



Trony Solar Holdings Company Limited

創益太陽能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 2468

Annual Report
2012/2013





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CORPORATE INFORMATION

Directors

Executive Directors

Mr. Li Yi (*Chairman*)

Ms. Yu Ying

Independent Non-Executive Directors

Mr. Hu Bing

Mr. Yan Lihu

Mr. Cai Zhipeng

Registered Office

Walker House, 87 Mary Street

George Town

Grand Cayman KY1-9005

Cayman Islands

Head Office in the PRC

Room 1403, Building A4

Kexing Science Park

Keyuan Road, Middle District of Science Park

Nanshan District

Shenzhen 518048

PRC

Principal Place of Business in Hong Kong

Room 1502, 15th Floor

The Chinese Bank Building

61-65 Des Voeux Road Central

Hong Kong

Audit Committee

Mr. Hu Bing (*Committee Chairman*)

Mr. Yan Lihu

Mr. Cai Zhipeng

Nomination Committee

Mr. Li Yi (*Committee Chairman*)

Mr. Hu Bing

Mr. Yan Lihu

Mr. Cai Zhipeng



Remuneration Committee

Mr. Yan Lihu (*Committee Chairman*)
Mr. Li Yi
Mr. Hu Bing
Mr. Cai Zhipeng

Company Secretary

Ms. Chan Yuen Ying Stella

Company Website

www.trony.com

Authorized Representatives

Ms. Chan Yuen Ying Stella
Mr. Li Yi

Cayman Islands Principal Share Registrar and Transfer Office

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

Hong Kong Share Registrar

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

Legal Advisors

Iu, Lai & Li Solicitors & Notaries

Auditor

ZHONGHUI ANDA CPA Limited
Certified Public Accountants

Principal Bankers

Industrial and Commercial Bank of China (Asia) Limited
Hang Seng Bank Limited
China Construction Bank



CHAIRMAN'S STATEMENT

To Shareholders and Stakeholders,

2013 was a tough and challenging year for the Group. In facing the situation of bankruptcies and insolvencies of the global solar sector, despite the plant equipment of the Group continued to experience serious insufficient operation from previous year, it still managed to overcome the adversities all the way. In previous year, some staffs were resigned not under normal procedures, and the Group also found out that the respective business and financial information and records were missing. In response to the irregularities and to protect the interests of shareholders and creditors, the Group undertook a series of measures including but not limited to applying for suspension in trading of the Company's shares, re-constructed the management and business teams, and set up an independent review committee, comprising independent directors, to conduct independent investigations. The Group experienced difficulties in resuming its business operations as more efforts and resources were spent in investigation, new teams re-construction, and business relationship development by new teams. As a result, both the business volume and business recovery were slower than expected. The current scale of supporting components of consumer electronics business is limited. In addition, the acquisition of leading global solar group in USA of the Group was in vain at the final stage due to various factors.

In 2013, the Group commenced conducting forensic review and internal control and auditing. The independent review committee also started to engage independent third party institutions for specific review works. During the investigation period, the Group discovered that some staffs were resigned not under normal procedures and some staffs, who were under employment at that time, had illegally housebreaking the intellectual property rights of the Group, engaged in acts that jeopardized the interest of the Group, and the Group had taken legal action to investigate.

In view of both the domestic and foreign markets being difficult to bounce back in the short run, the Group reduced its work force by one-third, which had significantly decreased the overall operating costs of the Group. It formulated the operation policy of "maintaining the traditional products market, accelerating the engineering projects and expanding overseas business new sector" (Maintaining, Accelerating and Expanding). It formulated measures such as technological process optimization, increasing products qualified rates and cost reduction for the traditional high and low light intensive products, which enabled our products more adaptable to market development trends. It further expanded the application aspect of photovoltaic cells components, and tried to take up the Golden Sun Project and BIPV project.

Li Yi

Chairman

Hong Kong, 29 April 2016



MANAGEMENT DISCUSSION AND ANALYSIS

The results of the Group for the financial year ended 30 June 2013 decreased as compared with corresponding year ended 30 June 2012, the Group's revenue recorded was approximately RMB94,189,000, sales cost was approximately RMB93,909,000 and net loss was approximately RMB171,043,000.

Facing the increasingly deteriorating operation environment, the management of the Group took a series of management measures purposely to lay the foundation for "stabilization and rebound". The specific details were as follows:–

For operation, it adopted the operation policy of "maintaining the traditional products market, accelerating the engineering projects and expanding overseas business new sector" (Maintaining, Accelerating and Expanding). It formulated measures such as technological process optimization, increasing products qualified rates and cost reduction for the traditional high and low light intensive products, which enabled our products more adaptable to market development trends. It further expanded the application aspect of photovoltaic cells components, undertook and started to implement the Golden Sun Project and BIPV projects, whereby laying the foundation for similar projects from now on and in the future. Moreover, it rationalized the Group's organization structure and "downsizing", reduced the number of employees from approximately over 1,000 in 2011 year end to approximately 700 in 2012 year end, down by approximately 28%, which resulted a decrease in operating expenses.

For internal management and control, it fully sorted out, perfected, modified and formulated the relevant internal control systems of the Group's internal financial payment approval, contract approval, project establishment, evaluation, customers' credit checking and review which are related to assets and fund security. Meanwhile, according to the situation that few individual former employees were suspected of infringing the Group's interests, we took legal actions to safeguard Group's legal rights and interests.

For details, please refer to the "Financial Review" section below.

FINANCIAL REVIEW

For 2013 financial year: sales income was approximately RMB94,189,000, sales cost was approximately RMB93,909,000, expenses during the period were approximately RMB136,290,000 and net loss was approximately RMB171,043,000.

1. The revenue for 2013 financial year was approximately RMB94,189,000, representing a decrease of approximately RMB47,599,000 as compared to approximately RMB141,788,000 in 2012 financial year.

Primary causes of change: decrease of market demand. The sales of 2013 financial year were mainly comprised: approximately RMB15,530,000 for low light cells, approximately RMB26,270,000 for yard lamps cells, approximately RMB17,640,000 for solar cell modules, approximately RMB18,290,000 for BIPV, approximately RMB2,910,000 for solar power systems, approximately RMB10,150,000 for engineering projects income, approximately RMB3,399,000 for other sales.

2. The cost of sales for 2013 financial year was approximately RMB93,909,000, representing a decrease of approximately RMB20,083,000 as compared to approximately RMB113,992,000 in 2012 financial year.

Primary causes of change: the production cost decreased due to the reduced sales.



3. The gross profit for 2013 financial year was approximately RMB280,000, representing a decrease of approximately RMB27,516,000 as compared to approximately RMB27,796,000 in 2012 financial year.

Primary causes of change: the reduction of sales and the original fixed cost caused the substantial decrease of the gross profit.

4. The selling and distribution expenses for 2013 financial year were approximately RMB9,570,000, representing a decrease of approximately RMB2,472,000 as compared to approximately RMB12,042,000 in 2012 financial year.

Primary causes of change: the selling and distribution expenses decreased accordingly due to the reduced sales.

5. The administrative and other operating expenses for 2013 financial year were approximately RMB126,720,000, representing an increase of approximately RMB5,454,000 as compared to approximately RMB121,266,000 in 2012 financial year.

Primary causes of change: the increase of the professional fees.

6. The net loss for 2013 financial year was approximately RMB171,043,000, representing a decrease in loss of approximately RMB2,424,673,000 as compared to approximately RMB2,595,716,000 in 2012 financial year.

Primary causes of change: the adjustment of the written off of various assets and liabilities in 2012 was approximately RMB2,497,710,000.

7. The property, plant and equipment for 2013 financial year were approximately RMB291,508,000, representing an increase of approximately RMB4,100,000 as compared to approximately RMB287,408,000 in 2012 financial year.

8. The trade and bills receivables for 2013 financial year were approximately RMB35,890,000, representing an increase of approximately RMB9,015,000 as compared to approximately RMB26,875,000 in 2012 financial year.

Primary causes of change: account receivables from BIPV.

9. Cash and bank deposits were approximately RMB266,999,000, representing a decrease of approximately RMB233,340,000 as compared to approximately RMB500,339,000 in 2012 financial year.

Primary causes of changes: the losses of operation in the financial year were approximately RMB110,186,000, other receivables and the balances of prepayments decreased by approximately RMB10,373,000, payables and the balance of other payables decreased by approximately RMB34,088,000.

Contingent liabilities

As at 30 June 2013, there was no material contingent liability.



Acquisition or disposal of subsidiary and associated company

An associated company of the Company was acquired or being disposed of during the year ended 30 June 2013.

Charge of assets

As at 30 June 2013, the Group pledged buildings with carrying values of approximately RMB53.8 million (2012: approximately RMB56.8 million) to secured bank borrowing granted to the Group.

Liquidity and financial resources

As at 30 June 2013, the Group's current ratio (current assets divided by current liabilities) was 1.0 (2012: 1.4) and it was in a net cash position. The Group's gearing ratio (total loans divided by total assets) was 4.2% (2012: 8.7%). The Group's financial position remains healthy. As at 30 June 2013, the Group was in a net cash position of approximately 239.1 million (2012: net cash position of approximately RMB421.3 million) which included cash and cash equivalents of approximately RMB267.0 million (2012: approximately RMB500.3 million), bank borrowings due within one year of approximately RMB25.8 million (2012: approximately RMB51.1 million) and bank borrowings due more than one year of approximately RMB2.1 million (2012: approximately RMB27.9 million). The Group's borrowings were denominated in RMB while its cash and bank balances were denominated in RMB, USD and HKD. The bank loans at 30 June 2013 carry interest rates based on the prevailing benchmark interest rates issued by the People's Bank of China.

During the financial year 2013, the Group has not entered into any financial instrument for hedging purposes nor any currency borrowings and other hedging instruments to hedge against foreign exchange rate risks.

We would implement a balanced financing plan to support the expanding capacity and operation of our solar business.

Significant investment

No significant investment was held during the year ended 30 June 2013.

Segmental information

Details of segmental information are set out in the financial statements.

Foreign currency exchange risk

Certain bank balances, trade receivables and trade and other payables are denominated in foreign currencies, which expose the Group to foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure by closely monitoring the movement of foreign currency rate.

Human resources

As at 30 June 2013, the Group had 313 employees (2012: 701). The current remuneration for the employees includes basic salary, discretionary bonus and social security funds. The employees' remuneration is commensurate with their duty, performance and contribution.



BIOGRAPHICAL DETAILS OF DIRECTORS

The followings are the biographical details of the current Directors as at the date of this annual report.

EXECUTIVE DIRECTORS

Mr. Li Yi (李毅), aged 46, joined the Group in September 1993 and was appointed as an executive Director of the Company on 17 November 2006. He is the co-founder, the Chairman, the chief executive officer and an executive Director of the Company, and is responsible for the overall strategy of the Group. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee. He has over 20 years of experience in the solar industry. Mr. Li is a member of China's national BIPV technical standard committee, and a member of the Photovoltaic Professional Committee of the China Solar Energy Society and the Vice-president of the Shenzhen Patent Association. He was also the executive director of Guangdong Solar Energy Association from July 2003 to December 2005. From January 1994 to January 1995, Mr. Li served as the deputy general manager of Shenzhen Yukang Solar Industry Co., Ltd. From August 1991 to August 1993, Mr. Li worked at Shenzhen Materials and Goods Industry & Trade (Group) Co., Ltd. Mr. Li received a bachelor's degree in precision instrument from Shenzhen University in 1991, and a master's degree in business administration from Huazhong University of Science and Technology in 1999. In 2004, Mr. Li received the Golden Medal in the Concours Lepine International Inventors Exhibition of Paris in 2004 from the Association of French Inventors and Manufacturers based in Paris, France. In 2006, Mr. Li received a China Patent Gold Award which was jointly issued by the World Intellectual Property Organization and the State Intellectual Property Office of the PRC for his invention of internal-connecting amorphous silicon PV modules and their fabrication method. In December 2009, Mr. Li received a China Patent Excellence Award from the State Intellectual Property Office. In April 2010, Mr. Li was recognized as a national-level talent by the Shenzhen municipal government, an award only given to a limited number of qualified individuals in Shenzhen. He is also a director of certain subsidiaries of the Company.

