company (Hong Kong Law)

Li & Partners

Compliance Adviser

Guotai Junan Capital Limited

Registered Office

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head Office, Headquarters and Principal Place of Business in the PRC

Room 103, Huaibei Road 465,
Yuhua District, Shijiazhuang
Hebei Province
China

Principal Place of Business in Hong Kong

Room 2404
24/F, Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Principal Bankers

Bank of China (Hong Kong) Limited
1 Garden Road,
Hong Kong

China Construction Bank
Shijiazhuang Guangan Dajie Branch
No.26, Guangan Dajie, Shijiazhuang
Hebei Province
China

Industrial and Commercial Bank of China
Beijing Beitaipingzhuang Branch
No.33, North Road, Beitaipingzhuang
Beijing
China

Principal Share Registrar and Transfer Office

Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
22th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Place of Listing

The Stock Exchange of Hong Kong Limited

Stock Code

6168

CHAIRMAN'S STATEMENT

Dear shareholders,

In 2014, China U-Ton Holdings Limited (the "Company" together with its subsidiaries, the "Group") elevated to a higher platform in the capital market. The Group also put efforts to broaden the businesses opportunities through acquiring a new subsidiary, entering into strategic cooperation with an enterprise, obtaining the exclusive use rights of a strategic asset and establishing oversea business development department. The year 2014 was an extraordinary year for the Group and I believe that above strategic arrangements would bring prosperous future growth to the Group.

LISTING ON THE STOCK EXCHANGE OF HONG KONG

On 11 April 2014, an application was made by the Company to the Stock Exchange for the transfer of listing of all the Company's shares in issue from the Growth Enterprise Market (the "GEM") to the Main Board of the Stock Exchange. The Company's shares were successfully listed on Main Board of the Stock Exchange on 1 August 2014 (the "Transfer of Listing"). In connection with the listing on the Stock Exchange of Hong Kong, the Group took important steps to explore business opportunities and build up reputation.

OVERALL RESULTS

The Company reported its audited results for the year ended 31 December 2014 with a profit attributable to the equity holders of the Company of RMB74,695,000, representing an decrease of approximately 12.4% over the corresponding period of the previous financial year. Our gross profit increased by RMB14,533,000 to RMB162,148,000. The Group's turnover for the year ended 31 December 2014 increased by approximately 35.4% to RMB511,472,000 which reflects the Group's ability in riding successfully on the favourable trend established in the previous financial year, seizing business opportunities in the optical fibers and equipment integration services market in China as well as improving the Group's core revenue. Due to some construction contracts had not reached the stage to recognise the contraction revenue or profit but costs incurred were recorded, the gross profit margin decreased accordingly. In addition, due to expansion of business, the increase in the operating expenses caused the decrease in the profit attributable to the equity holders of the Company.

BUSINESS DEVELOPMENT

Acquisition

During the year, the Group acquired 100% of the equity interest of Hebei Haizhi Data Technology Co. Ltd. ("Hebei Haizhi") (河北海智數據科技有限公司). Hebei Haizhi is principally engaged in communication construction, sales of communication equipments, and development of data technology and has obtained ISO 9001 quality management system certificate, and Certificate of Surveying and Mapping Qualification issued by National Administration of Surveying, Mapping and Geoinformation (中國國家測繪地理信息局) ("NASG") and patent in connection with safety testing system of transmission tower. I believe that acquisition will enhance the Group's competitiveness in telecommunication business by way of strengthening its existing maintenance service and projects and reinforcing its existing business relationship with the telecommunication operators in the PRC through Hebei Haizhi through the provision of more maintenance services to the customers.

Overseas business development

The Group has been seeking global business opportunities and has established an oversea business development department. During the year, the Group completed several site visits, conducted feasibility research and assessed the business opportunities of the African telecommunication market. As at the date of this report, the indirect wholly-owned subsidiaries of the Group in Ghana and South Africa have been incorporated.

Strategic asset

During the year, the Group and 鄭州市市政維護工程有限公司 (Zhengzhou Municipal Maintenance Construction Co. Ltd) ("ZMMC") entered into a cooperation agreement, pursuant to which the Group obtains the exclusive rights in using the relevant public sewer systems for the deployment of optical fibers in city region of Zhengzhou, Henan Province for the period of 20 years from 1 September 2014. The Group believes that the cooperation will enhance the Group's competitiveness in deployment of optical fibers and geographical business development in Henan Province.

Strategic cooperation with a national high-tech enterprise

During the year, the Company and Dawning Information Industry Co., Ltd (曙光信息產業股份有限公司) ("Dawning") entered into a strategic cooperation agreement to jointly cooperate to build, enlarge and strengthen the smart city, cloud computing centre and low-voltage projects. The cooperating parties will step up cooperation and marketing efforts in smart city project infrastructure, software development and platform and low-voltage building so as to facilitate the improvement in cloud computing and low-voltage industry chain and jointly promote the development and application of low-voltage technology. Dawning was established in 1996 and is a national high-tech enterprise established under the promotion of the Chinese Academy of Sciences (中國科學院) and based on the major scientific research results in the national "863" plan. Dawning won the first prize in the China HPC TOP100 for 4 consecutive years for its market share. The Company believes that the strategic cooperation will enhance the Group's competitiveness in telecommunication business by way of strengthening its technology support as well as customer relationship of low-voltage equipment integration services.

DIVIDENDS

Based on the Group's operating performance in 2014 and taking into consideration its future business development and overall financial condition, the Company proposed the final dividend of HK$1.0 cent (equivalent to approximately RMB0.8 cents) per share. The dividend payout ratio was 18.3%.

FUTURE PLANS AND PROSPECTS

On 7 August 2014, National Development and Reform Commission published a press release with subject "Strengthening innovation in key areas and assisting in maintaining a stable and healthy development of the high-tech industry and strategic emerging industry" (深入推進重點領域創新助力高技術產業和戰略性新興產業平穩健康發展). Its content included but not limited to speeding up construction of telecommunication infra-structure, execution of strategy of "Broadband China" (寬頻中國), development of technology and verification platform, etc.

The PRC's Broadband China strategy, 4G policies will continue to create good opportunities for the Group's business development. The general expansion of coverage of 3G networks and government's striving to grant 4G licenses have also been planned by the PRC Government. It is believed that telecommunication operators will continue to invest in construction and upgrade of information and mobile telecommunication networks in the future. As optical fiber cables are the backbone of connecting mobile telecommunication base stations, and broadband/telecommunication networks, deployment services of optical fibers are always required by telecommunication operators no matter for their base station construction, network construction or later stage maintenance. Accordingly, the Group believes that the rapid development of telecommunication and information technology will continue to bring forth considerable development opportunities to us and the Group will grow further under such favourable business environment. As at 31 December 2014, the Group had backlog amounts of projects in progress and projects to be commenced regarding deployment projects of optical fibers totally amounted to approximately RMB684 million. Thus, the Group is confident to achieve a better result.

The Group will pay attention to other potential telecommunication business opportunity and our Directors are cautiously optimistic on the prospect at this stage. More efforts will be made to strengthen internal control and management, strictly control production cost and operating expenses, so as to increase the overall profitability of the Group and maximize the returns for shareholders.

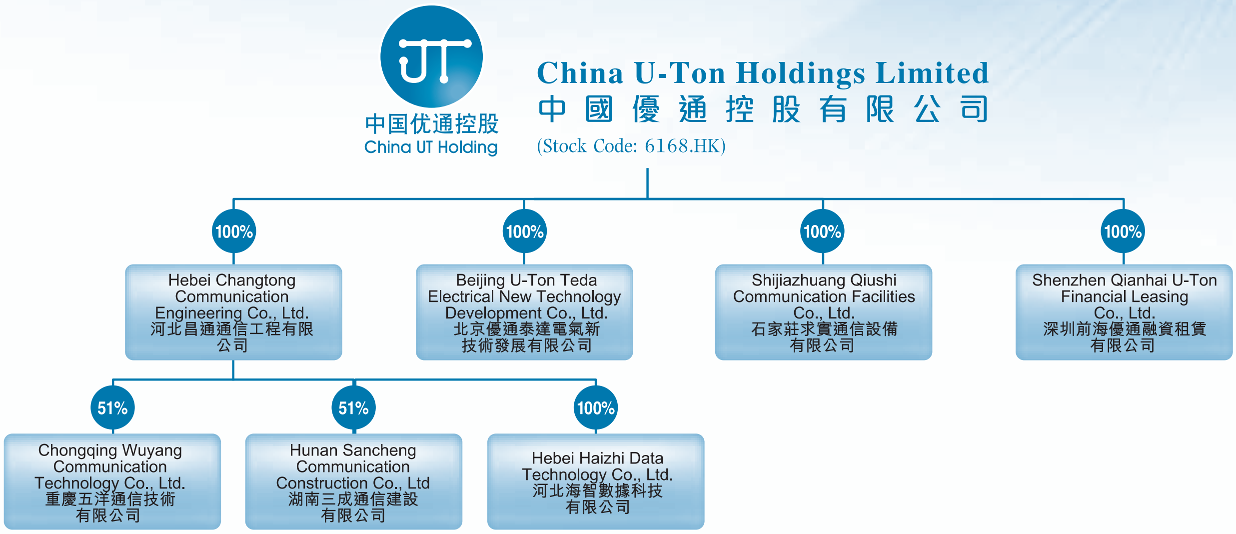
APPRECIATION

Finally, the Board would like to express sincere thanks to our customers, business partners, suppliers and shareholders for their persistent support to the Group, and our appreciation for the efforts and endeavors made by our management and staffs during the past year to achieve remarkable results for the Group.

Jiang Changqing
Chairman and Executive Director

Hong Kong, 30 March 2015

GROUP STRUCTURE OF MAJOR OPERATING SUBSIDIARIES



HISTORY

August 2014

Successfully transferred listing from the GEM Board to the Main Board of the Stock Exchange

2013

Further expand our coverage to Hunan and Chongqing by acquiring 2 subsidiaries namely Chongqing Wuyang and Hunan Sancheng

June 2012

Successfully listed on the GEM Board of the Stock Exchange

Being granted the Grade A certificate for Telecommunication Network System Integration Enterprise (通信信息網絡系统集成企業資質証書甲級資質), qualified to conduct all kinds of telecommunication network construction projects in the PRC

2011

Acquired Shijiazhuang Qiushi to venture into low-voltage equipment integration services business

2007 and 2008

Successfully obtained 17 patents relating to micro-duct and mini-cable deployment technology

2006

Successfully completed the first micro-ducts and mini-cables deployment project in Xingtai

2004

Secured exclusive right to use sewage system in Baoding

2001

Established in the PRC

FINANCIAL HIGHLIGHTS & SUMMARY

FINANCIAL HIGHLIGHTS

in RMB'000	Year ended 31 December				
	2014	2013	2012	2011	2010
Revenue	**511,472**	377,619	246,368	161,734	51,547
Cost of Sales/services	**(349,324)**	(230,004)	(137,079)	(86,692)	(28,215)
Gross Profit	**162,148**	147,615	109,289	75,042	23,332
Other gains and losses	**(5,282)**	(625)	931	10,879	13,747
Listing Expenses	**—**	—	(10,411)	(9,068)	—
Profit (loss) for the year attributable to equity holders of the Company	**74,695**	85,234	65,708	55,381	(1,272)

FINANCIAL SUMMARY

in RMB'000	Year ended 31 December				
	2014	2013	2012	2011	2010
RESULTS					
Revenue	**511,472**	377,619	246,368	161,734	51,547
Profit before income tax	**89,191**	101,773	75,133	61,029	3,119
Income tax expenses	**(13,078)**	(12,490)	(9,425)	(4,191)	(1,542)
Profit for the year	**76,113**	89,283	65,708	56,838	1,577

in RMB'000	At 31 December				
	2014	2013	2012	2011	2010
ASSETS AND LIABILITIES					
Total assets	**1,019,626**	692,936	453,530	223,175	102,503
Total liabilities	**457,753**	292,916	151,281	111,006	67,241
Net assets	**561,873**	400,020	302,249	112,169	35,262

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the provision of deployment services of optical fibers in the PRC. It is the Group's strategy to become a significant optical fiber deployment service provider for telecommunication operators in the PRC by (1) further strengthening our deployment services of optical fibers in the PRC and (2) expanding our business of low-voltage equipment integration services in the PRC.

Our competitive strengths include (1) the micro-ducts and mini-cable system integration methods which enable us to provide flexible solutions to our clients; and (2) we have registered a number of patents and obtained the rights to use the sewer system in various cities/districts to enhance our business development in telecommunication industry in the PRC.

Deployment services of optical fibers

During the year ended 31 December 2014, the Group achieved steady growth of business. The growth of revenue and gross profit was mainly contributed by the satisfactory performance of construction contract revenue, especially from more construction projects located in Hebei Province, Guizhou Province and Chongqing. As projects located in Guizhou Province and Chongqing used traditional deployment methods and the projects during the year ended 31 December 2014 were less complex, the gross profit margin decreased accordingly. In addition, some of the large construction projects were at early stage as at 31 December 2014 so that criteria for recognition of revenue could not be fulfilled at the time of recognition at 31 December 2014 which in turn would have a negative impact on gross profit margin.

Contract progress

Depending on the size and complexity of projects, the average construction period of the deployment of optical fibers projects varies between approximately seven to nine months.

The backlog amounts of projects in progress and projects to be commenced regarding deployment projects of optical fibers as at 31 December 2014 totally amounted to approximately RMB683,518,000 (31 December 2013: RMB131,623,000).

	As at 31 December 2014			
	Number of projects	Total signed contract value (RMB'000)	Recognised revenue (RMB'000)	Backlog amount (RMB'000)
Micro-ducts and mini-cables system integration method	26	170,176	41,731	128,445
Projects in progress	24	88,548	41,731	46,817
Projects to commence	2	81,628	–	81,628
Traditional deployment method	283	687,904	132,831	555,073
Projects in progress	196	263,071	132,831	130,240
Projects to commence	87	424,833	–	424,833
Total	309	858,080	174,562	683,518

Low-voltage equipment integration services

During the year ended 31 December 2014, the increase in revenue was mainly arising from the increase of construction service of low-voltage equipment integration.

FINANCIAL REVIEW

	Year ended 31 December		
	2014	2013	Increase
	RMB'000	RMB'000	(Decrease)%
Revenue	**511,472**	377,619	35.4
Gross Profit	**162,148**	147,615	9.8
EBITDA	**104,210**	111,004	(6.1)
EBITDA margin %	**20.4%**	29.4%	(9.0) percent point
Net profit	**76,113**	89,283	(14.8)
Profit for the period attributable to the equity holders of the Company	**74,695**	85,234	(12.4)
Net profit margin	**14.9%**	23.6%	(8.7) percent point
Basic earnings per share (cents)	**4.37**	5.07	(0.70)

	As at 31 December 2014	As at 31 December 2013
Current ratio	**2.2**	2.2
Gearing ratio	**24.1%**	22.7%

Revenue

The Group's turnover for the year ended 31 December 2014 was RMB511,472,000, representing an increase of approximately 35.4% over the corresponding period of the previous financial year. The increase in the Group's turnover was mainly due to increase of construction contract revenue of deployment services of optical fibers.

The following table sets out the breakdown of our Group's revenue during the periods indicated:

	Year ended 31 December		
	2014	2013	Increase (Decrease)
	RMB'000	RMB'000	%
Deployment services of optical fibers			
Construction contract revenue			
– Traditional deployment methods	**311,208**	221,524	40.5
– Micro-ducts and mini-cables system integration methods	**65,926**	86,831	(24.1)
Sub-total	**377,134**	308,355	22.3
Others			
– Services income	**29,884**	6,012	397.1
– Sales of goods	**388**	931	(58.3)
– Rental income	**65**	94	(30.9)
Sub-total	**30,337**	7,037	331.1
Low-voltage equipment integration services	**104,001**	62,227	67.1
Total	**511,472**	377,619	35.4

Deployment of optical fibers

Construction contract revenue

The construction contract revenue, being the income generated from our provision of the deployment services of optical fibers, was RMB377,134,000 and RMB308,355,000, representing approximately 73.7% and 81.7% of the total revenue of the Group for the year ended 31 December 2014 and 2013, respectively. The increase in construction revenue for the year ended 31 December 2014 as compared to the same period in 2013 was mainly due to the increase in the revenue derived from the provision of deployment services of optical fibers in Hebei Province, Guizhou Province and Chongqing as a result of geographical expansion of our business.

The following table set forth our revenue from construction contract by major locations for the periods indicated.

	Year ended 31 December			
	2014		2013	
	(RMB'000)	**%**	(RMB'000)	%
Hebei Province	**186,214**	**49.4**	127,223	41.3
Beijing	**4,388**	**1.1**	10,476	3.4
Liaoning Province	**18,004**	**4.8**	23,742	7.7
Sichuan Province	**59,198**	**15.7**	81,043	26.3
Guizhou Province	**24,605**	**6.5**	13,508	4.4
Chongqing	**67,400**	**17.9**	42,402	13.7
Hunan Province	**7,962**	**2.1**	9,352	3.0
Others	**9,363**	**2.5**	609	0.2
Total construction contract revenue	**377,134**	**100.0**	308,355	100.0

Others

The Group's revenue from others included services income, sales of goods and rental income and contributed RMB30,337,000, represented 5.9% of total revenue. Revenue from others increased was mainly due to the increase in demand of maintenance service.

Low-voltage equipment integration services

The income from low-voltage equipment integration services, representing the income generated from the provision of integration services for low-voltage equipment and accessories to our clients, which include financial institutions, governmental departments, public facilities, road and transportation companies, and state-owned and private companies, was approximately RMB104,001,000, representing approximately 20.3% of our total revenue for the year ended 31 December 2014.

Cost of Sales

The Group's cost of sales for the year ended 31 December 2014 was approximately RMB349,324,000, representing an increase of approximately 51.9% over the corresponding period of the previous year. The increase in the Group's cost of sales was due to increase of construction revenue of deployment services of optical fibers and low-voltage equipment integration services.

