TCL

China Display Optoelectronics Technology Holdings Limited

華顯光電技術控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 334)

Annual Report

2016

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Non-Executive Director

Mr. LIAO Qian (Chairman)
(appointed on 1 January 2017)
Mr. YUAN Bing (Chairman)
(resigned on 1 January 2017)

Executive Directors

Mr. LI Yuguo
(resigned on 10 March 2016)
Mr. LI Jian (Chief executive officer)
Mr. OUYANG Hongping
Ms. YANG Yunfang
Mr. ZHAO Yong (appointed on 10 March 2016)

Independent Non-Executive Directors

Ms. HSU Wai Man Helen
Mr. XU Yan
Mr. LI Yang

COMPANY SECRETARY

Ms. CHOY Fung Yee, Solicitor, Hong Kong

AUDITOR

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

LEGAL ADVISOR

Cheung Tong & Rosa Solicitors
Room 501, 5/F
Sun Hung Kai Centre
30 Harbour Road
Wanchai, Hong Kong

COMPLIANCE ADVISOR

Emperor Capital Limited
28/F, Emperor Group Centre
288 Hennessy Road
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR

Codan Services Limited
Clarendon House
2 Church Street
PO Box HM1022
Hamilton HM DX
Bermuda

BRANCH SHARE REGISTRAR

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8th Floor, Building 22E
Phase Three
Hong Kong Science Park
Pak Shek Kok
New Territories
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

INVESTOR AND MEDIA RELATIONS

Cornerstones Communications Ltd.
Unit 1408-10, 14/F
Dominion Centre
43-59 Queen's Road East
Wanchai, Hong Kong

TICKER SYMBOL

Listed on The Stock Exchange of Hong Kong
Limited under the share ticker number 334

WEBSITE

http://www.cdoth8.com

FINANCIAL HIGHLIGHTS

FINANCIAL PERFORMANCE

(RMB Million)	**12 months ended 31 December 2016**	18 months ended 31 December 2015	12 months ended 31 December 2015
Revenue	**3,678**	3,688	2,243
Gross profit	**206**	290	140
Gross profit margin (%)	**5.6%**	7.9%	6.2%
Profit for the year/period before deducting listing expense	**91**	169	73
One-off listing expense	**–**	(142)	(142)
Profit/(loss) attributable to owners of the parent	**91**	26	(70)
Basic earnings/(loss) per share (RMB cents)	**4.89**	3.37	(7.87)
Full year dividend per share			
– Proposed final dividend per share (HK cents)	**2.00**	–	–

FINANCIAL POSITION

(RMB Million)	**31 December 2016**	31 December 2015
Property, plant and equipment	**193**	164
Cash and cash equivalents	**465**	287
Total assets	**2,121**	1,334
Total liabilities	**1,753**	1,229
Net assets	**368**	105

OPERATION INDICATORS

	12 months ended 31 December 2016	18 months ended 31 December 2015	12 months ended 31 December 2015
Inventory turnover (days)	**27**	29	30
Trade receivables turnover (days)	**57**	60	70
Trade payables turnover (days)	**103**	107	101
Current ratio	**1.11**	0.99	0.99

Note: The above turnover days are calculated on average balance of the beginning and end of the year/period.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of China Display Optoelectronics Technology Holdings Limited (formerly known as TCL Display Technology Holdings Limited) (the "Company"), I hereby present you the annual report of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2016.

In 2016, the continued marcoeconomic slowdown and currency fluctuations curtailed consumer sentiment. Local brands pursued their "high quality at low price" strategy in an attempt to enlarge market share, exacerbating the keen competition in the mobile phone and tablet LCD module market. In the industry upstream sector, production lines of some panel suppliers were destroyed as an earthquake hit Tainan, Taiwan in February 2016. The LCD display panel market has since then suffered from unstable supply and, in turn, price escalation. The supply gradually turned stable towards the end of the year. Despite the steep challenges facing the industry, the Group achieved an encouraging growth in both sales volume and price of LCD module products by implementing strategies, including product mix adjustments and client acquisition. Furthermore, thanks to the dedication of the management and sales teams of the Group, its gross profit margin gradually rebounded in the second half of the year.

For the twelve months ended 31 December 2016 (the "Review Period"), the Group recorded a revenue of approximately RMB3.68 billion, slightly declined by 0.3% over the eighteen months ended 31 December 2015 (the "Comparative Period") but increased by 64.0% over the corresponding period last year. Gross profit was approximately RMB206 million, decreased by 29.0% over the Comparative Period but increased by 47.2% over the corresponding period last year. Gross profit margin was 5.6%, representing a decrease of 2.3 percentage points over the Comparative Period and 0.6 percentage point over the corresponding period last year, respectively. Net profit before tax increased by approximately RMB63.8 million from the Comparative Period to approximately RMB122 million. The Group achieved a positive turnaround from the loss it made in the corresponding period last year. For the Review Period, net profit amounted to approximately RMB91.1 million.

Improved product mix to raise the proportion of high-end products

To battle against industry headwinds, the Group took aggressive and proactive contingency measures on further strengthening its capability in product research and development, and improving product mix, with a focus on promoting high value-added and high-end products to meet market demand. As the sales of the Group's on-cell LCD module products became more stable, and since the successful delivery by the Group of its first batch of in-cell LCD module products in June 2016, shipment volume of the product has been gradually increasing. Therefore, laminated module products with a higher unit selling price accounted for a significantly greater proportion of shipments than in the previous years. The market saw a stronger demand for higher-end low-temperature poly-silicon ("LTPS") LCD modules as driven by the increasing desire for higher quality products from smart device customers. In light of the generally higher average selling price of LTPS LCD module products, the Group grasped the business opportunities to expand the market share of this type of module products.

Established Wuhan CDOT to take the advantages of vertical industry chain layout

In June 2016, the Company successfully raised net proceeds of approximately HK$157 million by placing approximately 258 million new shares of the Company. The Group will apply HK$150 million of the net proceeds as capital contribution to Wuhan China Display Optoelectronics Technology Company Limited ("Wuhan CDOT") with Wuhan China Star Optoelectronics Technology Co., Ltd. ("Wuhan CSOT", a fellow subsidiary of the Group and a supplier of LTPS display panels, a main raw material for the Group's production of LTPS LCD modules). Since the launch of the Project t3 by Wuhan CSOT in February 2016, the prototype of the vertically integrated supply chain formed by the Group with Wuhan CSOT has been configured. From the second half of 2016, the Group secured the supply of LTPS display panels in small batches from Wuhan CSOT, thereby minimising risks arising from tight supply and increased price of display panels in the future. Not only that Wuhan CDOT has effectively created greater synergies of the vertical supply chain and ensured the Group could secure stable supply of upstream LTPS LCD panels, it also takes the advantage of delivering high-end products with improved quality by leveraging on the resources and expertise of Wuhan CSOT in LTPS LCD display panels production.

As planned, Wuhan CDOT will operate 10 fully automated production lines of LTPS LCD modules for mobile phones, with an average annual productivity of approximately 50 million laminated display modules, thus significantly scaling up the Company's existing production of high-end LTPS LCD modules, and facilitating the Company to capture the increasing market demand for LTPS LCD modules. Besides, in January 2017, the Company has officially changed its name and secondary name to "China Display Optoelectronics Technology Holdings Limited" and "華顯光電技術控股有限公司" respectively, to better showcase the advantages and new corporate image brought about by Wuhan CDOT to the Group.

Embracing challenges and confident in future development

In the coming year, we expect that with the cloudy global economic outlook, the uncertainty surrounding the European and U.S. political environment, the unstable RMB exchange rates and the heightened competition in mobile smart device products (such as mobile phones and tablets) market will bring waves of challenges to the industry. Facing such an intricate and changing operating environment, it is critical for us to respond in a more positive and prudent manner. In tandem with strengthening our capability in product development, optimising our product mix and expanding our market share, we will continue to identify new customers, and explore and seize market opportunities, with aims to solidify our position as a leading supplier of display modules in the industry, and further become one of the globally leading manufacturers of display modules. By doing so, we will be able to align with the corporate positioning target of TCL Corporation ("TCL Corp") and its subsidiaries (collectively, the "TCL Group" which for the purpose of hereof shall exclude the Group) as a global provider of smart products and internet application services, so as to demonstrate our competitive edges and potentials to international capital market.

Looking forward, we are optimistic on the development of the Group next year. To meet the escalating market demand for higher-end laminated module products, we will increase our sales proportion of this type of products, including on-cell and in-cell modules. We anticipate that the sales of this type of products will accelerate the Group's progress towards product mix optimisation, while pushing up our overall average selling price.

On the other hand, the gradual launch of mass production of LTPS display panels by Wuhan CSOT under the Project t3 will help stabilise the supply of upstream display panels and lower the risks arising from the rising panel price. The establishment of Wuhan CDOT will enable the Group to effectively reduce the costs of purchasing LTPS display panels, such as logistics and agency fee. It will also strengthen the synergies of the vertically integrated supply chain. In addition, the Group is expected to receive more purchase orders through the collaboration with Wuhan CSOT. Therefore, we envisage that upon Wuhan CDOT commences its official mass production in the second half of 2017, it will generate lucrative revenue to the Group.

In the future, we will pursue our efforts to seek opportunities and fully utilise our resources to implement more innovative business plans for higher corporate value and to realise healthy business growth.

Lastly, I would like to take this opportunity to express my sincere gratitude to all shareholders, business associates and staff members for their dedication. The Group will make its utmost efforts to promote business sustainability and maximise shareholders' returns.

LIAO Qian
Chairman
Hong Kong, 21 March 2017

MANAGEMENT DISCUSSION AND ANALYSIS

Headquarters of the Group in Huizhou

INDUSTRY REVIEW

In 2016, the global economy has not yet recovered. It was clouded by the uncertainties arising from the varying political landscape in Europe and the U.S., and the continuing adjustment of monetary policies in multiple countries. In the meantime, the ongoing rebalancing of China's economy created additional unstable factors in the market. The latest statistical report published by TrendForce, a market researcher, showed a slower growth in global sales of smartphones and tablets during 2016, with global shipments of smartphones and tablets for the year of approximately 1.4 billion units and 160 million units respectively, representing an increase of approximately 4.7% and a decrease of 6.6% when compared to 2015, respectively. On the other hand, driven by the greater desire for advanced display and touch functions of handheld mobile device products from consumers, demand for high-end display modules raised gradually. Adoption of LTPS LCD module products as well as in-cell LCD and on-cell LCD module products was increasing. The Group seized the opportunities arising from the intricate and changing environment. For the twelve months ended 31 December 2016 (the "Review Period"), the Group reported a total sales volume of LCD module products reaching approximately 74.5 million units, representing a decrease 16.4% when compared to the eighteen months ended 31 December 2015 (the "Comparative Period") but a growth of 27.7% over the corresponding period last year. During the Review Period, the Group realised a revenue of approximately RMB3.68 billion, down by 0.3% over the Comparative Period but 64.0% higher over the corresponding period last year.

BUSINESS REVIEW

In the first half of 2016, as some display panel suppliers scaled down their production lines, and an earthquake in Taiwan destroyed production lines of some panel suppliers, the market experienced a decline in supply of LCD display panels, which in turn triggered an escalation of panel prices. As a result, gross profit margin of LCD module products has once dropped during the period. As a result of the Group's continued efforts to optimise product mix and adjust the selling price of products, the Group reported a gross profit of approximately RMB206 million for the Review Period, down by 29.0% over the Comparative Period but increased by 47.2% over the corresponding period last year. Gross profit margin reached 5.6%. Moreover, the Group managed to make a turnaround from loss to net profit of approximately RMB91.1 million as compared to the corresponding period last year. The positive turnaround was primarily due to (i) the absence of the one-off listing expense incurred during the twelve months ended 31 December 2015; (ii) the increase in average selling price driven by the improved product mix; and (iii) the growth of sales volume.

Products

Distribution and period-on-period comparison of revenue by product segment:

	Twelve months ended 31 December 2016 RMB'000	%	Eighteen months ended 31 December 2015 RMB'000	%	Change %	Twelve months ended 31 December 2015 RMB'000	%	Change %
TFT LCD module								
Non-laminated modules	**1,330,849**	**36.2**	2,379,906	64.5	-44.1	1,337,284	59.6	-0.5
Laminated modules	**2,347,304**	**63.8**	1,308,255	35.5	+79.4	905,538	40.4	+159.2
Total	**3,678,153**	**100.0**	3,688,161	100.0	-0.3	2,242,822	100.0	+64.0

Distribution and period-on-period comparison of sales volume by product segment:

	Twelve months ended 31 December 2016 '000 units	%	Eighteen months ended 31 December 2015 '000 units	%	Change %	Twelve months ended 31 December 2015 '000 units	%	Change %
TFT LCD module								
Non-laminated modules	**45,390**	**60.9**	75,316	84.5	-39.7	47,372	81.2	-4.2
Laminated modules	**29,126**	**39.1**	13,785	15.5	+111.3	10,987	18.8	+165.1
Total	**74,516**	**100.0**	89,101	100.0	-16.4	58,359	100.0	+27.7

The Group continued its effort to improve its product mix and enhance its core competitiveness. Since the commencement of mass production in the first quarter of 2015, on-cell LCD module products produced by the Group have gradually been recognised by major customers. Besides, the Group has succeeded in developing in-cell LCD module products, and delivered the first shipment in June 2016, which helped boost the growth of laminated LCD module sales. During the Review Period, revenue and sales volume of the Group's laminated LCD modules accounted for approximately RMB2.35 billion and approximately 29.1 million units respectively, representing a significant increase of 79.4% and 111.3% over the Comparative Period and a significant increase of 159.2% and 165.1% over the corresponding period last year respectively. Its revenue contribution also increased to 63.8% from 35.5% in the Comparative Period and 40.4% in the corresponding period last year. Revenue and sales volume of non-laminated LCD module products was approximately RMB1.33 billion and approximately 45.4 million units respectively, representing a decrease of 44.1% and 39.7% over the Comparative Period and down by 0.5% and 4.2% over the corresponding period last year respectively. The decrease was due to the Group's adjustment of its product mix to focus on laminated LCD module products which generally have a higher selling price.

During the Review Period, the Group initiated strategic collaboration with an associate of the Company's ultimate controlling shareholder TCL Corp, Wuhan China Star Optoelectronics Technology Co., Ltd. ("Wuhan CSOT"). In June 2016, the Group successfully raised net proceeds of approximately HK$157 million by placing 258,224,000 new shares at a placing price of HK$0.62 per share. HK$150 million of the net proceeds will be applied towards the capital injection in Wuhan China Display Optoelectronics Technology Company Limited ("Wuhan CDOT"), a company formed with Wuhan CSOT, as funding for the expansion of Wuhan CDOT's automated production lines of LTPS LCD modules. It is also beneficial to the Group by strengthening its financial position, broadening its shareholder base and injecting fresh momentum into its future business development.

MANAGEMENT DISCUSSION AND ANALYSIS

Production lines of Wuhan CDOT

Wuhan CSOT formally launched the 6th generation production lines of LTPS display panel under the Project t3 in February 2016, and has supplied to the Group in small batches of LTPS display panels which are required for LTPS LCD module production since the second quarter of 2016. The more stable supply of upstream LCD panels provides an advantage for the Group to withstand the risks of tight supply and price escalation in the future. The Group expects that the supply of LTPS display panels by Wuhan CSOT will be increased progressively in 2017, which will help the Group to further capture the market share of high-end products.

Distribution and period-on-period comparison of revenue by geographical segment:

	Twelve months ended 31 December 2016		Eighteen months ended 31 December 2015		Change	Twelve months ended 31 December 2015		Change
	RMB'000	**%**	RMB'000	%	%	RMB'000	%	%
Hong Kong	**1,020,663**	**27.7**	1,884,248	51.1	-45.8	1,063,644	47.4	-4.0
China	**2,282,274**	**62.1**	1,708,141	46.3	+33.6	1,107,227	49.4	+106.1
South Korea	**375,216**	**10.2**	95,772	2.6	+291.8	71,951	3.2	+421.5
Total	**3,678,153**	**100.0**	3,688,161	100.0	-0.3	2,242,822	100.0	+64.0

The Group develops and supplies LCD modules mainly for several reputable international and domestic mobile phone manufacturers on an ODM (original design manufacturer) basis. China and Hong Kong have been the major markets for the Group. During the Review Period, revenue derived from China and Hong Kong was approximately RMB2.28 billion and approximately RMB1.02 billion, respectively. Both markets, in aggregate, contributed 89.8% to the Group's total revenue, in which revenue derived from China rose by 33.6% over the Comparative Period and by 106.1% over the corresponding period last year. During the Review Period, the Group achieved a breakthrough in the development of the South Korean market as fueled by the sales to LG, a globally renowned South Korean consumer electronics brand. Revenue derived from South Korea grew sharply to approximately RMB375 million from approximately RMB95.8 million for the Comparative Period, and from RMB72.0 million over the corresponding period last year.