Ms. Yu Ying (余穎), aged 46, was appointed as an executive Director on 29 April 2016. She graduated from the Foreign Languages Department of Shenzhen University. Ms. Yu joined the Group in 2011 and was responsible for assisting the Board and the management on corporate governance of the Company, participating in and supervising the establishment and management of the Group's overseas subsidiaries, and participating in legal and compliance affairs of the Company. Ms. Yu is currently a director of certain subsidiaries of the Group in Hong Kong, Singapore, the United States and East Africa. Ms. Yu has more than 20 years of experience in business planning, operating and marketing.



INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hu Bing (胡兵), aged 49, was appointed as an independent non-executive Director with effect from 13 May 2013. Mr. Hu is the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee. Mr. Hu graduated from Finance Department of Yunnan Finance and Trade College (now known as “Yunnan University of Finance and Economics”). He is a qualified accountant. Mr. Hu has served as the section chief of the Department of Finance of Yunnan Province, the financial controller of 香港華財國際財務有限公司 (Hong Kong Hua Cai International Finance Company Limited) and the financial controller of 深圳市華潤豐實業發展有限公司 (Shenzhen Hua Run Feng Industrial Development Co., Ltd.). He is currently the chairman and general manager of 重慶瑞達投資有限公司 (Chongqing Rui Da Investment Co., Ltd.).

Mr. Yan Lihu (嚴立虎), aged 53, was appointed as an independent non-executive Director with effect from 13 May 2013. Mr. Yan is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Mr. Yan graduated from Department of International Finance of Tianjin University of Finance and Economics and has obtained a Master Degree of Economics. He has served as a clerk, officer, deputy section chief, section chief of 中國人民銀行江蘇省分行 (the People's Bank of China Jiangsu Branch) and an assistant to general manager, director, deputy general manager, general manager and chairman of 深圳市華新股份有限公司 (Shenzhen Huaxin Co., Ltd.), a company listed on Shenzhen Stock Exchange. He is currently an executive Director of 上海寶堃資產管理有限公司 (Shanghai Baokun Asset Management Co., Ltd.).

Mr. Cai Zhipeng (蔡志鵬), aged 25, was appointed as an independent non-executive Director on 22 October 2015. He is a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Cai graduated from The Open University of China (中央廣播電視大學) and majored in law and is currently an undergraduate student in economic and administration management in Nanjing Political College of People's Liberation Army (中國人民解放軍南京政治學院). Mr. Cai has served as a soldier and squad leader in Anti-terrorism Team in Shanghai Armed-Police (武警上海總隊反恐中隊). He was an assistant director of the eleventh engineer bureau of Zhongtai Construction Group Co., Ltd (中太建設集團第十一工程局). He has been the legal representative and director of 上海歐買咖投資管理有限公司 (Shanghai Organic Marvelous Gratefull Management Limited) since November 2015.



CORPORATE GOVERNANCE REPORT

Code on Corporate Governance Practices

The Group acknowledges the need and importance of corporate governance as one of the key elements in enhancing shareholders' value. The Group is committed to improving its corporate governance practices in compliance with regulatory requirements and in accordance with international recommended practices. The Company has adopted the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Listing Rules as its own code of corporate governance. The existing Board has reviewed the Company's corporate governance practices for the financial year under review, and has formed the opinion that the existing Board was unable to ensure compliance of certain of the then provisions of the CG Code for the year ended 30 June 2013 due to the suspension in trading of shares of the Company since 9:00 a.m. on 21 June 2012. Such non-compliance are set out in the table below:

The then Code provisions	Reasons for the non-compliance and improvement actions took or to be taken
A.1.2, A.1.3	Due to the suspension in trading of the Company's shares, there were no regular Board meetings held for approving the annual and interim results of the Group during the year ended 30 June 2013. Due notice of all regular Board meetings will be given to all members of the Board.
A.1.8	No insurance cover could be arranged for the year ended 30 June 2013 in view of the suspension in trading of the Company's shares. Directors' insurance will be arranged for each Director once such can be arranged or immediately upon the resumption of trading of the Company's shares.
A.2.1	Mr. Li Yi, the Chairman of the Company, was also acting as the chief executive officer of the Company. Mr. Li Yi has extensive experience in the solar industry and is responsible for the overall corporate strategies of the Group. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by current Board which comprises experienced and high calibre individuals with sufficient number thereof being independent non-executive Directors.



The then Code provisions

Reasons for the non-compliance and improvement actions took or to be taken

- A.2.5 The Company was not in compliance with certain code provisions as set out in the CG Code due to the suspension in trading of the Company's shares. The Chairman has confirmed that he will take active action to improve and monitor the corporate governance practice of the Group.
- A.4.2 No general meeting was held during the year ended 30 June 2013 due to the suspension in trading of the Company's shares. Therefore, no Directors have been subject to retirement and re-election by the Shareholders at the general meeting. All Directors will be subject to rotation in accordance with the Articles of Association of the Company and the Listing Rules. Every Director will be subject to retirement by rotation at least once every three years.
- A.6.7 No general meeting was held during the year ended 30 June 2013 due to the suspension in trading of the Company's shares.
- A.7.1 Due to the suspension in trading of the Company's shares, there were no regular Board meetings held for approving the annual and interim results of the Group during the year ended 30 June 2013.
- C.1.2 The management of the Company did not provide a regular monthly update to all members of the Board, but the management keeps providing information and update to the members of the Board irregularly.
- C.1.5 Due to the suspension in trading of the Company's shares, there were no regular Board meetings held for approving the annual and interim results of the Group during the year ended 30 June 2013. The despatch of the Annual Reports 2011/2012, 2012/2013, 2013/2014 and 2014/2015, and the Interim Reports 2012/2013, 2013/2014, 2014/2015 and 2015/2016 to the Shareholders have been delayed.



The then Code provisions

Reasons for the non-compliance and improvement actions took or to be taken

C.2.1, C.2.2

The Company did not conduct an annual review on the effectiveness of the internal control systems of the Group during the year ended 30 June 2013. However, the Company's legal advisers have appointed PricewaterhouseCoopers Consulting Hong Kong Limited as an independent professional adviser on 19 September 2012 to assist the Independent Review Committee to carry out a forensic review of the potential discrepancies in the financial records of the Company as mentioned in the Company's announcement dated 22 June 2012.

C.3.1, C.3.6

No Audit Committee meeting was held during the year ended 30 June 2013 due to the suspension in trading of the Company's shares.

E.1.1, E.1.2, E.1.3, E.2.1

No general meeting was held during the year ended 30 June 2013 due to the suspension in trading of the Company's shares. General meetings of the Company shall be arranged in due course.

Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Trading in the shares of the Company on the Stock Exchange has been suspended at the request of the Company since 21 June 2012. The then Director who is currently still on Board has confirmed that he has complied with the required standards as set out in the Model Code during the year ended 30 June 2013.

Board of Directors

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance. The management was delegated the authority and responsibility by the Board for the management of the Group. In addition, the Board has also delegated various responsibilities to the Board committees. Further details of these committees are set out in this report.



The Directors of the Company during the year and up to the date of this report are as follows:-

Executive Directors

Mr. Li Yi	
Mr. Chen Yixiang	(resigned with effect from 21 August 2012)
Mr. Yeung Sik Keung	(appointed with effect from 3 October 2012 and resigned with effect from 1 September 2015)
Ms. Yu Ying	(appointed on 29 April 2016)

Non-executive Director

Mr. Yu Hong	(resigned with effect from 4 September 2012)
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Independent non-executive Directors

Mr. Toh Ka Hock David	(resigned with effect from 1 October 2011)
Prof. Woo Chia-Wei	(resigned with effect from 7 February 2013)
Mr. Che Shujian	(resigned with effect from 7 February 2013)
Mr. Lai Yat Kwong Fred	(appointed with effect from 1 October 2011 and resigned with effect from 7 February 2013)
Mr. Hu Bing	(appointed with effect from 15 May 2013)
Mr. Yan Lihu	(appointed with effect from 15 May 2013)
Mr. Wu Yi	(appointed with effect from 15 May 2013 and resigned on 22 October 2015)
Mr. Cai Zhipeng	(appointed on 22 October 2015)

The current Board members have no financial, business, family or other material/relevant relationships with each other.

Except for the period between 7 February 2013 to 15 May 2013, during which the Board did not fulfill the requirements of minimum number of independent non-executive directors under the Listing Rules, the Board has complied with the requirements of the Listing Rules in relation to the Board composition.

The biographical information of the current Directors is set out on pages 8 to 9 under the section headed "Biographical Details of Directors."



The Board decides on corporate strategies, approves overall business plans and evaluates the Group's financial performance and management. Specific tasks that the Board delegates to the Group's management include the implementation of strategies approved by the Board, the monitoring of operating budgets, the implementation of internal controls procedures, and the ensuring of compliance with relevant statutory requirements and other rules and regulations.

The Company will conduct a tailor-made training in respect of the compliance with the Listing Rules, corporate governance and/or accounting and finance issues to all the Directors and senior management of the Company.

Chairman and Chief Executive Officer

The Company does not have a separate chairman and chief executive officer and Mr. Li Yi currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by current Board which comprises experienced and high calibre individuals with sufficient number thereof being independent non-executive Directors.

Non-executive Directors

The current independent non-executive Directors are persons of high caliber, with academic and professional qualifications in the fields of accounting, finance and management. With their experience gained from various sectors, they provide strong support towards the effective discharge of the duties and responsibilities of the Board. Each of the current independent non-executive Directors has confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the current independent non-executive Directors to be independent in accordance with the Listing Rules.

The current independent non-executive Directors are appointed for a term of three years which is automatically renewable upon the expiry of the said term, and they are subject to retirement by rotation in accordance with the Articles of Association of the Company (the "Articles").

Board Meetings

During the year, the Board held 5 meetings. Due to the suspension in trading of the Company's shares, there were no regular Board meetings held for approving the annual and interim results of the Group during the year ended 30 June 2013. Due notice of all regular Board meetings will be given to all members of the Board.



The attendance records of the then Directors at the said Board meetings are set out below.

Name of Director	Number of attendance
Mr. Li Yi	3/5
Mr. Chen Yixiang (resigned with effect from 21 August 2012)	N/A
Mr. Yeung Sik Keung (appointed with effect from 3 October 2012)	4/4
Mr. Yu Hong (resigned with effect from 4 September 2012)	N/A
Prof. Woo Chia-Wei (resigned with effect from 7 February 2013)	4/4
Mr. Che Shujian (resigned with effect from 7 February 2013)	4/4
Mr. Lai Yat Kwong Fred (resigned with effect from 7 February 2013)	4/4
Mr. Hu Bing (appointed with effect from 15 May 2013)	N/A
Mr. Yan Lihu (appointed with effect from 15 May 2013)	N/A
Mr. Wu Yi (appointed with effect from 15 May 2013)	N/A

Board minutes are kept by the Company Secretary and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials and has unrestricted access to the advice and services of the Company Secretary, and has the liberty to seek external professional advice if so required.