Gross profit

The following table sets forth the gross profit of each of our services for the periods indicated:

	Year ended 31 December			
	2014		2013	
	RMB'000	**%**	RMB'000	%
Gross profit by services				
Construction contract revenue				
– Traditional deployment methods	**91,366**	**56.4**	81,674	55.3
– Micro-ducts and mini-cables system integration methods	**36,409**	**22.5**	39,777	27.0
Sub-total	**127,775**	**78.9**	121,451	82.3
Others				
– Services income	**4,600**	**2.8**	2,068	1.4
– Sales of goods	**100**	**–**	456	0.3
– Rental income	**35**	**–**	64	–
Low-voltage equipment integration services	**29,638**	**18.3**	23,576	16.0
	162,148	**100.0**	147,615	100.0

The following table sets forth the gross profit margin of each of our services for the periods indicated:

	Year ended 31 December		
	2014	2013	Increase (Decrease)
	%	%	percent point
Gross profit margin by services			
Construction contract revenue			
– Traditional deployment methods	**29.4**	36.9	(7.5)
– Micro-ducts and mini-cables system integration methods	**55.2**	45.8	9.4
– Others	**34.7**	–	34.7
Overall	**33.9**	39.4	(5.5)
Others			
– Services income	**15.5**	34.4	(18.9)
– Sales of goods	**25.8**	49.0	(23.2)
– Rental income	**53.8**	68.1	(14.3)
Low-voltage equipment integration services	**28.5**	37.9	(9.4)
Total gross profit margin	**31.7**	39.1	(7.4)

There was a decrease in overall gross profit margin for the year ended 31 December 2014 when compared with the corresponding period of the previous financial year.

The decrease in our gross profit margin from approximately 39.1% for the year ended 31 December 2013 to approximately 31.7% for the year ended 31 December 2014 was primarily due to the decrease in gross profit margin of construction contract revenue in relation to deployment of optical fibers from approximately 39.4% in year ended 31 December 2013 to approximately 33.9% in year ended 31 December 2014 and the gross profit of which accounted for approximately 78.9% and 82.3% of total gross profit in year ended 31 December 2014 and year ended 31 December 2013, respectively. In general, the gross profit margin of construction contract varies according to the difficulties and complexities of each project.

The gross profit margin of construction contracts of deployment services of optical fibers using traditional deployment methods decreased from approximately 36.9% for the year ended 31 December 2013 to approximately 29.4% for the year ended 31 December 2014. It was mainly due to the expansion of business in Guizhou Province and Chongqing in which the gross profit margin was lower than projects in Hebei Province in order to increase the market share of the Group in Guizhou Province and Chongqing and the general lower gross profit margin of construction contract revenue by using traditional deployment methods. In addition, some construction contracts had not reached the stage to recognise the construction revenue or profit but costs incurred were recorded. Therefore, there was a negative impact on gross profit margin.

The gross profit margin of construction contracts of deployment services of optical fibers using micro-ducts and mini-cables system integration methods increased from approximately 45.8% for the year ended 31 December 2013 to approximately 55.2% for the year ended 31 December 2014. The increase was primarily attributable to the more complex projects generating relatively higher gross profit margin, in particular the projects in Hebei Province.

In addition, some of the large construction projects were at early stage as at 31 December 2014 so that criteria for recognition of profits could not be fulfilled at the time of recognition at 31 December 2014 which in turn would have a negative impact on gross profit margin.

The gross profit margin of services income decreased from approximately 34.4% for the year ended 31 December 2013 to approximately 15.5% for the year ended 31 December 2014. Such decrease was mainly attributable to the increase in average cost of service during the year.

The gross profit margin of sales of goods decreased from approximately 49.0% for the year ended 31 December 2013 to approximately 25.8% for the year ended 31 December 2014. Such decrease was mainly attributable to the sales of ancillary products to our clients at relatively lower unit selling price during the year.

The gross profit margin of low-voltage equipment integration services decreased from approximately 37.9% for the year ended 31 December 2013 to approximately 28.5% for the year ended 31 December 2014. Such decrease was mainly attributable to the current year's projects were less complex than that of last year.

Major customers and service network

Based in Hebei Province, the Group principally provides one-stop optical fiber deployment solutions for telecommunication operators and provides low voltage equipment integration services in China. Our major customers include China Mobile Communications Corporation ("China Mobile"), a major telecommunication operator in China which contributed approximately 49.7% of construction contract revenue, and other regional telecommunication operators. As the Group maintains a favourable position in terms of resource in the industry of both micro-ducts and mini-cables system deployment technology, we obtain our contracts of that kind mainly through negotiated tender, while for traditional deployment business we mainly compete for contracts through open tender.

As at 31 December 2014, the Group's service network included Beijing, Chongqing, Hebei Province, Shandong Province, Shaanxi Province, Hunan Province, Jiangxi Province, Liaoning Province, the Inner Mongolia Autonomous Region, Anhui Province, Henan Province, Sichuan Province, Guizhou Province and Yunnan Province.

Other income

Other income mainly included the interest income received by the Group.

Other gains and losses

Other gains and losses mainly included net foreign exchange gain or loss, impairment loss recognized for trade receivables, change in carrying amount of other borrowings and listing expenses in connect with the transfer of the listing of shares from the GEM to the Main Board of the Stock Exchange.

Marketing and distribution expenses and administrative expenses

The Group's marketing and distribution expenses and administrative expenses for the year ended 31 December 2014 were RMB59,034,000, representing an increase of RMB19,110,000 from RMB39,924,000 for the corresponding period of the previous year. The increase was mainly because of expansion of business of the Group.

Finance cost

Finance cost included interest charged from bank and other borrowings, and bonds. The finance cost increased was mainly due to the average principal of bank and other borrowings, and bonds was higher in the year ended 31 December 2014.

Profit attributable to equity holders of the Company

The Group recorded net profit attributable to equity holders of the Company of RMB74,695,000 for the year ended 31 December 2014 compared to RMB85,234,000 for the corresponding period in 2013, representing a decrease of approximately 12.4%. The decrease of profit attributable to equity holders was mainly due to the fact that the effects of the increase in marketing and distribution expenses and administration expenses of an aggregate amount of approximately RMB19,110,000, increase of finance costs of RMB3,765,000 and increase of other loss of RMB4,657,000 outweighted the effect of the increase in gross profit of approximately RMB14,533,000.

Trade and bill receivables

There was a decrease in trade and bills receivables as at 31 December 2014 of approximately RMB16,143,000 as compared to 31 December 2013 which was mainly due to the net effect of the settlement from customers, new trade receivables provided by the Group during the year ended 31 December 2014.

Amount due from customers for contract works

There was an increase in the amount due from customers for contract works as at 31 December 2014 of RMB255,048,000 as compared to 31 December 2013 which was mainly due to increase in revenue arising from the year ended 31 December 2014 (such revenue generated had not been certified by the customers or the underlying construction had not been completed as at 31 December 2014). Since most of the revenue for year ended 31 December 2014 was mainly arising from the construction revenue from projects in progress as at 31 December 2014 and revenue generated had not been certified by customers, the amount due from customers for contract works increased accordingly.

Bank and other borrowings

The Group had bank and other borrowings as at 31 December 2014 amounted to RMB64,280,000 and RMB28,000,000 respectively. No financial instruments were used for hedging purposes. The Group's bank loans were made in Hong Kong dollars, US dollars and Renminbi, all bank loans bore interest at fixed lending rate.

Related Party Balances and Transactions

(a) During the reporting period, the following parties are identified as related party to the Group and the respective relationships are set out below:

Name of related party	Relationship
Mr. Li Qingli	Beneficial shareholder and director of the Company
Mr. Jiang Changqing	Beneficial shareholder and director of the Company
河北華訊微通網絡集成有限公司 Hebei Huaxun Weitong Internet Integration Co., Ltd ("Hebei Huaxun")	Associate of the Company

(b) At the end of the reporting period, the Group has amounts payable to the following related parties and the details are set out below:

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Non-trade nature:		
Mr. Li Qingli	**—**	37
Mr. Jiang Changqing	**—**	4,127
	—	4,164

The amounts are unsecured, interest-free and repayable on demand.

(c) At the end of the reporting period, the Group has amount receivable from an associate and the details are set out below:

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Non-trade nature:		
Hebei Huaxun	**4,581**	—
	4,581	—

(d) The remuneration paid and payable to the key management of the Company who are also the Directors for the year amounted to RMB5,149,000 (31 December 2013:RMB1,543,000)

Liquidity and financial resources

As at 31 December 2014, the Group had current assets of approximately RMB927,884,000 (31 December 2013: RMB622,904,000) which comprised cash and cash equivalents amounted to approximately RMB167,578,000 as at 31 December 2014 (31 December 2013: RMB161,709,000). As at 31 December 2014, the Group had non-current liabilities and current liabilities amounted to approximately RMB45,066,000 and RMB412,687,000 (31 December 2013: RMB13,694,000 and RMB279,222,000), consisting mainly of payables, corporate bonds and, bank and other borrowings arising in the normal course of operation. Accordingly, the current ratio, being the ratio of current assets to current liabilities, was around 2.2 as at 31 December 2014 (31 December 2013: 2.2).

The Group finances its operation primarily with the use of internally-generated cashflows and banking facilities.

Gearing ratio

The gearing ratio of the Group, calculated as total borrowings over shareholders' equity, was approximately 24.1% as at 31 December 2014 (31 December 2013: approximately 22.7%).

Treasury policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the board of Directors (the "Board") closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Foreign exchange exposure

For the year ended 31 December 2014, we had partial bank balances and other payables which are denominated in foreign currencies and consequently we have foreign exchange risk exposure from translation of amount denominated in foreign currencies as at the report date. During the year ended 31 December 2014, the Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its exposure to foreign exchange risk.

Capital structure

The shares of the Company were listed on Main Board of the Stock Exchange. There has been a subscription of 62,500,000 new shares which was completed on 29 September 2014 and the Company issued 15,120,000 new shares pursuant to exercise of share options during the year ended 31 December 2014. The capital of the Company mainly comprises ordinary shares and capital reserves.

Capital commitments

As at 31 December 2014, the Group had capital commitments of RMB842,000 (31 December 2013: RMB621,000).

Dividend

The Board recommends the payment of a final dividend of HK$1.0 cent per share for the year ended 31 December 2014 (2013: Nil) to shareholders of the Company whose names appear on the register of members of the Company on Friday, 19 June 2015. The register of members will be closed from Wednesday, 17 June 2015 to Friday, 19 June 2015, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to receive the dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 16 June 2015. Subject to the approval of the Company's shareholders at the forth coming annual general meeting to be held on Thursday, 11 June 2015, the final dividend will be paid on Friday, 31 July 2015.

Information on employees

As at 31 December 2014, the Group had 556 employees (31 December 2013: 427), including the executive Directors. Total staff costs (including Directors' emoluments) were approximately RMB51,568,000 for the year ended 31 December 2014 as compared to approximately RMB31,240,000 for the year ended 31 December 2013. Remuneration is determined with reference to market norms and individual employees' performance, qualification and experience.

On top of basic salaries, bonuses will be paid with reference to the Group's performance as well as individual's performance. Other staff benefits include contributions to Mandatory Provident Fund scheme in Hong Kong and 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 PRC authorities as well as share options.

The salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system, which is reviewed annually. The Group also operates a share option scheme adopted by the Company on 27 May 2012 ("Share Option Scheme") where options to subscribe for shares may be granted to the Directors and employees of the Group.

Details of the Share Option Scheme are disclosed in the section headed "Share Option Scheme" on pages 42 to 44 of this annual report.

Details of the emoluments of the Directors and the five highest paid individuals of the Group for the year ended 31 December 2014 are set out in Note 12 to the consolidated financial statements.

Significant investments held

Except for investment in subsidiaries, and interest in an asociate during the year ended 31 December 2014, the Group did not hold any significant investment in equity interest in any company.

Future Plans for Material Investments and Capital Assets

Save as disclosed above, the Group did not have any plans for material investments and capital assets.

Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies

During the year ended 31 December 2014, the Group did not have any material acquisitions or disposals of subsidiaries and affiliated companies.

Charges on assets

As at 31 December 2014, the Group had pledged bank deposit and trade receivables with carrying amount of RMB54,000,000 and nil to secure the bank and other borrowings (31 December 2013: RMB28,000,000 and RMB5,400,000).

Contingent liabilities

The Group had no material contingent liabilities as at 31 December 2014 (31 December 2013: Nil).

DIRECTORS AND SENIOR MANAGEMENT PROFILE

DIRECTORS

Our Board of Directors is responsible and has general powers for the management and conduct of the business. The following table sets forth information regarding members of the Board as at the date of this report:

Name	Appointment Date	Age
Executive Directors		
Jiang Changqing (姜長青) (Chairman)	31 March 2011	49
Guo Aru (郭阿茹)	31 March 2011	49
Li Qingli (李慶利)	31 March 2011	46
Independent Non-executive Directors		
Meng Fanlin (孟繁林)	27 May 2012	70
Wang Haiyu (王海玉)	27 May 2012	62
Li Xiaohui (李曉慧)	27 May 2012	47

Chairman & Executive Director

Mr. Jiang Changqing (姜長青), aged 49, is our founder, chairman, and was appointed as a Director on 31 March 2011 and redesignated as an executive Director with effect from 27 May 2012. He joined Hebei Changtong as a director since its incorporation in June 2000 and joined Beijing U-Ton in July 2010 when he was firstly appointed as the manager, and has been appointed as the director of Beijing U-Ton since April 2011 and has been primarily responsible for overall corporate strategies, planning, management and business development of our Group. Mr. Jiang was a director of Hebei Deer between April 2005 and October 2010 and a director of Partnerfield since December 2010. Mr. Jiang has approximately 20 years' working experience in the telecommunications industry specialising in optical fiber deployment technology and has over five years' experience in in-sewer deployment methods such as in-sewer, pipe jacking and cable troughing which utilise miro-ducts, mini-cables and related techniques. Prior to the establishment of our Group, Mr. Jiang worked at Hengshui Technology Intelligence Office (衡水科技情報所) from March 1998 to June 2000 responsible for the management of the operation. Mr. Jiang worked in a department of People's Liberation Army of the PRC from October 1981 to June 1993 and was mainly responsible for coaching telecommunication equipment maintence and construction. Mr. Jiang obtained a diploma in law through self-studying from the Hebei University (河北大學) in June 1996.

Executive Directors

Ms. Guo Aru (郭阿茹), aged 49, is the spouse of Mr. Jiang. Ms. Guo was appointed as a Director on 31 March 2011 and redesignated as an executive Director with effect from 27 May 2012 and is primarily responsible for the research and development of new equipment and technology for our Group. Ms. Guo joined our Group as a manager in 2007. Ms. Guo was a director of Beijing U-Ton between July 2010 and April 2011 and a director of Partnerfield since December 2010. From July 1986 to September 2006, Ms. Guo worked as a mathematics teacher in No. 4 and No. 7 Middle School of Hengshui City in Hebei Province. Ms. Guo is certified as a senior communications engineer (通信高級工程師) by Gansu Province Title Reform Organisation (甘肅省職稱改革工作小組) in November 2008. Ms. Guo obtained a diploma in mathematics from the Hengshui University (衡水學院) in July 1986. Through self-studying and with the support of Mr. Jiang, Ms. Guo has invented several connectors for the purposes of protecting optical fibers, of which seven were granted patents in the PRC and are being transferred to our Group (please see the section headed "Further information about the business of our Group — Intellectual property rights of our Group" in Appendix IV to the Prospectus for further details about such patents).

Mr. Li Qingli (李慶利), aged 46, was appointed as a Director on 31 March 2011 and redesignated as an executive Director with effect from 27 May 2012 and is mainly responsible for the management of the low-voltage equipment integration services of our Group. Mr. Li has been a director of Shijiazhuang Qiushi responsible for its daily operations and management since its incorporation in March 1999. Mr. Li has been a director of Hebei Deer since its incorpration in October 2003 and a director of Partnerfield since September 2005. Mr. Li worked at Shijiazhuang Changan Xunbo Telecommunication Equipment Operation Office (石家莊市長安迅波通信器材經營處) from March 1994 to March 1999. Mr. Li worked as an external welfare officer at Plant 4511 (4511廠) from September 1991 to March 1994. Mr. Li obtained a diploma in wireless construction from the Guilin University of Electronic Technology (桂林電子科技大學) (formerly known as Guilin Institute of Electronic Technology (桂林電子工業學院)) in June 1991. Mr. Li obtained a Qualification Certificate of Junior Professional Rank (初級專業技術職務任職) from The Title Reform Leading Group Office of Shijiazhuang (石家莊職稱改革領導小組辦公室) in December 1994 qualifying him as an assistant engineer specialising in electrons.

Independent Non-executive Directors

Mr. Meng Fanlin (孟繁林), aged 70, was appointed as our independent non-executive Director on 27 May 2012. Prior to joining our Group, Mr. Meng worked for China Mobile Communications Corporation's Hebei branch Qinhuangdao office (河北移動通信秦皇島分公司) as a senior consultant from December 2003 to January 2005 and as a general manager from July 1999 to December 2003. Mr. Meng had also worked for China Telecom Group's Langfang city telecommunication office (中國電信廊坊市電信局) as the director from November 1998 to July 1999. Mr. Meng had worked for Post and Telecommunication Administration of Hebei Qinhuangdao (秦皇島市郵電局) as vice head and acting head from September 1983 to October 1998 primarily responsible for production management, and as the head of the telecommunication department from October 1980 to February 1983 and was a technician from July 1966 to September 1980. Mr. Meng obtained a bachelor's degree in local telecommunications (市內電話通信) from Jilin University (吉林大學) (formerly known as Changchun Post and Telecommunication Institute (長春郵電學院)) in July 1966.

Mr. Wang Haiyu (王海玉), aged 62, was appointed as our independent non-executive Director on 27 May 2012. Mr. Wang is a registered qualification certificate constructor (中華人民共和國一級建造師) by Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) with expertise in communication, a senior engineer (高級工程師) and telecommunication and national bid evaluation expert (通信建設評標專家) by the Ministry of Information Industry. Mr. Wang had worked for Fifth Construction Bureau of China International Telecommunication Construction Corporation ("CITCC") (中國通信建設集團有限公司第五工程局) which does not have any current or prior relationship with our Group, as the bureau's chief from November 2007 to March 2011; as a senior consultant from March 2011 to September 2012. Mr. Wang had also worked as a general manager of the domestic engineering department of China International Telecommunication Construction Corporation from February 2006 to November 2007 and as a general manager of the engineering and marketing department of CITCC from September 2001 to February 2006. Mr. Wang had also worked for Second Construction Bureau of CITCC (中國通信建設集團有限公司第二工程局) as a senior engineer, director and assistant of bureau chief from February 1978 to December 2000. Mr. Wang received his bachelor's degree in telecommunications from the Nanjing University of Posts and Telecommunications (南京郵電大學) in 1978. Mr. Wang retired in October 2012 and he is not engaging in any daily business operation activities or decision making in CITCC.