CHANGE OF COMPANY NAME

The forming of Wuhan CDOT by the Group with Wuhan CSOT signifies the Group's close business ties with its upstream panel enterprise, and helps the Group to further expand its customer base. Thus, in January 2017, the Company officially changed its name from "TCL Display Technology Holdings Limited" to "China Display Optoelectronics Technology Holdings Limited" and has adopted a new Chinese name "華顯光電技術控股有限公司" as its secondary name in place of the previous secondary name "TCL顯示科技控股有限公司". The Company's stock short names for trading in the shares of the Company have also changed from "TCL DISPLAY" and "TCL顯示" to "CH DISPLAY OPT" and "華顯光電" on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The stock code of the Company remains "334". The board ("Board") of directors ("Directors" and each a "Director" of the Company) considers that the change of company name can better showcase the advantages brought about by Wuhan CDOT to the Group and more accurately reflect its business nature. It also establishes fresh corporate image for the Group.

OUTLOOK

In light of the uncertain global economic outlook, 2017 is set to be a year with both challenges and opportunities. WitsView (an optoelectronics research arm under TrendForce, a market researcher) predicts, in its latest published report, that the proportion of in-cell touch panels in the overall smartphone market in 2017 will rise to 29.6%, which is attributable to the accelerated introduction by panel manufacturers. Also, the proportion of on-cell touch panels in the overall smartphone market will increase to 26.0% in 2017. To take an early advantage, the Group has devoted resources in the research and development of new products and technologies for enhancing the value of its product mix. Together with Wuhan CDOT, a company formed between the Group and Wuhan CSOT and will be owned as to 70% by the Group, the Group will be able to grasp opportunities to be brought by the development of LTPS LCD module and in-cell/on-cell module markets more effectively.

The production plant of Wuhan CDOT will be set up in the proximity of the Wuhan CSOT's LTPS display panel production plant under the Project t3. It will mainly operate the automated production lines of LTPS LCD modules, with an annual productivity of approximately 50 million units of laminated LCD modules for mobile phones. Before the commencement of mass production in the second half of 2017, the production volume is expected to incrementally increase throughout the first half of 2017. Given that the unit selling price of LTPS LCD modules is generally higher, the Group would thus enjoy a higher average selling price in 2017. Being an enterprise forming the sole vertically integrated supply chain in the PRC with the display panel enterprise, the Group expects to leverage on the customer network of Wuhan CSOT to build a stronger customer base for additional orders. As such, the Group will be able to maintain steady business growth amid industry consolidation. The management strongly believes that Wuhan CDOT provides the Group with a prime opportunity to reduce the costs and expenses of purchasing LTPS display panels, such as logistics and agency fees. Meanwhile, Wuhan CSOT's resources and expertise in the production of LTPS display panels would allow the Group to better capture the potentials in high-end market, stimulate business growth and enlarge the Group's market share in the industry.

Looking ahead, the Group will continue to deploy resources in the research and development of display modules and product mix optimisation. The Group forecasts a continuous growth in the sales of laminated LCD module products and LTPS LCD module products in 2017. Furthermore, the Group will strive to broaden its customer base by identifying potential top-notch brand customers. The Group will also further promote sales of high-end products, thereby generating higher profitability and value for the Group and its shareholders.

FINANCIAL REVIEW

Results

During the Review Period, the Group realised a revenue of approximately RMB3.68 billion, down by 0.3% over the Comparative Period but 64.0% higher over the corresponding period last year.

The gross profit margin of the Group was 5.6%, representing a decrease of 2.3 percentage points over the Comparative Period and 0.6 percentage point over the corresponding period last year, respectively.

For the year ended 31 December 2016, the Group recorded a profit attributable to owners of the parent amounting to approximately RMB91.1 million against profit of approximately RMB26.4 million for the eighteen months ended 31 December 2015. Basic earnings per share was RMB4.89 cents, as compared to RMB3.37 cents for the eighteen months ended 31 December 2015.

LIQUIDITY AND FINANCIAL RESOURCES

The Group maintained robust liquidity position during the Review Period. The Group's principal financial instruments comprise cash and cash equivalents and interest-bearing bank loans. The Group's cash and cash equivalents balance as at 31 December 2016 amounted to approximately RMB465 million, of which 64.3% was in US dollar, 18.0% was in RMB, 17.3% was in HK dollar and 0.4% was in Japanese Yen. As at 31 December 2016, the Group's interest-bearing bank loans were approximately RMB120 million with variable interest rate. As at 31 December 2016, total equity attributable to owners of the parent was approximately RMB368 million (31 December 2015: RMB105 million), and the gearing ratio was 8.6% (31 December 2015: 14.7%). The gearing ratio is calculated based on the Group's total interest-bearing loans (including bank borrowings and bonds payable) divided by total assets.

Pledge of Assets

As at 31 December 2016, the Group had pledged certain trade receivables amounting to RMB147,662,000 (31 December 2015: RMB137,989,000) to banks with recourse in exchange for cash. The disclosures of the pledged trade receivables are included in notes 16 and 34 to the financial statement.

Capital commitments and contingent liabilities

	31 December 2016 RMB'000	31 December 2015 RMB'000
Contracted, but not provided for:		
Plant and machinery	**67,064**	17,594

As at 31 December 2016, the Group had no significant contingent liabilities (31 December 2015: nil).

PENDING LITIGATION

The Group had not been involved in any material litigation for the year ended 31 December 2016.

FOREIGN EXCHANGE RISK

The Group's business and operations is facing the international market, thus it is inevitable for the Group to be exposed to the risk of foreign exchange transactions and conversion.

The Group is committed to striking a balance among trades, assets and liabilities that are denominated in foreign currencies to achieve a natural hedging effect. In addition, pursuant to prudent financial management, the Group has not conducted or engaged in any high-risk derivative transactions or leveraged foreign exchange contracts.

SIGNIFICANT INVESTMENTS HELD

There were no significant investment held as at 31 December 2016.

MATERIAL ACQUISITION AND DISPOSALS

On 24 October 2016, TCL Display Technology (Huizhou) Co., Ltd. ("TCL Display", now known as China Display Optoelectronics Technology (Huizhou) Co., Ltd., with effect from April 2017, a wholly-owned subsidiary of the Company) has entered into the a joint venture agreement with Wuhan CSOT and Wuhan CDOT pursuant to which, among other matters, TCL Display and Wuhan CSOT agreed to contribute RMB499 million in aggregate for the increase in registered capital of Wuhan CDOT. The aforesaid capital contribution will result in the registered capital of Wuhan CDOT increasing from RMB1 million to RMB500 million and Wuhan CDOT will be changed from a wholly-owned Subsidiary of the Company to an equity joint venture which will then be owned as to 70% by the Group and 30% by Wuhan CSOT. For details of the joint venture agreement and the transactions contemplated thereunder, please refer to the announcement dated 24 October 2016 and circular of the Company dated 8 December 2016.

Save as disclosed above, there was no material acquisition or disposal of subsidiaries and associated companies during the year ended 31 December 2016.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2016, the Group had a total of 3,018 employees. During the Review Period, the total staff costs amounted to approximately RMB236 million. The Group has reviewed the remuneration policy by reference to the existing legislations, market conditions, as well as the performances of employees and the Company.

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. LI Jian

aged 46, was appointed as an executive director and Chief Executive Officer ("CEO") of the Company, and also a member of the remuneration committee and the nomination committee in June 2015. He is currently the president and general manager of TCL Display, responsible for overall operational management. Mr. Li joined TCL Group in 1996. He held positions of marketing manager, business manager and deputy general manager of Xi'an TCL Appliances Sales Company Limited* (西安TCL電器銷售公司) from March 1996 to December 2001. From January 2002 to July 2005, Mr. Li was northwest district general manager and assistant to general manager of TCL White Household Appliances Division* (TCL白家電事業部), responsible for sales and sales management. From July 2005 to December 2005, Mr. Li also served as operation and sales manager of projector division of TCL Group Parts Business Unit Headquarter* (TCL集團部品事業部本部), responsible for sales and sales management. From January 2006 to March 2008, Mr. Li was northwest district director of TCL CRTVU-online business division* (TCL電大在線事業部), responsible for sales and sales management. From April 2008 to September 2010, Mr. Li served as deputy general manager of TCL Display, responsible for matters of operation and sales. Mr. Li has rich experience in sales, branch office and district management. Mr. Li obtained a Bachelor's degree in human resources management (online education) in Nankai University in July 2009. He completed an international business administration and creative leadership management training course at Yangtze Delta Region Institute of Tsinghua University, Zhejiang in March 2011 and obtained a Master's degree in business administration from Ursuline College in January 2013.

Mr. OUYANG Hongping

aged 40, was appointed as an executive director in June 2015 and is also the Chief Operating Officer (COO) of the Company. He joined the TCL Group in 2004. From August 2004 to December 2008, he was the chief engineer of TCL Display, responsible for supervising engineering related matters, including production planning and management. Since January 2009, he has also been the deputy general manager of TCL Display, responsible for supervising engineering related matters, including research and development, procurement, production planning and management. Mr. Ouyang graduated from the University Nanchang in July 1999 with a Bachelor's degree in industrial automation.

Ms. YANG Yunfang

aged 42, was appointed as an executive director and financial director of the Company in April 2015. Ms. Yang has rich experience in accounting and finance. She joined the TCL Group in 2006. From July 2006 to August 2007, she was the financial accountant of TCL Display, responsible for financial accounting and analysis. From September 2007 to July 2010, she was the finance manager of TCL Display, responsible for financial management and analysis. Since July 2010, she has been the finance director of TCL Display, responsible for financial management and supervision. Ms. Yang graduated from Jiangxi University of Finance and Economics in July 1999 with a Bachelor's degree in accountancy.

Mr. ZHAO Yong

aged 46, was appointed as an executive director of the Company on 10 March 2016. Mr. Zhao currently holds the following positions in subsidiaries of TCL Corp, namely, the Chief Operating Officer and a director of Shenzhen China Star Optoelectronics Technology Co., Ltd since September 2011, responsible for supply chain management and monitoring of engineering related matters, such as research and development, procurement, production planning and management; and a director, the legal representative and general manager of Wuhan China Star Optoelectronics Technology Co., Ltd since May 2014. Mr. Zhao joined the TCL Group in 2004. From June 2004 to October 2010, he was a general manager of TCL Display, responsible for the overall operational management. From October 2010 to September 2011, he had served as a general manager of TCL Optoelectronics Technology (Huizhou) Co., Ltd. responsible for the overall operational management. Mr. Zhao obtained an EMBA degree at China Europe International Business School (CEIBS) in September 2011.

* *for identification only*

NON-EXECUTIVE DIRECTOR

Mr. LIAO Qian

aged 36, was appointed as a non-executive director and the chairman of the Company, and also the chairman of the nomination committee and a member of the remuneration committee of the Company on 1 January 2017. Mr. Liao is currently the secretary of the board of directors and the vice president of TCL Corp, and also the vice chairman of investor relations committee of TCL Corp Mr. LIAO Qian possesses a master degree qualification and he also holds a Chinese legal professional qualification certificate. Mr. LIAO obtained the degree of bachelor of economics from Fuzhou University in 2002. He further obtained the master degree of laws from Yunnan University in 2006. During August 2006 to February 2014, Mr. LIAO had worked for Guotai Junan Securities Co. Ltd. as the senior manager and general manager of financial advisory department and Guotai Junan Securities Co. Ltd. (Shenzhen headquarter) as the director of corporate accounts in relation to the capital market of investment banking business in between Hong Kong and the PRC. He joined TCL Corp as the officer of the board of directors in March 2014. Mr. LIAO was subsequently appointed as the secretary of the board of directors in April 2014, a member of the executive committee in December 2014, director of TCL Communication Technology Holdings Limited (which was delisted as a result of privatisation in September 2016) in May 2015, director of TCL Financial Holding (Shenzhen) Co. Ltd.* (TCL金融控股（深圳）有限公司) in September 2015, director of TCL Smart Home Technologies Co., Limited in November 2015, director of Highly Information Industry Co. Ltd (a subsidiary of TCL Corp) and Huizhou Kuyou Network and Technology Co. Ltd.* (惠州酷友網絡科技有限公司) in March 2016, director of Speedex Logistics Co. Ltd.* (速必達希杰物流有限公司, a subsidiary of TCL Corp) in July 2016, director of Hawk Internet Co. Ltd.* (豪客互聯有限公司, a subsidiary of TCL Corp) and TCL Culture and Media (Shenzhen) Co. Ltd* (TCL文化傳媒（深圳）有限公司, a subsidiary of TCL Corp) in August 2016 and independent director of Shenzhen Jiawei Photovoltaic Lighting Co., Ltd. in November 2016.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. HSU Wai Man, Helen

aged 47, was appointed as an independent non-executive director and the chairlady of the audit committee of the Company, and also a member of the remuneration committee and the nomination committee of the Company in June 2015. Ms. Hsu has over 20 years' experience in accounting. Ms. Hsu graduated from The Chinese University of Hong Kong with a Bachelor's degree in business administration. Ms. Hsu had worked with Ernst & Young for 18 years and was a partner before she retired from the firm in February 2011. Ms. Hsu is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Ms. Hsu is currently an independent non-executive director of the following companies whose shares are listed on the Stock Exchange: Perfect Shape (PRC) Holdings Limited (stock code: 1830), Branding China Group Limited (stock code: 863), and Richly Field China Development Limited (stock code: 313).

* *for identification only*

DIRECTORS AND SENIOR MANAGEMENT

Mr. XU Yan

aged 53, was appointed as an independent non-executive director and the chairman of the remuneration committee of the Company, and also a member of the audit committee and the nomination committee of the Company in June 2015. Mr. Xu has been associate dean of the School of Business of the Hong Kong University of Science and Technology for the courses of EMBA for Chinese Executives, Executive Programs and China Strategy since 2011, as well as associate professor of the Department of Information Systems, Business Statistics and Operations Management of the Hong Kong University of Science and Technology since 2004. Mr. Xu has rich experiences in management of technology innovation as well as research in telecommunication regulations and policies. He is currently the president of the Regulation Issues Group of the Communications Association of Hong Kong, a member of the Telecommunications Regulatory Affairs Advisory Committee of the Office of the Communications Authority and a member of the board of directors of the International Telecommunications Society. Mr. Xu graduated from Beijing Institute of Posts and Telecommunications* (北京郵電學院), now known as Beijing University of Posts and Telecommunications, in July 1984 with a Bachelor's degree in telecom engineering. He obtained a Master's degree in telecom management from Beijing University of Posts and Telecom in April 1987 and a Doctor of Philosophy degree in research in telecommunications policy in the Department of Human Resource Management from Strathclyde University, the United Kingdom, in July 1997.

Mr. LI Yang

aged 48, was appointed as an independent non-executive director and a member of the audit committee, the remuneration committee and the nomination committee of the Company in June 2015. Mr. Li obtained PRC lawyer qualification in 1998 and was admitted as a practicing lawyer in 2002, and has served as professor and doctoral tutor of the School of Law, Sun Yat-sen University since January 2016. Mr. Li graduated from the Zhongnan School of Political Science and Law* (中南政法學院) (now known as Zhongnan University of Economics and Law) in 1990 with a Bachelor's degree in law. He received his Master's degree and Doctorate degree in law from the Peking University Law School in 1996 and 2003 respectively and finished the post-doctoral research fellowship in Wuhan University in 2006. Mr. Li has rich experiences in intellectual property law (including patent, trademark, copyright, anti-unfair competition and antitrust), intellectual property management and intellectual property personnel training. Mr. Li is currently an arbitrator of the South China International Economic and Trade Arbitration Commission and the deputy secretary-general and an executive council member* (常務理事) of China Intellectual Property Law Association, an executive council member* (常務理事) of China Law Association on Science and Technology and a part time researcher of the Intellectual Property Judicial Protection Research Center of the Supreme People's Court* (最高人民法院知識產權司法保護研究中心).

SENIOR MANAGEMENT

Mr. DING Yiwen

aged 50, is the human resources director of the Company and the deputy general manager of the Company. Mr. Ding joined the TCL Group in 2004 and has substantial experience in the LCD industry. He has been a deputy general manager of TCL Display since May 2004, is currently responsible for human resources management. Mr. Ding graduated from South China University of Technology in June 1988 with a Bachelor's degree in electronic vacuum and obtained a Master's degree in electric physics and devices from Zhejiang University in March 1991. Mr. Ding also completed an international business administration and creative leadership management training course at Yangtze Delta Region Institute of Tsinghua University, Zhejiang in November 2010.

* *for identification only*

Mr. YU Hui

aged 42, is the marketing director of the Company. Mr. Yu joined the TCL Group in 2004. From January 2004 to May 2005, he was the operation analyst and assistant to general manager office of TCL Air Conditioning (Zhongshan) Company Limited* (TCL空調(中山)有限公司), responsible for publishing operation reports and conducting operation analysis as well as handling administrative business and daily matters of general manager respectively. From May 2005 to August 2007, he was the government relationship manager of Beijing representative office of TCL Corp President Office* (TCL集團公司總裁辦北京代表處), responsible for managing public relations for TCL Corp with the relevant government authorities and state-owned banks in Beijing. Since September 2007, he has been the marketing manager and marketing director of TCL Display, responsible for supervision and planning management of sales and marketing. Prior to joining TCL Display, Mr. Yu held the positions of technologist and supervisor in Hubei Huangshi Power Generation Company Limited* (湖北黃石發電股份有限公司) from July 1995 to September 2002. Mr. Yu graduated from North China Electric Power University in July 1995 with a Bachelor's degree in thermal energy and power engineering and obtained a Master's degree in business administration from Wuhan University in June 2004.