General Meeting

During the year ended 30 June 2013, no general meeting of the Company was held.

Nomination of Directors

In considering the nomination of new Directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates, especially their experience in the solar industry and/or other professional area.

The Company established the Nomination Committee with written terms of reference on 13 September 2010 and currently consists of one executive Director, namely Mr. Li Yi (as chairman) and three independent non-executive Directors, namely Mr. Hu Bing, Mr. Yan Lihu and Mr. Cai Zhipeng. The terms of reference of the Nomination Committee is aligned with the code provisions set out in the CG Code, and is currently made available on the Stock Exchange's website and the Company's website.

The function of the Nomination Committee is reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman and the Chief Executive Officer.

During the year ended 30 June 2013, the Nomination Committee held one meeting for making recommendation to the Board on nomination of new executive Director.



The attendance records of the then members at the said meeting are set out below.

Name of member	Number of attendance
Mr. Li Yi	1/1
Mr. Woo Chia-Wei (resigned with effect from 7 February 2013)	1/1
Mr. Lai Yat Kwong Fred (resigned with effect from 7 February 2013)	1/1
Mr. Hu Bing (appointed with effect from 15 May 2013)	N/A
Mr. Yan Lihu (appointed with effect from 15 May 2013)	N/A
Mr. Wu Yi (appointed with effect from 15 May 2013)	N/A

Remuneration of Directors

The Company established the Remuneration Committee with written terms of reference on 13 September 2010 and currently consists of one executive Director, namely Mr. Li Yi (as chairman) and three independent non-executive Directors, namely Mr. Hu Bing, Mr. Yan Lihu and Mr. Cai Zhipeng. The terms of reference of the Remuneration Committee is aligned with the code provisions set out in the CG Code and is currently made available on the Stock Exchange's website and the Company's website.

The functions of the Remuneration Committee are establishing and reviewing the policy and structure of the remuneration for the Directors and senior management.

During the year ended 30 June 2013, the Remuneration Committee held one meeting for making recommendation to the Board on the remuneration of new executive Director.

The attendance records of the then members at the said meeting are set out below.

Name of member	Number of attendance
Mr. Che Shujian	1/1
Mr. Wu Yi (appointed with effect from 15 May 2013)	N/A
Mr. Li Yi	1/1
Mr. Woo Chia-Wei (resigned with effect from 7 February 2013)	1/1
Mr. Lai Yat Kwong Fred (resigned with effect from 7 February 2013)	1/1
Mr. Hu Bing (appointed with effect from 15 May 2013)	N/A
Mr. Yan Lihu (appointed with effect from 15 May 2013)	N/A

During the year ended 30 June 2013, apart from the meeting held for the above, the Remuneration Committee by passing written resolutions for making recommendation to the Board on the remuneration of the general vice president.



The Company adopted a share option scheme (the “Share Option Scheme”) on 13 September 2010. The purpose of the Share Option Scheme is to motivate eligible persons to maximize their future contributions to the Group, to attract and retain such eligible persons who are important to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group.

Details of the Share Option Scheme are set out in the Report of the Directors. The emolument payable to Directors will depend on their respective contractual terms under the services contracts, if any, and as recommended by the Remuneration Committee. Details of the Directors’ remuneration are set out in note 13 to the audited financial statements.

Audit Committee

The Company established an audit committee (the “Audit Committee”) on 13 September 2010 with written terms of reference and currently comprises three independent non-executive Directors, namely Mr. Hu Bing, Mr. Yan Lihu and Mr. Cai Zhipeng.

The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors; reviewing the financial statements, annual reports and accounts and half-year reports of the Group; and overseeing the Company’s financial reporting system and internal control system.

The terms of reference of the Audit Committee are aligned with the code provisions set out in the CG Code, and is currently made available on the Stock Exchange’s website and the Company’s website.

During the year ended 30 June 2013, no Audit Committee meeting was held.



Auditor's Remuneration

During the year under review, the remuneration paid/payable to the Company's then auditor, ZHONGHUI ANDA CPA Limited, is set out below:–

Services rendered	Fee paid/payable <i>HK\$'000</i>
Audit services	1,820
Non-audit services	180
	<hr/>
	2,000
	<hr/> <hr/>

Shareholder Rights

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Articles. Details of such rights to demand a poll were included in the circular to shareholders in relation to the holding of general meeting and explained, together with the procedures for conducting a poll, at the commencement of the meetings.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholder at a general meeting must be taken by poll. As such, all resolutions to be proposed at the forthcoming annual general meeting of the Company will be voted by poll.

Investor Relations

The Company is committed to a policy of open and regular communication and reasonable disclosure of information to its shareholders. The Company considers that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies.

However, due to the suspension in trading of the Company's Shares since 21 June 2012, despatch of the Annual Reports 2011/2012, 2012/2013, 2013/2014 and 2014/2015, and the Interim Reports 2012/2013, 2013/2014, 2014/2015 and 2015/2016 to the shareholder has been delayed.

No general meeting was held during the year ended 30 June 2013 and up to the date of this annual report.

The Chairman of the Company will attend the forthcoming annual general meeting of the Company to answer questions of the meeting.



Directors' Responsibilities for the Financial Statements

The Board acknowledges its responsibility to prepare the Company's financial statements for each financial period which gives a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the financial statements for the year ended 30 June 2013, the Board has selected suitable accounting policies and applied them consistently; made judgments and estimates that are prudent, fair and reasonable and the Directors are confident that the Group would have sufficient working capital for the Group to meet its liabilities as they fall due and for its operation, and in the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Save as disclosed in the qualifications to the auditor's opinions, the Directors consider that the Group has adequate resources to continue in business for the foreseeable future and are not aware of any other material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern.

The annual results of the Group for the year ended 30 June 2013 have also been reviewed by the Audit Committee. The auditor of the Company had given certain qualifications in their opinion which are set out on pages 31 to 35 of this annual report which should draw the Shareholders' attention.

Internal Control

Management had implemented a system of internal control to provide reasonable assurance that the Group's assets are safeguarded, proper accounting records are maintained, appropriate legislation and regulations are complied with, reliable financial information are provided for management and publication purpose and investment and business risks affecting the Group are identified and managed.

The Board is responsible for maintaining an adequate internal control system to safeguard Shareholders' investments and Company's assets and with the support of the Audit Committee, reviewing the effectiveness of such system on an annual basis.

The Company did not conduct an annual review on the effectiveness of the internal control systems of the Group during the year ended 30 June 2013. However, the Company's legal advisers have appointed PricewaterhouseCoopers Consulting Hong Kong Limited as an independent professional adviser on 19 September 2012 to assist the Independent Review Committee to carry out a forensic review of the potential discrepancies in the financial records of the Company as mentioned in the Company's announcement dated 22 June 2012.



REPORT OF THE DIRECTORS

The Directors of Trony Solar Holdings Company Limited (the “Company”) is pleased to submit their report together with the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 30 June 2013.

Principal Activities

The Company is an investment holding company. The principal activities of the Group are development, manufacture and sale of solar products.

Results and Appropriations

The Group’s results for the year ended 30 June 2013 are set out in the consolidated statements of profit or loss and other comprehensive income on page 36.

Share Capital

Details of movements in the Company’s share capital for the year ended 30 June 2013 are set out in note 25 to the consolidated financial statements.

Property, Plant and Equipment

Movements in property, plant and equipment of the Group for the year ended 30 June 2013 are set out in note 16 to the financial statements.

Retirement Benefits Scheme

The employees of Trony Science are members of a state-managed retirement benefits scheme operated by the PRC government. Trony Science is required to contribute 10% of the total monthly basic salaries of the current employees to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

The total cost charged to the consolidated statement of comprehensive income of approximately RMB2,723,000 for the year ended 30 June 2013 (2012: RMB4,847,000), represent contributions payable to the scheme for the year.



Directors' Interest in Competing Business

None of the Directors is or was interested in any business, apart from the Group's business, that competes or compared or is likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 30 June 2013 and up to and including the date of this annual report.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders of the Company.

Purchase, Redemption or Sale of Listed Securities of the Company

Neither the Company nor its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the period from 1 July 2012 to 30 June 2013.

Distributable Reserves

As at 30 June 2013, the Company's reserves available for distribution to the Shareholders amounted to approximately RMB1,895,000.



Directors

The Directors of the Company during the year and up to the date of this report are as follows:-

Executive Directors

Mr. Li Yi	
Mr. Chen Yixiang	(resigned with effect from 21 August 2012)
Mr. Yeung Sik Keung	(appointed with effect from 3 October 2012 and resigned with effect from 1 September 2015)
Ms. Yu Ying	(appointed on 29 April 2016)

Non-executive Director

Mr. Yu Hong	(resigned with effect from 4 September 2012)
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Independent Non-executive Directors

Mr. Toh Ka Hock David	(resigned with effect from 1 October 2011)
Prof. Woo Chia-Wei	(resigned with effect from 7 February 2013)
Mr. Che Shujian	(resigned with effect from 7 February 2013)
Mr. Lai Yat Kwong Fred	(appointed with effect from 1 October 2011 and resigned with effect from 7 February 2013)
Mr. Hu Bing	(appointed with effect from 15 May 2013)
Mr. Yan Lihu	(appointed with effect from 15 May 2013)
Mr. Wu Yi	(appointed with effect from 15 May 2013 and resigned on 22 October 2015)
Mr. Cai Zhipeng	(appointed on 22 October 2015)

In accordance with article 107(1) of the Company's Articles, Mr. Li Yi shall retire and, being eligible, offers himself for re-election at the forthcoming annual general meeting of the Company.

In accordance with article 102(3) of the Company's Articles, Ms. Yu Ying, Mr. Hu Bing, Mr. Yan Lihu and Mr. Cai Zhipeng shall retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

Independence Confirmation

Each of the current independent non-executive Directors has confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the current independent non-executive Directors to be independent in accordance with the Listing Rules.



Share Option Scheme

Share Option Scheme

The Company adopted the share option scheme (the "Share Option Scheme") on 13 September 2010. The purpose of the Share Option Scheme is to motivate eligible persons to maximize their future contributions to the Group, to attract and retain such eligible persons who are important to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group.

The maximum number of Share which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issued as at the Listing Date, that is, 152,704,678 Shares. No option may be granted to any participant of the Share Option Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised. Participants of the Share Option Scheme are required to pay the Company HK\$1.00 upon acceptance of the grant on or before the 28 days after the offer date. The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

- (a) the nominal value of a Share;
- (b) the closing price of a Share as stated in the Hong Kong Stock Exchange's daily quotations sheets on the offer date; and
- (c) the average closing price of a Share as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the offer date.

The Share Option Scheme shall be valid and effective for a period of 10 years from the Listing Date, after which no further options will be granted or offered.

Details of the Share Option Scheme are set out in the prospectus of the Company dated 24 September 2010.



Details of movement of share options during the year ended 30 June 2013 under the Share Option Scheme are as follows:–

Name or category of participants	Number of share options					Outstanding as at 30 June 2013	Exercise price (HK\$)	Date of Grant	Exercisable Period (Note)
	Outstanding as at 1 July 2012	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year				
Director									
Prof. Chia-Wei Woo	200,000	–	–	–	200,000	–	4.80	9 March 2011	9 September 2011 to 9 March 2018
Mr. Shujian Che	200,000	–	–	–	200,000	–	4.80	9 March 2011	9 September 2011 to 9 March 2018
Sub-total	<u>400,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>400,000</u>	<u>–</u>			
Employees									
	14,801,000	–	–	–	4,359,000	10,442,000	4.80	9 March 2011	9 September 2011 to 9 March 2018
Sub-total	<u>14,801,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>4,359,000</u>	<u>10,442,000</u>			
Total	<u>15,201,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>4,759,000</u>	<u>10,442,000</u>			

- Note: – The first one fourth of the Share Options are exercisable from 9 September 2011;
- The second one fourth of the Share Options are exercisable from 9 September 2012;
- The third one fourth of the Share Options are exercisable from 9 September 2013; and
- The remaining one fourth of the Share Options are exercisable from 9 September 2014

All unexercised Share Options shall lapse on 9 March 2018.