Ms. Li Xiaohui (李曉慧), aged 47, was appointed as our independent non-executive Director on 27 May 2012. Ms. Li is a Certified Public Accountant in China and is a non-practising member of the Chinese Institute of Certified Public Accountants. Ms. Li has been a lecturer since 2004 and the vice dean since July 2006 of the department of accountancy of the Central University of Finance and Economics (中央財經大學). Ms. Li had worked for the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) from July 2001 to August 2003 with the responsibilities of researching and formulating independent auditing principles. From 1999 to 2004, Ms. Li wrote books and other publications in relation to auditing, accounting and risk management. Ms. Li had also worked for the Hebei Province Finance Department (河北省財政廳) from January 1997 to August 1998. Ms. Li had worked at Canshi Certified Public Accountants (滄獅會計師事務所) as a partner from August 1996 to January 1997 and Canzhou Certified Public Accountants (滄洲會計師事務所) as an external affairs manager from April 1993 to July 1996. Ms. Li is a member of the Technical Consultation Committee (技術指導委員會) of the Chinese Institute of Certified Public Accountants, the Professional Supervision Committee (監督專業委員會) of the Accounting Society of China (中國會計學會), the CERM (China) Committee of the Asia Association of Risk and Crisis Management ("AARCM") (亞洲風險與危機管理協會), a certified senior enterprise risk manager by AARCM, and the Practice Guidance Committee (執業指導委員會) of the Beijing Institute of Certified Public Accountants (北京註冊會計師協會). Ms. Li obtained her bachelor's degree in economics from Yangzhou University (揚州大學) (formerly known as Yangzhou Normal Institute (揚州師範學院)) in June 1989. Ms. Li obtained her master's degree in economics from Renmin University of China (中國人民大學) in January 1993. Ms. Li was awarded the degree of Doctor of Economy by the Central University of Finance and Economics (中央財經大學) in July 2001. Ms. Li is an independent non-executive director of Poly Culture Group Corporation Limited, a company listed on the Stock Exchange (stock code: 3636), independent director of Jiangsu Welle Environmental Co., Limited, a company listed on Shenzhen Stock Exchange (stock code: 300190), independent director of Kailuan Energy Chemical Co., Limited, a company listed on Shanghai Stock Exchange (stock code: 600997) and independent director of Bank of Beijing Co., Ltd., a company listed on Shanghai Stock Exchange (stock code: 601169). Ms. Li also served as an independent non-executive director of China Titans Energy Technology Group Co., Limited, a company listed on the Stock Exchange (Stock code: 2188), from November 2009 to May 2013.

Senior Management

Mr. Pang Chun Kit (彭俊傑), aged 42, was appointed as our chief financial officer on 1 May 2011 and company secretary on 27 May 2012 and is primarily responsible for the financial management, merger & acquisition and company secretarial work of our Group. Mr. Pang is a member of Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) and Association of Chartered Certified Accountants. Mr. Pang had worked for China Grand Forestry Green Resources Group Limited, a company listed on the Stock Exchange (stock code: 0910), as its chief financial officer from February 2007 to December 2010, company secretary from September 2010 to December 2010, and executive director from January 2009 to August 2011. Mr. Pang had also worked for Lingbao Gold Company Ltd, a company listed on the Stock Exchange (stock code: 3330) as a chief financial officer, qualified accountant and joint company secretary from June 2005 to March 2007. Mr. Pang had also worked for Deloitte Touche Tohmatsu and Lawrence T. Lau and Company as an auditor from September 1997 to June 2005. Mr. Pang was a former audit manager of Deloitte Touche Tohmatsu. Mr. Pang received his bachelor's degree in accountancy from the Hong Kong Polytechnic University in November 1997.

Mr. Dong Baoyi (董寶義), aged 66, was appointed as our technical director in November 2006 and was promoted as our chief technical officer in March 2011 and is mainly responsible for technology development and management of our Group. Mr. Dong worked for China Netcom's Tangshan branch as an assistant manager from March 2005 to November 2006 and was primarily responsible for management assistance. Mr. Dong had worked for the Post and Telecommunication Administration of Tangshang city (唐山市郵電局) as a vice department head of long-distance machinery department (長遠機械科), vice manager and manager of telecommunication department from April 1981 to March 2005 and was primarily responsible for telecommunication equipment management and monitoring of its maintenance and repair. Mr. Dong worked for the local telecommunication bureau in Xingyi City, Guizhou Province, as a technician from December 1968 to March 1981 and was primarily responsible for telecommunication equipment maintenance and repair. Mr. Dong obtained a diploma in telecommunication enterprise and power source facilities (電信企業動力和電源設備) from Shijiazhuang Post and Telecommunication School (石家莊郵電學校) in July 1968 and obtained a diploma in economic management (經濟管理) through distance learning from the Hebei Provincial Committee Party School of Correspondence Education (河北省委黨校函授學院) in July 2005.

Our executive Directors and senior management are responsible for the day-to-day management of our business. The following table sets out certain information concerning our senior management as at the date of this report:

Name	Age	Positions within the Company
Pang Chun Kit (彭俊傑)	42	Chief Financial Officer and Company Secretary of the Group
Dong Baoyi (董寶義)	66	Chief Technical Officer of the Group

Company Secretary

Mr. Pang Chun Kit (彭俊傑) has been the company secretary of our Company since 27 May 2012. His biographical details are set out in the section "Directors and Senior Management Profile" on pages 21 to 25 in this annual report.

CORPORATE GOVERNANCE REPORT

Corporate Governance Code

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The board of directors of the Company (the "Board") believes that good corporate governance is one of the areas that lead to the success of the Company and in balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

During the year ended 31 December 2014, the Company had complied with the code provisions ("Code Provisions") set out in the Corporate Governance Code contained in Appendix 15 to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange (the "Listing Rules") since the Transfer of Listing, except code provision A.2.1 as more particularly described below. Since the Company's shares were successfully listed on the Main Board of the Stock Exchange on 1 August 2014, the Group continues and will continue to ensure compliance with the corresponding code provisions set out in Appendix 14 to the Listing Rules.

Code Provision A.2.1 provides that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Board considers that the Company is still in its growing stage and it would be beneficial to the Group for Mr. Jiang Changqing ("Mr. Jiang") to assume both roles as the chief executive officer and chairman of the Company, since the two roles tend to reinforce each other and are mutually enhancing in respect of the Group's continual growth and development. When the Group has developed to a more sizeable organization, the Board will consider splitting the two roles to be assumed by two individuals. With the strong business experience of the Directors, they do not expect any issues would arise due to the combined role of Mr. Jiang. The Group also has in place an internal control system to perform the check and balance function. There are also three independent non-executive Directors on the Board offering strong, independent and differing perspectives. The Board is therefore of the view that there are adequate balance-of-power and safeguards in place.

Code of Conduct for Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules for the period where the Company's shares were listed on GEM. Since the Company's shares were successfully listed on the Main Board of the Stock Exchange on 1 August 2014, the Group continues and will continue to ensure compliance with the corresponding provisions set out in Appendix 10 of the Listing Rules. Having made specific enquiries to all the Directors, the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the year ended 31 December 2014.

The Board of Directors

Composition

The Board currently comprises six Directors, of which three are executive Directors, and three are independent non-executive Directors. The composition of the Board is as follows:

Executive Directors:
Jiang Changqing (姜長青) (Chairman)
Guo Aru (郭阿茹)
Li Qingli (李慶利)

Independent Non-executive Directors:
Meng Fanlin (孟繁林)
Wang Haiyu (王海玉)
Li Xiaohui (李曉慧)

During the year ended 31 December 2014, there was no change in the composition of the Board.

The biographical details of each Director are set out in the section "Directors and Senior Management Profile" on pages 21 to 25 in this annual report.

Board Meetings

The Board is scheduled to meet regularly at least four times a year at approximately quarterly intervals, to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. During the year ended 31 December 2014, 5 Board meetings were held and the attendance records of individual Directors are set out below:

	Number of Meetings Attended/Held
Executive Directors	
Jiang Changqing (姜長青) (Chairman)	5/5
Guo Aru (郭阿茹)	5/5
Li Qingli (李慶利)	5/5
Independent Non-executive Directors	
Meng Fanlin (孟繁林)	5/5
Wang Haiyu (王海玉)	5/5
Li Xiaohui (李曉慧)	5/5

There are 3 independent non-executive Directors and it represents more than one third of the Board, and all of them have appropriate professional qualifications.

Appropriate notices are given to all Directors in advance for attending regular and other Board meetings. Meeting agendas and other relevant information are provided to the Directors in advance of Board meetings. All Directors are consulted to include additional matters in the agenda for Board meetings.

Directors have access to the advice and services of the company secretary with a view to ensuring that Board procedures, and all applicable rules and regulations, are followed.

Both draft and final versions of the minutes are sent to all Directors for their comment and records. Minutes of Board meetings are kept by the company secretary and such minutes are open for inspection at any reasonable time on reasonable prior notice by any Director.

General Meetings

An annual general meeting was held on 6 June 2014, all the executive directors and independent non-executive directors attended.

Responsibilities of the Board and Management

The Board primarily oversees and manages the Company's affairs, including the responsibilities for the adoption of long-term strategies and appointment and supervision of senior management to ensure that the operation of the Group is conducted in accordance with the objective of the Group. The Board is also responsible for determining the Company's corporate governance policies which include: (i) to develop and review the Company's policies and practices on corporate governance; (ii) to review and monitor the training and continuous professional development of Directors and senior management; (iii) to review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and (iv) to review the Company's disclosure in the Corporate Governance Report. During the year ended 31 December 2014, the Board had appointed an internal auditor to, amongst others, conduct a review on existing corporate governance policies and raise recommendation to improve the corporate governance.

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various Board committees which have been established by the Board to deal with different aspects of the Company's affairs. Unless otherwise specified in their respective written terms of reference as approved by the Board, these Board committees are governed by the Company's articles of association as well as the Board's policies and practices (in so far as the same are not in conflict with the provisions contained in the articles of association). With the new composition of members of the nomination committee, remuneration committee and audit committee, the independent non-executive Directors will be able to effectively devote their time to perform the duties required by the respective Board committees.

The Board has also delegated the responsibility of implementing its strategies and the day-to-day operation to the management of the Company under the leadership of the executive Directors. Clear guidance has been given as to the matters that should be reserved to the Board for its decision which include matters on, inter alia, capital, finance and financial reporting, internal controls, communication with shareholders, Board membership, delegation of authority and corporate governance.

The Board acknowledges its responsibility for the preparation of the financial statements which give a true and fair view in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. The financial statements set out on pages 52 to 122 were prepared on the basis set out in Note 3 to the Consolidated Financial Statements. Financial results of the Group are announced in a timely manner in accordance with statutory and/or regulatory requirements. The declaration of reporting responsibility issued by the external auditors of the Company on the Company's financial statements is set out in the Independent Auditors' Report on pages 50 to 51.

Having made reasonable enquiries, the Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

There is no non-compliance with rules 3.10(1), (2) and 3.10A of the Listing Rules. Except as disclosed in the section "Directors and Senior Management Profile" above, there is no financial, business family or other material relationship among members of the Board.

Confirmation of Independence

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company, on the basis of the aforesaid annual confirmations, is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Continuous Professional Development

For the year ended 31 December 2014, all Directors namely Mr. Jiang Changqing, Ms. Guo Aru, Mr. Li Qingli, Mr. Meng Fanlin, Mr. Wang Haiyu and Ms. Li Xiaohui have been given relevant guideline materials and physically attended a training regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Group. Particulars of which are as follows:

Directors	**Type of trainings**
Executive Directors	
Jiang Changqing	A,B
Guo Aru	A,B
Li Qingli	A,B
Independent Non-Executive Directors	
Meng Fanlin	A,B
Wang Haiyu	A,B
Li Xiaohui	A,B

A: attending seminars and/or conferences
B: reading materials relevant to the business of the Group or to the Director's duties and responsibilities

Such induction materials and briefings will also be provided to newly appointed Directors shortly upon their appointment as Directors. Continuing briefings and professional development to Directors will be arranged whenever necessary.

All Directors have provided record of training attendance and the Company will continue to arrange and/or fund the training in accordance with paragraph A.6.5 of the Code Provisions.

Appointment, Re-election and Removal

All independent non-executive Directors have entered into letters of appointment with the Company for a specific term of three years, subject to re-election.

In accordance with the articles of association of the Company, at each annual general meeting ("AGM") one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the name of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by It. Such retiring Directors may, being eligible, offer themselves for re-election at the same AGM. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

Nomination Committee

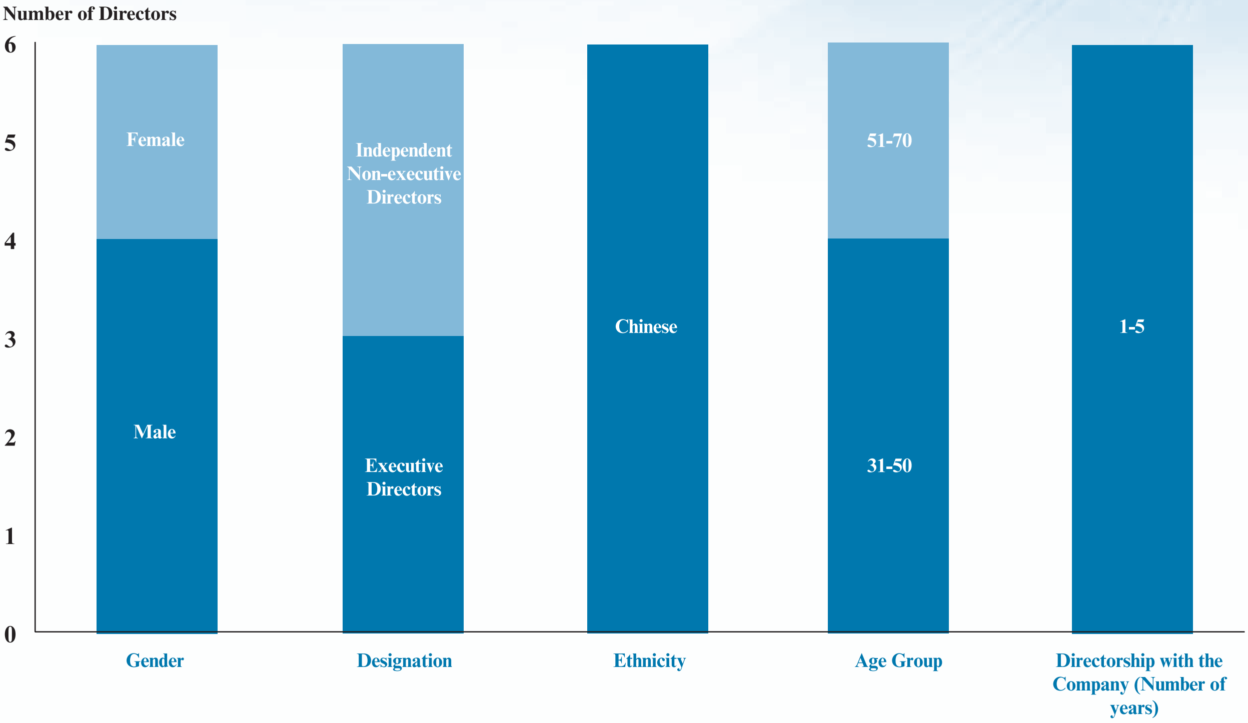
The Company established a nomination committee pursuant to a resolution of the Directors passed on 27 May 2012. The terms of reference of the nomination committee are in compliance with paragraph A.5.2 of the Code Provisions. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the nomination committee are to review the structure, size and composition of the Board on regular basis; to identify individuals suitably qualified to become Board members; to access the independence of independent non-executive Directors; and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The nomination committee comprises three independent non-executive Directors, namely Mr. Meng Fanlin (Chairman), Ms. Li Xiaohui and Mr. Wang Haiyu.

During the year ended 31 December 2014, 1 nomination committee meeting was held and all nomination committee members attended.

The Company has adopted the board diversity policy in September 2013 and will strive to select the most appropriate candidate to be appointed as a member of the Board. When identifying suitable candidates for directorship, the nomination committee will carry out the selection process by making reference to not only the skills, experience, education background, professional knowledge, personal integrity and time commitments but also the gender, age, cultural background and ethnicity of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. The decision will be made in accordance with the strength of and contribution to the Board by the candidate. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

The following is a chart showing the diversity profile of the Board:



For the purpose of implementation of the board diversity policy, the following measurable objectives were adopted:

(1) at least one-third of the members of the Board shall be independent non-executive directors;

(2) at least one of the members of the Board shall have obtained accounting or other professional qualifications;

(3) at least 50% of the members of the Board shall have more than five years of experience in the industry he/she is specialized in; and

(4) at least two of the members of the Board shall have China-related work experience.

Remuneration Committee

The Company established a remuneration committee pursuant to a resolution of the Directors passed on 27 May 2012. The terms of reference of the remuneration committee are in compliance with Rule 3.25 and Rule 3.26 of the Listing Rules and paragraph B1.2. of the Code Provisions. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the remuneration committee are to make recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group and to ensure none of the Directors determine their own remuneration. The emoluments of executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration of the Company's performance and prevailing market conditions. The remuneration policy of independent non-executive Directors is to ensure that the independent non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs including their participation in respective Board committees. The emoluments of independent non-executive Directors are determined with reference to their skills, experience, knowledge, duties and market trends. As at 31 December 2014, the remuneration committee consists of three independent non-executive Directors namely Mr. Wang Haiyu (Chairman), Ms. Li Xiaohui and Mr. Meng Fanlin.

Details of remuneration of Directors are set out in Note 12 to the consolidated financial statements.

During the year ended 31 December 2014, 1 remuneration committee meeting was held and all remuneration committee members attended.

Pursuant to code provision B.1.5 of the Corporate Governance Code, the remuneration of the members of the senior management by band for the year ended 31 December 2014 is set out below:

In the band of	**Number of individuals**
Nil to HK$1,000,000	—
HK$1,000,001 to HK$2,000,000	2
HK$2,000,001 to HK$3,000,000	—

Audit Committee

The Company established an audit committee pursuant to a resolution of the Director passed on 27 May 2012. The terms of reference of the audit committee are in compliance with Rule 3.21 and Rule 3.22 of the Listing Rules and paragraph C3.3 and C3.7 of the Code Provisions. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the audit committee are, among other things, to make recommendation to the Board on the appointment, re-appointment and removal of external auditor, review the financial statements and to render material advice in respect of financial reporting and overseas internal control procedures of the Company. As at 31 December 2014, the audit committee consists of three independent non-executive Directors, namely Ms. Li Xiaohui (Chairlady), Mr. Wang Haiyu and Mr. Meng Fanlin.