Mr. Wang Xinfu

aged 43, is the vice general manager of the delivery centre of the Company. He joined the TCL Group in 2004. Since March 2004, he has held the positions of engineer and the head of facility section in TCL Display, in charge of the engineering and facility section. Since August 2008, he has served as the head of production department. Since 2015, he assumed the role of manufacturing director, responsible for the engineering management of manufacturing and production engineering management. Since December 2016, he has been the vice general manager of the delivery centre, responsible for the operation and management of the delivery centre. In 2016, he received the Award of Outstanding Leader of HZZK Hi-tech Industrial Development Zone* (惠州仲愷高新技術開發區凱旋人才領軍人物獎). Mr. Wang graduated from Changchun University of Technology in July 1999, with a Bachelor's degree in engineering.

COMPANY SECRETARY

Ms. CHOY Fung Yee

aged 33, is the Company Secretary of the Company. She is a practising lawyer in Hong Kong and a partner of Cheung Tong & Rosa Solicitors, Hong Kong. Ms. Choy graduated from the University of Hong Kong in 2006 with a Bachelor's degree in laws and obtained a Postgraduate Certificate in Laws from the University of Hong Kong in 2007.

* *for identification only*

CORPORATE GOVERNANCE REPORT

INTRODUCTION

The Board aims to achieve a high standard of corporate governance and business ethics in pursuing its mission of becoming the leader in the LCD module industry. The Group's ultimate goal is to maximise values for its shareholders and customers, and to provide opportunities for employees.

On 25 June 2015, the Company has adopted a corporate governance code prepared based on the code provisions (the "Code Provisions") of the latest revised code on corporate governance (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as the guidelines for corporate governance of the Company, and has taken steps to comply with the CG Code wherever appropriate.

CORPORATE GOVERNANCE PRACTICES

During the year ended 31 December 2016, the Company has complied with the Code Provisions of the CG Code as set out in Appendix 14 to the Listing Rules except for the following deviations:

Under Code Provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of the shareholders.

Due to other pre-arranged commitments which must be attended to by each of them:

1. Mr. LI Yang, being an independent non-executive Director, was not able to attend the annual general meeting and special general meeting of the Company which were both held on 11 May 2016; and

2. Ms. HSU Wai Man, Helen, Mr. XU Yan and Mr. LI Yang, being independent non-executive Directors, were not able to attend the special general meeting of the Company held on 16 June 2016

3. Mr. YUAN Bing, being a non-executive Director, was not able to attend the special general meeting of the Company held on 16 June 2016 and 30 December 2016.

However, (i) Mr. YUAN Bing being a non-executive director of the Company and Ms. HSU Wai Man, Helen, and Mr. XU Yan both being independent non-executive directors of the Company, were present at the aforesaid special general meeting of the Company on 11 May 2016; (ii) Ms. HSU Wai Man, Helen, Mr. XU Yan and Mr. LI Yang all being independent non-executive directors of the Company, were present at the aforesaid special general meeting of the Company on 30 December 2016; and (iii) representative of Reorient Financial Markets Limited, the independent financial adviser of the Company, was present at the aforesaid special general meeting of the Company on 11 May 2016, and (iv) representative of Beijing Securities Limited, the independent financial adviser of the Company, were present at the aforesaid special general meeting of the Company on 16 June 2016 and 30 December 2016 to ensure an effective communication with the shareholders thereat.

Under Code Provision E.1.2, the chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that requires independent shareholders' approval.

Due to other pre-arranged commitments which must be attended to by him, Mr. XU Yan, being the chairman of the independent board committee, was not able to attend the special general meeting of the Company held on 16 June 2016 at which certain continuing connected transactions were approved. However, representative of Beijing Securities Limited, the independent financial adviser of the Company, was present at the said special general meeting to answer questions raised by the shareholders thereat.

Under Code Provision F.1.1, the company secretary should be an employee of the Company and have the day-to-day knowledge of the Company's affairs.

The company secretary of the Company, Ms. Choy, is a partner of the Company's legal advisor, Cheung Tong & Rosa Solicitors. During the year ended 31 December 2016, the Company has assigned Mr. Hui Yuk Fung, the then Vice Director of Corporate Finance and Investor Relations of the Company (and thereafter since his resignation with effect from January 2017, Ms. Clara SIU, the Vice Director of Finance and Investor Relations of the Company and Mr. Peng Bo, the Legal Manager of the Company) as the contact persons with Ms. Choy to ensure that information in relation to the performance, financial position and other major developments of the Group are speedily delivered to Ms. Choy through the contact persons assigned, to enable Ms. Choy to get hold of the Group's development promptly without material delay and with her expertise and experience, the Company is confident that having Ms. Choy as the company secretary is beneficial to the Group's compliance with the relevant board procedures, applicable laws, rules and regulations.

Save as disclosed above, none of the Directors is aware of any information which would reasonably indicate that the Company had not, throughout the year ended 31 December 2016, fully complied with the code provisions set out in the CG Code.

COMPLIANCE WITH DEED OF NON-COMPETITION

The Company has received the confirmation signed by TCL Corp on 6 March 2017, and the confirmations signed by T.C.L. Industries Holdings (H.K.) Limited, Taibang Investment Limited, Ketai Investment Limited, Litai Investment Limited, Taigang Investment Limited, Liyuan Holdings Limited, Gaosheng Holdings Limited, Zhuoxian Investment Limited, Jinyuan Investment Limited, Taihua Investment Limited and Shengmao Holdings Limited (with TCL Corp, collectively the "Covenantors") on 2 March 2017 (collectively, the "Confirmations") confirming that for the year ended 31 December 2016 and up to the date of signing the Confirmations by the relevant Covenantor, each of them have fully complied with the deed of non-competitions respectively executed by the Covenantors in favour of the Group on 17 April 2015 (the "Deed of Non-Competition") and, in particular, each of them and their respective associates have not, directly or indirectly, carry on or be engaged or interested in the research and development, manufacturing, sales and distribution of LCD modules for use in mobile phones, which is from time to time carried on or engaged or interested in by the Group.

The Independent Non-Executive Directors (the "Independent Non-Executive Director(s)") of the Company have reviewed the Confirmations and all of them are satisfied that the Deed of Non-Competition have been complied with during the year ended 31 December 2016.

DIRECTORS

The Board

The Board, led by the chairman, steers the Company's business direction. It is responsible for formulating the Company's long-term strategies, setting business development goals, assessing results of management policies, monitoring the management's performance and ensuring effective implementation of risk management measures on a regular basis.

The Directors meet regularly to review the Group's financial and operational performance and to discuss and formulate future development plans. Regular Board meetings are attended by a majority of the directors in person or through other electronic means of communication.

Board Composition

There are currently 8 Directors, all with professional backgrounds and/or extensive expertise for the direction and oversight of the Group's strategic priorities. The Board of the Company during the year ended 31 December 2016 and as at the date of this report comprises the following Directors:

Non-Executive Directors

Mr. LIAO Qian (Chairman) *(appointed on 1 January 2017)*
Mr. YUAN Bing (Chairman) *(resigned on 1 January 2017)*

Executive Directors

Mr. LI Yuguo (Chairman) *(resigned on 10 March 2016)*
Mr. LI Jian (CEO)
Mr. OUYANG Hongping
Ms. YANG Yunfang
Mr. ZHAO Yong *(appointed on 10 March 2016)*

Independent Non-Executive Directors

Ms. HSU Wai Man Helen
Mr. XU Yan
Mr. LI Yang

An updated list of the Company's Directors by category identifying their role and function is at all times available on the websites of the Group and the Stock Exchange. The list specifies whether the Director is an independent non-executive director and expresses the respective roles and functions of each Director.

The Company identifies the Independent Non-Executive Directors in all corporate communications which disclose the names of directors.

Details of the biographies of the Directors are given under the section "Directors and Senior Management" of this annual report on pages 12 to 15.

There are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board.

The Independent Non-Executive Directors play an important role on the Board. Accounting for more than one-third of the Board members, they are experienced professionals in their respective fields. They are responsible for ensuring that the Board maintains high standards of financial and other mandatory reporting as well as providing adequate checks and balances for safeguarding the interest of shareholders of the Company and the Group as a whole. In the year ended 31 December 2016, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one of them possessing appropriate professional qualifications on accounting or related financial management expertise. The number of Independent Non-Executive Directors has represented at least one-third of the Board.

Number of meetings attended/eligible to attend during the year ended 31 December 2016

During the year of 2016, the Board held 4 regular meetings and 10 additional meetings. The Company held 4 general meetings during the year ended 31 December 2016.

Attendance of individual Directors at the Board meetings and general meetings in 2016 is as follows:

	Regular Board Meetings	Additional Board Meetings concerning Special Matters requiring the Board's Decisions	General Meetings
Non-Executive Director			
Mr. YUAN Bing (Chairman) *(resigned on 1 January 2017)*	4/4	10/10	2/4
Executive Directors			
Mr. LI Yuguo *(resigned on 10 March 2016)*	0/1	1/2	N/A
Mr. LI Jian (CEO)	4/4	10/10	4/4
Mr. OUYANG Hongping	4/4	9/10	1/4
Ms. YANG Yunfang	3/4	10/10	4/4
Mr. ZHAO Yong *(appointed on 10 March 2016)*	3/4	6/8	0/3
Independent Non-Executive Directors			
Ms. HSU Wai Man Helen	2/4	9/10	3/4
Mr. XU Yan	2/4	9/10	3/4
Mr. LI Yang	2/4	9/10	1/4

Notice of regular Board meetings are served to all Directors at least 14 days before the meeting while reasonable notice is generally given for other Board meetings.

Agenda and Board papers together with all appropriate, complete and reliable information are sent to all Directors in a timely manner, and at least 3 days before the intended date of each Board or Board committee meeting, except agreed otherwise among the Board members, to ensure that they had sufficient time to review the board papers, be adequately prepared for the meeting, keep the Directors apprised of the latest developments and financial position of the Group and to enable them to include any matter in the agenda and to make informed decisions.

The Board and each Director, upon reasonable request, have access to independent professional advice to assist them in performing their duties to the Company, at the Company's expense. When needed and upon making request to the Board, directors may obtain independent professional advice at the Company's expense in carrying out their duties.

Minutes of all Board meetings and Audit Committee, Remuneration Committee and Nomination Committee are kept by the company secretary. All of the above minutes record the discussions and decisions reached by the relevant members in sufficient detail the matters considered and decisions reached, including any concern raised by directors or dissenting views expressed. Any director may inspect the minutes at any reasonable time on reasonable notice.

Draft minutes are normally circulated to Directors or members of the relevant committee for comment within a reasonable time after each meeting and the final version is sent to all Directors or committee members for their record.

According to the current Board practice, any transaction, which involves a conflict of interests between a substantial shareholder or a Director on the one part and the Company on the other part, will be considered and dealt with by the Board at a duly convened Board meeting with the presence of the Independent Non-Executive Directors who have no material interest in the said transaction. Directors shall abstain from voting and not be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

The Company has maintained appropriate insurance cover in respect of legal action against its Directors and officers arising out of corporate activities.

Chairman and CEO

The Company fully supported the division of responsibility between the Chairman of the Board and the CEO to ensure a balance of power and authority. The position of the Chairman was held by Mr. YUAN Bing (since 11 August 2015 up to 1 January 2017), and Mr. LIAO Qian (since 1 January 2017) while the position of CEO was held by Mr. LI Jian since 25 June 2015.

This ensures a clear distinction between the Chairman's duty to manage the Board and the CEO's duty to oversee the overall internal operation of the Company.

Appointments, re-election and removal of members of the Board

Under bye-law 84 of the bye-laws of the Company ("Bye-Laws"), at each Annual General Meeting ("AGM"), one-third of the Directors for the time being shall retire from office by rotation and every director shall be subject to retirement by rotation at least once every 3 years while those retiring directors shall be eligible for re-election. Any Director who has not been subject to retirement by rotation in the 3 years preceding the AGM shall retire by rotation at such AGM.

Independent Non-Executive Directors

Pursuant to Rule 3.13 of the Listing Rules, the Company has received a written confirmation from each Independent Non-Executive Director of his/her independence to the Company. The Company has assessed the independence and considers all of the independent non-executive Directors to be independent based on the independence criteria in accordance with the requirements in the Listing Rules, their non-involvement in the daily operation and management of the Group and the absence of any relationships which will interfere with the exercise of their independent judgement.

The Company confirms that the year of service of all the Independent Non-Executive Directors is less than 9 years.

Non-Executive Directors

Under the Code Provision A.4.1, non-executive Directors should be appointed for a specific term, subject to re-election.

Each of the non-executive Directors namely Mr. YUAN Bing and Mr. LIAO Qian and the three Independent Non-Executive Directors namely Ms. HSU Wai Man Helen, Mr. XU Yan and Mr. LI Yang, has been appointed for a specific term of 3 years subject to re-election in accordance with Code Provision A.4.1.

Nomination of Directors

On 25 June 2015, the Board has established the Nomination Committee to provide a framework and set the standards for the appointment of high quality directors who should have the capacity and ability to lead the Company towards achieving sustainable development. It considers matters regarding the nomination and/or appointment or re-appointment of director(s).

Details of the Nomination Committee are set out in the sub-section headed "Nomination Committee" below.

Responsibilities of Directors

If any new Director is appointed, the officers of the Company, with assistance from the Company's external legal advisor as to Hong Kong law, will work closely with the newly appointed Directors both immediately before and after his/her appointment to acquaint the newly appointed directors with the duties and responsibilities as a Director of the Company and the business operation of the Company.

A package compiled and reviewed by the Company's legal advisor as to Hong Kong law setting out such duties and responsibilities under the Listing Rules, Companies Ordinance and other related law and relevant regulatory requirements of Hong Kong is provided to each newly appointed Director. The officers of the Company also provides each newly appointed Director with a package which includes information relating to the operations and business of the Group. The Directors are updated with the latest developments in laws, rules and regulations relating to the duties and responsibilities of directors from time to time. Guidelines for directors issued by the Company Registry of Hong Kong have been forwarded to each Director for his/her information and ready reference.

The Board views that the non-executive Directors are well-aware of their functions and have been actively performing their functions including but not limited to exercising their independent judgement at the Board meetings, taking the lead where potential conflicts of interest arise, scrutinizing the Company's performance and providing constructive and informed advice on the business strategy, policy, performance and management of the Company. They regularly review the financial information, monitor the operational performance of the Company and serve on the Audit Committee, Remuneration Committee and Nomination Committee.

The Directors have disclosed to the Company at the time of their appointment, and in a timely manner for any change, the number and nature of offices they held in public companies or organisations and other significant commitments. They have also informed the Company of the identity of other public companies or organisations they serve and the time involved in these public companies or organisations.

All Directors have devoted their time and attention to the affairs of the Company with their hands-on knowledge and expertise in the areas and operation in which he/she is charged with. The contribution made by the Directors to the affairs of the Company is measured in terms of time as well as quality of the attention and the ability of the Directors with reference to his/her necessary knowledge and expertise. The satisfactory attendance of Board meetings, general meetings and board committee meetings indicates the constant participation of all directors, including executive, non-executive and independent non-executive Directors and ensures the better understanding of the views of shareholders by all Directors. The extent of participation and contribution should be viewed both quantitatively and qualitatively.

To fulfil their duties properly, where they consider it necessary to obtain additional information other than that is provided by the management, the Directors made inquiries during the Board meetings and board committee meetings. The queries raised by Directors have received a prompt and full response.

Induction and Continuous Professional Development

The Directors are continually updated with legal and regulatory developments, and business and market changes to facilitate the discharge of their responsibilities through various Board meetings, resolutions, memos and Board papers. According to the records maintained by the Company, the Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the Code on continuous professional development for the year ended 31 December 2016:

Directors	Read materials	Attend seminars/ briefings
Non-Executive Director		
Mr. YUAN Bing (Chairman) *(resigned on 1 January 2017)*	✓	✓
Executive Directors		
Mr. LI Yuguo (Chairman) *(resigned on 10 March 2016)*	✓	✓
Mr. LI Jian (CEO)	✓	✓
Mr. OUYANG Hongping	✓	✓
Ms. YANG Yunfang	✓	✓
Mr. ZHAO Yong *(appointed on 10 March 2016)*	✓	✓
Independent Non-Executive Directors		
Ms. HSU Wai Man Helen	✓	✓
Mr. XU Yan	✓	✓
Mr. LI Yang	✓	–

Securities Transactions Guidelines

The Board has adopted a code of conduct regarding directors' securities transaction on terms no less exacting than the required standard as set out in the Model Code as set out in Appendix 10 to the Listing Rules.

Specific enquiries have been made with all Directors and they have confirmed that for the year ended 31 December 2016, they complied with the required standard set out in the Model Code and the Company's code of conduct regarding Directors' securities transactions.

The Directors' interests in shares of the Company as at 31 December 2016 are set out on page 41 of this annual report.

The Board has also established written guidelines on no less exacting terms than the Model Code for the relevant employee, including any employee or a director or employee of a subsidiary or holding company who, because of his office or employment, is likely to be in possession of inside information in relation to the issuer or its securities, in respect of their dealings in the Company's securities.