Directors' Rights to Acquire Shares or Debentures

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire such rights in any other body corporate.

Directors' Service Contracts

Mr. Li Yi, executive Director, has entered into a service contract with the Company on 13 September 2010 for an initial term of three years commencing on 13 September 2010, which is automatically renewable upon the expiry of the said term until termination in accordance with the provisions set out in the service contract.

Ms. Yu Ying, executive Director, did not enter into a service contract between the Company. However, she is subject to retirement and re-election at the next following annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles.



Each of the independent non-executive Directors (except Mr. Cai Zhipeng) has entered into an appointment letter with the Company on 15 May 2013 for an initial term of three years commencing on 15 May 2013, which is automatically renewable for a term of three years upon the expiry of the said term until termination according to the terms of the appointment letter.

Mr. Cai Zhipeng, independent non-executive Director, has signed an appointment letter issued by the Company on 22 October 2015 for an initial term of three years commencing from 22 October 2015, which is automatically renewable for a term of three years upon the expiry of the said term until termination according to the terms of the appointment letter.

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

Directors' Interests in Contracts

None of the Directors had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

Directors' and Chief Executive's Interests in Shares of the Company

As at 30 June 2013, the interest or short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") which were notified to the Company and the Stock Exchange under the provisions of Divisions 7 and 8 of Part XV of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code ("Model Code") for Securities Transactions by Directors of Listed Issuers, are set out below:

Name of Director	Capacity/nature of interest	Long position/ short position	Number of shares	Approximate percentage of shareholding
Mr. Li Yi ("Mr. Li") (Note)	Beneficiary of a trust	Long position	621,497,910	39.22%

Note: These 621,497,910 shares are held by Sky Sense Investments Limited ("Sky Sense") and Lakes Invest Limited ("Lakes Invest") which were wholly-owned by Spring Shine International Limited, which was owned as to 50% by Seletar Limited and 50% by Serangoon Limited, as nominees and trustees for Credit Suisse Trust Limited. Credit Suisse Trust Limited is the trustee holding such interests in Lakes Invest and Sky Sense on trust for the beneficiaries of the Li Family Trust. Mr. Li is therefore deemed to be interested in all the shares held by each of Sky Sense and Lakes Invest as a beneficiary of the Li Family Trust.

Save as disclosed herein, none of the Directors or chief executives of the Company or their associates, had any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code as at 30 June 2013.



Substantial Shareholders' Interests in Shares

As at 30 June 2013, so far as is known to any Director or chief executive of the Company, the persons or corporations (other than Director or chief executive of the Company) who had interest or short positions in the shares and underlying shares of the Company which were required 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 to be kept under section 336 of the SFO are as follows:

Name of shareholder	Capacity/nature of interest	Long position/ short position	Number of shares	Approximate percentage of shareholding
Spring Shine International Limited (Note 1)	Interest in a controlled corporation	Long position	620,497,910	39.16%
Credit Suisse Trust Limited (Note 1)	Trustee of a trust	Long position	620,497,910	39.16%
Seletar Limited (Note 1)	Trustee of a trust	Long position	620,497,910	39.16%
Serangoon Limited (Note 1)	Trustee of a trust	Long position	620,497,910	39.16%
Lakes Invest (Note 1)	Beneficial owner	Long position	542,700,000	34.25%
Central Huijin Investment Ltd. (Note 2)	Interest in a controlled corporation	Long position	221,674,392	13.99%
ICBC International Holdings Limited (Note 2)	Interest in a controlled corporation	Long position	221,674,392	13.99%
Industrial and Commercial Bank of China Limited (Note 2)	Interest in a controlled corporation	Long position	221,674,392	13.99%
ICBC International Fund Management Limited (Note 2)	Beneficial owner, security interest	Long position	163,722,350	10.33%



Notes:

- (1) Each of Sky Sense and Lakes Invest is wholly-owned by Spring Shine International Limited, which in turn is owned as to 50% by Seletar Limited and 50% by Serangoon Limited, as nominees and trustees for Credit Suisse Trust Limited, which is acting as the trustee of the Li Family Trust. Therefore, each of Sprint Shine Trust Limited, Credit Suisse Trust Limited, Seletar Limited, Serangoon Limited is deemed to be interested in all the shares of the Company held by Sky Sense and Lakes Invest.
- (2) ICBC International Fund Management and ICBC International Strategic Investment Limited are wholly-owned subsidiaries of ICBC International Holdings Limited. ICBC International Holdings Limited is a wholly owned subsidiary of Industrial and Commercial Bank of China Limited. Industrial and Commercial Bank of China Limited is controlled by Central Huijin Investment Ltd. Therefore Central Huijin Investment Ltd., Industrial and Commercial Bank of China Limited and ICBC International Holdings Limited are deemed to be interested in all shares held by ICBC International Fund Management and all shares held by ICBC International Strategic Investment Limited.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30 June 2013.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors. Trading in the shares of the Company on the Stock Exchange has been suspended at the request of the Company since 21 June 2012. The then Director who is currently still on Board has confirmed that he has complied with the required standards as set out in the Model Code during the year ended 30 June 2013.

Major Customers and Suppliers

During the year, the Group's purchase from the five largest suppliers accounted for approximately 32% of the Group's total purchases and purchases from the largest supplier included therein accounted for approximately 8% of the Group's total purchases.

During the year, the Group's sales to the five largest customers accounted for approximately 60% of the Group's total turnover and sales to the largest customer included therein accounted for approximately 44% of the Group's total sales.

None of the Directors of the Company, their associates, nor any shareholder which to the best knowledge of the Directors own more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and suppliers.



Public Float

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

Audit Committee

The Company established an audit committee (the "Audit Committee") on 13 September 2010 with written terms of reference in compliance with the CG Code, and currently comprises three independent non-executive Directors, Mr. Hu Bing, Mr. Yan Lihu and Mr. Cai Zhipeng. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee has reviewed the annual results of the Group for the year ended 30 June 2013.

Corporate Governance

A report on the principal corporate governance practices adopted by the Company is set out on pages 10 to 19 this annual report.

Corporate Social Responsibilities

The Company is committed to good corporate social responsibilities practice in order to make contribution to the society. The achievements of the Company on corporate social responsibilities are summarized below:

2001	Made donations of RMB103,000 to earthquake area in Yajiang, Garze Tibetan Autonomous Prefecture
2002	Started the Gengdeng Sangbu Institute for Philanthropy of Huangnan State, Qinghai Province and helped to fund nearly 60,000 poor students and 32 schools have received donated teaching equipment, as well as built 2 student dormitories
2005	Donated RMB50,000 for tsunami in South Asia



- 2006
- Funded the construction of solar power system in Tibet of approximately RMB400,000
 - Funded the education of two students in remote mountainous areas of RMB30,000
 - Provided scholarship of RMB5,000 for the undergraduates of Shenzhen University
 - Funded the construction of roads and bridges in Hubei Province of RMB20,000
 - Donated RMB100,000 to Science and Technology Department of Tibet for developing software
- 2007
- Donated RMB36,000 to sick employees' families
- 2008
- Funded the construction of solar power system in Namco township in Tibet of approximately RMB400,000
 - Donated RMB200,000 for the earthquake in Wenchuan
- 2009
- Donated RMB100,000 to Qinghai
 - Donated RMB300,000 to Bright China Foundation
- 2010
- Recognized for its efforts from the Army Support Foundation
- 2011
- Donated RMB50,000 to Fukuda Charitable Foundation
- 2012
- Expressed condolence to Student Home in Guangdong in Yingde City, Guangdong Province and donated commodity of RMB15,000
- 2013
- Established the "Trony Technical Class" with communities and schools to help employees to promote their education, with the first group of 50 students graduating in 2016
 - Donated RMB300,000 to the Education Development Foundation of Shenzhen University
- 2015
- Donated RMB45,000 to sick employees' families
 - Funded RMB10,000 to ten students participated in the 10th Meeting in Pengcheng organized by Shenzhen Youth Development Foundation
 - Established the "Corporate Class of SUSTC" with South University of Science and Technology of China to realize the two-way communication between students and corporates which helped students to gain understanding on corporate operation in advance



Auditor

Deloitte Touche Tohmatsu resigned as the auditor of the Company with effect from 17 February 2015.

Zhonghui Anda CPA Limited was appointed as the auditor of the Company with effect from 17 February 2015. Zhonghui Anda CPA Limited will only hold office until the conclusion of the next following annual general meeting of the Company.

A resolution will be submitted to the forthcoming annual general meeting for the re-appointment of Zhonghui Anda CPA Limited as auditor of the Company.

On behalf of the Board

TRONY SOLAR HOLDINGS COMPANY LIMITED

Li Yi

Chairman

Hong Kong, 29 April 2016



INDEPENDENT AUDITOR'S REPORT



TO THE SHAREHOLDERS OF TRONY SOLAR HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

We were engaged to audit the consolidated financial statements of Trony Solar Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 36 to 80, which comprise the consolidated statement of financial position as at 30 June 2013, 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 (the "Directors") are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Except for the inability to obtain sufficient appropriate audit evidence as explained below, we conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. Because of the matters as described in the basis for disclaimer of opinion paragraphs and the material uncertainty relating to the going concern basis, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.



BASIS FOR DISCLAIMER OF OPINION

1. Opening balances and corresponding figures

Our audit opinion on the consolidated financial statements of the Group for the year ended 30 June 2012, which forms the basis for the corresponding figures presented in the current year's consolidated financial statements, was disclaimed because of the significance of the possible effect of the limitations on the scope of our audit and the material uncertainty relating to the going concern basis, details of which are set out in our audit report dated 29 April 2016.

There were no satisfactory audit procedures to ascertain the existence, accuracy, presentation and completeness of certain opening balances and corresponding figures (as further detail explained in the following paragraphs) shown in the current year's consolidated financial statements.

2. Unreconciled discrepancies in accounting books and records

Further background is made in note 2 to the consolidated financial statements under the heading of "Suspension of trading in the shares of the Company". Due to the unreconciled discrepancies in accounting books and records, no sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the transactions of the Group for the year ended 30 June 2012 as follows:

	<i>RMB'000</i>
Impairment loss on various assets	(1,628,423)
Reversal of unreconciled discrepancies on various liabilities	76,155
	<hr/>
	<u>(1,552,268)</u>

3. Limited accounting books and records of certain subsidiaries

Further background is made in note 2 to the consolidated financial statements under the heading of "Suspension of trading in the shares of the Company". Due to the insufficiency of supporting documentation and explanations for accounting books and records in respect of the Company's certain subsidiaries (collectively "these Subsidiaries") for the years ended 30 June 2013 and 2012, we were unable to carry out audit procedures to satisfy ourselves as to whether the following income and expenses for the years ended 30 June 2013 and 2012 and the assets and liabilities as at those dates, and the related disclosure notes in relation to these Subsidiaries, as included in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements:

	For the year ended 30 June	
	2013	2012
	RMB'000	RMB'000
Income and expenses:		
Revenue	94,189	141,788
Cost of goods sold	(93,909)	(113,992)
	<hr/>	<hr/>
Gross profit	280	27,796
Other income	23,167	3,114
Selling and distribution expenses	(9,570)	(12,042)
Administrative expenses	(62,462)	(63,265)
Impairment losses on various assets	(56,822)	(945,442)
Finance costs	(11)	(9)
	<hr/>	<hr/>
Loss before tax	(105,418)	(989,848)
Income tax	-	4,185
	<hr/>	<hr/>
Loss for the year	(105,418)	(985,663)
	<hr/> <hr/>	<hr/> <hr/>
	As at 30 June	
	2013	2012
	RMB'000	RMB'000
Assets and liabilities:		
Inventories	4,210	55,819
Trade and bills receivables	2,247	26,875
Prepayments, deposits and other receivables	1,423	28,880
Cash balances	798	619
Trade and other payables	(321,468)	(367,303)
	<hr/>	<hr/>
Net liabilities	(312,790)	(255,110)
	<hr/> <hr/>	<hr/> <hr/>



4. Property, plant and equipment

No sufficient evidence has been provided to satisfy ourselves whether the carrying amount of property, plant and equipment amounted to approximately RMB291,508,000 and RMB287,408,000 as at 30 June 2013 and 2012 respectively are fairly stated.