The audit committee reports to the Board and has held regular meetings since its establishment to review and make recommendations to improve the Group's financial reporting process and internal controls.

During the year, the audit committee reviewed with the management of the Company the accounting principles and practices adopted by the Group, and discussed internal controls and financial reporting matters. The audit committee also met with the external auditors and reviewed the annual, interim and quarterly reports of the Company.

During the year ended 31 December 2014, three audit committee meetings were held and the attendance records of individual committee members are set out below:

	Number of Meetings Attended/Held
Li Xiaohui (Chairlady)	3/3
Wang Haiyu	3/3
Meng Fanlin	3/3

Our Group's annual results for the year ended 31 December 2014 have been reviewed by the audit committee. The audit committee is of the opinion that the financial statements of the Company and the Group for the year ended 31 December 2014 comply with applicable accounting standards, Listing Rules and the legal requirements, and that adequate disclosures have been made.

During the year ended 31 December 2014, the board has not taken a different view from the audit committee on the selection, appointment, resignation or dismissal of external auditors.

Auditors' Remuneration

During the year, the Company engaged Messrs. Deloitte Touche Tohmatsu as the external auditors.

As at 31 December 2014, the fees paid and payable to the Group's auditors in respect of their assurance services (including audit and interim review services) provided to the Group were as follows:

	Amount (RMB)
Types of services	
Audit services	1,720,000
Others	300,000
Total	2,020,000

The reporting responsibilities of Messrs. Deloitte Touche Tohmatsu are set out in the Independent Auditors' Report on pages 50 to 51.

Company Secretary

Mr. Pang Chun Kit, being our company secretary, is primarily responsible for the company secretarial work of our Group. Mr. Pang is also our company's chief financial officer. The Company confirms that Mr. Pang has for the year 2014 attended no less than 15 hours of relevant professional training.

Internal Controls

The Board is responsible for maintaining a sound and effective internal control system in order to safeguard the interests of the shareholders and the assets of the Company against unauthorized use or disposition, ensuring maintenance of proper books and records for the provision of reliable financial information, and ensuring compliance with the relevant rules and regulations.

The Board has conducted a review of the effectiveness of the Group's internal control system for the year ended 31 December 2014 by an external internal control auditor and will continue to assess the effectiveness of internal controls by considering reviews performed by the Audit Committee, executive management and external internal control auditor every year.

Shareholders' Rights

The following procedures for shareholders of the Company to convene an extraordinary general meeting ("EGM") of the Company are prepared in accordance with the Company's articles of association as follows:

(1) One or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings, shall have the right, by written notice, to require an EGM to be called by the Directors of the Company for the transaction of any business specified in such requisition.

(2) Such requisition shall be made in writing to the Board or the company secretary of the Company at the following addresses:

Principal place of business of the Company in Hong Kong

Address:	Room 2404, 24/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong
Email:	ir@chinauton.com
Attention:	Mr. Pang Chun Kit

Registered office of the Company

Address:	Clifton House 75 Fort Street P.O. Box 1350 Grand Cayman KY1-1108 Cayman Islands
Attention:	Mr. Pang Chun Kit

(3) The EGM shall be held within two months after the deposit of such requisition.

(4) If within 21 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.

The requisition will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the requisition is proper and in order, the Board will be asked to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the shareholders.

The notice period to be given to all the shareholders in respect of the EGM varies according to the nature of the resolutions as follows:

(1) At least 14 days' notice in writing if no special resolution is to be considered at the EGM.

(2) At least 21 days' notice in writing if a special resolution is to be considered at the EGM.

For matters in relation to the Board, the shareholders can contact the Company at the following:

Address:	Room 2404, 24/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong
Email:	ir@chinauton.com
Tel:	3460 3561
Fax:	3460 3590
Attention:	Mr. Pang Chun Kit

Investor Relations and Communication

The Board recognises the importance of good communications with all shareholders. The Company believes that maintaining a high level of transparency is a key to enhance investor relations. The Company is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public.

The Company updates its shareholders on its latest business developments and financial performance through its corporate publications including annual reports and public announcements. Extensive information about the Company's activities for the year ended 31 December 2014 has been provided in this Annual Report. While the AGM provides a valuable forum for direct communication between the Board and its shareholders, the Company also maintains its website (www.chinauton.com) to provide an alternative communication channel for the public and its shareholders. All corporate communication and Company's latest updates are available on the Company's website for public's information.

During the year ended 31 December 2014, there has been no significant change in the Company's constitutional documents.

Hong Kong, 30 March 2015

REPORT OF THE DIRECTORS

The directors of the Company (the "Directors") have pleasure in presenting their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2014 (the "Consolidated Financial Statements").

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of the principal subsidiaries of the Company are set out in Note 39 to the Consolidated Financial Statements.

SUBSIDIARIES

Details of the Company's subsidiaries as at 31 December 2014 are set out in Note 39 of the Consolidated Financial Statements.

COMPARISON BETWEEN FUTURE PLANS AND PROSPECTS AND ACTUAL BUSINESS PROGRESS AND USE OF PROCEEDS

Comparison of Future Plans with the Actual Business Progress

The following is a comparison of the Group's business plan as set out in the Prospectus with actual business progress for the year ended 31 December 2014. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the content requires otherwise.

Business plan as set out in the Prospectus	Actual business progress up to 31 December 2014
1. Further strengthening our deployment services of optical fibers in the PRC	
(i) Investment in equipment	The Group has purchased various equipment, spare parts of equipment and motor vehicles for construction projects.
(ii) Market expansion	The Group has built sixteen experimental sections and purchased motor vehicles for marketing purposes. In addition, the Group has established three representative office in Chongqing, Tianjin and Shenzhen.
(iii) Securing strategic assets/rights	The Group has signed one co-operation memorandum with a government department and the Group is communicating with various relevant governmental departments in various cities of the PRC.

Business plan as set out in the Prospectus	Actual business progress up to 31 December 2014
(iv) Acquisition	The Group completed three acquisitions which are located in Hunan Province, Chongqing and Hebei Province.
(v) Human resources	The Group has employed additional technical and management staff and provided relevant training to new and existing staff.
(vi) Research and development	The Group has continued to conduct research and development on technology related to micro-ducts and mini-cables system integration methods, especially the application in sewer system.
2. Expanding our business of low-voltage equipment integration services in the PRC	
(i) Sales and marketing	The Group has employed additional staff to strengthen sales and marketing network. In addition, the Group is conducting research on appropriate sales and marketing activities to promote reputation.

As of the date of this annual report, the Directors had no intention to make any changes to the business plan.

Use of Proceeds

The net proceeds from the Placing on 12 June 2012 (the "Listing Date") were approximately HK$108.7 million (equivalent to approximately RMB88.7 million). The net proceeds from the Listing Date to 31 December 2014 had been applied as follows:

	Use of proceeds from the Listing Date to period ended 31 December 2014 as shown in the Prospectus HK$ (million)	Actual use of proceeds from the Listing Date to 31 December 2014 HK$ (million)
1. Further strengthening our deployment services of optical fibers in the PRC		
(i) Investment in equipment	26.18	6.88
(ii) Market expansion	15.50	11.92
(iii) Securing strategic assets/rights	23.42	1.40
(iv) Acquisition	12.20	12.20
(v) Human resources	2.60	2.60
(vi) Research and development	3.70	3.70
Sub-total	83.60	38.70
2. Expanding our business of low-voltage equipment integration services in the PRC		
(i) Sales and marketing	2.40	2.40
3. Repayment of bank and other borrowings	14.30	14.30
4. General working capital (Note)	8.40	8.40
Total	108.70	63.80

Note: The amount of general working capital had been reduced from HK$11.1 million to HK$8.4 million to reflect the difference of the estimated amount of net proceeds shown in the Prospectus amounted to HK$111.4 million and the final net proceeds of HK$108.7 million.

The future plans and prospects as stated in the Prospectus were derived from the Group's reasonable estimation of the future market conditions based on the information available at the time of preparing the Prospectus. According to the Company's announcement dated 24 July 2014, the Company intended to adjust the allocation of the unutilised net proceeds in the sum of approximately HK$55.1 million. As of the date of this annual report, the Directors are not aware of material change to the planned use of the proceeds from the plan as stated in such announcement.

On 29 September 2014, subscription of 62,500,000 new shares was completed and net proceeds were approximately HK$96.75 million (equivalent to approximately RMB76.70 million). The net proceeds from the completion date of the aforesaid subscription to 31 December 2014 had been applied as follows:

		Planned use HK$ (million)	Actual use HK$ (million)
1.	Acquisition	30.90	10.34
2.	General working capital	65.85	65.85
		96.75	76.19

All the unutilised net proceeds has been deposited in bank.

Results and Appropriations

The results of the Group for the year ended 31 December 2014 and the state of affairs of the Group as at 31 December 2014 are set out in the Consolidated Financial Statements on pages 52 to 122.

The Directors proposed the payment of final dividend of HK$1.0 cent (approximately RMB0.8 cents) per share for the year ended 31 December 2014 (2013: Nil).

Five Years Financial Summary

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 9. This summary does not form part of the Consolidated Financial Statements.

Share Capital

Details of movements in share capital of the Company during the year are set out in Note 29 to the Consolidated Financial Statements.

Reserves

Details of movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and in Note 37 to the Consolidated Financial Statements respectively.

Distributable Reserves

As at 31 December 2014, the Company have reserve available for distribution amounted to RMB124,859,000, calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The Company was incorporated in the Cayman Islands on 7 March 2011. As at 31 December 2014, the Company had accumulated profit of RMB24,680,000.

Major Customers and Suppliers

Sales to the Group's five largest customers accounted for approximately 73.19% of the total sales for the Period and sales to the largest customer included therein amounted to approximately 44.61%. Purchases from the Group's five largest suppliers accounted for approximately 23.15% of the total purchases for the Period and purchases from the largest supplier included therein amounted to approximately 15.06%.

To the best knowledge of the Directors, neither the Directors, their associates, nor any shareholders who owned more than 5% of the Company's issued share capital, had any beneficial interest in any of the Group's five largest customers or suppliers during the year.

Property, Plant and Equipment

Details of movements in property, plant and equipment during the Period are set out in Note 15 to the Consolidated Financial Statements.

Borrowings

Particulars of borrowings of the Group as at the end of reporting peiod are set out in Note 25 to the Consolidated Financial Statements. As at 31 December 2014, the Group pledged deposit and trade receivables amounted to approximately RMB54,000,000 and Nil respectively (2013: pledged deposit of RMB28,000,000 and trade receivables of RMB5,400,000).

Interests of the Compliance Adviser

As notified by Guotai Junan Capital Limited, the compliance adviser of the Company, neither Guotai Junan Capital Limited nor its directors or employees or associates had any interests in any class of securities of the Company or any other company in the Group (including options or rights to subscribe for such securities) as at 31 December 2014.

Pursuant to the agreement dated 7 June 2012 entered into between Guotai Junan Capital Limited and the Company, Guotai Junan Capital Limited received and will receive fees for acting as the compliance adviser of the Company.

Directors and Directors' Service Contracts

The Directors of the Company who hold office during the year and up to the date of this report are:

Executive Directors

Jiang Changqing (Chairman)
Guo Aru
Li Qingli

Independent Non-executive Directors

Meng Fanlin
Wang Haiyu
Li Xiaohui

Each of the executive Directors has entered into a service contract with the Company for a term of three years and shall continue thereafter until terminated by not less than three months' notice in writing served by either party on the other.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than three months' notice in writing served by either party on the other.

No Director has a service contract which is not determinable by the Company or any of its subsidiaries within 1 year without payment of compensation, other than statutory compensation.

The Company has received annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and all of them are considered to be independent.

In accordance with the Company's Articles of Association, one third of the existing executive Directors and all the independent non-executive Directors shall retire from office, at the forthcoming annual general meeting.

Directors' Interests in Contracts

Save as aforesaid, there was no contract of significance to which the Company or its holding company or any of its subsidiaries was a party and in which a Director of the Company had a material interest subsisted at the end of the year or at any time during the year.

Contract of Significance

Save as disclosed, there was no contract of significance between the Company or any of its subsidiaries, and a controlling shareholder of the Company or any of its subsidiaries.

Biographies of Directors and Senior Management

The biographical details of the Directors and senior management of the Group are disclosed in the section headed "Directors and Senior Management Profile" on pages 21 to 25 of this annual report.

Connected Transactions

The Company had not entered into any connected transaction during the year, which is required to be disclosed under the Listing Rules. Related party transactions entered into by the Group during the year ended 31 December 2014, which do not constitute connected transactions, are disclosed in Note 33 to the Consolidated Financial Statements.

SHARE OPTION SCHEMES

The Company's existing Share Option Scheme was approved for adoption pursuant to the written resolutions of all of our Shareholders passed on 27 May 2012 for the purpose of providing our Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to eligible participants and for such other purposes as the Board shall approve from time to time.

Subject to the terms of the Share Option Scheme, the board may, at their absolute discretion, grant or invite any person belonging to any of the following classes to take up options to subscribe for shares: (a) any employee, supplier service provider, customer, partner or joint-venture partner of the Group (including any director, whether executive and whether independent or not, of the Group) who is in full-time or part-time employment with the Company or any subsidiaries, (b) any person who have contributed or may contribute to the Group.

The maximum number of shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares in issue from time to time.

The total number of share which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the total number of shares in issue on 12 June 2012 unless the Company seeks the approval of the shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company will not be counted for the purpose of calculating 10% limit.

Details of the principal terms of the Share Option Scheme are set out in paragraph headed "Share Option Scheme" in section headed "Statutory and General Information" in Appendix IV to the Prospectus. The principal terms of the Share Option Scheme are summarised as follows:

The Share Option Scheme was adopted for a period of 10 years commencing from 27 May 2012 and remains in force until 26 May 2022. The Company may, by resolution in general meeting or at such date as the Board determined, terminate the Share Option Scheme without prejudice to the exercise of options granted prior to such termination.

The exercise price per share of the Company for each option granted shall be determined by the Board in its absolute discretion but in any event shall be at least the higher of:

(1) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of offer for the grant of option (the "Date of Grant") which must be a trading day;

(2) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five trading days immediately preceding the Date of Grant; and

(3) the nominal value of the shares on the Date of Grant.

Upon acceptance of the options, the grantee shall pay HK$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within the date as specified in the offer letter issued by the Company. The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years commencing on the date of grant and expiring on the last day of such 10-year period subject to the provisions for early termination as contained in the Share Option Scheme.

The total number of new shares of the Company that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share options schemes of the Company shall not exceed 168,000,000 shares, which represents 10% of the shares in issue of the Company as at the listing date of the Company.

The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted to each grantee under the Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue. Any further grant of options in excess of this 1% limit shall be subject to issuance of a circular by the Company and approved by its shareholders in accordance with the Listing Rules.

The purpose of the Share Option Scheme is to enable the Company to grant options to selected persons as incentives or rewards for their contribution or future contribution to the Group.

Movements of the options, which have been granted under the Share Option Scheme, during the year ended 31 December 2014, are set out below:

					Number of options				
Name or category of participant	Date of grant	Option exercisable and vesting period	Exercise price HK$	Closing price as at date of grant	Oustanding as at 01/01/2014	Granted during the year	Exercised during the year	Forfeited during the year	Outstanding as at 31/12/2014
Employee	14/8/2012	15/8/2012 to 14/8/2022	0.65	0.65	6,720,000	—	6,720,000	—	—
Employee	3/6/2013	4/6/2013 to 3/6/2018	0.82	0.82	8,400,000	—	8,400,000	—	—
Total	N/A	N/A	N/A	N/A	15,120,000	—	15,120,000	—	—

Note: The employee works under employment contracts that is regard as "continuous contracts" for the purpose of the employment ordinance.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2014, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (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, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Appendix 10 of the Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Company

Name of Director	Name of Group member/ associated corporation	Capacity/ nature of interest	Number and class of securities (Note 1)	Approximate percentage of shareholding
Mr. Jiang Changqing (Note 2 and note 3)	Our Company	Interest of a controlled corporation	926,750,000 Shares (L)	52.73%
	Our Company	Family	10,195,000 Shares (L)	0.58%
	Bright Warm Limited	Beneficial owner	1 share (L)	100%
Ms. Guo Aru (Note 3)	Our Company	Family	926,750,000 Shares (L)	52.73%
	Our Company	Beneficial owner	10,195,000 Shares (L)	0.58%
	Bright Warm Limited	Family	1 share (L)	100%
Mr. Li Qingli (Note 4)	Our Company	Interest of a controlled corporation	156,885,000 Shares (L)	8.93%
	Our Company	Beneficial owner	6,640,000 Shares (L)	0.38%
	Ordillia Group Limited	Beneficial owner	1,000 Shares (L)	100%

Notes:

1. The letter "L" denotes the Directors' long position in the shares of our Company or the relevant associated corporation.

2. The 926,750,000 Shares are held by Bright Warm Limited, the entire issued capital of which is beneficially owned by Mr. Jiang Changqing, one of the controlling shareholders of our Company and an executive Director.

3. Ms. Guo Aru is the spouse of Mr. Jiang Changqing. Therefore, Ms. Guo Aru is deemed to be interested in the 926,750,000 Shares owned by Mr. Jiang Changqing in the Company and 1 share owned by Mr. Jiang Changqing in Bright Warm Limited by virtue of the SFO. Moreover, Ms. Guo Aru held 10,195,000 Shares directly. Mr. Jiang Changqing is deemed to be interested in the 10,195,000 Shares held by Ms. Guo Aru.

4. The 156,885,000 Shares are held by Ordillia Group Limited, the entire issued capital of which is beneficially owned by Mr. Li Qingli, an executive Director.

Save as disclosed above, as at 31 December 2014, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporation (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, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules Appendix 10 of the Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

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

As at 31 December 2014, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of shareholder	Name of Group member	Capacity/ nature of interest	Number and class of securities (Note 1)	Approximate percentage of shareholding
Bright Warm Limited (Note 2)	Our Company	Beneficial owner	926,750,000 Shares (L)	52.73%
Ordillia Group Limited (Note 3)	Our Company	Beneficial owner	156,885,000 Shares (L)	8.93%
Ms. Ren Yanping (Note 4)	Our Company	Family	163,525,000 Shares (L)	9.30%
Mr. Zheng Jinqiao (Note 5)	Our Company	Interest of controlled corporations	125,000,000 Shares (L)	7.11%

Notes:

1. The letter "L" denotes the person's long position in the shares of our Company or the relevant Group member.

2. Bright Warm Limited is a company incorporated in the BVI and the entire issued share capital of which is beneficially owned by Mr. Jiang Changqing, one of the controlling shareholders of our Company and an executive Director. Therefore, Mr. Jiang Changqing is also deemed to be interested in the 926,750,000 Shares owned by Bright Warm by virtue of the SFO.