DELEGATION BY THE BOARD

Management Functions

The Board delegates its powers and authorities from time to time to the Board committees in order to ensure the operational efficiency and specific issues are being handled by relevant expertise. All Board committees are provided with accurate and sufficient information in timely manner so as to enable the Board committees to make informed decisions for the benefit of the Company and sufficient resources to discharge their duties.

Board Committees

For the year ended 31 December 2016, the Board had 3 Board committees, namely the Remuneration Committee, the Audit Committee and the Nomination Committee, all with specific terms of reference, to oversee particular aspects of the Group's affairs.

Attendance of the relevant members of the Board committee at the meetings of the committees for the year ended 31 December 2016 is as follows:

	Audit Committee Meetings	Remuneration Committee Meetings	Nomination Committee Meetings
Non-Executive Director			
Mr. YUAN Bing (Chairman) *(resigned on 1 January 2017)*	N/A	2/2	2/2
Executive Directors			
Mr. LI Yuguo *(resigned on 10 March 2016)*	N/A	N/A	N/A
Mr. LI Jian (CEO)	N/A	2/2	2/2
Mr. OUYANG Hongping	N/A	N/A	N/A
Ms. YANG Yunfang	2/2	N/A	N/A
Mr. ZHAO Yong *(appointed on 10 March 2016)*	N/A	N/A	N/A
Independent Non-Executive Directors			
Ms. HSU Wai Man Helen	2/2	2/2	2/2
Mr. XU Yan	2/2	2/2	2/2
Mr. LI Yang	2/2	2/2	2/2

Nomination Committee

The Nomination Committee was established on 25 June 2015. Majority of the members are independent non-executive Directors. This committee is chaired by Mr. YUAN Bing, a non-executive Director (from 11 August 2015 to 1 January 2017) and subsequently Mr. LIAO Qian, a non-executive Director (since 1 January 2017) with Mr. LI Jian, an executive Director, Ms HSU Wai Man Helen, Mr. XU Yan and Mr. LI Yang, being independent non-executive Directors, as the other members. The committee held 2 meetings for the year ended 31 December 2016.

The Nomination Committee is governed by its terms of reference, which are closely aligned with the relevant Code Provisions requirements and are available on both the Group's website at http://www.cdoth8.com and the Stock Exchange's website at http://www.hkex.com.hk.

The main duties of the Nomination Committee include the followings:

- review and supervise the structure, size and composition of the Board;
- identify qualified individuals to become members of the Board;
- assess the independence of the independent non-executive Directors;
- make recommendations to the Board on the appointment, re-appointment and succession planning of directors, and any proposed change to the Board to implement the Company's corporate strategy;
- review the board diversity policy ("Board Diversity Policy"); and
- review the sufficiency of time commitment of directors to perform their responsibilities.

The work performed by the Nomination Committee for the year ended 31 December 2016 included:

– reviewing the current Board structure, diversity and composition;

– assessing the independence of the independent non-executive Directors; and

– discussing and considering the changes of the Board composition during the said period, namely, (i) resignation of Mr. LI Yuguo as an executive Director and the Chairman, nomination of Mr. ZHAO Yong as an executive Director, and (ii) resignation of Mr. YUAN Bing as a non-executive Director and nomination of Mr. LIAO Qian as a non-executive Director.

The Nomination Committee adopted the following procedures for nomination of Directors:

1. When there is a vacancy in the Board, the Board evaluates the balance of skills, knowledge and experience of the Board, and identifies any special requirements for the vacancy (e.g. independence status in the case of an independent non-executive director).

2. Prepare a description of the role and capabilities required for the particular vacancy.

3. Identify a list of candidates through personal contacts or recommendations by Board members, senior management, business partners or investors.

4. Arrange interview(s) with each candidate for the Board to evaluate whether he/she meets the established written criteria for nomination of directors. One or more members of the Board will attend the interview.

5. Conduct verification on information provided by the candidate.

6. Make recommendations to the Board on the appointment or re-appointment of Directors.

The Nomination Committee adopted the following criteria for nomination of Directors:

1. Common criteria for all Directors:

   (a) character and integrity;

   (b) the willingness to assume broad fiduciary responsibility;

   (c) present needs of the Board for particular experience or expertise and whether the candidate would satisfy those needs;

   (d) relevant experience, including experience at the strategy/policy setting level, high level managerial experience in a complex organization, industry experience and familiarity with the products and processes used by the Company;

   (e) significant business or public experience relevant and beneficial to the Board and the Company;

   (f) breadth of knowledge about issues affecting the Company;

   (g) ability to objectively analyse complex business problems and exercise sound business judgement;

   (h) ability and willingness to contribute special competencies to Board activities; and

   (i) fit with the Company's culture.

2. Criteria applicable to non-executive directors/independent non-executive Directors:

   (a) willingness and ability to make a sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a director, including attendance at and active participation in Board and committee meetings;

   (b) accomplishments of the candidate in his/her field;

   (c) outstanding professional and personal reputation; and

   (d) the candidate's ability to meet the independence criteria for directors established in the Listing Rules.

Board Diversity Policy

The Company has adopted the Board Diversity Policy which sets out its approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company recognizes the benefits of Board diversity and endeavours to ensure that the Board has the appropriate balance and level of skills, experience and perspectives required to support the execution of its business strategies. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of the Board.

The Board has set measurable objectives (in terms of gender, skills and experience) to implement the Board Diversity Policy and review such objects from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

The Nomination Committee considers that the current composition of the Board is characterised by diversity after taking into account its own business model and specific needs, whether considered in terms of professional background and skills.

Remuneration Committee

The Remuneration Committee is chaired by Mr. XU Yan, an independent non-executive Director. It now consists of 5 members, including Mr. XU Yan, and the other members are Mr. LIAO Qian, Mr. LI Jian, Ms. HSU Wai Man Helen and Mr. LI Yang, the majority of whom are independent non-executive Directors.

The Remuneration Committee is governed by its terms of reference, which are made available on the Group's website at http://www.cdoth8.com and the Stock Exchange's website at http://www.hkex.com.hk.

The Remuneration Committee was established on 25 June 2015 pursuant to Rule 3.25 of the Listing Rules. It meets from time to time to make recommendations to the Board on the Group's policy and structure for all remuneration of Directors and senior management, and on the establishment of a formal and transparent procedure for developing policy on such remuneration. The Remuneration Committee also reviews and approves the performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time, and determines, with delegated responsibility, the remuneration packages of individual executive directors and senior management.

For the year ended 31 December 2016, the Remuneration Committee accomplished the following:

– review of the emolument policy and structure;

– discussion of long-term incentive scheme comprising grant of restricted shares and grant of share options; and

– discussion of remuneration packages of (i) Mr. ZHAO Yong as a non-executive Director and (ii) Mr. LIAO Qian as a non-executive Director.

The remuneration of Directors and the senior management by band for the year ended 31 December 2016 is set out below:

	Number of persons
Nil to RMB500,000	1
RMB500,001 to RMB1,000,000	1
RMB1,000,001 to RMB1,500,000	2
RMB1,500,001 to RMB2,000,000	1
RMB3,000,001 to RMB3,500,000	2
RMB3,500,001 to RMB4,000,000	1
RMB4,500,001 to RMB5,000,000	1

The human resources department provides administrative support and implements the approved remuneration packages and other human resources related decisions approved by the Remuneration Committee.

Emolument Policy and Long-Term Incentive Plan

The Group provides a competitive remuneration package to its Directors to attract and retain talents. A large portion of the package for executive Directors is linked to their performance, which in turn is aligned with the interests of the shareholders, so as to provide an incentive for the executive Directors to achieve the best performance. Part of the remuneration of executive Directors may comprise of long-term incentive plan which comprises the share option scheme and the share award scheme. The emoluments payable to the Directors are determined with reference to their duties and responsibilities with the Company and the market rate for the positions.

The purpose of the long-term incentive plan of the Group is to reward outstanding performance that is measured by achieved targets, and is closely linked with the performance of the Group. The benefit or award granted under the plan will only be vested over a period of time so as to provide an incentive for the executives or employees to consistently perform at a high standard and bring along long-term benefits to the Group.

The non-executive Directors' compensation relates to their time commitment and responsibilities. They receive fees which comprise the following components:

- directors' fee; and

- share options which are awarded subject to the discretion of the Board.

The fees and any other reimbursement or emolument payable to the Directors are set out in note 9 to the financial statements.

Audit Committee

The Audit Committee is accountable to the Board and assists the Board in meeting its responsibilities in ensuring an effective and adequate system is in place for internal controls and for meeting its external financial reporting obligations and compliance with other legal and regulatory requirements. The Audit Committee also reviews and monitors the scope and effectiveness of the work of external auditors.

The Audit Committee currently comprises 3 members, namely Ms. HSU Wai Man Helen, Mr. XU Yan and Mr. LI Yang, all of whom are independent non-executive Directors. Ms. HSU Wai Man Helen is the chairlady of the Audit Committee.

The Audit Committee usually meets at least 2 times a year to review the Company's interim and annual results and the integrity of the Group's financial statements. In addition, to review and monitor the effectiveness of the audit process in accordance with applicable standards, the Audit Committee will meet with the external auditors before the annual audit commences to discuss the nature and scope audit and reporting obligations of the Company.

The Audit Committee is governed by its terms of reference, which are made available on the Group's website at http://www.cdoth8.com and the Stock Exchange's website at http://www.hkex.com.hk.

The work performed by the Audit Committee for the year ended 31 December 2016 included consideration of the following matters:

- the completeness and accuracy of the 2015 annual report and the 2016 interim financial statements;
- the Group's compliance with statutory and regulatory requirements;
- developments in accounting standards and the effect on the Group;
- the effectiveness of the risk management and internal control systems of the Group;
- the internal control reports submitted by the internal control committee of the Company;
- the internal audit reports submitted by the internal audit team of the Company;
- the audit fees payable to external auditors, the scope and timetable of the audit for year 2016;
- adoption of the procedure to ensure compliance with the deed of non-competitions in favour of the Group

The Audit Committee has been advised that it may seek independent professional advice at the expense of the Company wherever necessary. The Audit Committee is also supported by the members of internal audit team.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board aims to present a balanced, clear and understandable assessment in annual and interim reports, inside information announcements and other financial disclosures required under the Listing Rules and other regulatory requirements.

The Directors have acknowledged their responsibility for the preparation of the accounts for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period.

The statement by the auditor of the Company regarding its reporting responsibilities on the financial statements of the Group is set out in the "Independent Auditor's Report" on pages 50 to 54.

The Directors, having made appropriate reasonable enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and hence decide that it is appropriate to prepare the financial statements set out on pages 55 to 117 on a going concern basis. The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

The basis on which the Company generates or preserves value over the longer term and the strategy for delivering its objectives are explained in the "Management Discussion and Analysis" set out in pages 6 to 11 in this annual report.

The management provides the Board with sufficient explanation and information, such as the Group's major business activities and key financial information, to enable the Board to make an informed assessment of the financial information and position of the Company put before the Board for approval.

The management also provides all directors with monthly updates giving them a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each director to discharge their duties under Rule 3.08 and Chapter 13 of Listing Rules.

Internal Control and Risk Management Systems

The Board is responsible for ensuring that an appropriate effective internal control and risk management system are established and maintained within the Group. Whilst the risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss, the directors acknowledge their responsibility to establish, maintain and review from time to time the effectiveness of the Group's systems of internal control and risk management. The Company establishes an annual risk management and internal control plan every year. Every year, staff at the relevant departments are requested by the Company's internal control task force to do a self-evaluation on internal control, to allow the Company to identify any deficiencies in internal control. Results of the risk management and internal control are reported to the management and independent directors by email on a quarterly basis, and are submitted to the Board half-yearly for the preparation of risk management and internal control report. Being a subsidiary of TCL Corp (the substantial shareholder of the Company), the Company's risk management and internal control systems are annually reviewed by Da Hua Certified Public Accountants, the external auditor engaged by TCL Corp, to determine their effectiveness. The directors, through the Audit Committee, have reviewed the effectiveness of all material aspects of the internal control and risk management systems of the Group, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting function and concluded that the risk management and internal control systems were adequate and effective during the year ended 31 December 2016.

The Group has adopted a set of internal control policies and procedures to ensure proper maintenance of accounting records and reliability of financial reporting, and to ensure compliance with relevant legislation and regulations. The Company prepares a risk checklist with reference to the industry practices and a risk matrix supplied by Deloitte. Based on the risk checklist, the Company conducts periodic or specific examination on its work processes and operations, in order to identify, assess and manage its exposure to risks from operating activities, as well as for process monitoring.

The Company exercises audit control over its business activities by developing corporate mechanisms, management measures and operating guidelines, and creating incompatible posts. In addition, internal control investigations are regularly conducted by the Company's internal control task force. The Company's risk management and internal control systems are regularly reviewed by external audit firms (quality control organisations and auditors).

Certain executive Directors and senior management have been delegated with respective level of authorities and have specific responsibility for monitoring the performance of business operating units. Annual budgets of the Group and quarterly financial reports have been provided to the Board.

Each year, the Audit Committee of the Company reviews the findings made by the external auditors in respect of issues encountered by them in preparation of the audit report, which often cover issues relating to internal control. The Audit Committee also reviews the internal control report submitted by the Company's internal audit team. The Audit Committee will then review the actions performed or the plans to be carried out by the management in addressing the issues. The issues identified and the corresponding remedial plans and recommendations are then submitted to the Board for consideration.

The Company has adopted its own Information Disclosure Guideline (approved by the Board on 19 June 2015) which, among others, set out the procedures and internal controls for handling and dissemination of inside information. The Company has established the Disclosure Executive Committee which has been authorised by the Board to coordinate and organise disclosure of the inside information of the Company.

Internal Audit Functions:

The Company's internal audit team independently reviewed the effectiveness of the Company's risk management and internal control systems, including financial, operational and compliance, in the key activities of the Company's business. The head of the Company's internal audit team reports to the Audit Committee, and submits regular reports for its review in accordance with the approved review and audit mechanisms. The department submits a detailed report at least once a year to the Board for its review and monitors the effectiveness of the system of internal control of the Group.

The Audit Committee reviewed and was satisfied with the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Group's internal audit function.

Connected Transactions:

The Company is committed to ensuring compliance with regulatory requirements under the Listing Rules, applicable laws and regulations in handling connected transactions. Accordingly, the Company implemented various internal control mechanisms to capture and monitor connected transactions to ensure that connected transactions are conducted under normal commercial terms or on terms that are fair and reasonable and properly disclosed and (if necessary) approved by the independent shareholders in accordance with Listing Rules. The connected persons will be required to abstain from voting in the general meetings. Details of the connected transactions of the Company during the year are set out in the Directors' Report.

Auditors' Remuneration

For the Review Period, the remuneration paid for services provided by the auditor is roughly as follows:

Statutory audit services	RMB1,183,000
Non-audit services	RMB343,000

COMPANY SECRETARY

The position of company secretary is held by Ms. CHOY Fung Yee, a practising solicitor of Hong Kong, who is not an employee of the Company. During the year ended 31 December 2016, the Company has assigned Mr. Hui Yuk Fung, the then Vice Director of Corporate Finance and Investor Relations of the Company (and thereafter since his resignation with effect from January 2017, the Vice Director of Finance and Investor Relations of the Company. Ms. Clara SIU and Legal Manger of the Company, Mr. PENG Bo) as the contact person with the company secretary. The company secretary is responsible to the Board and reports to the Board Chairman from time to time. All directors have access to the advice and services of the company secretary to ensure that board procedures, and all applicable laws, rules and regulations are followed.

Since Ms. CHOY was appointed on 25 June 2015, she has to take no less than 15 hours of relevant professional training during the year 2016. She has fulfiled the requirement during the year under review.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Group strives to uphold a high level of corporate transparency and provides full support to the investor relations team by involving senior management in close contact and interactive dialogue with research analysts and institutional investors through different channels including meetings, teleconferences and luncheons. In 2016, the Company also keeps investors abreast of its latest corporate information through releasing monthly shipment data of its core products (and monthly revenue data since February 2017).

Key Investor Events in 2016

Date	Events
15 March 2016	Participated in an investor conference in Hong Kong (organised by Morgan Stanley)
22 April 2016	Participated in an investor conference in Chongqing (organised by Guotai Junan Securities)

The general meetings of the Company provide the best opportunity for communication between the Board and the shareholders.

The Chairman of the Board and chairman of the Remuneration Committee, Nomination Committee and the Audit Committee or, in their absence, other members of the respective committees and, where applicable, the independent Board committee, are available to answer questions at the shareholders' meetings.

All published information, including all the statutory announcements and press releases, is promptly posted on the Group's website at http://www.cdoth8.com. For inquiries and suggestions, please send an email to ir.cdot@tcl.com or cdot@cornerstonescom.com, or directly by raising questions at the general meeting of the Company.

Voting by Poll

The chairman of the meeting would explain the voting procedure and answer any questions from the shareholders regarding voting by poll in the general meetings. The poll voting results of the general meetings were published on the websites of the Stock Exchange and the Company respectively on the same day after the general meetings were held.

Shareholders' Rights to Convene a Special General Meeting

Under bye-law 58 of the Bye-Laws, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Communication with Shareholders and Procedures for Putting Forward Proposals at General Meetings

A shareholders communication policy was formulated and adopted on 25 June 2015 in order to ensure the shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company. The Board has taken appropriate steps to provide effective communication with shareholders.