5. Bank and cash balances

No direct confirmation and other sufficient evidence has been received to satisfy ourselves whether the bank and cash balances of approximately RMB72,698,000 as included in the consolidated statement of financial position as at 30 June 2012 are fairly stated.

6. Share-based payment reserve

No sufficient evidence has been provided to satisfy ourselves as to the accuracy and completeness of the transfer of share-based payment reserve of approximately RMB10,199,000 for the year ended 30 June 2012 and the related disclosures of share options in relation to an executive officer who left the Group during the year ended 30 June 2012.

7. Commitments and contingent liabilities

No sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the disclosures of commitments and contingent liabilities as at 30 June 2013 and 2012.

8. Related party transactions and balances

No sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the disclosures of the related party transactions for the years ended 30 June 2013 and 2012 and the balances as at 30 June 2013 and 2012 as required by Hong Kong Accounting Standard 24 (Revised) "Related Party Disclosures".

9. Other disclosures in the consolidated financial statements

No sufficient evidence has been provided to satisfy ourselves as to the accuracy and completeness of the disclosures in relation to the pledge information of borrowings as at 30 June 2013 and 2012 as disclosed in notes 16 and 24 to the consolidated financial statements.

Any adjustments to the figures as described from points 1 to 9 above might have a significant consequential effect on the Group's results and cash flows for the two years ended 30 June 2013 and 2012 and the financial positions of the Group as at 30 June 2013 and 2012, and the related disclosures thereof in the consolidated financial statements.



MATERIAL UNCERTAINTY RELATING TO THE GOING CONCERN BASIS

The disclosures in note 2 to the consolidated financial statements indicates the Group incurred a loss for the year of approximately RMB171,043,000 for the year ended 30 June 2013 and has sustained significant continuing losses for the immediately next two financial years ended 30 June 2015 and net current liabilities in the consolidated statements of financial position of the Group as at 30 June 2013, 2014 and 2015. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. In view of the extent of the uncertainty relating to the future working capital sufficiency of the Group, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

DISCLAIMER OF OPINION

Because of the significance of the matters as described in the basis for disclaimer of opinion paragraphs and the material uncertainty relating to the going concern basis, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Pang Hon Chung

Practising Certificate Number P05988

Hong Kong, 29 April 2016



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2013

		2013	2012
	<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	7	94,189	141,788
Cost of sales		(93,909)	(113,992)
Gross profit		280	27,796
Other income	8	25,824	9,146
Selling and distribution expenses		(9,570)	(12,042)
Administrative and other operating expenses		(126,720)	(121,266)
Loss from operations		(110,186)	(96,366)
Impairment losses on various assets	12	(56,822)	(2,573,865)
Reversal of unreconciled discrepancies on various liabilities	12	-	76,155
Finance costs	10	(4,035)	(5,825)
Loss before tax		(171,043)	(2,599,901)
Income tax	11	-	4,185
Loss for the year	12	(171,043)	(2,595,716)
Other comprehensive income/(loss):			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		637	(607)
Total other comprehensive income/(loss) for the year		637	(607)
Total comprehensive loss for the year attributable to the owners of the Company		(170,406)	(2,596,323)
Loss per share	15		
Basic (RMB per share)		(0.11)	(1.64)
Diluted (RMB per share)		(0.11)	(1.64)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2013

	<i>Notes</i>	2013 RMB'000	2012 <i>RMB'000</i>
Non-current assets			
Property, plant and equipment	16	291,508	287,408
Prepaid land lease payments	17	10,654	10,914
Investment in an associate	18	8,700	–
		<hr/> 310,862 <hr/>	<hr/> 298,322 <hr/>
Current assets			
Inventories	19	32,745	55,819
Trade and bills receivables	20	35,890	26,875
Other receivables and prepayments	21	18,741	29,114
Prepaid land lease payments	17	260	260
Amount due from a director	29	–	4
Bank and cash balances	22	266,999	500,339
		<hr/> 354,635 <hr/>	<hr/> 612,411 <hr/>
Current liabilities			
Trade and other payables	23	336,278	370,366
Bank borrowings	24	25,800	51,100
		<hr/> 362,078 <hr/>	<hr/> 421,466 <hr/>
Net current (liabilities)/assets		<hr/> (7,443) <hr/>	<hr/> 190,945 <hr/>
Total assets less current liabilities		<hr/> 303,419 <hr/>	<hr/> 489,267 <hr/>
Non-current liabilities			
Bank borrowings	24	2,125	27,925
NET ASSETS		<hr/> 301,294 <hr/>	<hr/> 461,342 <hr/>
Capital and reserves			
Share capital	25	1,000	1,000
Reserves	27	300,294	460,342
TOTAL EQUITY		<hr/> 301,294 <hr/>	<hr/> 461,342 <hr/>

The consolidated financial statements on pages 36 to 80 were approved and authorised for issue by the board of directors on 29 April 2016 and are signed on its behalf by:

Li Yi
Director

Yu Ying
Director



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2013

	Share capital <i>RMB'000</i>	Share premium <i>RMB'000</i>	Statutory surplus reserve <i>RMB'000</i>	Capital reserve <i>RMB'000</i>	Share- based payment reserve <i>RMB'000</i>	Foreign currency translation reserve <i>RMB'000</i>	Retained profits/ (Accumulated loss) <i>RMB'000</i>	Total <i>RMB'000</i>
At 1 July 2011	1,001	1,898,029	1,493	91,138	27,279	-	1,078,573	3,097,513
Total comprehensive loss for the year	-	-	-	-	-	(607)	(2,595,716)	(2,596,323)
Transfer from/(to) retained profits	-	-	2,501	(91,138)	-	-	88,637	-
Shares repurchased and cancelled	(1)	(2,812)	-	-	-	-	-	(2,813)
Share-based payments	-	-	-	-	26,345	-	-	26,345
Forfeiture of share options	-	-	-	-	(27,630)	-	27,630	-
Payment of 2010/2011 final dividend	-	-	-	-	-	-	(63,380)	(63,380)
Transfer to statutory surplus reserve	-	-	1,083	-	-	-	(1,083)	-
At 30 June 2012	<u>1,000</u>	<u>1,895,217</u>	<u>5,077</u>	<u>-</u>	<u>25,994</u>	<u>(607)</u>	<u>(1,465,339)</u>	<u>461,342</u>
At 1 July 2012	1,000	1,895,217	5,077	-	25,994	(607)	(1,465,339)	461,342
Total comprehensive income/(loss) for the year	-	-	-	-	-	637	(171,043)	(170,406)
Share-based payments	-	-	-	-	10,358	-	-	10,358
Forfeiture of share options	-	-	-	-	(12,777)	-	12,777	-
At 30 June 2013	<u>1,000</u>	<u>1,895,217</u>	<u>5,077</u>	<u>-</u>	<u>23,575</u>	<u>30</u>	<u>(1,623,605)</u>	<u>301,294</u>

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2013

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Cash flows from operating activities		
Loss before tax	(171,043)	(2,599,901)
Adjustments for:		
Depreciation	22,126	16,464
Amortisation	260	260
Loss on disposal of property, plant and equipment	2,281	7,007
Interest income	(2,603)	(6,026)
Finance costs	4,035	5,825
Share-based payment expenses	10,358	26,345
Government grant	(22,964)	(2,810)
Unrealised foreign exchange losses	8,981	10,526
Impairment losses on various assets	56,822	2,573,865
Reversal of unreconciled discrepancies on various liabilities	–	(76,155)
Operating cash flows before working capital changes	(91,747)	(44,600)
Change in inventories	10,176	(50,034)
Change in trade and bills receivables	(22,169)	(23,256)
Change in other receivables and prepayments	(16,427)	(503,339)
Change in amount due from a director	4	167
Change in amount due from a related party	–	36
Change in trade and other payables, warranty provision and government grants	(34,088)	207,000
Cash used in operations	(154,251)	(414,026)
Income tax paid	–	(1,404)
Net cash used in operating activities	(154,251)	(415,430)



CONSOLIDATED STATEMENT OF CASH FLOWS – *continued*

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Cash flows from investing activities		
Acquisition of prepaid land leases	–	(5,125)
Purchase of property, plant and equipment	(32,496)	(3,893)
Increase in restricted bank deposits	–	–
Interest received	2,603	6,026
Acquisition of an associate	(8,700)	–
	<hr/>	<hr/>
Net cash used in investing activities	(38,593)	(2,992)
	<hr/>	<hr/>
Cash flows from financing activities		
New borrowings raised	3,380	19,855
Repayment of borrowings	(54,480)	(21,000)
Interest paid	(4,035)	(5,825)
Repurchase of shares, net of transaction costs	–	(2,813)
Government grant received	22,964	2,810
Dividend paid	–	(63,380)
	<hr/>	<hr/>
Net cash used in financing activities	(32,171)	(70,353)
	<hr/>	<hr/>
Net decrease in cash and cash equivalents	(225,015)	(488,775)
Effect of foreign exchange rate changes	(8,325)	(11,133)
Cash and cash equivalents at beginning of year	500,339	1,000,247
	<hr/>	<hr/>
Cash and cash equivalents at end of year	266,999	500,339
	<hr/> <hr/>	<hr/> <hr/>
Analysis of cash and cash equivalents		
Bank and cash balances	266,999	500,339
	<hr/> <hr/>	<hr/> <hr/>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2013

1. GENERAL INFORMATION

Trony Solar Holdings Company Limited (the “Company”) was incorporated in the Cayman Islands on 23 June 2006 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The address of the Company’s principal place of business was Unit 713, 7/F, Lakeside 1, 8 Science Park Avenue West, Hong Kong Science Park, Shatin, New Territories during the year ended 30 June 2013. Subsequent to the end of the reporting period, its principal place of business has been changed to Room 1001, 10/F., OfficePlus, No. 93-103 Wing Lok Street, Sheung Wan, Hong Kong on 19 September 2014 and Room 1502, 15th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central on 16 September 2015 respectively. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and have been suspended for trading since 21 June 2012.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (collectively “the Group”) are development, manufacture and sale of solar products. The principal activities of the Company’s subsidiaries are set out in note 31 to the financial statements.

2. BASIS OF PREPARATION

Suspension of trading in shares of the Company

Reference is made to the Company’s announcement dated 11 October 2012. The Company’s predecessor auditor, Deloitte Touche Tohmatsu, who has subsequently resigned as the auditor of the Company with effect from 7 February 2015, had received various anonymous emails in March 2012 and an anonymous letter on 20 April 2012 which contained certain allegations against the Company regarding several possible financial discrepancies (the “Potential Financial Discrepancies”) in respect of the financial records of the Group (collectively the “Allegations”).