3. Ordillia Group Limited is a company incorporated in the BVI and the entire issued share capital of which is beneficially owned by Mr. Li Qingli, one of the substantial shareholders of our Company and an executive Director. Therefore, Mr. Li Qingli is also deemed to be interested in the 156,885,000 Shares owned by Ordillia by virtue of the SFO.

4. Ms. Ren Yanping is the spouse of Mr. Li Qingli. Therefore, Ms. Ren Yanping is deemed to be interested in the 163,525,000 Shares owned by Mr. Li Qingli by virtue of the SFO.

5. Richlink International Capital Co. Ltd ("Richlink International") is interested in 50,000,000 Shares. Richlink International is owned as to 100% by Mr. Zheng Jinqiao and therefore Mr. Zheng Jinqiao is deemed to be interested in the 50,000,000 Shares owned by Richlink International by virtue of the SFO. Moreover, Beijing Richlink Private Equity Management Co. Ltd ("Beijing Richlink PE") is interested in 75,000,000 Shares. Beijing Richlink PE is owned as to 58% by Beijing Richlink International Capital Co. Ltd, which in turn is owned as to 51% by Mr. Zheng Jinqiao, and therefore Mr. Zheng Jinqiao is also deemed to be interested in the 75,000,000 Shares owned by Beijing Richlink PE by virtue of the SFO.

Save as disclosed above, as at 31 December 2014, the Directors were not aware of any other persons/ entities (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Save as the subscription of 62,500,000 new shares which was completed on 29 September 2014, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2014.

TAX RELIEF AND EXEMPTION

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

COMPETING INTERESTS

Save and except for interests in the Group, none of the Directors and controlling shareholders of the Company nor their respective associates (as defined under the Listing Rules) had any interest in any other companies as at 31 December 2014 which may, directly or indirectly, compete with the Group's business.

EVENTS AFTER THE REPORTING PERIOD

There was no significant event affecting the Company and its subsidiaries which have occurred after the reporting period of the Group.

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules during the year.

CORPORATE GOVERNANCE REPORT

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 26 to 35 in this annual report.

ANNUAL GENERAL MEETING ("AGM")

The AGM will be held on Thursday, 11 June 2015. Notice of AGM will be issued and disseminated to the shareholders in due course.

CLOSURE OF THE REGISTER OF MEMBERS

To determine the eligibility of the shareholders of the Company to attend the AGM to be held on Thursday, 11 June 2015 , the register of members will be closed from Tuesday, 9 June 2015 to Thursday, 11 June 2015, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the annual general meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 8 June 2015.

AUDITORS

A resolution to re-appoint the retiring auditors, Messrs. Deloitte Touche Tohmatsu, is to be proposed at the forthcoming annual general meeting of the Company. There was no change in auditors in the past 3 years.

By order of the Board
China U-Ton Holdings Limited
Jiang Changqing
Chairman and Executive Director

Hong Kong, 30 March 2015

INDEPENDENT AUDITOR'S REPORT

Deloitte.
德勤

TO THE SHAREHOLDERS OF CHINA U-TON HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China U-Ton Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 52 to 122, which comprise the consolidated statement of financial position as at 31 December 2014, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with International Standards on Auditing issued by the International Auditing and Assurance Standards Board. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of 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 of the Company, 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.

TO THE SHAREHOLDERS OF CHINA U-TON HOLDINGS LIMITED *(Continued)*
(incorporated in the Cayman Islands with limited liability)

Opinion

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

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

30 March 2015

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2014

	Notes	Year ended 31 December 2014 RMB'000	2013 RMB'000
Revenue	5	**511,472**	377,619
Cost of sales/services		**(349,324)**	(230,004)
Gross profit		**162,148**	147,615
Other income	7	**2,606**	3,024
Other gains and losses	8	**(5,282)**	(625)
Marketing and distribution expenses		**(10,169)**	(7,695)
Administrative expenses		**(48,865)**	(32,229)
Research and development expenses		**(2,284)**	(2,200)
Finance costs	9	**(9,882)**	(6,117)
Share of profit of an associate		**919**	—
Profit before taxation	10	**89,191**	101,773
Income tax expense	11	**(13,078)**	(12,490)
Profit and total comprehensive income for the year		**76,113**	89,283
Profit and total comprehensive income for the year attributable to:			
Equity holders of the Company		**74,695**	85,234
Non-controlling interests		**1,418**	4,049
		76,113	89,283
		RMB	RMB
Earnings per share	14		
Basic (cents)		**4.37**	5.07
Diluted (cents)		**4.37**	5.07

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2014

	Notes	At 31 December 2014 RMB'000	2013 RMB'000
Non-current assets			
Property, plant and equipment	15	**27,603**	21,870
Goodwill	16	**36,423**	34,080
Intangible assets	17	**3,186**	86
Investment in an associate	18	**13,407**	—
Deferred tax assets	28	**394**	68
Trade receivables	20	**10,729**	13,928
		91,742	70,032
Current assets			
Inventories	19	**4,820**	3,377
Trade and bill receivables	20	**142,657**	155,601
Other receivables, deposits and prepayments	21	**44,734**	17,731
Amount due from an associate	33(c)	**4,581**	—
Amounts due from customers for contract work	22	**509,514**	254,466
Restricted bank deposits	23	**54,000**	30,020
Bank balances and cash	23	**167,578**	161,709
		927,884	622,904
Current liabilities			
Trade and other payables	24	**290,008**	173,913
Amounts due to related parties	33(b)	**—**	4,164
Bank and other borrowings	25	**92,280**	83,398
Provision	26	**375**	222
Income tax payables		**22,370**	17,525
Corporate bonds	27	**7,654**	—
		412,687	279,222
Net current assets		**515,197**	343,682
Total assets less current liabilities		**606,939**	413,714
Non-current liabilities			
Corporate bonds	27	**35,273**	7,240
Deferred tax liabilities	28	**9,793**	6,454
		45,066	13,694
Net assets		**561,873**	400,020

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2014

	Notes	At 31 December 2014 RMB'000	 2013 RMB'000
Capital and reserves			
Share capital	29	**143,139**	136,982
Reserves		**405,981**	251,703
Equity attributable to equity holders of the Company		**549,120**	388,685
Non-controlling interests		**12,753**	11,335
Total equity		**561,873**	400,020

The consolidated financial statements on pages 52 to 122 were approved and authorised for issue by the Board of Directors on 30 March 2015 are signed on its behalf by:

Jiang Changqing
DIRECTOR

Li Qingli
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2014

	Attributable to the holders of the Company							
	Share capital RMB'000 (Note 29)	Capital reserves RMB'000 (Note (a))	Share options reserve RMB'000 (Note 30)	Statutory surplus reserve RMB'000 (Note (b))	Accumulated profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2013	136,982	28,142	1,394	26,460	109,271	302,249	—	302,249
Profit and total comprehensive income for the year	—	—	—	—	85,234	85,234	4,049	89,283
Recognition of equity-settled share-based payments	—	—	1,202	—	—	1,202	—	1,202
Acquisition of subsidiaries (note 36)	—	—	—	—	—	—	7,286	7,286
Appropriations	—	—	—	9,981	(9,981)	—	—	—
Balance at 31 December 2013	136,982	28,142	2,596	36,441	184,524	388,685	11,335	400,020
Issue of shares from exercise of share option (note 29(a))	1,199	10,324	(2,596)	—	—	8,927	—	8,927
Issue of shares from Placing and subscription (note 29(b))	4,958	74,373	—	—	—	79,331	—	79,331
Profit and total comprehensive income for the year	—	—	—	—	74,695	74,695	1,418	76,113
Transaction cost on issue of shares	—	(2,518)	—	—	—	(2,518)	—	(2,518)
Appropriations	—	—	—	16,640	(16,640)	—	—	—
Balance at 31 December 2014	**143,139**	**110,321**	**—**	**53,081**	**242,579**	**549,120**	**12,753**	**561,873**

Notes:

(a) The capital reserves includes the share premium of the Company and the contribution from the equity owners prior to the listing of the Company's shares in 2012 after the financial impact for the group restructuring in connection with the listing of the Company's shares in 2012.

(b) In accordance with the Articles of Association of the Company's subsidiaries established in the People's Republic of China (the "PRC"), these entities are required to transfer 10% of the profit after taxation determined in accordance with the relevant regulations and the accounting principles generally accepted in the PRC ("PRC GAAP") to the statutory surplus reserve until the reserve reaches 50% of the registered capital of respective entities. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory surplus reserve can be used to make up for previous year's losses, expand the existing operations or convert into additional capital of these entities.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014 RMB'000	2013 RMB'000
		Year ended 31 December	
Operating activities			
Profit before taxation		**89,191**	101,773
Adjustments for:			
Provision of warranty costs		**153**	110
Depreciation of property, plant and equipment		**4,683**	3,008
Amortisation of intangible assets		**454**	106
Gain on disposal of property, plant and equipment		**(92)**	—
Fair value adjustment on initial recognition of other borrowings		**(275)**	(2,580)
Share of profit of an associate		**(919)**	—
Recognition of equity-settled share-based payments		**—**	1,202
Interest income		**(2,381)**	(2,495)
Finance costs		**9,882**	6,117
Listing expenses		**2,562**	—
Impairment loss on trade receivables		**2,732**	1,776
Fair value gain on contingent consideration		**—**	(53)
Exchange (gains)/losses		**(195)**	788
Operating cash flows before movements in working capital		**105,795**	109,752
Movements in working capital:			
Increase in inventories		**(1,443)**	(249)
Decrease/(increase) in trade and bill receivables		**15,310**	(40,208)
Increase in other receivables, deposits and prepayment		**(24,788)**	(6,819)
Increase in amounts due from customers for contract work		**(248,758)**	(88,991)
Increase in trade and other payables		**92,437**	58,749
Cash (used in) generated from operations		**(61,447)**	32,234
Income tax paid		**(6,095)**	(4,977)
Net cash (used in) generated from operating activities		**(67,542)**	27,257

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	Year ended 31 December 2014 RMB'000	2013 RMB'000
Investing activities			
Interest received		**963**	848
Payment for property, plant and equipment		**(10,271)**	(11,253)
Payment for intangible assets		**(54)**	(19)
Proceeds from disposal of property, plant and equipment		**156**	30
Net cash outflow on acquisition of subsidiaries	36	**(3,436)**	(8,072)
Advances to independent third parties		**(46,040)**	(638)
Repayment from independent third parties		**44,040**	3,649
Amount advance to a related party		**(4,581)**	—
Placement of restricted bank deposits		**(54,000)**	(30,020)
Withdrawal of restricted bank deposits		**30,020**	20,545
Net cash used in investing activities		**(43,203)**	(24,930)
Financing activities			
Interest paid		**(6,247)**	(4,586)
Proceeds from issue of shares		**79,331**	—
Payment for transaction costs attributable to issue of shares		**(2,439)**	—
Proceeds from exercise of share option		**8,927**	—
Payment for listing expenses		**(2,562)**	—
Proceeds from issue of bonds		**41,971**	7,953
Payment for transaction costs attributable to issue of bonds		**(5,758)**	(795)
Proceeds from bank loans		**64,280**	67,444
Proceeds from other borrowings raised		**62,200**	58,001
Repayments of bank and other borrowings		**(119,000)**	(100,329)
Repayments to related parties		**(4,164)**	(1,900)
Advances from related parties		**—**	4,164
Net cash generated from financing activities		**116,539**	29,952
Net increase in cash and cash equivalents		**5,794**	32,279
Effects of exchange rate changes		**75**	(870)
Cash and cash equivalents at the beginning of the year		**161,709**	130,300
Cash and cash equivalents at the end of the year, represented by bank balances and cash		**167,578**	161,709

1. GENERAL

China U-Ton Holdings Limited (the "Company") was incorporated in the Cayman Islands on 7 March 2011 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The Company is an investment holding company. The principal activities and other details of the Company's subsidiaries are set out in Note 39.

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

In preparation for the listing of the Company's shares on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), the Group has undertaken certain reorganisation and restructuring, which were set out in the prospectus dated 6 June 2012. The Company's shares were listed on the GEM of the Hong Kong Stock Exchange from 12 June 2012 to 31 July 2014. On 1 August 2014, the shares of the Company were delisted from the GEM and listed on Mainboard of the Hong Kong Stock Exchange.

In the opinion of the directors of the Company (the "Directors"), Bright Warm Limited is the Company's immediate and ultimate holding company. Bright Warm Limited is a private company incorporated in the British Virgin Islands.

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

New and revised IFRSs adopted during the reporting period

The Group has applied the following new and revised IFRSs for the first time in the current year:

Amendments to IFRS 10, IFRS 12 and IAS 27	Investment Entities
Amendments to IAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to IAS 39	Novation of Derivatives and Continuation of Hedge Accounting
IFRIC 21	Levies

The application of the new and revised IFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

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

New and revised IFRSs in issue but not yet effective

The Group has not early applied the following new and revised standards, amendments and interpretation ("new and revised IFRSs") that have been issued but are not yet effective.

IFRS 9	Financial Instruments[1]
IFRS 15	Revenue from Contracts with Customers[2]
Amendments to IFRS 11	Accounting for Acquisitions of Interests in Joint Operations[4]
Amendments to IAS 1	Disclosure Initiative[4]
Amendments to IAS 16 and IAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation[4]
Amendments to IAS 19	Defined Benefit Plans: Employee Contributions[3]
Amendments to IFRSs	Annual Improvements to IFRSs 2010-2012 Cycle[5]
Amendments to IFRSs	Annual Improvements to IFRSs 2011-2013 Cycle[3]
Amendments to IFRSs	Annual Improvements to IFRSs 2012-2014 Cycle[4]
Amendments to IAS 16 and IAS 41	Agriculture: Bearer Plants[4]
Amendments to IAS 27	Equity Method in Separate Financial Statements[4]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]
Amendments to IFRS 10, IFRS 12 and IAS 28	Investment Entities: Applying the Consolidation Exception[4]

1 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted
2 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted
3 Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted
4 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted
5 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application permitted.

The Directors anticipate that the application of the new and revised IFRSs, other than those set out below, will have no material impact on the consolidated financial statements.

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

IFRS 15 "Revenue from Contracts with Customers"

In May 2014, IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 "Revenue", IAS 11 "Construction Contracts" and the related Interpretations when it becomes effective.

The core principle of IFRS 15 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 or services. Specifically, the Standard introduces 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 the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

The Directors are in the process of reviewing the effect of the application of IFRS 15 on the amounts reported and disclosures made in the Group's consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Mainboard of the Hong Kong Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for contingent consideration that is measured at fair value (see accounting policy on business combinations below). Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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

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

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

The principal accounting policies are set out below.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of consolidation

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

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

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

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

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Business combinations

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

At the acquisition date, the acquiree's identifiable assets, liabilities and contingent liabilities are recognised at their fair value, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 "Income Taxes" and IAS 19 "Employee Benefits" respectively;

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations *(Continued)*

- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with IFRS 2 "Share-based Payment" at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with IFRS 5.

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

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or another measurement basis required by another standard.When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

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

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Merger accounting for business combination involving entities under common control

The consolidated financial statements incorporate the financial statement items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party interest.

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the acquisition.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of profit or loss and other comprehensive income. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount, Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue recognition

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

Revenue from the sale of goods is recognised when all the following conditions are satisfied:

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

Revenue from sale of goods is recognised when the goods are delivered and title has passed.

The Group's policy for the recognition of revenue from construction services is described in the accounting policy for construction contracts below.

Service income is recognised when services are provided.

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

Construction contracts

Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, as measured by the proportion that contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Construction contracts *(Continued)*

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings or amounts certified by owners for work performed, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as the amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received. Amounts billed or certified by owners for work performed but not yet paid by the customers are included in the consolidated statement of financial position under trade and other receivables.

Leasing

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Contingent rents are recognised as income in the year in which they are earned.

The Group as lessee

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Contingent rentals are recognised as expenses in the period in which they are incurred.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Foreign currencies

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

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

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

Government grants

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

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

Retirement benefit costs

Payments to defined contribution retirement benefit plans and the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit plan.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation

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

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

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

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

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

Deferred taxation is calculated at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority to the same group entity and the Group intends to settle its current tax assets and liabilities on a net basis.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any recognised impairment loss.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives after taking into account of their estimated residual values, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

Intangible assets

Research and development expenditure

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

Intangible assets acquired separately

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment losses on tangible and intangible assets other than goodwill

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

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

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

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs of completion and the estimated cost necessary to make the sale.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Provisions

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

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

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Warranty

Provisions for warranty costs are recognised at the date of completion of construction contracts and at the Directors' best estimate of the expenditure required to settle the Group's obligation.

Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the date of grant is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

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

Financial instruments

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

Financial assets

The Group's financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables (including trade and bill receivables, other receivables, restricted bank deposits, and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

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

Interest income is recognised by applying the effective interest method.

Impairment of loans and receivables

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

Objective evidence of impairment could include:

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

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of loans and receivables (Continued)

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the loans and receivables is reduced by the impairment loss directly for all loans and receivables with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade and other receivable is considered not recoverable, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

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

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by the group entities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group entities after deducting all of its liabilities.

Financial liabilities at amortised cost

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

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

Interest expense is recognised on an effective interest basis.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Equity instruments

Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

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

4. KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Impairment, useful lives and residual values of property, plant and equipment

The Directors assesses whether there are any indicators of impairment for an asset at the end of each reporting period. The asset is tested for impairment when there are indicators that the carrying amounts may not be recoverable. The Directors based on physical damage and technical obsolescence to assess whether the indicators of impairment for an asset exist.

Useful lives and residual values are reviewed by the Directors at the end of each reporting period. In determining the useful life and residual value of an item of property, plant and equipment, the Directors 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. 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. Adjustments to depreciation is made in the period which the revised estimate takes place if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation.

At 31 December 2014, the property, plant and equipment of the Group amounted to RMB27,603,000 (31 December 2013: RMB21,870,000). Any change in the Directors' assessment on impairment, useful lives and residual values of property, plant and equipment will affect the depreciation and the impairment loss to be charged in the profit or loss on a prospective basis.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

As at 31 December 2014, the carrying amount of goodwill is RMB36,423,000 (31 December 2013: RMB34,080,000). Details of the recoverable amount calculation are disclosed in Note 16.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Impairment on doubtful receivables

In determining whether there is objective evidence of impairment on doubtful receivables, the Group takes into consideration of the aged analysis of trade receivables and the estimation of future cash flows recoverable from these receivables. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. The amount of the impairment on doubtful receivables is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, an allowance for doubtful debts may arise.