All published information, including all the statutory announcements and press releases, is promptly posted on the Group's website at http://www.cdoth8.com. Shareholders can also send enquiries and proposals putting forward for shareholders' consideration at shareholder meetings to the Board or senior management.

Investors can submit enquiries to management by sending emails to ir.cdot@tcl.com or cdot@cornerstonescom.com or directly by raising questions at the general meetings of the Company. The Company's dedicated investor relations team takes a proactive approach to communicate with existing and potential investors in a timely manner by making regular face-to-face meetings and conference calls with investors.

Constitutional Documents

During the year under review, no amendment had been made to the Bye-Laws.

Conclusion

Going forward, the Company will continue to work diligently to maintain the highest level of corporate transparency possible. The timely disclosure of relevant corporate information includes annual and interim reports, statutory announcements and press releases are available on the Group's website at http://www.cdoth8.com. Enquiries and proposals to be put forward at shareholder meetings can also be sent to the Board or senior management by contacting the investor relations team via e-mail to ir.cdot@tcl.com or cdot@cornerstonescom.com, or directly through the questions and answers session at shareholder meetings or press conference.

HUMAN RESOURCES

In 2016, the Group embraced its business approach of "progressive revolution and solid foundation". It launched a series of human resources management practices, which serve as a direct and effective support for the Group's strategy implementation, organisational performance improvement and staff development.

Basic Information on Human Resources

As at 31 December 2016, the Group had a total of 3,018 employees. Their distribution is as follows:

China	3,016
Hong Kong	2

Key Efforts on Human Resources

To align with its development strategies, the Group took a range of proactive and corresponding measures to improve its staff appraisal and incentives, recruitment, training and development, strategic communication and morale:

– The Group's remuneration philosophy is "ability-oriented and performance-oriented". The Group has developed a set of tactics to realise its strategic objectives, together with a complementary appraisal and incentive mechanism, which further strengthen results orientation. The Company's profits are shared by staff at all levels, to make its results a common concern among them.

– In light of the development of the industry and the changing competition landscape, the Group has placed more effort on recruitment. In 2016, the Group followed last year's "Eagle Echelon Talent Cultivation Scheme", under which the Group recruited new talents from various tertiary institutions to expand its junior management team. On the other hand, the Company attaches great importance to developing the skills of technical staff. The Group continue to deliver 6 sigma Yellow Belt training courses to its research and development, production and quality control staff. In 2016, 30 technicians from different departments received a 7-month project coaching exercise under the systematic training. They completed 17 projects, which generated an economic benefit of RMB4.75 million in total.

– The Group places a high value on staff training and development. In 2016, the Group delivered 14 internal trainings at company level. The topics covered four areas, namely safety, quality control, professional management / skills, and general studies. The trainings attracted 504 staff members to attend. Senior officers are the backbone of the Group and they act as a bridge for all staff members. Trainings to middle managerial staff are focused on developing their management skills. In 2016, the Group sent 13 department heads to attend the "Creativity and Business Development" training programme in Beijing. The training programme was designed to develop the individual potential of managers, to increase team vitality, cohesion and creativity, to give knowledge to middle managerial staff on modern business management, and to inspire them to fully use their creativity to drive corporate efficiency.

SOCIAL RESPONSIBILITY

School-Enterprise Cooperation

In recent years, the Group has activated a series of "Eagle System" and "P System" training programmes which ensured the Group to source a group of high calibre talents from campus. In 2016, the Group successfully nurtured 33 "eyas". During the 14-day dynamic camp, the eyas were given outbound training and theoretical courses covering more than ten different topics. After the dynamic camp, the Group provided an internship opportunity for students to have training at production lines. The internship allowed trainees to develop a stronger mind and familiarise the product manufacturing process, which laid a foundation for their future career path. In order to ensure the need for technical manpower is met in the course of development, the Company has progressively accelerated the cooperation with tertiary institutions. The Group extended the collaboration with Beijing Normal University, Zhuhai. In summer 2016, the Group selected some outstanding university students to work for the Group as interns for two months. After the internship, top graduate interns will be invited to join the Group. It successfully helps the Group to develop talent reserves for the future.

Charity services and environmental protection

The Group always adheres to a highly responsible attitude towards its employees, customers and the environment. In the entire production process from raw material sourcing to marketing, the Group has put in place strict regulation and control on toxic and hazardous substances. Those substances are prohibited in all production, packaging, distribution and marketing stages, so as to avoid any occurrence of harmful incidents that may cause physical and health injuries to employees, risks to consumers' safety, and destructions to the natural environment. In addition, in order to raise employee awareness over toxic and hazardous substances, the Group organises relevant training programmes for the staff concerned every year.

Moreover, to promote environmental awareness, in March 2016, the Group called for all staff to participate in the tree-planting activity held in Honghua Lake Scenic Area in Huizhou. The staff gave great support and took active participation in the activity, with an aim to make Huizhou a better place.

The Directors are pleased to present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 1 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year ended 31 December 2016.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2016 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 55 to 117.

No interim dividend was paid by the Company for the six months ended 30 June 2016. The Board has recommended a final dividend of 2.00 HK cents per share (2015: Nil) for the year ended 31 December 2016 which is subject to the approval of (i) the proposed cancellation and transfer of the entire amount standing to the credit of the share premium account to the contributed surplus account of the Company, and (ii) the proposed distribution of final dividend by shareholders of the Company at the forthcoming annual general meeting. Details of the proposed resolutions are set out in the circular and notice in respect of the AGM.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2016 is set out on pages 6 to 10 of this annual report. Discussions on non-financial performance including human resources management initiatives are disclosed in the section headed "Human Resources and Social Responsibility" of this annual report.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a review of the business of the Group, discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position, and an indication of the outlook of the business of the Group, is set out under sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 4 to 11 of this Annual Report. Those discussions form part of this Report of the Directors.

COMPLIANCE WITH LAWS AND REGULATIONS

As at 31 December 2016 and up to the end of this report, the Board was unaware of any non-compliance with the relevant laws and regulations that had a significant impact on the Company.

Environmental policy and compliance

The Group devotes to achieve environmental sustainability and incorporates its philosophy of corporate social responsibility into daily operations. The Group operates its in-house manufacturing facilities in compliance with all applicable local environmental regulations.

The Group encourages to protect the environment. To promote environmental awareness among employees, new staff shall attend induction training for energy saving. During 2016, the Group improved its management efficiency and implemented various energy saving measures, which effectively reduced the use of resources and further created a safe and healthy workplace and living environment for its staff.

The Group continuously implements fine-tuned strategy to shoulder its corporate environmental, social and ethical responsibility and improve corporate governance, in an effort to create greater value for all of the Group's stakeholders including shareholders, customers and employees as well as the communities where it operates.

The Environmental, Social and Governance Report of the Company for the year ended 31 December 2016 prepared in accordance with Appendix 27 to the Listing Rules will be published separately pursuant to the requirements under Appendix 27 to the Listing Rules.

Relationship with employees, customers and suppliers

The Group recognises maintaining good and stable relationship with employees, customers and business partners is key for the sustainable development of the Group. Therefore, the Group is committed to establishing close and harmonious relationship with its employees, and its manpower remains relatively stable. The Group keeps good partnership with its top three customers. During the year, the Group's largest customer and the top five customers contributed approximately 29% and 81% (for the eighteen months ended 31 December 2015: 49% and 83%) to the revenue of the Group, respectively. The Group's largest supplier and the top five suppliers accounted for approximately 24% and 36% (for the eighteen months ended 31 December 2015: 10% and 33%) of the purchases of the Group, respectively.

Major customers

The Group's major customers are all from consumer mobile device industry, which is characterised by its cycles of integration and emergence of new brands. Any loss of or changes in market position of any of these customers may materially and adversely affect the business, financial conditional and operating results of the Group. In light of this, the Group adopts the following strategies to reduce the risk from reliance on one single customer. On one hand, the Group strengthens the relationship with its existing customers. Among the top three customers, the largest customer is a subsidiary of TCL Corp, the ultimate controlling shareholder of the Company, and has established solid partnership with the Group over the years. The remaining two top customers also make relatively stable contribution to the revenue of the Group. On the other hand, the Group endeavours to increase sales and acquire new customers by improving product mix and integrating industry chain. On top of the existing solid customer base, 8% of the Group's revenue was attributable to new customers engaged in 2016.

The Group's trading terms with its customers are mainly on credit, except for certain customers, where payment in advance is normally required. The credit period is generally 30 to 90 days, depending on the size and credibility of the customers. Each customer has a credit limit. The Group also maintains credit insurance for trade receivables from customers.

Supply chain

There are numerous suppliers providing materials required for the Group's production and other businesses operations. However, the Group can only rely on a limited number of suppliers for certain materials. Failure of suppliers to timely deliver adequate production materials may disrupt the Group's production process, and hence adversely affect to the business and financial performance of the Group. The Group therefore adopts multiple sourcing policy and strategic inventory management to ensure sufficient supply of materials for production.

Market competition

Substantially all of the Group's revenue are attributable to the revenue from smartphone display modules for consumer mobile device market. Therefore, the general state of the global economy, market condition and consumers' behaviour may have significant impact on the operating results and financial condition of the Group. The global market for the Group's products and services is highly competitive and is subject to ever-changing technological advancements, market development, changes in customer needs, evolving industry standards, and frequent product launches and upgrades. To eliminate this risk, the Group continues its efforts on research and development to broaden its product and technology platforms and enhance its product competitiveness, which enable the Group to extend its reach to different end products so as to diversify its source of revenue and profit, and in turn, reduce its dependency on one single product. In addition, the Group continues to strengthen its customer relationship and refine its sales strategy, in order to maintain robust profitability of the Group.

Significant risks and uncertainties

Some significant risk and uncertainties affecting the Group are outlined above. They are not exhaustive and there may be other additional risks and uncertainties which are now unknown or immaterial to the Group but could become material in future.

FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 118. This summary does not form part of the audited financial statements.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 16 June 2017, Friday to 22 June 2017, Thursday (both dates inclusive), for the purposes of determining the entitlements of the shareholders of the Company to attend and vote at the AGM. No transfer of the shares may be registered during the said period. In order to qualify to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 15 June 2017, Thursday.

The register of members of the Company will be closed from 28 June 2017, Wednesday to 3 July 2017, Monday (both dates inclusive), for the purpose of determining the entitlements of the shareholders of the Company to the proposed final dividend upon passing of relevant resolution. No transfer of shares may be registered during the said period. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 27 June 2017, Tuesday.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2016 are set out in note 14 to the financial statements.

SHARES ISSUED IN THE YEAR

Details of the Shares issued during the year ended 31 December 2016, together with the reasons therefore are set out in note 24 to the financial statements.

REPORT OF THE DIRECTORS

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws or the laws of Bermuda ("Bermuda Law") which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2016.

RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2016 are set out in note 35 to the financial statements and the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2016, the Company did not have any reserves available for distribution. The proposed reduction and transfer of the entire amount standing to the credit of the share premium account to the contributed surplus account of the Company is subjected to the approval of the AGM. Under the Company Law, a company may made distribution to its shareholders out of contributed surplus.

CHARITABLE CONTRIBUTIONS

During the year ended 31 December 2016, the Group did not make any charitable contributions.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 December 2016 attributable to the Group's major suppliers and customers are as follows:

Purchases

– the largest supplier	24%
– the five largest suppliers combined	36%

Sales

– the largest customer	29%
– the five largest customers combined	81%

None of the Directors of the Company, their associates or shareholders (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 or five largest suppliers.

DIRECTORS

The Directors of the Company during the year ended 31 December 2016 and up to the date of this report were:

Non-Executive Directors

Mr. LIAO Qian (Chairman) *(appointed on 1 January 2017)*
Mr. YUAN Bing (Chairman) *(resigned on 1 January 2017)*

Executive Directors

Mr. LI Yuguo (Chairman) *(resigned on 10 March 2016)*
Mr. LI Jian (CEO)
Mr. OUYANG Hongping
Ms. YANG Yunfang
Mr. ZHAO Yong *(appointed on 10 March 2016)*

Independent Non-Executive Directors

Ms. HSU Wai Man Helen
Mr. XU Yan
Mr. LI Yang

Mr. LI Yuguo resigned as a Director of the Company with effect from 10 March 2016 due to his other personal commitments which require more of his dedication and time commitment. Mr. LI confirmed that he has no claim whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there is no disagreement with the Board and there is no matter relating to his resignation that need to be brought to the attention of the shareholders of the Company.

Mr. YUAN Bing resigned as a Director of the Company with effect from 1 January 2017 due to his other personal commitments which require more of his dedication and time commitment. Mr. YUAN confirmed that he has no claim whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there is no disagreement with the Board and there is no matter relating to his resignation that need to be brought to the attention of the shareholders of the Company.

According to bye-law 83(2) of the Bye-laws, any person appointed as a Director to fill a casual vacancy on the Board shall hold office until the first general meeting of members of the Company after his appointment and be subject to re-election at such meeting.

Given Mr. LIAO Qian was appointed on 1 January 2017 to fill the casual vacancy arising from the resignation of Mr. YUAN Bing, Mr. LIAO Qian shall hold office until the forthcoming AGM, being the first general meeting of members of the Company after his appointment, and be subject to re-election at the forthcoming AGM.

According to bye-law 84(1) of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or if their number is not a multiple of three (3), then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

According to bye-law 84(2) of the Bye-laws, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to bye-law 83(2) of the Bye-laws shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Ms. HSU Wai Man Helen, Mr. XU Yan and Mr. LI Yang shall retire and, being eligible, offer themselves for re-election at the forthcoming AGM.

The proposed re-election of each of Mr. LIAO Qian, Ms. HSU Wai Man Helen, Mr. Xu Yan and Mr. LI Yang will be considered by separate resolutions at the forthcoming AGM. An ordinary resolution will also be proposed at the forthcoming AGM for the purpose of authorizing the Board to fix their remuneration.

REMUNERATION OF DIRECTORS, SENIOR MANAGEMENT AND THE FIVE HIGHEST PAID INDIVIDUALS

The Company has received from each of its independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

Particulars of the remuneration of the Directors and the five highest paid individuals (including senior management) during the financial year are set out in notes 9 and 10 to the financial statements, respectively.

EMOLUMENT POLICY AND LONG-TERM INCENTIVE SCHEMES

Please refer to the Corporate Governance Report contained on pages 16 to 32 of this annual report for the Group's emolument policy and long-term incentive schemes, as well as the basis for determining the remuneration payable to the directors.

PENSION SCHEMES

Particulars of the Group's pension schemes are set out in note 3.3 to the financial statements.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 12 to 15 of this annual report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

None of the Directors or their associates had a material interest, either directly or indirectly, in any transactions, arrangements and contract of significance to the business of the Group to which the Company, or any of its subsidiaries, holding companies or fellow subsidiaries was a party during the year ended 31 December 2016.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2016, the interests and/or short position of the Directors and chief executives of the Company in shares in the Company ("Shares"), underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571, Laws of Hong Kong) ("SFO"), which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules were as follows:

Interests in the Company – Long Positions

Name of Director	Number of Ordinary Shares Held Personal Interest	 Other Interest (Note 1)	Number of Shares Held under Equity Derivatives (Note 2)	Total	Approximate Percentage of Issued Share Capital of the Company (Note 3)
YUAN Bing	–	–	11,514,998	11,514,998	0.57%
LI Jian	12,179,037	2,582,249	11,514,998	26,276,284	1.29%
OUYANG Hongping	8,007,998	2,010,000	9,076,528	19,094,526	0.94%
YANG Yunfang	4,993,821	1,545,000	6,976,734	13,515,555	0.67%
ZHAO Yong	10,946,145	–	5,757,499	16,703,644	0.82%
HSU Wai Man, Helen	–	–	260,000	260,000	0.01%
XU Yan	–	–	260,000	260,000	0.01%
LI Yang	–	–	260,000	260,000	0.01%

Notes:

1. These interests are restricted shares granted to the relevant Directors under a restricted share award scheme of the Company and were not vested as at 31 December 2016.

2. These equity derivatives were outstanding share options granted to the relevant Directors under a share option scheme of the Company.

3. Such percentage was calculated based on the number of Shares and underlying Shares of the Company in which the relevant Director was interested as notified to the Company and disclosed on the website of the Stock Exchange pursuant to Part XV of the SFO, against the number of issued Shares of the Company as at 31 December 2016, being 2,031,368,800 Shares in issue.

Save as disclosed above, as at 31 December 2016, none of the Directors nor the chief executives of the Company had registered an interest and/or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were required to be recorded pursuant to Section 352 of the SFO; or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDER'S AND OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2016, the interests and short positions of the person (other than a director or chief executive of the Company) in the shares or underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Long position in shares of the Company

Name of Shareholder	Nature of Interest	Number of Shares held	Approximate percentage of issued share capital of the Company (Note 3)
TCL Corp	Interest of controlled corporation	758,168,772 (Note 1)	37.32%
Mr. LAU Tom Ko Yuen	Interest of controlled corporation	156,930,029 (Note 2)	7.73%

Notes:

1. For the purpose of the SFO, TCL Corp is deemed to be interested in 758,168,772 Shares, of which (i) 11,156,272 Shares are directly held by T.C.L. Industries Holdings (H.K.) Limited, its wholly owned subsidiary and (ii) 747,012,500 Shares are indirectly held through TCL Intelligent Display Holdings Limited, a wholly owned subsidiary of T.C.L. Industries Holdings (H.K.) Limited which in turn is wholly owned by TCL Corp.