In response to the Allegations, an Independent Review Committee (the “IRC”) comprising the three independent non-executive directors of the Company was established on 21 May 2012 by the board of the directors of the Company (the “Board”) to conduct an inquiry into the Allegations concerned and the Company appointed an independent external law firm in the Mainland China, namely Guangdong SZGoldenBull Law Firm as its legal advisor in the People’s Republic of China (the “PRC”) to assist the Company in conducting the inquiry of the Allegations. At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 21 June 2012.



2. BASIS OF PREPARATION – *continued*

Suspension of trading in shares of the Company – *continued*

On 20 July 2012, the Company also appointed King & Wood Mallesons (“KWM”) as the Company’s legal adviser as to Hong Kong Law in respect to the matters relating to the Allegations. PricewaterhouseCoopers Consulting Hong Kong Limited (“PwC”) was subsequently appointed on 19 September 2012 as an independent professional adviser to assist the IRC to carry out a forensic review (the “Forensic Review”) of the Allegations and report the respective findings for KWM to advise the IRC particularly on the Potential Financial Discrepancies from a legal perspective.

For the period from March to October 2012, there were several changes in the directors of the Company and senior management of the Group including (i) resignation of finance director of Shenzhen Trony Science and Technology Development Co., Ltd, a wholly-owned subsidiary and a major operating unit of the Company with effect from 1 March 2012; (ii) retirement of the vice president of production of the Group with effect from 6 March 2012; (iii) resignation of an executive director (also as an executive vice president) of the Company with effect from 21 August 2012; (iv) resignation of the chief financial officer of the Group with effect from 22 August 2012; (v) appointment of a new chief financial officer on 21 August 2012; (vi) resignation of a non-executive director of the Company on 4 September 2012, and (vii) appointment of a new executive director (the “New Executive Director”) on 3 October 2012.

On 3 October 2012, the Company received a letter from the Stock Exchange detailing the resumption conditions imposed on the Company as follows:

- (i) Engage a professional firm to conduct a forensic review and investigation over the Potential Financial Discrepancies, the allegations enclosed in the anonymous letters and the issues raised in the legal advisors report from Guangdong SZGoldenBull Law Firm;
- (ii) Inform the market of all information that is necessary to appraise the Company’s position, including their implications to the Company’s assets, financial and operational position;
- (iii) Publish all outstanding financial results and reports, and address any concerns raised by the Company’s auditors through qualifications in their audit report or otherwise;
- (iv) Demonstrate that there are no significant deficiencies in the Company’s corporate governance, and that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”); and
- (v) Demonstrate that, in light of the recent resignations of the Company’s directors and senior management members, the Company has adequate resources (in particular senior level staff with appropriate qualifications and experience) to safeguard the Company’s assets and to meet obligations under the Listing Rules.



2. BASIS OF PREPARATION – *continued*

Suspension of trading in shares of the Company – *continued*

The Company should also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before the resumption of its share trading. The Stock Exchange may modify any of the above and/or impose further conditions at its discretion.

On 7 February 2013, the Company's three independent non-executive directors had resigned from the position and the IRC became vacant. With this regard, the New Executive Director had been appointed as the only member of the IRC with effect from 15 March 2013. On 15 May 2013, another three independent non-executive directors have been appointed to fill in the vacancies of members of the audit committee, remuneration committee, nomination committee and the IRC of the Company. Subsequently, on 1 September 2015, the New Executive Director has resigned from the position.

With reference to the Company's announcement dated 12 December 2014, PwC completed the fieldwork of the Forensic Review in respect of the Allegations, particularly the Potential Financial Discrepancies, on 31 July 2013 and a summary of the findings of the Forensic Review was finalised and issued by PwC to KWM on 6 November 2014 (the "Forensic Review Summary"). Based on the results of the Forensic Review, PwC were unable to conclude the Allegations due to various limitations in obtaining relevant and sufficient supporting documents and evidences, and most of the relevant key management were not available for PwC's interviews. PwC had not been able to identify any linkage from the supporting documents to the Company's previous audited financial statements. Due to the lack of supporting documents/information or other factors set out in the summary of the findings of the Forensic Review, the IRC was not in a position to draw any conclusion as to the completeness or accuracy of the financial data and concludes that those limitations are incapable of being resolved in their totality and thus it is unlikely that further investigation would arrive at any satisfactory findings.

The Forensic Review Summary has been considered and accepted by the IRC and the Board respectively. For further details of scope the Forensic Review, a summary of findings, limitations and preliminary views of the IRC and the Board, please refer to the Company's announcement dated 12 December 2014. The Board accepted and concurred with the views of the IRC that auditing of the Group's outstanding financial statements should be commenced as soon as possible and an independent internal control expert should be engaged to conduct an overall review of the internal control and financial reporting system of the Group. Upon finalisation of the Forensic Review, the Company also appointed PKF Consulting Inc. to undertake a review of the internal control system of the Group to strengthen its internal control and financial reporting systems of the Group. The Company is also in the process of preparing to fulfill all the required resumption conditions in relation to the application for the resumption of trading in shares of the Company.



2. BASIS OF PREPARATION – *continued*

Going concern

The Group incurred a loss of approximately RMB171,043,000 for the year ended 30 June 2013 and has sustained significant continuing losses for the immediately next two financial years ended 30 June 2015 and net current liabilities in the consolidated statements of financial position of the Group as at 30 June 2013, 2014 and 2015. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. The Directors are confident that the Group would have sufficient working capital for the Group to meet its liabilities as they fall due and for its operation, and in the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board that are relevant to its operations and effective for its accounting year beginning on 1 July 2012. IFRSs comprise International Financial Reporting Standards; International Accounting Standards; and Interpretations. The adoption of these new and revised IFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised IFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised IFRSs but is not yet in a position to state whether these new and revised IFRSs would have a material impact on its results of operations and financial position.

4. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with IFRSs, and the applicable disclosures required by the Listing Rules and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention. The functional currencies of the Company and its major subsidiaries in the PRC is Renminbi ("RMB"). For the purpose of presenting the consolidated financial statements, the Group adopted RMB as its presentation currency. All values are rounded to the nearest thousand except when otherwise indicated.



4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

The preparation of financial statements in conformity with IFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these financial statements, are disclosed in note 5 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June 2013. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

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

Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is the Company's functional and presentation currency.



4. SIGNIFICANT ACCOUNTING POLICIES – continued

Foreign currency translation – continued

(b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

(c) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.



4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Buildings	Over the shorter of lease terms or 5%
Plant and machinery	6.67% – 10%
Furniture, fixtures and equipment	10% – 20%
Motor vehicles	10%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

Operating leases

The Group as lessee

Leases that do not substantially transfer all the risks and rewards of ownership of assets to the Group are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.



4. SIGNIFICANT ACCOUNTING POLICIES – continued

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income 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 is recognised in profit or loss.

Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the recoverable amount of the receivables can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.



4. SIGNIFICANT ACCOUNTING POLICIES – continued

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under IFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

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



4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

- (a) Revenues from the sales of manufactured goods and trading of raw materials are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.
- (b) Interest income is recognised on a time-proportion basis using the effective interest method.

Employee benefits

(a) *Employee leave entitlements*

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) *Pension obligations*

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (“MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ relevant income and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The Group also participates in a defined contribution retirement scheme organised by the government in the PRC. The Group is required to contribute a specific percentage of the payroll of its employees to the retirement scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the retirement scheme. No forfeited contributions may be used by the employers to reduce the existing level of contributions.



4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Employee benefits – *continued*

(c) *Termination benefits*

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

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 capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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



4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become 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.

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss 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 differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits 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.

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.



4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Taxation – *continued*

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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 and the Group intends to settle its current tax assets and liabilities on a net basis.

Related parties

A related party is a person or entity that is related to the Group.

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



4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Related parties – *continued*

- (b) An entity is related to the Group (reporting entity) if any of the following conditions applies: – *continued*
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a); or
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

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

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets other than inventories and receivables, 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 any impairment loss. Where 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.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.



4. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Impairment of assets – *continued*

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

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

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

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.



5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Key sources of estimation uncertainty

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

(a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(b) Impairment of property, plant and equipment

The Group appointed an independent professional valuer to assess the fair values of property, plant and equipment. In determining the fair values, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Based on this valuation, impairment of property, plant and equipment has to be made if the carrying amounts of certain property, plant and equipment are higher than their fair values.

(c) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions. The Group will reassess the estimates by the end of each reporting period.



5. CRITICAL JUDGEMENTS AND KEY ESTIMATES – *continued*

Key sources of estimation uncertainty – *continued*

(d) *Impairment loss for bad and doubtful debts*

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed. If the financial conditions of the debtors were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

(e) *Allowance for slow-moving inventories and net realisable value of inventories*

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to serve industry cycles. The Group will reassess the estimates by the end of each reporting period.

(f) *Income tax*

Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.



6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group's is exposed to currency risks primarily arising from the its bank balances in United States dollar ("USD"). At the end of the reporting period, if USD had strengthened or weakened by 5% (2012: 5%) against RMB, with all other variables held constant, the Group's (loss)/profit after tax for the year would have been approximately RMB2,955,000 (2012: approximately RMB3,775,000) lower or higher, mainly as a result of foreign exchange gains or losses on translation.

The Group's is also exposed to currency risks primarily arising from the its bank balances in Hong Kong dollar ("HK\$"). At the end of the reporting period, if HK\$ had strengthened or weakened by 5% (2012: 5%) against RMB, with all other variables held constant, the Group's (loss)/profit after tax for the year would have been approximately RMB5,420,000 (2012: approximately RMB7,120,000) lower or higher, mainly as a result of foreign exchange gains or losses on translation.

(b) Credit risk

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at the end of the reporting period in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its trade and other receivables and bank balances. In order to minimise credit risk, the Directors review the recoverable amount of each individual receivable regularly to ensure that adequate impairment losses are recognised for irrecoverable receivable. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

At the end of the reporting period, the Group had certain concentration of credit risk as approximately 11.0% (2012: 11.2%) and 38.0% (2012: 47.3%) of the Group's trade receivables were due from the Group's largest customer and the five largest customers, respectively.

6. FINANCIAL RISK MANAGEMENT – continued

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follows:

	within 1 year or on demand RMB'000	1 year to 2 years RMB'000	Total contractual undiscounted cash flow RMB'000	Carrying amounts RMB'000
2013				
Trade and other payables	238,570	–	238,570	238,570
Bank borrowings	29,154	2,401	31,555	27,925
	<u>267,724</u>	<u>2,401</u>	<u>270,125</u>	<u>266,495</u>
			Total	
	within		contractual	
	1 year or	1 year to	undiscounted	Carrying
	on demand	2 years	cash flow	amounts
2012	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade and other payables	273,579	–	273,579	273,579
Bank borrowings	56,210	30,718	86,928	79,025
	<u>329,789</u>	<u>30,718</u>	<u>360,507</u>	<u>352,604</u>

(d) Interest rate risk

At 30 June 2013, as the Group has minimal exposure to interest rate risk, the Group's operating cash flows are substantially independent of changes in market interest rates.