As at 31 December 2014, the carrying amount of trade receivables is RMB153,386,000 (31 December 2013: RMB169,240,000), which are after impairment on doubtful receivables of RMB4,690,000 (31 December 2013: RMB1,958,000) (see Note 20).

Provision for warranty

The Group typically provides warranties for one year, after the completion of construction projects, to the customers. Provision for warranty costs are recognised at the date of completion of the relevant projects and at the Directors' best estimate of the expenditure required to settle the Group's obligation.

In making the provision, the Directors consider the actual product failure rates for similar projects, material usage and service delivery costs incurred in servicing these warranty claims, as well as latest project costs which may suggest that past cost information may differ from future claims. In this regard, Directors are satisfied that adequate provision for warranty had been made in light of the historical statistics of the Group. Where the actual claims are more than expected, an additional provision for warranty may arise.

As at 31 December 2014, the carrying amount of the provision for warranty are RMB375,000 (31 December 2013: RMB222,000).

4. KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Construction contracts

Revenue and profit recognition on construction contracts are recognised by reference to the stage of completion of the contract activity at the end of each reporting period, which is measured as total contract costs incurred for work performed to date relative to estimated total contract costs to be incurred upon completion of the construction contract.

In estimating the total contract costs, management considers the actual costs incurred for similar completed contracts as well as market prices of raw materials, subcontract labor costs and other related costs that will affect the estimation of budget cost, based on past experience and current market information.

As market conditions keep changing, actual costs incurred upon completion of the project may differ significantly from that initially estimated, which would affect the amounts due from/to customers for contract work, contract revenue and profit recognised in the period which such changes take place.

As at 31 December 2014, the carrying amount of the amounts due from customers for contract work is RMB509,514,000 (31 December 2013: RMB254,466,000).

5. REVENUE

An analysis of the Group's revenue for the year is as follows:

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Sales of goods	**22,168**	5,175
Construction contract revenue	**459,355**	366,338
Services income	**29,884**	6,012
Rental income	**65**	94
	511,472	377,619

The above rental income was generated from certain using right of sewer sub-rent to telecommunication operators in the PRC. In accordance with those sub-rent agreements, the rental income was recognised based on the actual distance of sewer used by the telecommunication operators.

6. SEGMENT INFORMATION

The chairman of the Company is the chief operating decision maker of the Group. He reviewed the sales of major products for the purpose of resources allocation and performance assessment. Accordingly, the Group does not have any identifiable segment or any discrete information for segment reporting purpose.

Revenue from major products and services

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Deployment services of optical fibers		
– sales of goods	**388**	931
– provision of services	**377,134**	308,355
Low-voltage equipment integration services		
– sales of goods	**21,780**	4,244
– provision of services	**82,221**	57,983
Pipeline maintenance service	**29,884**	6,012
Rental income	**65**	94
	511,472	377,619

Geographical disclosures

The Group operates in the PRC. All of the non-current assets of the Group at the end of the reporting period are located in the PRC.

All of the Group's revenue generated from external customers located in the PRC in both years.

Information about major customers

Revenue from the customer of the corresponding year contributed over 10% of the total revenue of the Group is as follows:

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Customer A	**228,184**	132,395
Customer B	**52,025**	72,338

7. OTHER INCOME

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Other income comprises:		
Bank interest income	**963**	848
Imputed interest income on trade receivables (Note 20)	**1,418**	1,647
Government grants	**225**	529
	2,606	3,024

8. OTHER GAINS AND LOSSES

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Other gains (losses) comprise:		
Impairment loss on trade receivables	**(2,732)**	(1,776)
Net foreign exchange loss	**(355)**	(1,482)
Gain on disposal of property, plant and equipment	**92**	—
Fair value adjustment on initial recognition of other borrowings (Note 25)	**275**	2,580
Listing expenses (Note)	**(2,562)**	—
Fair value gain on contingent consideration	**—**	53
	(5,282)	(625)

Note:

The amount represents the transaction cost in connect with the transfer of the listing of shares from the GEM to the Main Board of the Hong Kong Stock Exchange.

9. FINANCE COSTS

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Finance costs comprise interest expenses on:		
Bank borrowings wholly repayable within five years	**4,090**	3,546
Other borrowings	**3,861**	2,199
Corporate bonds	**1,931**	372
	9,882	6,117

10. PROFIT BEFORE TAXATION

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Profit before taxation has been arrived at after charging:		
Depreciation of property, plant and equipment	**4,683**	3,008
Amortisation of intangible assets (Note (a))	**454**	106
Operating lease rentals in respect of offices	**3,822**	2,093
Cost of inventories recognised as expense	**50,444**	27,803
Research and development expenses	**2,284**	2,200
Provision of warranty costs	**153**	110
Staff costs:		
Directors' emoluments (Note 12)	**5,149**	1,543
Other staff costs	**46,419**	29,697
Total staff costs (Note (b))	**51,568**	31,240

10. PROFIT BEFORE TAXATION *(Continued)*

Notes:

(a) The amortisation of intangible assets was further analysed as follows:

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Amortisation included in:		
Cost of sales/services	**420**	80
Administrative expenses	**34**	26
	454	106

(b) The total staff costs include retirement benefit cost of RMB1,901,000 (2013: RMB3,232,000). The balance for the year ended 31 December 2013 also inlcudes the equity-settled share-based payment expense of RMB1,202,000.

11. INCOME TAX EXPENSE

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Current tax:		
PRC enterprise income tax	**10,940**	10,254
Deferred tax (Note 28):		
Current year	**2,138**	2,236
	13,078	12,490

11. INCOME TAX EXPENSE *(Continued)*

Other than set out below, the PRC enterprise income tax for the Group's subsidiaries established in the PRC is 25%:

(a) Pursuant to a certificate issued by Beijing Municipal Science and Technology Commission dated 14 September 2011, 北京優通泰達電氣新技術發展有限公司 Beijing U-Ton Teda Electrical New Technology Development Co., Ltd. ("Beijing U-Ton") the Company's wholly-owned subsidiary, had been designated as a High and New Technology Enterprise and its PRC enterprise income tax rate is 15% for three years since the year of 2011. In 2014, Beijing U-Ton is re-qualified as a High and New Technology Enterprise and entitled to a concessionary tax rate of 15% for the financial years 2014 to 2016.

(b) Pursuant to a certificate issued by the local tax authority, in accordance with the Measures on Authorised Methods of Enterprise Income Tax ("EIT") Collection (Trial) (企業所得稅核定徵收辦法(試行)), the taxable income of 河北昌通通信工程有限公司 Hebei Changtong Communication Engineering Co., Ltd ("Hebei Changtong"), the Company's wholly-owned subsidiary, was derived based on 8% of its total revenue.

(c) Pursuant to a certificate issued by the local tax authority,, in accordance with the Measures on Authorised Methods of EIT Collection (Trial) (企業所得稅核定徵收辦法(試行)), the taxable income of 石家莊求實通信設備有限公司 Shijiazhuang Qiushi Communication Facilities Co., Ltd ("Shijiazhuang Qiushi"), the Company's wholly-owned subsidiary, was computed based on 7% of its total revenue.

(d) Pursuant to the PRC enterprise income tax assessment form issued by the local tax authority, 重慶五洋通信技術有限公司 (Chongqing Wuyang Communication Technology Co. Ltd) accord with the requirements of China's Western Expansion program, and its PRC enterprise income tax rate is 15% from 1 January 2012 to 31 December 2020.

The PRC enterprise income tax computation bases of Hebei Changtong and Shijiazhuang Qiushi as set out in (b) and (c) above are subject to the approval of relevant PRC tax authorities on a year-by-year basis.

11. INCOME TAX EXPENSE *(Continued)*

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

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Profit before taxation	**89,191**	101,773
PRC enterprise income tax at applicable tax rate of 25%	**22,298**	25,443
Tax effect on:		
Expenses not deductible for tax purposes	**8,409**	4,176
Income not subject to tax	**—**	(294)
Concessionary rates granted to PRC subsidiaries	**(1,415)**	(963)
Taxable income estimated on total revenue	**(18,916)**	(18,597)
Tax losses not recognised as deferred tax assets	**133**	384
Withholding tax on undistributed profit of PRC entities	**2,569**	2,341
Tax charge for the year	**13,078**	12,490

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Directors and Chief executive

The emoluments paid or payable to each of the Directors and the chief executive by the group companies during the year were as follows:

Name of director	Directors' fees RMB'000	Basic salaries and allowances RMB'000	Special bonus RMB'000	Retirement benefit contributions RMB'000	Total RMB'000
Year ended 31 December 2014					
Executive directors:					
Mr. Jiang Changqing ("Mr. Jiang")	400	111	1,193	5	1,709
Ms. Guo Aru ("Ms. Guo")	300	157	1,193	6	1,656
Mr. Li Qingli ("Mr. Li")	300	104	1,193	7	1,604
Independent directors:					
Meng Fanlin	60	—	—	—	60
Wang Haiyu	60	—	—	—	60
Li Xiaohui	60	—	—	—	60
	1,180	372	3,579	18	5,149
Year ended 31 December 2013					
Executive directors:					
Mr. Jiang	400	107	—	5	512
Ms. Guo	300	144	—	19	463
Mr. Li	300	78	—	10	388
Independent directors:					
Meng Fanlin	60	—	—	—	60
Wang Haiyu	60	—	—	—	60
Li Xiaohui	60	—	—	—	60
	1,180	329	—	34	1,543

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

During the reporting period, no emoluments were paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office.

No Directors waived any emoluments during the reporting period.

12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS *(Continued)*

Employee

The five highest paid individuals of the Group in the year included three Directors (2013: three Directors). The emoluments of the remaining two (2013: two) highest paid individuals for the reporting period are as follows:

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Salary	**2,130**	2,450
Recognition of equity-settled share-based payments	**—**	1,202
Retirement benefit contributions	**24**	13
	2,154	3,665

During the reporting period, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

The emoluments of the remaining two (2013: two) highest paid individuals are within the following band:

	Year ended 31 December	
	2014	2013
Nil to HK$1,000,000	**—**	—
HK$1,000,001 to HK$2,000,000	**2**	1
HK$2,000,001 to HK$3,000,000	**—**	1

13. DIVIDENDS

The proposed final dividend in respect of 2014 of HK$1.0 cent (equivalent to approximately RMB0.8 cents) per share (tax inclusive) on 1,757,620,000 shares has been proposed by the Directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

14. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to equity holders of the Company is based on the following data:

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Earnings		
Earnings for the purpose of basic and diluted earnings per share	**74,695**	85,234

	Year ended 31 December	
	2014	2013
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	**1,709,537**	1,680,000
Effect of dilutive potential ordinary shares arising from issue of share options by the Company	**1,506**	1,901
Weighted average number of ordinary shares for the purpose of diluted earnings per share	**1,711,043**	1,681,901

15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and Buildings RMB'000	Leasehold improvements RMB'000	Motor vehicles RMB'000	Machinery RMB'000	Office equipment RMB'000	Total RMB'000
COST						
At 1 January 2013	700	—	6,141	6,846	2,507	16,194
Additions	2,586	261	6,577	1,893	970	12,287
Acquisition of subsidiaries	—	—	220	98	146	464
Disposals	—	—	(212)	—	(103)	(315)
At 31 December 2013	3,286	261	12,726	8,837	3,520	28,630
Additions	—	648	3,414	4,969	1,240	10,271
Acquisition of subsidiaries	—	—	61	—	148	209
Disposals	—	—	(428)	—	(19)	(447)
At 31 December 2014	**3,286**	**909**	**15,773**	**13,806**	**4,889**	**38,663**
DEPRECIATION						
At 1 January 2013	225	—	1,195	915	1,702	4,037
Provided for the year	21	40	1,433	999	515	3,008
Disposals	—	—	(188)	—	(97)	(285)
At 31 December 2013	246	40	2,440	1,914	2,120	6,760
Provided for the year	106	132	2,227	1,502	716	4,683
Disposals	—	—	(368)	—	(15)	(383)
At 31 December 2014	**352**	**172**	**4,299**	**3,416**	**2,821**	**11,060**
CARRYING VALUES						
At 31 December 2014	**2,934**	**737**	**11,474**	**10,390**	**2,068**	**27,603**
At 31 December 2013	3,040	221	10,286	6,923	1,400	21,870

The above items of property, plant and equipment are depreciated using the straight-line method after taking into account of their estimated residual values at the following rates per annum:

Leasehold land and building	3.23%
Leasehold improvements	33.33%
Motor vehicles	19.40%
Machinery	9.70% - 31.70%
Office equipment	19.40%

The leasehold land and building is located in Hengshui City Hebei Province, the PRC. The lease payment of the land element cannot be allocated reliably from the building and the leasehold land and building is accounted for as property, plant and equipment in its entirety. The land use right has a term of 50 years and will be expired on 1 May 2052.

16. GOODWILL

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Cost and carrying amounts		
Balance at beginning of the reporting period	**34,080**	30,099
Addition recognised from business combinations occurred during the year (note 36)	**2,343**	3,981
Balance at end of the reporting period	**36,423**	34,080

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

For the purposes of impairment testing, goodwill has been allocated to the following cash generating unit ("CGU").

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Low-voltage equipment integration services located in Shijiazhuang, the PRC	**30,099**	30,099
Deployment services of optical fibers located in:		
Chongqing, the PRC(note 36)	**3,654**	3,654
Hunan, the PRC(note 36)	**327**	327
Hebei, the PRC(note 36)	**2,343**	—
	36,423	34,080

The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling price and direct costs. The Directors estimate discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

For the purpose of impairment testing, the Group prepares cash flow projection covering a 5-year period. The calculation uses cash flow projections based on financial budgets approved by management of the company covering a 5-year period and discount rate of 18% (31 December 2013: 18%) for low-voltage equipment integration services and 20% to 22% (31 December 2013: 21% to 25%) for deployment services of optical fibers. The cash flows beyond the 5-year period are extrapolated by assuming a growth rate of 0% to 3% in revenue in the CGU (31 December 2013: 3%).

16. GOODWILL *(Continued)*

The Directors believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the unit to exceed the aggregate recoverable amount of the CGU.

17. INTANGIBLE ASSETS

The movements of the Group's intangible assets for the year are set out as follows:

	Backlog contracts RMB'000 (Note)	Customer base RMB'000	Software licenses RMB'000	Total RMB'000
COST				
At 1 January 2013	1,528	—	111	1,639
Acquisition of subsidiary (note 36)	80	—	—	80
Addition	—	—	19	19
Written off	(1,608)	—	—	(1,608)
At 31 December 2013	—	—	130	130
Acquisition of subsidiary (note 36)	200	3,300	—	3,500
Addition	—	—	54	54
Written off	(200)	—	—	(200)
At 31 December 2014	**—**	**3,300**	**184**	**3,484**
ACCUMULATED AMORTISATION				
At 1 January 2013	1,528	—	18	1,546
Charge for the year	80	—	26	106
Written off	(1,608)	—	—	(1,608)
At 31 December 2013	—	—	44	44
Charge for the year	200	220	34	454
Written off	(200)	—	—	(200)
At 31 December 2014	**—**	**220**	**78**	**298**
CARRYING VALUE				
At 31 December 2014	**—**	**3,080**	**106**	**3,186**
At 31 December 2013	—	—	86	86

Note: All backlog contracts were completed during the year ended 31 December 2014.

The software licenses and customer base are amortised on a straight-line basis on 5 years.

18. INVESTMENT IN AN ASSOCIATE

	2014 RMB'000
Cost of investment, unlisted	12,488
Share of post-acquisition profit	919
	13,407

Details of the Group's associate are set out below.

Name of entity	Date of establishment	Place of establishment/ operation	Fully paid up registered capital	Equity interest attributable to the Group	Principal activities
河北華訊微通網絡集成有限公司 Hebei Huaxun Weitong Internet Integration Co., Ltd. ("Hebei Huaxun")	2 April 2004	PRC	RMB15,000,000	51%	Deployment of underground optical fibers

On 3 December 2014, the Group acquired 51% equity interest in Hebei Huaxun for a cash consideration of RMB12,487,500. Hebei Huaxun is principally engaged in deployment of underground optical fibers.

The Group holds 51% of the registered capital of Hebei Huaxun and controls 51% voting power in general meeting. However, under the articles of association of Hebei Huaxun, all financial and operational decisions must be approved by no less than two-third of the voting power, and therefore, Hebibei Huaxun is classified as an associate of the Group.

18. INVESTMENT IN AN ASSOCIATE *(Continued)*

Summarised financial information in respect of the associate is set out below:

	2014 RMB'000
Total assets	27,954
Total liabilities	13,643
Net assets	14,311
Proportion of the Group's ownership interest	7,299
Goodwill (note)	6,108
Carrying amount of the Group's interest	13,407
Revenue for the post-acquisition	4,903
Profit for the post-acquisition	1,802
Total comprehensive income for the post-acquisition	1,802
Dividends received from the associate for the post-acquisition	—

Note: The fair value of the identifiable assets and liabilities of the associate recognised at the date of acquisition is provisional, awaiting the completion of final valuation. Goodwill of RMB6,108,000 may be adjusted accordingly.

19. INVENTORIES

	At 31 December	
	2014 RMB'000	2013 RMB'000
Raw materials	977	2,024
Finished goods	3,843	1,353
	4,820	3,377

20. TRADE AND BILL RECEIVABLES

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Trade receivables - current portion	**147,347**	157,270
Less: Allowance for impairment of receivables	**(4,690)**	(1,958)
	142,657	155,312
Bill receivable	**—**	289
	142,657	155,601
Trade receivables - non-current portion	**10,729**	13,928
	153,386	169,529

Included in the Group's trade receivables is a non-interest bearing trade receivable repayable by installments over a period of 10 years commencing from 2012. A fair value adjustment at an effective interest rate of 8.4% amounting to RMB6,692,000 has been recognised at initial recognition. The imputed interest of RMB1,418,000 (Year ended 31 December 2013: RMB1,647,000) was credited as income for the reporting period. An analysis of the remaining contractual maturity of this receivable is set out below:

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Receivable:		
Within one year	**3,199**	2,955
In the second to fifth year inclusive	**8,426**	10,974
Over five years	**2,303**	2,954
	13,928	16,883
Less: current portion	**(3,199)**	(2,955)
Non-current portion	**10,729**	13,928

The collection period of the majority of the trade receivables ranges from 30 to 180 days from the invoice date during the reporting period. No interest is charged on the outstanding balance. There is no credit term granted to customers.