2. For the purpose of the SFO, Mr. LAU Tom Ko Yuen is deemed to be interested in 156,930,029 Shares directly held by Rally Praise Limited, a wholly owned subsidiary of Empire City International Limited, which is in turn wholly owned by Mr. LAU Tom Ko Yuen.

3. Such percentage was calculated based on the total number of Shares in which each of the substantial shareholders was interested as disclosed on the website of the Stock Exchange against the issued share capital of the Company as at 31 December 2016, being 2,031,368,800 Shares.

Save as disclosed above, as at 31 December 2016, the Directors were not aware of any other persons who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions in Division 2 and 3 of Part XV of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme and Share Award Scheme as disclosed under the heading "Share Option Scheme" and "Share Award Scheme". at no time during the year ended 31 December 2016 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or his/her spouse or children under 18 years of age, or were any such rights exercised by them; nor was the Company, or any of its subsidiaries, holding companies or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

By way of a resolution of the shareholders of the Company passed on the further special general meeting of the Company on 11 March 2015, the Company adopted a share option scheme ("Share Option Scheme") with effect from the resumption of trading in the Company's shares on the Stock Exchange on 25 June 2015, the purpose of which is to recognise and motivate the contribution of the eligible participants and to provide incentives and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct economic interest in attaining the long term business objectives of the Group.

The major terms of the Share Option Scheme, in conjunction with the requirements of Chapter 17 of the Listing Rules, are as follows:

1. The participants of the Share Option Scheme are the employees of the Company or any of its subsidiaries (including any executive and non-executive Director or proposed executive and non-executive Director of the Company), adviser, consultant, agent, contractor, client or supplier of any member of the Group or any other person whom the Board in its sole discretion considers may contribute or have contributed to the Group.

2. The total number of shares of the Company which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of approval of each of the Share Option Scheme. The 10% limit may be refreshed with the approval by ordinary resolution of the shareholders. The maximum number of shares of the Company which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time. As at 31 December 2016, the number of shares of the Company available for issue in respect thereof was 172,149,980 shares, representing approximately 8.47% of the then issued shares of the Company.

3. The total number of shares of the Company issued and to be issued upon exercise of share options (whether exercised or outstanding) granted under the Share Option Scheme in any 12-month period to each grantee must not exceed 1% of the shares of the Company in issue.

4. The exercise period of any share option granted under the Share Option Scheme shall be determined by the Board but such period must not exceed ten years from the date of grant of the relevant share option.

5. The Share Option Scheme do not specify any minimum holding period but the Board has the authority to determine the minimum period for which a share option in respect of some or all of the shares forming the subject of the share options must be held before it can be exercised.

6. The acceptance of an offer of the grant of the respective share options must be made within 5 business days from the date of offer with a non-refundable payment of HK$1.00 from each grantee.

7. The exercise price of a share option to subscribe for shares of the Company shall not be less than the following prices, whichever is higher:

   – the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; and

   – the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

The Share Option Scheme shall be valid and effective for a period of ten years commencing on 25 June 2015.

REPORT OF THE DIRECTORS

The Directors have estimated the values of the share options granted, calculated using the binomial option pricing model as at the date of grant of the share options as set out in note 26 to the financial statements in this annual report, which are subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself.

As at 31 December 2016, total number of Shares of the Company that could be issued upon exercise of (i) all outstanding share options and; (ii) all share options that could be granted under the then available scheme mandate limit was 251,468,970 Shares, which represented about 12.38% of the issued share capital of the Company as at 31 December 2016.

Movements of the share options under the Share Option Scheme during the year ended 31 December 2016 are as follows:

	Number of share options									
Name or category of participant	As at 1 January 2016	Granted during the period	Exercised during the period	Cancelled during the period	Forfeited during the period	As at 31 December 2016	Date of grant of share options	Closing price of Shares immediately before the date of grant of share options HK$	Exercise price of share options HK$	Exercise period of share options
YUAN Bing	–	11,514,998	–	–	–	11,514,998	18 March 2016	0.73	0.74	Note 1
LI Jian	–	11,514,998	–	–	–	11,514,998	18 March 2016	0.73	0.74	Note 1
OUYANG Hongping	–	9,076,528	–	–	–	9,076,528	18 March 2016	0.73	0.74	Note 1
YANG Yunfang	–	6,976,734	–	–	–	6,976,734	18 March 2016	0.73	0.74	Note 1
ZHAO Yong	–	5,757,499	–	–	–	5,757,499	18 March 2016	0.73	0.74	Note 1
HSU Wai Man, Helen	–	260,000	–	–	–	260,000	18 March 2016	0.73	0.74	Note 1
XU Yan	–	260,000	–	–	–	260,000	18 March 2016	0.73	0.74	Note 1
LI Yang	–	260,000	–	–	–	260,000	18 March 2016	0.73	0.74	Note 1
Other employees of the Group	–	29,226,730	–	–	1,285,996	27,940,734	18 March 2016	0.73	0.74	Note 1
Employees of TCL Group (Note 2)	–	5,757,499	–	–	–	5,757,499	18 March 2016	0.73	0.74	Note 3

Notes:

1. (i) 50% of such share options are exercisable commencing from 18 December 2016 to 17 March 2022; (ii) 30% of such share options are exercisable commencing from 18 December 2017 to 17 March 2022; and (iii) the remaining 20% of such share options are exercisable commencing from 18 December 2018 to 17 March 2022. In any event, no share option can be exercised after 17 March 2022.

2. This represents participants who have contributed to the Group and who are also employees of TCL Corp (the ultimate controlling shareholder of the Company) and/or its subsidiaries.

3. Subject to the fulfillment of the conditions that the relevant holder (i) has paid the costs incurred or to be incurred by the Company for the relevant part of the share options and (ii) remains to be an employee of TCL Group on 31 December 2016, 31 December 2017 and 31 December 2018 respectively, (a) 50% of such share options are exercisable commencing from 18 December 2016 to 17 March 2022; (b) 30% of such share options are exercisable commencing from 18 December 2017 to 17 March 2022; and (c) the remaining 20% of such share options are exercisable commencing from 18 December 2018 to 17 March 2022. In any event, no share option can be exercised after 17 March 2022.

SHARE AWARD SCHEME

The Board on 17 March 2016 resolved to adopt the share award scheme (the "Share Award Scheme"), for the purposes of providing incentives to the participants under Share Award Scheme. The share award scheme was subsequently approved by the special general meeting on 11 May 2016.

Pursuant to the terms of the Share Award Scheme, the Board may, from time to time, at its sole and absolute discretion designate an award ("Award" and collectively "Awards") to be made to a selected participant ("Selected Person" and collectively "Selected Persons"). Participants of the Share Award Scheme cover any employee, adviser, consultant, agent, contractor, client or supplier of any member of the Group and any employee or officer of any affiliated company whom the Board in its sole discretion considers may contribute or have contributed to the Group.

Awards may be satisfied by (i) existing shares to be acquired by the trustee engaged by the Company for the purpose of administrating the Share Award Scheme (the "Trustee"), from the market, or (ii) new shares to be allotted and issued to the Trustee by the Company, in both case the costs of which will be borne by the Company, and will be held on trust by the trustee for the Selected Persons until the end of each vesting period subject to fulfilment of the vesting conditions (if any) in accordance with the provisions of the Share Award Scheme. For further details, please see note 25 to the financial statements.

Movements in the number of the Company's Awarded Shares under the Share Award Scheme during the year are as follows:

	Number of awarded shares						
Name or category of participant	At 1 January 2016	Granted during the year	Vested during the year	At 31 December 2016	Date of grant	Vesting date	Fair value HK$ per share
Executive directors							
Mr. Li Jian	–	2,582,250	2,582,250	–	11-5-16	18-12-16	0.82
	–	2,582,249	–	2,582,249	11-5-16	18-12-17	0.82
	–	5,164,499	2,582,250	2,582,249			
Mr. Ouyang Hongping	–	2,010,000	2,010,000	–	11-5-16	18-12-16	0.82
	–	2,010,000	–	2,010,000	11-5-16	18-12-17	0.82
	–	4,020,000	2,010,000	2,010,000			
Ms. Yang Yunfang	–	1,545,000	1,545,000	–	11-5-16	18-12-16	0.82
	–	1,545,000	–	1,545,000	11-5-16	18-12-17	0.82
	–	3,090,000	1,545,000	1,545,000			
	–	12,274,499	6,137,250	6,137,249			
Other employees in aggregate	–	19,685,222	19,685,222	–	11-5-16	18-12-16	0.82
	–	19,685,223	–	19,685,223	11-5-16	18-12-17	0.82
	–	39,370,445	19,685,222	19,685,223			
	–	51,644,944	25,822,473	25,822,472			

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2016, the Group entered into a number of continuing connected transactions with TCL Corp (being the ultimate controlling shareholder of the Company) and its subsidiaries (being an associate (as defined in the Listing Rules) of TCL Corp) (collectively, the "TCL Group").

The Group carried out the following continuing connected transactions (other than continuing connected transactions that are fully exempted under Rule 14A.73 of the Listing Rules) during the year ended 31 December 2016:

(a) Pursuant to the Master Sale and Purchase Agreement dated 17 April 2015 entered into between the Company and TCL Corp for a three-year term commencing from 17 April 2015, the Group (i) purchased materials which are produced or manufactured in the PRC for its products from TCL Group amounting to RMB55,651,000, and (ii) sold products to TCL Group amounting to RMB1,065,397,000, during the year ended 31 December 2016;

(b) Pursuant to the Master Sourcing and Import Handling Services Agreement dated 17 April 2015 entered into between the Company and TCL Corp for a three-year term commencing from 17 April 2015, the Group (i) purchased imported materials from TCL Group and (ii) utilised the sourcing and import handling services provided by TCL Group.

During the year ended 31 December 2016, the Group paid RMB1,114,000 for the imported materials and administrative fee amounting to RMB10,000 for the sourcing and import handling services.

(c) Pursuant to the Master Financial Services Agreement dated 17 April 2015 entered into among the Company, TCL Corp and TCL Finance Company Limited ("Finance Company", a non-wholly owned subsidiary of TCL Corp) for a three-year period commencing from 17 April 2015, the Company may from time to time utilise the financial services provided by the Finance Company including deposit services and other financial services.

During the year ended 31 December 2016, the maximum total outstanding daily balance of deposits (including interest receivables in respect of these deposits) due from the Finance Company was RMB370,520,000 and a fee and commission of RMB1,542,000 in respect of other financial services has been paid by the Group.

Further details of the aforesaid continuing connected transactions (a)-(c) were set out in the circular of the Company dated 30 June 2014 and the supplemental circular of the Company dated 16 February 2015.

(d) Pursuant to the Master Factoring Agreement dated 1 April 2016 entered into between the Company, TCL Corp and TCL Commercial Factoring (Shenzhen) Co. Ltd ("Factoring Co", an associate of TCL Corp) for a term commencing from 16 June 2016 to 31 December 2018, Factoring Co has provided factoring services to the Group ("Factoring Services") and the Group has provided promotion services to Factoring Co ("Promotion Services").

During the year ended 31 December 2016, the Group paid nil as service fees to Factoring Co for the Factoring Services provided by Factoring Co, and received nil from Factoring Co as service fees for the Promotion Services provided by the Group.

Further details of the Master Factoring Agreement were set out in the circular of the Company dated 25 May 2016.

(e) Pursuant to the Short-Term Lease (2016) Agreement dated 25 February 2016 and Lease (2016) Agreement dated 28 April 2016 both entered into between TCL Display and Huizhou TCL Mobile Communication Co. Ltd. ("TCL Mobile Communication", an associate of TCL Corp), TCL Display agreed to lease the plant located in Huizhou, the PRC from TCL Mobile Communication for the term from 1 January 2016 to 30 April 2016, and 1 May 2016 to 31 December 2016 (automatically renewable for a further term of 1 year up to 31 December 2017) respectively.

The total rent borne by TCL Display under (i) the Short-Term Lease (2016) Agreement amounted to RMB2,293,000 during the period from 1 January 2016 to 30 April 2016; and (ii) the Lease (2016) Agreement amounted to RMB4,234,000 during the period from 1 May 2016 to 31 December 2016.

Further details of the Lease (2016) Agreement and Short-Term Lease (2016) Agreement were set out in the announcement of the Company dated 28 April 2016.

(f) Pursuant to the Licence Agreement (Hong Kong Science Park) dated 1 December 2016 entered into between the Company and TCL Corporate Research (Hong Kong) Co., Limited ("TCL Corporate Research", an indirect wholly-owned Subsidiary of TCL Corp) for a period commencing from 1 December 2016 to 31 December 2018. TCL Corporate Research has granted a licence to the Company to use certain premises at Hong Kong Science Park.

The total licence fee paid by the Company under the Licence Agreement (Hong Kong Science Park) amounted to RMB544,000 during the period under review.

Further details of the Licence Agreement (Hong Kong Science Park) were set out in the announcement of the Company dated 1 December 2016.

The related party transactions set out in note 30 to the financial statements include transactions that constitute connected/ continuing connected transactions. The Directors of the Company confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules (If applicable).

The independent non-executive Directors of the Company have confirmed that the above-mentioned continuing connected transactions were entered into: (i) in the ordinary and usual course of the Group's business; (ii) in accordance with the terms of the respective agreements governing such transactions on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole; and (iii) either on normal commercial terms or on terms no less favorable to the Group than those available to or from independent third parties.

Ernst & Young, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

COMPLIANCE WITH THE DEED OF NON-COMPETITION

During the year, none of the controlling shareholders of TCL Corp and Mr. LAU Tom Ko Yuen, nor any of their respective associates is a director or a shareholder of any business apart from the business of the Group which competes or likely to compete, either directly or indirectly, with the business of the Group.

DISCLOSURES PURSUANT TO RULES 13.21 AND 13.22 OF THE LISTING RULES

The Board is not aware of any circumstances resulting in the responsibility of disclosure under Rules 13.21 and 13.22 of the Listing Rules.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year ended 31 December 2016 and up to the date of this report, none of the Directors has any interest in business, which competes or may compete with the business of the Group.

MANAGEMENT CONTRACT

Save for employment contracts, no contracts concerning the management and administration of the whole or any principal business of the Company were entered into or subsisted during the year ended 31 December 2016.

PERMITTED INDEMNITY PROVISION

The Bye-laws provides that each Director or other officer of the Company shall be entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities which he or she may incur or sustain in or about the execution of the duties of his or her office or otherwise in relation thereto. In addition, the Company has maintained appropriate Directors and officers liability insurance in respect of relevant legal actions against the Directors.

Such permitted indemnity provisions have been in force throughout the year ended 31 December 2016 and is currently in force at the time of approval of this report.

EQUITY-LINKED AGREEMENTS

Set out below are the equity-linked agreements entered into by the Company or subsisted during the year ended 31 December 2016:

Placing Agreement

In order to raise additional capital and to strengthen the Company's financial position while broadening its Shareholders' base and improving the liquidity in the trading of the Company's Shares, on 2 June 2016, the Company and UOB Kay Hian (Hong Kong) Limited (the "Placing Agent") entered into a placing agreement ("Placing Agreement") pursuant to which the Company has conditionally agreed to place, through the Placing Agent on a best effort basis, up to a maximum of 258,224,000 ordinary shares ("Placing Shares") to the placees at the placing price of HK$0.62 per Placing Share ("Placing").

The placing price of HK$0.62 represents a discount of approximately 17.77% to the benchmarked price of the Shares, which is the higher of (i) the closing price of HK$0.75 as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) the average closing price of HK$0.754 for the last five trading days immediately prior to the date of the Placing Agreement.

Completion of the Placing is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Placing Shares (and such listing and permission not subsequently revoked prior to the closing date i.e. 16 June 2016).

Completion of the Placing took place on 16 June 2016 upon which an aggregate of 258,224,000 Placing Shares have been placed by the Placing Agent and were allotted and issued to not less than six placees at the placing price of HK$0.62 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The aggregate nominal value of the Placing Shares were HK$25,822,400, the net proceeds raised per Placing Share was approximately HK$0.61 per Placing Share.

Save for the aforesaid equity-linked agreement, the Share Option Scheme and the Share Award Scheme, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year ended 31 December 2016 or subsisted at the end of the said period.

CORPORATE GOVERNANCE

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 16 to 32 in this annual report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted a code of conduct regarding Directors' securities transactions on the same terms as set out in the Model Code. Having made specific enquiry with all Directors, the Directors confirmed that they have complied with the standard set out in the Model Code and the Company's code of conduct regarding Directors' securities transactions during the year ended 31 December 2016.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors of the Company, at least 25% of the Company's total number of issued Shares was held by the public for the year ended 31 December 2016 and up to the date of this annual report.