6. FINANCIAL RISK MANAGEMENT – *continued*

(e) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) Categories of financial instruments

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Financial assets		
Loans and receivables:		
Trade and bills receivables	35,890	26,875
Other receivables	13,490	12,278
Bank and cash balances	266,999	500,339
	<u>316,379</u>	<u>539,492</u>
Financial liabilities		
Financial liabilities at amortised cost:		
Trade and other payables	238,570	273,579
Bank borrowings	27,925	79,025
	<u>266,495</u>	<u>352,604</u>

7. REVENUE

The Group's revenue is analysed as follows:

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Sales of goods	<u>94,189</u>	<u>141,788</u>



8. OTHER INCOME

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Government grants	22,964	2,810
Interest income	2,603	6,026
Others	257	310
	<u>25,824</u>	<u>9,146</u>

9. SEGMENT INFORMATION

The Group has only one reportable operating segment for financial reporting purposes, reported as the manufacture and sale of solar products.

Geographical information:

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Revenue:		
The PRC	90,473	138,575
Others	3,716	3,213
	<u>94,189</u>	<u>141,788</u>

In presenting the geographical information, revenue is based on the locations of the customers.

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Non-current assets:		
The PRC	291,112	298,322
United States of America	19,750	-
	<u>310,862</u>	<u>298,322</u>



10. FINANCE COSTS

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Interest on bank borrowings wholly repayable within five years	<u>4,035</u>	<u>5,825</u>

11. INCOME TAX

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Current tax:		
– Provision for the PRC enterprise income tax	–	990
Deferred tax	<u>–</u>	<u>(5,175)</u>
	<u>–</u>	<u>(4,185)</u>

No provision for Hong Kong Profits Tax has been made for the year ended 30 June 2013 as the Group did not generate any assessable profits arising in Hong Kong during that year. Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

The reconciliation between the income tax and the loss before tax are as follows:

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Loss before tax	<u>(171,043)</u>	<u>(2,599,901)</u>
Notional tax on profit before tax calculated at the PRC statutory rate	(42,761)	(649,975)
Effect of different tax rates in other tax jurisdictions	6,444	22,387
Tax effect of non-deductible expenses	21,358	661,290
Tax effect of tax losses not recognized	20,751	9,266
Tax effect of non-taxable income	(5,792)	(32,153)
Deferred tax on distributable earnings of PRC subsidiary	<u>–</u>	<u>(15,000)</u>
Income tax for the year	<u>–</u>	<u>(4,185)</u>

At the end of the reporting period the Group has unused tax losses of approximately RMB118,756,000 (2012: approximately RMB36,952,000) available for offset against future profits. The directors of the Company considered not to recognize any deferred tax assets due to the unpredictability of future profit stream.

12. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Auditor's remuneration	1,611	1,635
Cost of inventories sold	93,909	113,992
Depreciation	22,126	16,464
Amortisation of prepaid land lease payments	260	260
Loss on disposals of property, plant and equipment	2,281	7,007
Net foreign exchange losses	8,981	10,526
Impairment losses on various assets:		
Inventories	12,898	37,957
Prepayments, deposits and other receivables	26,800	552,210
Property, plant and equipment	3,970	1,191,045
Trade receivables	13,154	351,407
Restricted bank deposits	-	41,513
Deposits for purchase of property, plant and equipment	-	399,733
	<u>56,822</u>	<u>2,573,865</u>
Reversal of unreconciled discrepancies on various liabilities:		
Government grants	-	(15,720)
Tax payable	-	(40,993)
Trade and other payables	-	(15,539)
Warranty provision	-	(3,903)
	<u>-</u>	<u>(76,155)</u>
Staff costs (including directors' remuneration – note 13):		
Salaries, bonus and allowances	41,818	52,877
Equity-settled share-based payments	10,358	26,345
Retirement benefits scheme contributions	2,723	4,847
	<u>54,899</u>	<u>84,069</u>



13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS

The emoluments of each Director were as follows:

	Notes	Fee RMB'000	Salaries and allowances RMB'000	Share-based payments RMB'000	Retirement benefit scheme contributions RMB'000	Total RMB'000
Executive Directors						
Mr. Li Yi		-	873	-	44	917
Mr. Chen Yixiang	1	-	582	-	29	611
Mr. Yeung Sik Keung	2	-	-	-	-	-
Non-Executive Director						
Mr. Yu Hong	3	-	-	-	-	-
Mr. Lai Yat Kwong Fred	4	-	-	-	-	-
Independent Non-executive Directors						
Prof. Woo Chia-Wei	5	104	-	-	-	104
Mr. Che Shujian	6	104	-	-	-	104
Mr. Yan Lihu	7	163	-	-	-	163
Mr. Hu Bing	8	-	-	-	-	-
Mr. Wu Yi	9	-	-	-	-	-
Total for 2013		<u>371</u>	<u>1,455</u>	<u>-</u>	<u>73</u>	<u>1,899</u>

	Notes	Fee RMB'000	Salaries and allowances RMB'000	Share-based payments RMB'000	Retirement benefit scheme contributions RMB'000	Total RMB'000
Executive Directors						
Mr. Li Yi		-	873	-	44	917
Mr. Chen Yixiang	1	-	582	-	29	611
Non-Executive Director						
Mr. Yu Hong	3	-	-	-	-	-
Mr. Lai Yat Kwong Fred	4	-	-	-	-	-
Independent Non-executive Directors						
Mr. Toh Ka Hock David	10	32	-	-	-	32
Prof. Woo Chia-Wei	5	163	-	223	-	386
Mr. Che Shujian	6	163	-	223	-	386
Total for 2012		<u>358</u>	<u>1,455</u>	<u>446</u>	<u>73</u>	<u>2,332</u>



13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS – *continued*

Notes

- 1 Resigned on 21 August 2012
- 2 Appointed on 3 October 2012 and resigned on 1 September 2015
- 3 Resigned on 4 September 2012
- 4 Resigned on 7 February 2013
- 5 Resigned on 7 February 2013
- 6 Resigned on 7 February 2013
- 7 Appointed on 15 May 2013
- 8 Appointed on 15 May 2013
- 9 Appointed on 15 May 2013
- 10 Resigned on 1 October 2011

The five highest paid individuals in the Group during the year included one (2012:one) director whose emoluments are reflected in the analysis presented above. The emoluments of the remaining four (2012: four) individuals are set out below:

	2013	2012
	<i>RMB'000</i>	<i>RMB'000</i>
Basic salaries and allowances	1,441	2,866
Share-based payments	2,039	3,512
	3,480	6,378



13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS – *continued*

The emoluments fell within the following band:

	Number of individuals	
	2013	2012
Nil to HK\$1,000,000	2	1
HK\$1,000,001 to HK\$1,500,000	2	1
HK\$2,000,001 to HK\$2,500,000	-	1
HK\$3,000,001 to HK\$3,500,000	-	1
	<u>2</u>	<u>4</u>

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

14. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 30 June 2013 (2012: nil).

15. EARNINGS PER SHARE

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for year attributable to owners of the Company of approximately RMB171,043,000 (2012: approximately RMB2,595,716,000) and the weighted average number of approximately 1,584,683,000 (2012: 1,584,841,000) ordinary shares in issue during the year.

Diluted loss per share

The effects of all potential ordinary shares are anti-dilutive for the years ended 30 June 2013 and 30 June 2012.

16. PROPERTY, PLANT AND EQUIPMENT

	Buildings <i>RMB'000</i>	Plant and machinery <i>RMB'000</i>	Furniture, fixtures and equipment <i>RMB'000</i>	Motor vehicles <i>RMB'000</i>	Construction in progress <i>RMB'000</i>	Equipment under installation <i>RMB'000</i>	Total <i>RMB'000</i>
Cost							
At 1 July 2011	69,377	1,486,121	546	2,580	91,625	45,400	1,695,649
Additions	–	–	3,504	389	–	–	3,893
Transfers	69,510	–	–	–	(69,510)	–	–
Reclassification	42,000	(42,000)	–	–	–	–	–
Disposals	–	(10,500)	–	–	–	–	(10,500)
Written off	–	(803,000)	(28)	–	–	(45,400)	(848,428)
At 30 June 2012 and 1 July 2012	180,887	630,621	4,022	2,969	22,115	–	840,614
Additions	10,746	4,038	547	–	17,165	–	32,496
Disposals	–	(2,344)	–	(466)	–	–	(2,810)
Currency realignment	(21)	–	–	–	–	–	(21)
At 30 June 2013	191,612	632,315	4,569	2,503	39,280	–	870,279
Accumulated depreciation and impairment							
At 1 July 2011	9,676	187,003	182	757	–	–	197,618
Charge for the year	3,487	11,421	1,266	290	–	–	16,464
Reclassification	3,354	(3,354)	–	–	–	–	–
Disposals	–	(3,493)	–	–	–	–	(3,493)
Written off	–	(146,169)	–	–	–	–	(146,169)
Impairment	–	488,786	–	–	–	–	488,786
At 30 June 2012 and 1 July 2012	16,517	534,194	1,448	1,047	–	–	553,206
Charge for the year	8,433	12,659	768	266	–	–	22,126
Disposals	–	(336)	–	(193)	–	–	(529)
Impairment	–	3,970	–	–	–	–	3,970
Currency realignment	(2)	–	–	–	–	–	(2)
At 30 June 2013	24,948	550,487	2,216	1,120	–	–	578,771
Carrying amounts							
At 30 June 2013	166,664	81,828	2,353	1,383	39,280	–	291,508
At 30 June 2012	164,370	96,427	2,574	1,922	22,115	–	287,408

At the end of the reporting period, the carrying amount of property, plant and equipment amounting to approximately RMB53,756,000 (2012: approximately RMB56,842,000) have been pledged as security for the Group's bank loans.



17. PREPAID LAND LEASE PAYMENTS

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Non-current portion	10,654	10,914
Current portion	260	260
	10,914	11,174

The Group's prepaid land lease payments represent payments for land use rights in the PRC under medium term leases.

18. INVESTMENT IN AN ASSOCIATE

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Unlisted investments		
– Share of net assets	8,700	–

Details of the Group's associate at 30 June 2013 is as follows:

Name	Place of incorporation/ registration	Issued/ paid-up capital	Percentage of the ownership interest/ voting power/ profit sharing	Principal activities
Jones Development Project LLC	United States of America	3,000,000 ordinary shares of USD\$1 each	49%	Real estate development

The Group's share of net assets and results for the year are immaterial to the Group.



19. INVENTORIES

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Raw materials	10,520	15,932
Work in progress	3,605	7,826
Finished goods	18,620	32,061
	<u>32,745</u>	<u>55,819</u>

20. TRADE AND BILLS RECEIVABLES

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Trade receivables	24,036	24,859
Bills receivables	11,854	2,016
	<u>35,890</u>	<u>26,875</u>

The Group allows an average credit period of 60 to 120 days to its trade customers. The following is aging analysis of trade and bills receivables presented based on the invoice date at the end of the reporting period.

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
60 days or less	13,925	8,679
61 to 120 days	5,585	4,827
121 to 180 days	3,005	6,030
Over 180 days	13,375	7,339
	<u>35,890</u>	<u>26,875</u>



20. TRADE AND BILLS RECEIVABLES – *continued*

Trade and bills receivables that are not impaired

The aging analysis of trade and bills receivables that are neither individually nor collectively considered to be impaired are as follows:

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Neither past due nor impaired	13,925	8,679
Less than 90 days past due	5,585	4,827
Over 90 days past due	16,380	13,369
	35,890	26,875

21. OTHER RECEIVABLES AND PREPAYMENTS

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Prepayments	5,251	16,836
Deposits	3,726	733
Value-added tax receivables	4,857	6,867
Other receivables	4,907	4,678
	18,741	29,114

22. BANK AND CASH BALANCES

The Group's bank balances carry interest at market rates which range from 0.02% to 2.40% per annum as at 30 June 2013 (2012: 0.07% to 1.98% per annum).

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.