20. TRADE AND BILL RECIEVABLES *(Continued)*

The following is an aged analysis of trade and bill receivables by invoice/completion certificate after deducting the allowance for trade receivables at the end of the reporting period, which approximated the respective revenue recognition dates:

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Within 90 days	**62,052**	106,547
91 to 180 days	**2,960**	6,584
181 to 365 days	**26,221**	17,959
1 to 2 years	**41,052**	19,697
2 to 3 years	**6,610**	1,859
Over 3 years	**563**	—
Total trade and bill receivables not repayable by instalments	**139,458**	152,646
Trade receivable repayable by installments	**13,928**	16,883
Total trade receivables	**153,386**	169,529

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of RMB134,757,000 (31 December 2013: RMB148,824,000) which are past due as at the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Within 90 days	**62,765**	105,039
91 to 180 days	**2,799**	6,509
181 to 365 days	**24,829**	17,310
1 to 2 years	**39,378**	19,173
2 to 3 years	**4,927**	793
Over 3 years	**59**	—
	134,757	148,824

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade receivables at the end of each reporting period.

20. TRADE AND BILL RECIEVABLES *(Continued)*

In addition, the Group reviews the recoverable amount of each individual trade receivable at the end of reporting period and assesses portfolio of receivable on a collective basis to ensure that adequate impairment losses are made for irrecoverable amounts. The Directors believe that no further allowance is required in excess of the provision for impairment of receivables.

At 31 December 2014, retentions held by customers for contract works included in trade receivables amounted to RMB7,900,000 (31 December 2013: RMB6,488,000).

Movements of allowance for impairment of receivables are set out as follow:

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Balance at beginning of the reporting period	**1,958**	182
Additions recognised	**2,732**	1,776
Balance at end of the reporting period	**4,690**	1,958

21. OTHER RECIEVABLES, DEPOSITS AND PREPAYMENTS

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Other receivables - non-trade	**7,156**	638
Advances to suppliers	**14,653**	4,490
Tender deposits	**5,921**	2,643
Performance deposits	**9,984**	7,391
Other deposits	**1,699**	637
Others	**5,321**	1,932
	44,734	17,731

The non-trade other receivables represent the amounts advance to independent third parties for their short term financing purpose. The amounts are unsecured, interest-free and expected to be recovered within twelve months from the end of respective reporting period.

22. AMOUNTS DUE FROM CUSTOMERS FOR CONTRACT WORK

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Contracts in progress at the end of the reporting period		
Contract costs incurred plus recognised profit or loss	**635,785**	270,255
Less: progress billings	**(126,271)**	(15,789)
	509,514	254,466

23. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

The restricted bank deposits were mainly used to secure the Group's bill facilities and bank borrowings, and these bank deposits will be released upon the settlement of relevant bill facilities and bank borrowings set out in Note 25.

Restricted bank deposits and bank balances carry prevailing market interest rates from 0.35% to 2.99% per annum as at 31 December 2014 (31 December 2013: 0.35% to 3.1% per annum).

Bank balances and cash comprise cash and short-term deposits held by the Group with an original maturity of three months or less.

At the end of the reporting period, included in bank balances and cash are the following amounts denominated in currencies other than the functional currency of the relevant group entities to which they relate.

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Bank balances and cash denominated in:		
USD	**55**	93
HKD	**71,172**	27,785
EUR	**—**	163
	71,227	28,041

24. TRADE AND OTHER PAYABLES

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Trade payables	**212,467**	135,363
Bill payables	**—**	1,620
Advance from customers	**2,220**	—
Amounts due to non-controlling shareholders	**2,584**	4,841
Interest payable	**2,032**	244
Payables for acquisition of subsidiary and associate	**15,888**	—
Other payables	**13,681**	7,403
Other tax payables	**26,289**	13,702
Accrued payroll	**14,847**	10,740
	290,008	173,913

Amounts due to non-controlling shareholders represent advances from non-controlling shareholders of certain subsidiaries of the Company. The amounts are unsecured, interest-free and repayable on demand.

The Group has financial risk management policies in place to ensure that payables are settled within the credit timeframe.

The following is an aged analysis of trade payables based on invoice date at the end of the reporting period:

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Within 90 days	**119,615**	117,817
91 to 180 days	**36,273**	3,917
181 to 365 days	**55,277**	7,419
1 to 2 years	**953**	5,328
2 to 3 years	**349**	882
	212,467	135,363

25. BANK AND OTHER BORROWINGS

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Secured bank borrowings	**64,280**	24,300
Other borrowings - interest free	**—**	41,098
Other borrowings - interest bearing	**28,000**	18,000
	92,280	83,398

At 31 December 2014, bank borrowings of RMB64,280,000 (31 December 2013: RMB18,300,000) are carried at floating rates, secured by bank deposits of RMB54,000,000 (31 December 2013: RMB28,000,000).

There is a bank borrowing of RMB4,000,000 and RMB2,000,000 are carried at floating rates, secured by trade receivables of RMB5,400,000 and Ms. Guo's personnel properties respectively, at 31 December 2013.

All the secured bank borrowings are repayable within one year from the end of the reporting period. The effective interest rates are from 6.16% to 7.8% (31 December 2013: 6.0% to 7.8%) per annum.

All bank borrowings are denominated in RMB.

During the reporting period, the Group received advances from independent third parties, with principal amounts of RMB13,000,000 (31 December 2013: RMB43,000,000) in aggregate. These amounts were unsecured, interest-free and were fully repaid in year 2014.Fair value adjustment at an effective interest rate of 6.00% (31 December 2013: 6.00%) amounting to RMB275,000 (31 December 2013:RMB2,580,000) was credited as income.

As at 31 December 2014, the other borrowing of RMB28,000,000 (31 December 2013: RMB18,000,000) represents the advances received from independent third parties which carried a fixed interest from 10% to 15% (31 December 2013: 7.8% to 9.6%) per annum. These borrowings are repayable one year from the date of drawdown. The other borrowings are denominated in RMB.

26. PROVISION

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Balance at beginning of year	**222**	112
Amounts recognised during the year	**153**	110
Balance at end of year	**375**	222

Provision for warranty costs are recognised at the date of completion of the relevant construction projects and at the Directors' best estimate of the expenditure required to settle the Group's obligation.

At the end of the reporting period, the Directors re-assess the sufficiency of the provision for warranty costs.

27. CORPORATE BONDS

During the period, the Company issued 14 batches of unsecured corporate bonds amounting to HK$53 million (equivalent to approximately RMB41.97 million) in aggregate to various independent third parties. The details of the corporate bonds issued during the year are set out as follows:

	Date of issue	Principal amount HK$	Interest rate	Maturity period
Bond A	13 May 2014	5,000,000	7%	7 years
Bond B	15 May 2014	2,000,000	7%	2 years
Bond C	6 June 2014	4,000,000	7%	7 years
Bond D	6 June 2014	10,000,000	7%	7 years
Bond E	14 November 2014	5,000,000	7%	7.5 years
Bond F	19 November 2014	4,000,000	7%	7.5 years
Bond G	27 November 2014	4,000,000	7%	4 years
Bond H	28 November 2014	2,000,000	7%	7.5 years
Bond I	5 December 2014	3,000,000	7%	7.5 years
Bond J	5 December 2014	3,000,000	7%	7.5 years
Bond K	16 December 2014	3,000,000	7%	2 years
Bond L	19 December 2014	2,000,000	7%	7.5 years
Bond M	23 December 2014	3,000,000	7%	2 years
Bond N	23 December 2014	3,000,000	7%	7.5 years
		53,000,000		

27. CORPORATE BONDS *(Continued)*

Interest is repayable annually. The net proceeds, after deducting the issue costs, amounted to HK$44.4 million (equivalent to approximately RMB35.17 million). The effective interest rate ranges from 10.00% to 11.72% per annum after the adjustment for the issue costs.

On 26 July 2013, the Directors approved the issue of a bond of a face value of HK$10 million (equivalent to approximately RMB7.95 million). The bond is unsecured with a maturity period of two years and carried a fixed rate of 6% per annum. Interest is repayable annually. The effective interest rate is approximately 11.91% per annum after the adjustment for the issue costs. The net proceeds, after deducting the issue costs, amounted to HK$9 million (equivalent to approximately RMB7.16 million).

The movements of the corporate bonds during the reporting period are as follows:

	2014	2013
	RMB'000	RMB'000
At 1 January	**7,240**	—
Net proceeds from issue of corporate bonds	**35,168**	7,158
Accrued interest	**1,931**	372
Interest paid or payable	**(1,292)**	(208)
Exchange differences	**(120)**	(82)
At 31 December	**42,927**	7,240
Less: Amount repayable within one year	**(7,654)**	—
Amount repayable after one year	**35,273**	7,240

28. DEFERRED TAXATION

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Presented in the consolidated financial statements as:		
Deferred tax assets	**394**	68
Deferred tax liabilities	**(9,793)**	(6,454)
	(9,399)	(6,386)

28. DEFERRED TAXATION *(Continued)*

The following are the deferred tax assets and liabilities recognised and movements thereon during the year:

	Fair value adjustments on intangible assets on business combination RMB'000	Allowance on trade receivables RMB'000	Undistributed accumulated profits of the PRC entities from 1 January 2008 RMB'000 (Note)	Others RMB'000	Total RMB'000
At 1 January 2013	—	55	(4,113)	51	(4,007)
Acquisition of subsidiaries	(143)	—	—	—	(143)
Credit (charge) to profit or loss	143	(46)	(2,341)	8	(2,236)
At 31 December 2013	—	9	(6,454)	59	(6,386)
Acquisition of a subsidiary (Note36)	(875)	—	—	—	(875)
Credit (charge) to profit or loss	105	343	(2,569)	(17)	(2,138)
At 31 December 2014	(770)	352	(9,023)	42	(9,399)

Note: Deferred taxation in respect of the temporary differences attributable to the undistributed accumulated profits earned after 1 January 2008 by PRC subsidiaries has been provided for based on a certain percentage of undistributed profit of these subsidiaries generated from 1 January 2008 onwards in accordance with the Group's dividend policy at a withholding tax rate of 10%. The Directors consider the amount will be probably reversed in the foreseeable future upon distribution of profit by the respective group entities.

No deferred tax liability has been recognised in respect of undistributed accumulated profits of PRC subsidiaries of RMB 270,709,000 (31 December 2013: RMB193,640,000) as at 31 December 2014, respectively because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

29. SHARE CAPITAL

	Number of shares	Share capital RMB'000
Authorised		
Ordinary shares of HK$0.10 each at 1 January 2013	4,000,000,000	326,000
At 31 December 2013 and 2014	4,000,000,000	326,000
Issued and fully paid		
At 31 December 2012 and 2013	1,680,000,000	136,982
Issue of shares from exercise of share option (Note (a))	15,120,000	1,199
Issue of shares from placing and subscription (Note (b))	62,500,000	4,958
At 31 December 2014	1,757,620,000	143,139

Notes:

(a) On 28 March 2014, 672,000 new shares of HK$0.10 each at a price of HK$0.65 per share and 840,000 new shares of HK$0.10 each at a price of HK$0.82 per share were allotted and issued upon the exercise of outstanding share options. These shares rank pari passu with the then existing shares in all respects.

(b) On 18 September 2014, 62,500,000 new shares of HK$0.10 each were alloated and issued for cash at a price of HK$1.60 per share. The new shares issued rank pari passu in all respects with the then existing shares in issue.

30. SHARE-BASED PAYMENT TRANSACTIONS

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 27 May 2012 for the primary purpose of providing incentives to directors and eligible employees. Under the Scheme, the Board of Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

At 31 December 2014, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was Nil (31 December 2013: 15,120,000), representing Nil (31 December 2013: 0.9%) of the shares of the Company in issue at that date.

30. SHARE-BASED PAYMENT TRANSACTIONS *(Continued)*

The following table discloses details of the Group's share options held by the eligible participant and movements in such holdings under the Scheme during the year.

	Date of grant	Exercise period	Exercise price HK$	Number of Options ('000) Outstanding at 1 January 2014	Granted during the year	Exercised during the year	Outstanding at 31 December 2014
Share option	14.8.2012	15.8.2012 to 14.8.2022	0.65	6,720	–	6,720	–
Share option	3.6.2013	4.6.2013 to 3.6.2018	0.82	8,400	–	8,400	–
Exercisable at end of the year							–
Weighted average exercise price				0.74	–	0.74	–

The following table discloses details of the Group's share options held by the eligible participant and movements in such holdings under the Scheme during the prior year.

	Date of grant	Exercise period	Exercise price HK$	Number of Options ('000) Outstanding at 1 January 2013	Granted during the year	Exercised during the year	Outstanding at 31 December 2013
Share option	14.8.2012	15.8.2012 to 14.8.2022	0.65	6,720	–	–	6,720
Share option	3.6.2013	4.6.2013 to 3.6.2018	0.82	–	8,400	–	8,400
Exercisable at end of the year							15,120
Weighted average exercise price				0.65	0.82	–	0.74

The estimated fair values of the options granted during the reporting period is approximately Nil (31 December 2013: RMB1,202,000). All options vested on the grant date and the estimated fair values were recognised as expense to the profit or loss accordingly.

30. SHARE-BASED PAYMENT TRANSACTIONS *(Continued)*

The following assumptions were used to calculate the fair value at 31 December 2013 of share options:

	2013
Share Price (HK$)	0.82
Option Strike Price (HK$)	0.82
Assumed Time to Maturity	5 years
Risk-free Interest Rate	0.30%
Annualised Volatility	38%
Expected Dividend Yield	1.51%

Expected volatility was determined by using the historical volatility of the Company and other comparable companies, since there is insufficient historical data for the Company. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Binomial Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the Directors' best estimation. Changes in variables and assumptions may result in changes in the fair value of the options.

31. RETIREMENT BENEFIT PLANS

According to the relevant laws and regulations in the PRC, the Company's PRC subsidiaries are required to participate in a defined contribution retirement scheme administrated by the local municipal government. The group entities in the PRC contribute funds which are calculated on certain percentage of the average employee salary as agreed by local municipal government to the scheme to fund the retirement benefits of the employees. The principal obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

The Group also participates in a defined contribution scheme, Mandatory Provident Fund Scheme (the "MPF Scheme"), established under the Hong Kong Mandatory Provident Fund Ordinance in December 2000. The assets of the scheme are held separately from those of the Group, in funds under the control of independent trustees.

The retirement benefit cost charged to profit or loss represents contributions payable to the funds by the Group at rate specified in the rules of the schemes. For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the MPF Scheme, which contribution is matched by the employee. The maximum monthly amount of contribution is limited to HK$1,500 per employee (effective from: 1 June 2014).

32. OPERATING LEASE COMMITMENT

The Group as a lessee

At the end of the reporting period, the Group had future minimum lease payments under non-cancelable operating leases in respect of leased properties are as follows:

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Within one year	**5,551**	1,787
In the second to fifth year inclusive	**6,503**	903
	12,054	2,690

Operating lease payments represent rentals payable by the Group for office premises. Leases are negotiated for a lease term ranging from one to five years and rentals are fixed at the date of signing of lease agreements.

The operating lease payments disclosed above do not include amounts which are related to the using right of sewer. The Group has entered into several agreements for exclusive sewer using rights with local governments in certain target cities. In accordance with those lease agreements, the rentals were charged based on the actual distance of sewer used by the Group.

The Group as a lessor

The Group has entered into certain agreements to sub-rent the sewer using rights to telecommunication operators in the target cities. In accordance with those sub-rent agreements, the rental income was recognised based on the actual distance of sewer used by the telecommunication operators.

33. RELATED PARTY BALANCES AND TRANSACTIONS

(a) During the reporting period, the following parties are identified as related party to the Group and the respective relationships are set out below:

Name of related party	Relationship
Mr. Li	Beneficial shareholder and director of the Company
Mr. Jiang	Beneficial shareholder and director of the Company
Hebei Huaxun	Associate of the Company

(b) At the end of the reporting period, the Group has amounts payable to the following related parties and the details are set out below:

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Non-trade nature:		
Mr. Li	**—**	37
Mr. Jiang	**—**	4,127
	—	4,164

The amounts are unsecured, interest-free and repayable on demand.

(c) At the end of the reporting period, the Group has amount receivable from an associate and the details are set out below:

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Non-trade nature:		
Hebei Huaxun	**4,581**	—
	4,581	—

(d) The remuneration paid and payable to the key management of the Company who are also the Directors for the year is set out in Note 12.

34. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of net debt, which includes the borrowings disclosed in Note 25, net of bank balances and cash and equity attributable to equity holders of the Company, comprising share capital/issued equity, reserves and accumulated profits.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to balance its overall capital structure.

35. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
Financial assets		
Loans and receivables (including bank balances and cash)	**409,268**	372,567
Financial liabilities		
Liabilities measured at amortised cost	**396,706**	255,013

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and bill receivables, other receivables, restricted bank deposits, bank balances and cash, trade and other payables, amount due to related parties, bank and other borrowings and bonds. Details of these financial instruments are set out in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

35. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Market risk

The Group's activities expose primarily to the market risks of changes in interest rates and foreign currency exchange rates risks (see below).

There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk over the year.

Interest rate risk management

The Group's fair value interest rate risk relates primarily to interest free other borrowings and fixed rate interest bearing other borrowings from independent third parties and bonds (see Notes 25 and 27 for details of these borrowings and bonds).

For cashflow interest rate risk, interest bearing financial instruments are mainly bank deposits and secured bank borrowings which are all short term in nature and carry market interest rates. The Directors consider, the Group is not exposed to significant cash flow interest rate risk as the amount involved is not material. Accordingly, no sensitivity analysis is presented. The Group currently does not have an interest rate hedging policy and will consider hedging the risk exposures should the need arise.

Foreign currency risk management

The Group has bank balances, other receivables, other payables and bonds which are denominated in foreign currencies and consequently it has foreign exchange risk exposure resulting from translation of amount denominated in foreign currencies. The Group does not hedge its exposure in this respect but monitor these closely. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Financial assets (bank balance and other receivables)		
USD	**55**	93
HKD	**74,636**	28,324
EUR	**—**	163
Financial liabilities (bonds and other payables)		
HKD	**51,201**	10,601

35. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

Foreign currency sensitivity

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against foreign currencies. 5% is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of reporting period for a 5% change in foreign currency rates. A negative number below indicates a decrease in profit for the year where RMB strengthens 5% against foreign currencies. For a 5% weakening of RMB against foreign currencies, there would be an equal and opposite impact on the profit, and the balances below would be positive.