AUDIT COMMITTEE

The Company has an audit committee for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises three members, namely, Ms. HSU Wai Man, Helen (as the chairlady), Mr. XU Yan and Mr. LI Yang, all of whom are independent non-executive Directors of the Company. The Group's results for the year ended 31 December 2016 have been reviewed by the audit committee, which is of the opinion that the preparation of such financial information complies with the applicable accounting standards, the requirements under the Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming AGM.

ON BEHALF OF THE BOARD

LIAO Qian
Chairman

Hong Kong
21 March 2017

INDEPENDENT AUDITOR'S REPORT

EY 安永

To the shareholders of China Display Optoelectronics Technology Holdings Limited (formerly known as "TCL Display Technology Holdings Limited")
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of China Display Optoelectronics Technology Holdings Limited (formerly known as "TCL Display Technology Holdings Limited") (the "Company") and its subsidiaries (the "Group") set out on pages 55 to 117, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
Inventory provision	
The Group is principally engaged in the research and development, manufacture, sales and distribution of liquid crystal display ("LCD") modules. The Group's inventories are subjected to the significant risk of obsolescence accompanying with the rapid technology development of LCD modules industry. Significant management judgement was accordingly involved when determining the extent of write-down of inventories to net realizable value. The management is required to estimate the respective future selling prices and selling costs to determine if any provision should be made or should be reversed. Details of the inventory provision are disclosed in note 4 and note 7 to the financial statements.	We assessed the process and methods used by the management to develop the provision for slow moving or obsolete inventories. Our assessment included evaluating management's inventory aging profiles, selecting samples covering each aging period of the aging reports and agreeing to the original goods receipt notes and invoices to evaluate the aging period in the aging profiles. We also evaluated management's estimation developed in inventory net realisable value test by comparing the forecast sales price to existing contracts and recent market prices. Furthermore, we considered the subsequent sales trend analysis and assessed the management's sales plan.
Deferred tax assets	
The Group recorded net deferred tax assets in the financial statements resulting from temporary differences relating to impairment provision, government subsidies, accrued liabilities and depreciation of property, plant and equipment. The extent to the recognition of deferred tax assets in the financial statements are subject to the forecasting future taxable profits, this increased the level of judgement and estimation uncertainty. Details of the deferred tax assets are disclosed in note 4 and note 23 to the financial statements.	We evaluated management's assumptions to determine the recoverable amount based on the relevant tax jurisdiction. We involved our tax specialists to evaluate the temporary differences and we re-calculated deferred tax assets based on these temporary differences and compared to that from the management's estimation. We also considered the Company's approved business plans.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
Impairment of trade receivable	
Impairment of trade receivable was made based on assessment of the recoverability of receivables due from customers. Majority of the Group's customers are LCD retailers or wholesalers. The Group is subject to significant credit risk since it is the market practice to grant long credit terms to these LCD retailers and wholesalers. The management had focus on the aging analysis report, the financial condition of its customers, the ongoing and potential disputes and the payment histories when making the estimation on the provision of impairment of trade receivables. Details of the impairment of trade receivables are disclosed in note 4 and note 16 to the financial statements.	We tested the Group's provisions against trade receivables by comparing to the Group's historical slow paying customers, collection experience and the financial condition of each key customer. We also obtained direct confirmations from the key customer receivable balances and considered any significant reconciling items.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA 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.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chan Yuen Tao.

Ernst & Young
Certified Public Accountants
Hong Kong
21 March 2017

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2016

	Notes	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
REVENUE	6	**3,678,153**	3,688,161
Cost of sales		**(3,472,630)**	(3,398,545)
Gross profit		**205,523**	289,616
Other income and gains	6	**51,971**	59,351
Selling and distribution expenses		**(36,267)**	(53,724)
Administrative expenses		**(73,907)**	(83,770)
Listing expense		**–**	(142,151)
Other expenses		**(4,596)**	(662)
Finance costs	8	**(20,239)**	(9,939)
PROFIT BEFORE TAX	7	**122,485**	58,721
Income tax expense	11	**(31,375)**	(32,312)
PROFIT FOR THE YEAR/PERIOD		**91,110**	26,409
Attributable to:			
Owners of the parent		**91,110**	26,409
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	13		
Basic		**RMB4.89 cents**	RMB3.37 cents
Diluted		**RMB4.89 cents**	RMB2.70 cents

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2016

	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
PROFIT FOR THE YEAR/PERIOD	**91,110**	26,409
OTHER COMPREHENSIVE INCOME/(LOSS)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	**906**	(4,633)
Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods	**906**	(4,633)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR/PERIOD, NET OF TAX	**906**	(4,633)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR/PERIOD	**92,016**	21,776
Attributable to:		
Owners of the parent	**92,016**	21,776

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2016

	Notes	**31 December 2016 RMB'000**	31 December 2015 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	**193,281**	164,171
Intangible assets		**67**	78
Deposits paid for purchase of items of property, plant and equipment	17	**43,279**	10,345
Deferred tax assets	23	**17,564**	18,477
Total non-current assets		**254,191**	193,071
CURRENT ASSETS			
Inventories	15	**367,086**	158,213
Trade and bills receivables	16	**990,452**	597,538
Prepayments, deposits and other receivables	17	**44,344**	98,663
Cash and cash equivalents	18	**464,889**	286,605
Total current assets		**1,866,771**	1,141,019
CURRENT LIABILITIES			
Trade and bills payables	19	**1,319,937**	810,176
Other payables and accruals	20	**192,363**	173,944
Interest-bearing bank borrowings	21	**120,000**	137,185
Tax payable		**52,186**	35,795
Total current liabilities		**1,684,486**	1,157,100
NET CURRENT ASSETS/(LIABILITIES)		**182,285**	(16,081)
TOTAL ASSETS LESS CURRENT LIABILITIES		**436,476**	176,990
NON-CURRENT LIABILITIES			
Deferred income		**5,740**	13,405
Bonds payable	22	**62,608**	58,646
Total non-current liabilities		**68,348**	72,051
Net assets		**368,128**	104,939

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2016

	Notes	**31 December 2016 RMB'000**	31 December 2015 RMB'000
Net assets		**368,128**	104,939
EQUITY			
Equity attributable to owners of the parent			
Share capital	24	**165,065**	138,561
Reserves	27	**203,063**	(33,622)
Total equity		**368,128**	104,939

Li Jian
Director

Yang Yunfang
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2016

	Share capital RMB'000 (note 24)	Convertible bond reserve RMB'000	Share premium account RMB'000	Capital reserve RMB'000 (note 27)	Statutory surplus reserve RMB'000 (note 27)	Exchange fluctuation reserve RMB'000	Retained profits/ (accumulated losses) RMB'000	Total equity RMB'000
At 1 July 2014	60,880	–	–	39,149	17,403	–	13,760	131,192
Profit for the period	–	–	–	–	–	–	26,409	26,409
Other comprehensive loss for the period:								
Exchange differences related to foreign operations	–	–	–	–	–	(4,633)	–	(4,633)
Total comprehensive income for the period	–	–	–	–	–	(4,633)	26,409	21,776
Acquisition of a subsidiary	29,927	157,326	–	(117,119)	–	–	–	70,134
Conversion of the convertible bonds	47,754	(157,326)	109,572	–	–	–	–	–
Transfer from retained profits	–	–	–	–	17,079	–	(17,079)	–
Dividends recognised as distribution (note 12)	–	–	–	–	–	–	(118,163)	(118,163)
At 31 December 2015	**138,561**	**–**	**109,572**	**(77,970)**	**34,482**	**(4,633)**	**(95,073)**	**104,939**

	Share capital RMB'000 (note 24)	**Share premium account RMB'000 (note 24)**	**Capital reserve RMB'000 (note 27)**	**Share option reserve RMB'000 (note 26)**	**Awarded share reserve RMB'000 (note 25)**	**Statutory surplus reserve RMB'000 (note 27)**	**Exchange fluctuation reserve RMB'000**	**Accumulated losses RMB'000**	**Total equity RMB'000**
At 1 January 2016	**138,561**	**109,572**	**(77,970)**	**–**	**–**	**34,482**	**(4,633)**	**(95,073)**	**104,939**
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**91,110**	**91,110**
Other comprehensive loss for the year:									
Exchange differences on translation of foreign operations	**–**	**–**	**–**	**–**	**–**	**–**	**906**	**–**	**906**
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**–**	**–**	**906**	**91,110**	**92,016**
Issue of shares	**22,071**	**114,766**	**–**	**–**	**–**	**–**	**–**	**–**	**136,837**
Share issue expenses	**–**	**(3,154)**	**–**	**–**	**–**	**–**	**–**	**–**	**(3,154)**
Equity-settled share option arrangements	**–**	**–**	**–**	**12,604**	**–**	**–**	**–**	**–**	**12,604**
Issue of new shares under Share Award Scheme	**4,433**	**–**	**–**	**–**	**(4,433)**	**–**	**–**	**–**	**–**
Share Award Scheme arrangements	**–**	**–**	**–**	**–**	**24,886**	**–**	**–**	**–**	**24,886**
Release of vested awarded shares	**–**	**15,574**	**–**	**–**	**(15,574)**	**–**	**–**	**–**	**–**
Transfer from retained profits	**–**	**–**	**–**	**–**	**–**	**9,151**	**–**	**(9,151)**	**–**
At 31 December 2016	**165,065**	**236,758***	**(77,970)***	**12,604***	**4,879***	**43,633***	**(3,727)***	**(13,114)***	**368,128**

* These reserve accounts comprise the positive reserves of RMB203,063,000 (31 December 2015: negative reserves of RMB33,622,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2016

	Notes	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**122,485**	58,721
Adjustments for:			
Finance costs	8	**20,239**	9,939
Bank interest income	6	**(4,517)**	(2,555)
Loss on disposal of items of property, plant and equipment	7	**155**	785
Depreciation	7	**44,430**	58,011
Amortisation of intangible assets	7	**59**	81
Write-down of inventories to net realisable value	7	**–**	11,445
Write-back of inventory provision	7	**(4,766)**	–
Equity-settled share option expense	26	**12,604**	–
Equity-settled share award expense	25	**24,886**	–
Exchange loss		**6,991**	–
Listing expense	7	**–**	142,151
		222,566	278,578
(Increase)/decrease in inventories		**(204,107)**	26,848
Increase in trade and bills receivables		**(392,914)**	(33,491)
Decrease/(increase) in prepayments, deposits and other receivables		**54,319**	(13,472)
Increase in trade and bills payables		**509,761**	37,575
Increase/(decrease) in other payables and accruals		**9,532**	(5,066)
(Decrease)/increase in deferred income		**(7,665)**	5,629
Cash generated from operations		**191,492**	296,601
Mainland China taxes paid		**(9,280)**	(29,820)
Net cash flows from operating activities		**182,212**	266,781
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		**4,517**	2,555
Purchases of items of property, plant and equipment		**(106,629)**	(95,473)
Purchases of items of intangible assets		**(48)**	(27)
Proceeds from acquisition of a subsidiary		**–**	27,999
Net cash flows used in investing activities		**(102,160)**	(64,946)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares	24	**136,837**	–
Share issue expenses	24	**(3,154)**	–
New bank loans		**359,498**	942,132
Repayment of bank loans		**(376,683)**	(861,577)
Interest paid		**(16,382)**	(8,067)
Dividends paid	12	**–**	(118,163)
Net cash flows from/(used in) financing activities		**100,116**	(45,675)
NET INCREASE IN CASH AND CASH EQUIVALENTS		**180,168**	156,160
Cash and cash equivalents at beginning of year/period	18	**286,605**	130,445
Effect of foreign exchange rate changes, net		**(1,884)**	–
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD	18	**464,889**	286,605

1. CORPORATE AND GROUP INFORMATION

China Display Optoelectronics Technology Holdings Limited (formerly known as TCL Display Technology Holdings Limited) (the "Company") was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business is located at 8/F, Building 22E, Phase 3, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong.

With effect from 4 January 2017, the name of the Company was changed from TCL Display Technology Holdings Limited to China Display Optoelectronics Technology Holdings Limited.

During the year ended 31 December 2016, the Company and its subsidiaries (collectively referred to as the "Group") were principally involved in the manufacture and sale of LCD modules for mobile phones and tablets.

In the opinion of the directors, the immediate holding company and the ultimate holding company of the Company are T.C.L. Industries Holdings (H.K.) Limited ("TCL Industries"), a company incorporated in Hong Kong, and TCL Corp, a limited liability company registered in the People's Republic of China (the "PRC") and listed on the Shenzhen Stock Exchange, respectively.

Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
TCL Display Technology (Huizhou) Co., Ltd. ("TCL Display")*/^	Mainland China	RMB100,000,000	–	100	Manufacture and sale of LCD modules for mobile phones and tablets
Wuhan China Display Optoelectronics Technology Co., Ltd.*	Mainland China	RMB1,000,000	–	100	Manufacture and sale of LCD modules for mobile phones and tablets
Taijia Investment Limited	Hong Kong	HK$10,000	–	100	Investment holding
TCL Display Technology (Hong Kong) Limited	Hong Kong	HK$1	–	100	Investment holding
TCL Intelligent Display Electronics Limited	Bermuda	HK$1	100	–	Investment holding
TCL Display Technology (BVI) Limited	British Virgin Islands	US$1	–	100	Investment holding
Taixing Investment Limited	Bermuda	HK$10,000	100	–	Investment holding

* These entities are registered as wholly-foreign-owned enterprises under PRC law.
^ TCL Display is now known as China Display Optoelectronics Technology (Huizhou) Co., Ltd., with effect from April 2017.

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with HKFRSs (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

Change of financial year-end date

In 2015, the Group acquired the entire equity interest in TCL Display, which constituted a reverse takeover transaction (the "Reverse Takeover Transaction"). The Company then changed its financial year-end date from 30 June to 31 December to align with the financial year end date of TCL Display which is established in the PRC. Accordingly, the corresponding comparative amounts presented in the consolidated financial statements for the year ended 31 December 2016 shown for the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes covered a eighteen-month period from 1 July 2014 to 31 December 2015 and therefore may not be comparable with amounts shown for the current year.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

(b) rights arising from other contractual arrangements; and

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

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

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

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

2. BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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

3.1 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current period's financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	*Investment Entities: Applying the Consolidation Exception*
Amendments to HKFRS 11	*Accounting for Acquisitions of Interests in Joint Operations*
HKFRS 14	*Regulatory Deferral Accounts*
Amendments to HKAS 1	*Disclosure Initiative*
Amendments to HKAS 16 and HKAS 38	*Clarification of Acceptable Methods of Depreciation and Amortisation*
Amendments to HKAS 16 and HKAS 41	*Agriculture: Bearer Plants*
Amendments to HKAS 27 (2011)	*Equity Method in Separate Financial Statements*
Annual Improvements 2012-2014 Cycle	Amendments to a number of HKFRSs

3.1 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

Except for the amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011), amendments to HKFRS 11, HKFRS 14, amendments to HKAS 16 and HKAS 41, amendments to HKAS 27 (2011), and certain amendments included in the *Annual Improvements 2012-2014 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the amendments are described below:

(a) Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

(i) the materiality requirements in HKAS 1;

(ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;

(iii) that entities have flexibility as to the order in which they present the notes to financial statements; and

(iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The amendments have had no significant impact on the Group's financial statements.

(b) Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are applied prospectively. The amendments have had no impact on the financial position or performance of the Group as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

(c) *Annual Improvements to HKFRSs 2012-2014 Cycle* issued in October 2014 sets out amendments to a number of HKFRSs. Details of the amendments are as follows:

- HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations:* Clarifies that changes to a plan of sale or a plan of distribution to owners should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. Accordingly, there is no change in the application of the requirements in HKFRS 5. The amendments also clarify that changing the disposal method does not change the date of classification of the non-current assets or disposal group held for sale. The amendments have had no impact on the Group as the Group did not have any non-current assets or disposal group held for sale during the year.

3.2 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 2	*Classification and Measurement of Share-based Payment Transactions*[2]
Amendments to HKFRS 4	*Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts*[2]
HKFRS 9	*Financial Instruments*[2]
Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
HKFRS 15	*Revenue from Contracts with Customers*[2]
Amendments to HKFRS 15	*Clarifications to HKFRS 15 Revenue from Contracts with Customers*[2]
HKFRS 16	*Leases*[3]
Amendments to HKAS 7	*Disclosure Initiative*[1]
Amendments to HKAS 12	*Recognition of Deferred Tax Assets for Unrealised Losses*[1]
Amendments to HKFRS 12 included in Annual Improvements 2014-2016 Cycle	*Disclosure of Interests in Other Entities*[1]
Amendments to HKFRS 1 included in Annual Improvements 2014-2016 Cycle	*First-time Adoption of International Financial Reporting Standards*[2]
Amendments to HKAS 28 included in Annual Improvements 2014-2016 Cycle	*Investment in Associates and Joint Ventures*[2]

1 Effective for annual periods beginning on or after 1 January 2017
2 Effective for annual periods beginning on or after 1 January 2018
3 Effective for annual periods beginning on or after 1 January 2019
4 No mandatory effective date determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

The HKICPA issued amendments to HKFRS 2 in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet the employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The Group expects to adopt the amendments from 1 January 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

3.2 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 January 2018. During 2016, the Group performed a high-level assessment of the impact of the adoption of HKFRS 9. This preliminary assessment is based on currently available information and may be subject to changes arising from further detailed analyses or additional reasonable and supportable information being made available to the Group in the future. The expected impacts arising from the adoption of HKFRS 9 are summarised as follows:

(a) Classification and measurement

The Group does not expect that the adoption of HKFRS 9 will have a significant impact on the classification and measurement of its financial assets. It expects to continue measuring at fair value all financial assets currently held at fair value. Equity investments currently held as available for sale will be measured at fair value through other comprehensive income as the investments are intended to be held for the foreseeable future and the Group expects to apply the option to present fair value changes in other comprehensive income. Gains and losses recorded in other comprehensive income for the equity investments cannot be recycled to profit or loss when the investments are derecognised.