23. TRADE AND OTHER PAYABLES

	2013	2012
	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables	200,238	253,630
Bills payables	4,527	14,916
	204,765	268,546
Accrued expenses	4,131	2,730
Salaries and staff welfare payables	2,186	735
Receipts in advance	97,708	96,787
Others	27,488	1,568
	336,278	370,366

Bills payables represent bank drafts that are non-interest bearing and due within six months. Such bank drafts have been arranged with third-party financial institutions to settle the purchases of inventory.

The credit period granted by suppliers to the Group ranged from 90 to 180 days. The aging analysis of trade and bills payables, based on the date of receipts of goods, is as follows:

	2013	2012
	<i>RMB'000</i>	<i>RMB'000</i>
90 days or less	4,349	49,965
91 to 180 days	1,451	8,706
Over 180 days	198,965	209,875
	204,765	268,546



24. BANK BORROWINGS

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Bank borrowings	<u>27,925</u>	<u>79,025</u>
The borrowings are repayable as follows:		
On demand or within one year	25,800	51,100
In the second year	<u>2,125</u>	<u>27,925</u>
	27,925	79,025
Less: Amount due for settlement within 12 months (shown under current liabilities)	<u>(25,800)</u>	<u>(51,100)</u>
Amount due for settlement after 12 months	<u>2,125</u>	<u>27,925</u>

The bank borrowing is secured by a pledge of the Group's property which has a carrying value of approximately RMB53,756,000 as at 30 June 2013 (2012: approximately RMB56,842,000). The bank borrowings carry variable interest rate in average at 7.48% (2012: 7.12%).

25. SHARE CAPITAL

	Number of shares	Amount <i>US\$</i>
Authorised:		
Ordinary shares at US\$0.0001 each		
At 1 July 2011, 30 June 2012 and 30 June 2013	<u>5,000,000,000</u>	<u>500,000</u>

25. SHARE CAPITAL – *continued*

	Number of shares	Amount <i>US\$</i>	Shown in the consolidated financial statements as <i>RMB'000</i>
Issued and fully paid:			
Ordinary shares at US\$0.0001 each			
At 1 July 2011	1,586,183,486	149,618	1,001
Shares repurchased and cancelled	(1,500,000)	(150)	(1)
At 30 June 2012 and 30 June 2013	<u>1,584,683,486</u>	<u>149,468</u>	<u>1,000</u>

26. SHARE-BASED PAYMENT TRANSACTIONS

On 13 September 2010, a share option scheme (the "Scheme") was approved and adopted by a resolution of the board of directors. The terms of the Scheme are in accordance with the provisions of Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange.

The total number of shares in respect of which option may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

The exercise price is determined by directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant as quoted on the quotation sheet on the Stock Exchange, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant as quoted on the quotation sheet on the Stock Exchange; and (iii) the nominal value of the Company's share.



26. SHARE-BASED PAYMENT TRANSACTIONS – continued

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

On 9 March 2011, the Company has granted to eligible participants, including directors and other employees of the Company, a total of 24,910,000 share options to subscribe for ordinary shares of nominal value of US\$0.0001 each in the share capital of the Company under pursuant to the Scheme. One fourth of the options will vest on 9 September 2011 and on each of the three subsequent anniversaries thereafter. All unexercised options shall lapse on 9 March 2018.

The estimated fair values of the options at the date of grant and the inputs into the Binomial model were as follows:

Independent directors

Expected vesting date	2011	At September 9,		
		2012	2013	2014
Share price at grant date	HK\$4.800	HK\$4.800	HK\$4.800	HK\$4.800
Exercise price	HK\$4.800	HK\$4.800	HK\$4.800	HK\$4.800
Expected volatility	83.48%	83.48%	83.48%	83.48%
Expected life	0.5 year	1.5 years	2.5 years	3.5 years
Risk-free rate	2.44%	2.44%	2.44%	2.44%
Expected dividend yield	0%	0%	0%	0%
Expected fair value per option	HK\$2.9407	HK\$3.1096	HK\$3.2666	HK\$3.3954

Other employees

Expected vesting date	2011	At September 9,		
		2012	2013	2014
Share price at grant date	HK\$4.800	HK\$4.800	HK\$4.800	HK\$4.800
Exercise price	HK\$4.800	HK\$4.800	HK\$4.800	HK\$4.800
Expected volatility	83.48%	83.48%	83.48%	83.48%
Expected life	0.5 year	1.5 years	2.5 years	3.5 years
Risk-free rate	2.44%	2.44%	2.44%	2.44%
Expected dividend yield	0%	0%	0%	0%
Expected fair value per option	HK\$2.7599	HK\$2.9826	HK\$3.1798	HK\$3.3466

26. SHARE-BASED PAYMENT TRANSACTIONS – *continued*

The expected volatility of the future ordinary share price was based on the price volatility of the shares comparable in the industry, which are listed and publicly traded over the most recent period, equal to the expected maturity period of the issued options.

Details of the share options outstanding during the year are as follows:

	2013	Weighted average exercise price <i>HK\$</i>	2012	Weighted average exercise price <i>HK\$</i>
	Number of share options		Number of share options	
Outstanding at the beginning of the year	15,201,000	4.8	24,910,000	
Forfeited during the year	<u>(4,759,000)</u>	4.8	<u>(9,709,000)</u>	4.8
Outstanding at the end of the year	<u>10,442,000</u>	4.8	<u>15,201,000</u>	4.8
Exercisable at the end of the year	<u>5,221,000</u>	4.8	<u>3,800,250</u>	4.8

27. RESERVES

(a) The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature of the statutory reserve of the Group

(i) Share premium

The share premium represents the difference between the par value of the shares of the Company and proceeds received from the issuance of the shares of the Company.

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.



27. RESERVES – *continued*

(b) Nature of the statutory reserve of the Group – *continued*

(ii) *Foreign currency translation reserve*

The exchange reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operation. The reserve is dealt with in accordance with the accounting policy set out in note 4.

(iii) *Statutory surplus*

Transfers from retained earnings to statutory reserve fund were made in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries established in the PRC and were approved by the respective boards of directors.

Statutory reserve fund can be used to make good previous years' losses, if any, and may be converted into paid-up capital provided that the balance of the statutory reserve fund after such conversion is not less than 25% of their registered capital.

The Company's subsidiaries in the PRC are required to transfer a minimum of 10% of their net profits, as determined in accordance with the PRC accounting rules and regulations, to the statutory reserve fund until the reserve balance reaches 50% of the registered capital. The transfer to this fund must be made before distribution of dividends to owners.

The statutory surplus reserve is non-distributable and the transfer to the reserve is determined by a resolution passed by the board of directors of Shenzhen Trony Science and Technology Development Co., Ltd. 深圳市創益科技發展有限公司 ("Trony Science") in accordance with its Articles of Association. Statutory surplus reserve can be used to make up for previous years' losses or converted into additional capital of Trony Science.

27. RESERVES – continued

(c) Reserves of the Company

	Share premium <i>RMB'000</i>	Share-based payment reserve <i>RMB'000</i>	Accumulated loss <i>RMB'000</i>	Total <i>RMB'000</i>
At 1 July 2011	1,898,029	27,279	(155,449)	1,769,859
Total comprehensive loss for the year	–	–	(1,276,887)	(1,276,887)
Shares repurchased and cancelled	(2,812)	–	–	(2,812)
Share-based payments	–	26,345	–	26,345
Forfeiture of share options	–	(27,630)	27,630	–
Final dividend	–	–	(63,380)	(63,380)
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2012	<u>1,895,217</u>	<u>25,994</u>	<u>(1,468,086)</u>	<u>453,125</u>
At 1 July 2012	1,895,217	25,994	(1,468,086)	453,125
Total comprehensive loss for the year	–	–	(162,695)	(162,695)
Share-based payments	–	10,358	–	10,358
Forfeiture of share options	–	(12,777)	12,777	–
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2013	<u>1,895,217</u>	<u>23,575</u>	<u>(1,618,004)</u>	<u>300,788</u>



28. SUMMARISED FINANCIAL POSITION OF THE COMPANY

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Non-current assets		
Investments in subsidiaries	–	–
Amounts due from subsidiaries	<u>354,519</u>	<u>510,769</u>
	<u>354,519</u>	<u>510,769</u>
Current assets		
Other receivables and prepayments	77	–
Bank and cash balances	<u>2,269</u>	<u>4,692</u>
	<u>2,346</u>	<u>4,692</u>
Current liabilities		
Amounts due to subsidiaries	60,858	58,606
Accruals and other payables	<u>4,219</u>	<u>2,730</u>
	<u>65,077</u>	<u>61,336</u>
Net current liabilities	<u>(62,731)</u>	<u>(56,644)</u>
NET ASSETS	<u><u>291,788</u></u>	<u><u>454,125</u></u>
Capital and reserves		
Share capital	1,000	1,000
Reserves	<u>290,788</u>	<u>453,125</u>
TOTAL EQUITY	<u><u>291,788</u></u>	<u><u>454,125</u></u>



29. RELATED PARTY TRANSACTIONS

(a) Amount due from director

Certain travelling advances was made to a director of the Company for business operating uses and the amount was non-trade related, unsecured, interest-free and repayable on demand.

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Mr. Li Yi	<u>—</u>	<u>4</u>

The maximum amount outstanding during the year in respect of amounts due from directors disclosed pursuant to section 161B of the Hong Kong Companies Ordinance is as follows:

	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Name of director		
Mr. Li Yi	<u>4</u>	<u>171</u>

(b) Compensation of key management personnel

The emoluments of the Company's Directors, who are also identified as members of key management of the Group, are set out in note 13.

30. LEASE COMMITMENTS

At the end of the reporting period, the total future minimum lease payments under non-cancellable operating leases in respect of land and buildings are analysed as follows:

	Group	
	2013 <i>RMB'000</i>	2012 <i>RMB'000</i>
Within one year	1,274	1,765
In the second to fifth year inclusive	<u>—</u>	<u>1,274</u>
	<u>1,274</u>	<u>3,039</u>



31. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

The table below lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Particulars of the Company's principal subsidiaries at the end of the reporting period are as follows:

Name	Place of incorporation/ registration	Issued and paid-up capital	Percentage of the ownership interest		Principal activities
			Direct	Indirect	
Trony Solar Holdings (Hong Kong) Limited	Hong Kong	HK\$100	100%	–	Investment holding
Shenzhen Trony Science and Technology Development Co., Ltd* #	The PRC	RMB300,000,000	–	100%	Development, manufacture and sales of solar products
Sure Goal Limited	BVI	100 ordinary shares of US\$1 each	–	100%	Investment holding
Trony East Africa Limited	Nairobi, Kenya	Kenya Shilling 10,000	–	100%	sales of solar products

* The English name is for identification purpose only

Wholly-foreign-owned enterprises

32. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, there are certain updates in respect of the status of suspension of trading in shares of the Company, and further details of which are stated in note 2 to the financial statements.

33. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 29 April 2016.

FINANCIAL SUMMARY

	Year ended 30 June				
	2009 RMB'000	2010 RMB'000	2011 RMB'000	2012 RMB'000	2013 RMB'000
RESULTS					
Turnover	541,462	1,351,230	1,961,582	141,788	94,189
Profit/(loss) for the year	(56,039)	499,426	543,988	(2,595,716)	(171,043)
	As at 30 June				
	2009 RMB'000	2010 RMB'000	2011 RMB'000	2012 RMB'000	2013 RMB'000
ASSETS AND LIABILITIES					
Total assets	1,003,494	1,780,707	3,432,618	910,733	665,497
Total liabilities	(898,882)	(748,355)	(335,105)	(449,391)	(364,203)
Shareholders' fund	104,612	1,032,352	3,097,513	461,342	301,294