	Year ended 31 December	
	2014	2013
	RMB'000	RMB'000
USD	**(3)**	(4)
HKD	**(1,172)**	(665)
EUR	**—**	(6)

In the opinion of the Directors, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Credit risk management

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group has adopted procedures in monitoring its credit risk.

The Group's current credit practices include assessment and evaluation of customer's credit reliability and periodic review of their financial status to determine credit limit to be granted. The Group's maximum exposure to credit risk in the event that the counterparties fail to perform their obligations as at end of the financial year in relation to each class of recognised financial assets is the carrying amount of those financial assets as stated in the consolidated statements of financial position.

The Group is exposed to high concentration of credit risk as the Group relies on the major telecommunication operators in PRC. At 31 December 2014, the largest debtors accounted for approximately 29% (31 December 2013: 25%) of the Group's total trade and bill receivables respectively. The Group has explored new markets and new customers and launched new products in order to minimise the concentration of credit risk.

The credit risk on liquid funds is limited because the banks are with good reputation.

35. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk management

The Group's objective is to maintain a balance between continuity of funding and the flexibility through the use of borrowings. The Directors closely monitor the liquidity position and expect to have adequate sources of funding to finance the Group's projects and operations.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are at variable rates, the undiscounted amount is derived from interest rate existed at the end of the reporting period.

	Weighted average interest rate	On demand or repayable less than 1 year	2 to 5 years	>5 years	Total undiscounted cash flows	Carrying amount
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade and other payables		261,499	—	—	261,499	261,499
Bank borrowings-variable rate	6.21	68,272	—	—	68,272	64,280
Other borrowings-fixed rate	12.68	31,550	—	—	31,550	28,000
Corporate bonds	11.89	11,286	19,623	37,471	68,380	42,927
At 31 December 2014		372,607	19,623	37,471	429,701	396,706
Trade and other payables		160,211	—	—	160,211	160,211
Amounts due to related parties		4,164	—	—	4,164	4,164
Bank borrowings-variable rate	6.47	25,871	—	—	25,871	24,300
Other borrowings-fixed rate	8.80	19,584	—	—	19,584	18,000
Other borrowings-interest free		43,000	—	—	43,000	41,098
Corporate bonds	11.91	472	8,334	—	8,806	7,240
At 31 December 2013		253,302	8,334	—	261,636	255,013

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

35. FINANCIAL INSTRUMENTS *(Continued)*

(c) Fair value

The Group measures its contingent consideration in a business combination at fair value at the end of the prior period on a recurring basis. Discounted cash flow method was used by the Group to capture the present value of the expected future economic benefit that will flow out of the Group arising from contingent consideration based on an appropriate discount rate of 10%. As at 31 December 2013, the fair value of contingent consideration in relation to the acquisition of Chongqing Wuyang (as defined in Note 36) is estimated to be nil. The fair value of RMB53,000 (representing a contingent consideration liability) recognised on the date of acquisition has been credited in the other gains and losses during the year ended 31 December 2013.

The fair value of financial assets and financial liabilities recorded at amortised cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their respective fair values at the end of each reporting period.

36. ACQUISITION OF SUBSIDIARIES

(a) Acquisition of subsidiary during the year ended 31 December 2014

On 9 September 2014, the Group acquired 100% equity interest in 河北海智數據科技有限公司 (Hebei Haizhi Data Technology Co., Ltd) ("Hebei Haizhi") for a cash consideration of RMB8,500,000. Hebei Haizhi is principally engaged in communication construction, sales of communication equipments, and development of data technology.

Consideration transferred

	RMB'000
Cash consideration paid	5,100
Consideration payables	3,400
	8,500

Acquisition-related costs have been excluded from the cost of acquisition and have been recognised as administrative expenses in profit or loss in current period.

36. ACQUISITION OF SUBSIDIARIES *(Continued)*

(a) Acquisition of subsidiary during the year ended 31 December 2014 *(Continued)*

Consideration transferred *(Continued)*

The values of the assets and liabilities of Hebei Haizhi at the date of acquisition are as follows:

	RMB'000
Current assets	
Cash and cash equivalents	1,664
Trade and other receivables	696
Amounts due from customers for contract work	6,290
Non-current assets	
Property, plant and equipment	209
Intangible assets-backlog contracts	200
Intangible assets-customer base	3,300
Current liabilities	
Trade and other payables	(5,178)
Income tax payables	(149)
Non-current liabilities	
Deferred tax liabilities	(875)
Net assets	6,157

The fair value of intangible assets of Hebei Haizhi was determined based on the valuation report issued by an independent professional valuer.

36. ACQUISITION OF SUBSIDIARIES *(Continued)*

(a) Acquisition of subsidiary during the year ended 31 December 2014 *(Continued)*

Goodwill arising on acquisition

	RMB'000
Consideration	8,500
Less: net assets acquired	(6,157)
Goodwill arising on acquisition	2,343

Goodwill arose on the acquisition of Hebei Haizhi is attributable to its anticipated profitability and enhances the Group's competitiveness in Hebei and will promote the Group's micro-ducts and mini-cable system integration methods for optical fibers deployment projects in the PRC.

The goodwill arising on this acquisition is not expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

	RMB'000
Consideration paid	8,500
Less: cash and cash equivalents acquired	(1,664)
	6,836
Consideration payable	(3,400)
	3,436

Impact of acquisition on the results of the Group

Included in the revenue and profit for the year period was approximately RMB9,786,000 and RMB976,000 respectively attributable to the additional business generated by Hebei Haizhi.

Had the acquisition of Hebei Hai Zhi been effected at 1 January 2014, the revenue of the Group for current period would have been approximately RMB515,649,000, and the profit for the year ended 31 December 2014 would have been approximately RMB75,937,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at 1 January 2014, nor is intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group, had Hebei Haizhi acquired on 1 January 2014, the Directors have calculated amortisation of intangible asset acquired on the basis of their fair values rather than the carrying amounts recognised in the pre-acquisition financial statements.

36. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of subsidiaries during the year ended 31 December 2013

On 2 May 2013, the Group acquired 51% equity interest in 湖南三成通信建設有限公司 (Hunan Sang Cheng Communication Construction Co. Ltd) ("Hunan Sang Cheng") from an independent third party for a cash consideration of RMB2,510,000. Hunan Sang Cheng is principally engaged in communication construction and sale of communication equipment.

On 15 May 2013, the Group acquired 51% equity interest in 重慶五洋通信技術有限公司 (Chongqing Wuyang Communication Technology Co. Ltd) ("Chongqing Wuyang") for a combined consideration of cash of RMB9,000,000 and a contingent consideration based on Chongqing Wuyang's profit guarantee provided by the vendor, an independent third party.

In accordance with the signed agreement, the vendor of Chongqing Wuyang agreed to commit to the following profit guarantee: (1) The audited net profit of Chongqing Wuyang for the year ending 31 December 2013 (calculated on yearly basis according to the IFRSs) would not be less than RMB10,000,000; (2) The compound growth rate of the audited net profit of Chongqing Wuyang for the year ending 31 December 2014 and 2015 (calculated on yearly basis according to the IFRSs) would not be less than 20%. If Chongqing Wuyang fails to achieve the profit guarantee stated in (1) and (2), the Group is not requested to make further cash payment of RMB3,250,000 to the vendor and the vendor undertakes to pay the Group 51% of any profit guarantee shortfall, respectively.

Consideration transferred

	Hunan Sang Cheng RMB'000	Chongqing Wuyang RMB'000	Total RMB'000
Cash consideration paid	2,510	9,000	11,510
Fair value of contingent consideration	—	53	53
	2,510	9,053	11,563

Acquisition-related costs have been excluded from the cost of acquisition and have been recognised as administrative expenses in profit or loss in current period.

36. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of subsidiaries during the year ended 31 December 2013 *(Continued)*

Consideration transferred *(Continued)*

The values of the assets and liabilities of Hunan San Cheng and Chongqing Wuyang at the date of acquisition are as follows:

	Hunan San Cheng RMB'000	Chongqing Wuyang RMB'000	Total RMB'000
Current assets			
Cash and cash equivalents	250	3,188	3,438
Trade and other receivables	4,493	19,546	24,039
Amounts due from customers for contract work	2,222	23,508	25,730
Non-current assets			
Property, plant and equipment	164	300	464
Intangible assets - backlog contracts	—	80	80
Current liabilities			
Trade and other payables	(2,725)	(33,771)	(36,496)
Income tax payables	—	(2,244)	(2,244)
Non-current liabilities			
Deferred tax liabilities	(123)	(20)	(143)
Net assets	4,281	10,587	14,868

The trade and other receivables acquired at the date of acquisition with a fair value of RMB24,039,000 had gross contractual amounts of RMB24,503,000. The best estimate at acquisition dates of the cash flows not expected to be collected is RMB464,000.

Non-controlling interests

The non-controlling interests (49%) in Hunan San Cheng and Chongqing Wuyang recognised at the acquisition date was measured based on the proportionate share of the acquirees' net identifiable assets which amounted to approximately RMB2,098,000 and approximately RMB5,188,000 respectively.

36. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of subsidiaries during the year ended 31 December 2013 *(Continued)*

Goodwill arising on acquisition

	Hunan San Cheng RMB'000	Chongqing Wuyang RMB'000	Total RMB'000
Consideration	2,510	9,053	11,563
Plus: non-controlling interests	2,098	5,188	7,286
Less: net assets acquired	(4,281)	(10,587)	(14,868)
Goodwill arising on acquisition	327	3,654	3,981

Goodwill arose on the acquisition of Hunan San Cheng and Chongqing Wuyang is attributable to its anticipated profitability and enhances the Group's competitiveness in Hunan and Chongqing and will promote the Group's micro-ducts and mini-cable system integration methods for optical fibers deployment projects in the PRC.

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

	Hunan San Cheng RMB'000	Chongqing Wuyang RMB'000	Total RMB'000
Consideration paid in cash	2,510	9,000	11,510
Less: cash and cash equivalents acquired	(250)	(3,188)	(3,438)
	2,260	5,812	8,072

36. ACQUISITION OF SUBSIDIARIES *(Continued)*

(b) Acquisition of subsidiaries during the year ended 31 December 2013 *(Continued)*

Impact of acquisitions on the results of the Group

Included in the revenue and profit for the year ended 31 December 2013 was approximately RMB22,460,000 and RMB1,895,000 respectively attributable to the additional business generated by Hunan San Cheng.

Included in the revenue and profit for the year ended 31 December 2013 was approximately RMB43,081,000 and RMB6,332,000 respectively attributable to the additional business generated by Chongqing Wuyang.

Had the acquisition of Hunan San Cheng and Chongqing Wuyang been effected at 1 January 2013, the revenue of the Group for the year would have been approximately RMB414,064,000, and the profit for the year ended 31 December 2013 would have been approximately RMB91,913,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at 1 January 2013, nor is intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group, had Hunan San Cheng and Chongqing Wuyang been acquired on 1 January 2013, the Directors have calculated amortisation of intangible asset acquired on the basis of their fair values rather than the carrying amounts recognised in the pre-acquisition financial statements.

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

The Company's statement of financial position as at 31 December 2014 is disclosed as below:

	At 31 December	
	2014	2013
	RMB'000	RMB'000
Non-current assets		
Investment in unlisted shares in a subsidiary, at cost	**47,004**	47,004
Amounts due from subsidiaries (Note (a))	**150,000**	50,000
	197,004	97,004
Current assets		
Other receivables, deposits and prepayments	**2,502**	126
Amounts due from subsidiaries	**23,467**	29,504
Bank balances and cash	**38,028**	24,110
Dividend receivable	**55,000**	—
	118,997	53,740
Current liabilities		
Other payables	**4,918**	3,302
Amounts due to subsidiaries	**158**	—
Corporate bonds	**7,654**	—
	12,730	3,302
Net current assets	**106,267**	50,438
Total assets less current liabilities	**303,271**	147,442
Non-current liabilities		
Corporate bonds	**35,273**	7,240
Net assets	**267,998**	140,202
Capital and reserves		
Share capital (Note 29)	**143,139**	136,982
Share premium (Note (b))	**100,179**	18,000
Share options reserve (Note 30)	**—**	2,596
Accumulated gains (losses) (Note (b))	**24,680**	(17,376)
	267,998	140,202

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

Notes:

(a) The amounts due from subsidiaries are interest bearing at 8% per annum and with a maturity of 3 years.

(b) Movement in share premium and accumulated losses

	Share premium RMB'000	**Accumulated gains (losses)** RMB'000
Balance at 1 January 2013	18,000	(5,489)
Loss and total comprehensive expense for the year	—	(11,887)
Balance at 31 December 2013	18,000	(17,376)
Exercise of share options (note 29(a))	10,324	—
Issue of shares (note 29(b))	74,373	—
Transaction cost on issue of shares	(2,518)	—
Profit and total comprehensive income for the year	—	42,056
Balance at 31 December 2014	100,179	24,680

38. CAPITAL COMMITMENTS

	31 December	
	2014 **RMB'000**	2013 RMB'000
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	**842**	621

39. PARTICULAR OF PRINCIPAL SUBSIDIARIES

The Company has direct and indirect interests in the following entities comprising the Group:

Name of entity	Place and date of incorporation/ establishment	Issued and fully paid up share capital/ registered capital	Proportion ownership interest and voting rights held by the Group At 31 December 2014	2013	Principal activities
Partnerfield Investments Ltd ("Partnerfield")	British Virgin Islands 7 July 2005	USD35,625	**100%**	100%	Investment holdings
China U-Ton International Ltd	British Virgin Islands 24 January 2013	USD 1	**100%**	100%	Investment holdings
China U-Ton International Holdings Ltd	British Virgin Islands 7 August 2014	USD 1	**100%**	—	Investment holdings
Stigma Investment Limited	British Virgin Islands 3 July 2014	USD 1	**100%**	—	Investment holdings
China U-Ton (Hong Kong) Ltd	HK 1 February 2013	HKD1	**100%**	100%	Investment holdings
China U-Ton International Investment Co Ltd	HK 8 September 2014	HKD 1	**100%**	—	Investment holdings
Universal Greatwall Limited	HK 8 October 2014	HKD 1	**100%**	—	Investment holdings
Hebei Deer City Network Technology Co., Ltd	The PRC 20 October 2003	RMB33,231,790	**100%**	100%	Research and development of the technology for optical fiber cable installation in duct
Hebei Changtong	The PRC 22 June 2001	RMB50,000,000	**100%**	100%	Deployment of underground optical fibers
Beijing U-Ton	The PRC 22 January 2007	RMB30,000,000	**100%**	100%	Deployment of underground optical fibers
Shijiazhuang Qiushi	The PRC 25 March 1999	RMB30,180,000	**100%**	100%	Installation of low-voltage equipment and accessories
Chongqing Wuyang	The PRC 21 November 2002	RMB5,000,000	**51% (Note)**	51%	Deployment of underground optical fibers
Hunan Sancheng	The PRC 10 May 2012	RMB5,000,000	**51% (Note)**	51%	Deployment of underground optical fibers
Hebei Haizhi	The PRC 24 May 2007	RMB5,600,000	**100%**	—	Communication construction Sales of communication equipments Development of data technology

39. PARTICULAR OF PRINCIPAL SUBSIDIARIES *(Continued)*

Name of entity	Place and date of incorporation/ establishment	Issued and fully paid up share capital/ registered capital	Proportion ownership interest and voting rights held by the Group At 31 December 2014	2013	Principal activities
Beijing U-Ton Anda International Technology Development Co., Ltd	The PRC 25 March 2013	USD4,597,118	**100%**	100%	Communication technology and computer software technology development
Shenzhen Qianhai U-Ton Financial Leasing Co. Ltd	The PRC 16 December 2014	RMB Nil	**100%**	—	Financing lease business
Beijing U-Ton Lianzhong Technology Development Co., Ltd	The PRC 26 December 2013	RMB1,000,000	**100%**	100%	Specialized contracting Technology promotion service
Henan U-Ton Low-voltage Infrastructure Co., Ltd	The PRC 02 December 2014	RMB Nil	**100%**	—	Installation of low-voltage equipment and accessories

Note: The Directors assessed whether or not the Group has control over Chongqing Wuyang and Hunan Sancheng based on whether the Group has the practical ability to direct the relevant activities of these two companies unilaterally. In making their judgment, the Directors consider the Group's absolute size of holding in these companies and the relative size of dispersion of the shareholdings owned by the other shareholders. After assessment, the Directors conclude that the Group has sufficiently dominant voting interest to direct the relevant activities of these companies and therefore the Group has control over these companies.

Except Partnerfield which is directly held by the Company, the rest of the above entities are indirectly held by the Company.

The Directors considered Chongqing Wuyang acquired during the reporting period is the Group's subsidiary that has material non-controlling interests.

The details of the non-controlling interests of Chongqing Wuyang are set out below:

Name of subsidiary	Incorporation/ establishment/ registration and operation	Proportion ownership interest held by non-controlling interests		Profit(loss)allcoated to non-controlling interests		Accumulated non-controlling interests	
		2014	2013	**2014**	2013	**2014**	2013
		%	%	**RMB'000**	RMB'000	**RMB'000**	RMB'000
Chongqing Wuyang	PRC	**49**	49	**1,707**	3,179	**10,074**	8,367

39. PARTICULAR OF PRINCIPAL SUBSIDIARIES *(Continued)*

The summarised financial information of Chongqing Wuyang before intragroup eliminations after the date of acquisition is set out below:

	2014	2013
	RMB'000	RMB'000
Current assets	**76,058**	61,449
Non-current assets	**163**	264
Current liabilities	**(51,536)**	(44,700)
Total Equity	**24,685**	17,013
– Attributed to owners of the Company	**14,611**	8,646
– Attributed to non-controlling interests	**10,074**	8,367
Revenue	**69,016**	43,081
Profit for the year	**7,827**	6,332
– Attributed to owners of the Company (Note)	**6,120**	3,153
– Attributed to non-controlling interests	**1,707**	3,179
Net cash inflow from operating activities	**5,552**	(4,310)
Net cash outflow from investing activities	**(654)**	(64)
Net cash inflow from financing activities	**3,200**	5,095
Net cash inflow	**8,098**	721

Note: In accordance with the acquired agreement disclosed in note 36(b), Chongqing Wuyang fails to achieve the profit guarantee RMB12,000,000, the non-controlling shareholder undertakes to pay the Group 51% of the profit guarantee shortfall.