(b) Impairment

HKFRS 9 requires an impairment on debt instruments recorded at amortised cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under HKFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group expects to apply the simplified approach and record lifetime expected losses that are estimated based on the present value of all cash shortfalls over the remaining life of all of its trade and other receivables. The Group will perform a more detailed analysis which considers all reasonable and supportable information, including forward-looking elements, for estimation of expected credit losses on its trade and other receivables upon the adoption of HKFRS 9.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for application now.

3.2 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group expects to adopt HKFRS 15 on 1 January 2018 and is currently accessing the impact of HKFRS 15 upon adoption.

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease,* HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. The Group expects to adopt HKFRS 16 on 1 January 2019 and is currently assessing the impact of HKFRS 16 upon adoption.

3.2 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments will result in additional disclosure to be provided in the financial statements. The Group expects to adopt the amendments from 1 January 2017.

Amendments to HKAS 12 were issued with the purpose of addressing the recognition of deferred tax assets for unrealised losses related to debt instruments measured at fair value, although they also have a broader application for other situations. The amendments clarify that an entity, when assessing whether taxable profits will be available against which it can utilise a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The Group expects to adopt the amendments from 1 January 2017.

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted by the Group in arriving at these financial statements set out in this report are set out below:

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

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

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

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

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

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

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

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

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

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

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

(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); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

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

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

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

Plant and machinery	14%-32%
Office and other equipment	19%-32%
Leasehold improvements	20%

In the prior years, some of the Group's plant and machinery have estimated useful lives of 3 to 5 years (i.e. annual rates of 20% to 32%). During the year, the directors of the Company have re-assessed the estimated economic useful lives of those plant and machinery, taking into account current conditions of these plant and machinery, historical usage experience and industry practices, and consider the estimated economic useful lives of 7 years (i.e. annual rates of 14%) will be more appropriate to the Group's circumstances. This change in accounting estimate has resulted in a decrease in depreciation charge of approximately RMB5 million for the year ended 31 December 2016.

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

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

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

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

Intangible assets acquired separately are measured on initial recognition as cost. The useful lives of intangible assets are assessed to be finite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Computer software

The purchased computer software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 3 to 5 years.

Leases

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

Investments and other financial assets

Initial recognition and measurement

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

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

Subsequent measurement

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

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

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

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

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

Impairment of financial assets

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

Financial assets carried at amortised cost

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

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

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

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

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

Financial liabilities

Initial recognition and measurement

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

All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, other payables, interest-bearing bank borrowings and bonds payable.

Subsequent measurement

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

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

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Inventories

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

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

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

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

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

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax

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

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

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

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

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

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

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

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

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

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

Government grants

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

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

Research and development costs

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

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

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

(a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold; and

(b) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

Share-based payments

The Company operates the Share Award Scheme and the Share Option Scheme (as defined in note 25 and note 26 to the financial statement) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer.

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

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

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

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

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

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of 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 employees of the Group's subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. This subsidiary is required to contribute certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

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

Foreign currencies

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

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

3.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain entities in the Group are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

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

4. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

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

Judgement

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

Tax

Determining income tax provisions requires the Group to make judgements on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions in accordance with prevailing tax regulations and makes tax provisions accordingly.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised. This requires significant judgement on the tax treatments of certain transactions and also assessment on the probability that adequate future taxable profits will be available for the deferred tax assets to be recovered.

4. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (continued)

Judgement (continued)

Tax (continued)

The New PRC Corporate Income Tax Law, which became effective on 1 January 2008, states that the distribution of dividends by a foreign-invested enterprise established in Mainland China to its foreign investors in respect of its earnings, from 1 January 2008 or thereafter, shall be subject to withholding corporate income tax at an applicable rate of 5% or 10%. The Group carefully evaluates the necessity of dividend distribution of its subsidiary established in Mainland China out of profits earned after 1 January 2008 and makes decisions on such dividend distributions based on the senior management's judgement. As at 31 December 2016, the aggregate unremitted earnings of RMB134,086,000 of the Group's subsidiary established in Mainland China that are subject to withholding taxes were considered to be not probable to distribute in the foreseeable future and accordingly, the related deferred tax liabilities of RMB6,704,000 as at 31 December 2016 were not recognised. For details, please refer to note 23 to the financial statements.

Estimation uncertainty

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

Useful lives and residual values of property, plant and equipment

In determining the useful life and residual value of an item of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed at each financial year end based on changes in circumstances. The carrying amounts of property, plant and equipment at 31 December 2016 and 31 December 2015 were RMB193,281,000 and RMB164,171,000, respectively. Further details are given in note 14 to the financial statements.

4. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of non-financial assets

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

Impairment of trade receivables

Impairment of trade receivables is made based on assessment of the recoverability of receivables due from customers. The identification of impairment requires management judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the trade receivables and impairment losses/reversal of impairment losses in the period in which such estimate has been changed. As at 31 December 2016 and 31 December 2015, no impairment losses were recognised for the trade receivables. Further details are included in note 16 to the financial statements.

Provision against obsolete and slow-moving inventories

The Group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at the end of each reporting period and makes provision against obsolete and slow-moving items. Management reassesses the estimation at the end of each reporting period. The provision against obsolete and slow-moving inventories requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will have an impact on the carrying value of inventories and the write-down of inventories/write-back of inventory provision amount in the periods in which such estimates have been changed. During the year ended 31 December 2016, the amount of write-back of inventory provision in the consolidated statement of profit or loss was RMB4,766,000 (write-down of the inventories recognised in period ended 31 December 2015: RMB11,445,000).

4. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

Estimation uncertainty (continued)

Provisions for product warranties

The Group generally accrue provisions on certain of its products, under which faulty products are returned for repair or replacement. The amount of provisions is estimated based on the sales volume and past experience of the level of the raw material costs under the repair and return. The estimation basis is reviewed on an ongoing basis and revised where appropriate. As at 31 December 2016 and 31 December 2015, the carrying amounts of the provisions were RMB4,485,000 and RMB16,330,000, respectively.

5. SEGMENT INFORMATION

For management purposes, the Group operates in one business unit based on its products, and has one reportable operating segment being the display products segment which principally engages in the manufacture and sale of LCD module products.

No operating segments have been aggregated to form the above reportable operating segment.

Geographical information

(a) Revenue from external customers

	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
Mainland China*	**2,282,274**	1,708,141
Other countries/areas	**1,395,879**	1,980,020
	3,678,153	3,688,161

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

* Mainland China means any part of the PRC excluding Hong Kong, Macau and Taiwan.

(b) Non-current assets

All significant operating assets of the Group are located in Mainland China. Accordingly, no geographical information of segment assets is presented.

NOTES TO FINANCIAL STATEMENTS

31 December 2016

5. SEGMENT INFORMATION (continued)

Information about major customers

Revenue of approximately RMB1,063,445,000 during the year ended 31 December 2016 (period ended 31 December 2015: RMB1,872,107,000) was derived from sales to fellow subsidiaries.

6. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold after allowances for returns and trade discounts.

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

	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
Revenue		
Sale of goods	**3,678,153**	3,688,161
Other income and gains		
Bank interest income	**4,517**	2,555
Subsidy income*	**4,798**	12,745
Exchange gains, net	**–**	3,853
Gain on disposal of raw materials, samples and scraps	**26,669**	11,153
Gain on a litigation compensation	**15,987**	28,624
Others	**–**	421
	51,971	59,351

* Subsidy income represented various government grants received by the Group in Mainland China. In the opinion of management, there are no unfulfilled conditions or contingencies relating to these grants.

7. PROFIT BEFORE TAX

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

	Notes	**Year ended 31 December 2016 RMB'000**	Period ended 31 December 2015 RMB'000
Cost of inventories sold		**3,255,885**	3,116,260
Depreciation	14	**44,430**	58,011
Amortisation of intangible assets		**59**	81
Auditor's remuneration		**1,183**	1,122
Research and development costs:^			
Current year/period expenditures		**19,741**	28,672
Minimum lease payments under operating leases		**6,469**	9,604
Employee benefit expense (including directors' remuneration (note 9)):			
Wages and salaries		**169,482**	203,734
Equity-settled share option expense	26	**12,604**	–
Equity-settled share award expense	25	**24,886**	–
Pension scheme contributions*		**29,399**	38,643
		236,371	242,377
Exchange losses/(gains), net		**6,991**	(3,853)
Write-back of inventory provision**		**(4,766)**	–
Write-down of inventories to net realisable value**		**–**	11,445
Loss on disposal of property, plant and equipment		**155**	785
Listing expense		**–**	142,151

* As at 31 December 2016, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (31 December 2015: Nil).

** Write-back of inventory provision and write-down of inventories to net realisable value are included in "Cost of sales" in the consolidated statement of profit or loss.

^ Research and development costs are included in "Administrative expenses" in the consolidated statement of profit or loss.

8. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
Interest on bank loans and bonds	**7,992**	4,532
Interest on discounted bills	**12,247**	5,407
	20,239	9,939

9. DIRECTORS' REMUNERATION

Directors' remuneration during the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
Fees	**462**	225
Other emoluments:		
Salaries, allowances and benefits in kind	**1,377**	727
Equity-settled share option expense	**7,249**	–
Equity-settled share award expense	**5,915**	–
Pension scheme contributions	**106**	61
	14,647	788
	15,109	1,013

9. DIRECTORS' REMUNERATION (continued)

During the year ended 31 December 2016, certain directors were granted awarded shares (the "Awarded Shares") and share options (the "Share Options") of the Company. The grant of Awarded Shares and Share Options was in respect of their services to the Group, its further details are disclosed in the "Share Award Scheme" and "Share Option Scheme" set out in notes 25 and 26 to the financial statements respectively. The fair values of such Share Options and Awarded Shares, which have been recognised in the statement of profit or loss over the vesting period, were determined as at the date of grant and the amounts included in the financial statements for the current year are included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

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

	Fee RMB'000	Equity-settled share option expense RMB'000	Total remuneration RMB'000
Year ended 31 December 2016			
Ms. HSU Wai Man Helen	**154**	**41**	**195**
Mr. XU Yan	**154**	**41**	**195**
Mr. LI Yang	**154**	**41**	**195**
	462	**123**	**585**

	Fee RMB'000	Total remuneration RMB'000
Period ended 31 December 2015		
Ms. HSU Wai Man Helen	75	75
Mr. XU Yan	75	75
Mr. LI Yang	75	75
	225	225

All the independent non-executive directors were appointed with effect from 25 June 2015.

There were no other emoluments payable to the independent non-executive directors during the year (period ended 31 December 2015: Nil).

9. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and a non-executive director

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Equity-settled share option expense RMB'000	Equity-settled share award expense RMB'000	Total remuneration RMB'000
Year ended 31 December 2016						
Executive directors:						
Mr ZHAO Yong^	–	–	–	915	–	915
Mr. LI Yuguo**	–	–	–	–	–	–
Mr. LI Jian*	–	523	36	1,830	2,489	4,878
Mr. OUYANG Hongping	–	482	35	1,442	1,937	3,896
Ms. YANG Yunfang	–	372	35	1,109	1,489	3,005
	–	1,377	106	5,296	5,915	12,694
Non-executive director:						
Mr. ZHAO Bing	–	–	–	1,830	–	1,830
	–	1,377	106	7,126	5,915	14,524

^ Mr. ZHAO Yong was appointed as an executive director of the Company with effect from 10 March 2016.

* Mr. LI Jian is also the chief executive of the Company.

** Mr. LI Yuguo resigned as an executive director of the Company with effect from 10 March 2016.

9. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and a non-executive director (continued)

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
Period ended 31 December 2015				
Executive directors:				
Ms. JING Chunmei	–	–	–	–
Mr. LI Yuguo	–	–	–	–
Mr. LI Jian	–	249	18	267
Mr. OUYANG Hongping	–	230	18	248
Ms. YANG Yunfang	–	248	25	273
	–	727	61	788
Non-executive director:				
Mr. YANG Bing	–	–	–	–
	–	727	61	788

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

10. FIVE HIGHEST PAID INDIVIDUALS

During the year, three (period ended 31 December 2015: three) directors including the chief executive were counted in the five highest paid employees, details of whose remuneration during their appointment as a director of the Company are set out in note 9 above. Details of the remuneration during the year of the remaining two highest paid employees who are neither a director nor chief executive of the Company are as follows:

	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
Salaries, allowances and benefits in kind	**654**	2,387
Equity-settled share option expense	**1,299**	–
Equity-settled share award expense	**2,434**	–
Pension scheme contributions	**68**	231
	4,455	2,618#

\# For the period ended 31 December 2015, the amount includes the remuneration of the said three directors, comprising their remuneration as directors since their appointment and their remuneration as employees prior to such appointment.

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

	Number of employees	
	Year ended 31 December 2016	Period ended 31 December 2015
Nil to RMB1,000,000	**–**	2
RMB1,000,001 to RMB1,500,000	**1**	–
RMB3,000,000 to RMB3,500,000	**1**	–
	2	2

During the year, Awarded Shares and Share Options were granted to two (period ended 31 December 2015: Nil) highest paid employees who are neither a director nor chief executive in respect of their services to the Group, further details of which are included in the disclosures in notes 25 and 26 to the financial statements. The fair values of Awarded Shares and Share Options, which have been recognised in the statement of profit or loss over the vesting period, were determined as at the date of grant and the amounts included in the financial statements for the current year are included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

11. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (period ended 31 December 2015: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
Current		
Charge for the year		
Hong Kong	**1,215**	–
Mainland China	**29,247**	44,254
Deferred (note 23)	**913**	(11,942)
Total tax charge for the year	**31,375**	32,312

A reconciliation of the income tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, are as follows:

Year ended 31 December 2016

	Mainland China		**Hong Kong**		**British Virgin Islands and Bermuda**		**Total**	
	RMB'000	**%**	**RMB'000**	**%**	**RMB'000**	**%**	**RMB'000**	**%**
Profit/(loss) before tax	**120,699**		**9,120**		**(7,334)**		**122,485**	
Tax at the statutory tax rates	**30,175**	**25.0**	**1,505**	**16.5**	**–**	**–**	**31,680**	**25.9**
Expenses not deductible for tax	**10,612**	**8.8**	**–**	**–**	**–**	**–**	**10,612**	**8.7**
Adjustment in respect of current tax of previous periods	**(10,869)**	**(9.0)**	**–**	**–**	**–**	**–**	**(10,869)**	**(8.9)**
Tax losses utilised from previous period	**–**	**–**	**(290)**	**(3.2)**	**–**	**–**	**(290)**	**(0.2)**
Tax loss not recognised	**242**	**0.2**	**–**	**–**	**–**	**–**	**242**	**0.2**
Tax charge at the Group's effective tax rate	**30,160**	**25.0**	**1,215**	**13.3**	**–**	**–**	**31,375**	**25.6**

NOTES TO FINANCIAL STATEMENTS

31 December 2016

11. INCOME TAX (continued)

Period ended 31 December 2015

	Mainland China RMB'000	%	Hong Kong RMB'000	%	British Virgin Islands and Bermuda RMB'000	%	Total RMB'000	%
Profit/(loss) before tax	205,524		(7,727)		(139,076)		58,721	
Tax at the statutory tax rates	51,381	25.0	(1,275)	16.5	–	–	50,106	85.3
Expenses not deductible for tax	1,891	0.9	–	–	–	–	1,891	3.2
Adjustment in respect of current tax of previous periods	(19,956)	(9.7)	–	–	–	–	(19,956)	(34.0)
Tax loss not recognised	–	–	271	(3.5)	–	–	271	0.5
Tax charge at the Group's effective tax rate	33,316	16.2	(1,004)	13.0	–	–	32,312	55.0

Under the relevant income tax law, TCL Display, the subsidiary in Mainland China is subject to corporate income tax at a statutory rate of 25% on its taxable income. On 9 October 2014, TCL Display was designated as a high-tech enterprise by the Guangdong Provincial Department of Science and Technology with an effective period of three years. On 8 April 2016, TCL Display was approved to be entitled to a 15% preferential tax rate for the year ended 31 December 2015 by the local tax authority based on the designation as a high-tech enterprise. As a result, a downward adjustment of RMB10,869,000 for income tax provision for the year ended 31 December 2015 was made in the current year(period ended 31 December 2015: RMB19,956,000).

The Group has no tax losses arising in Hong Kong (Period ended 31 December 2015: RMB1,641,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group has tax losses arising in Mainland China of RMB967,000 (Period ended 31 December 2015: Nil) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

12. DIVIDENDS

	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
Dividends recognised as distribution	–	118,163
Proposed final dividend – 2.00 HK cents per ordinary share	36,337	–
	36,337	118,163

The proposed final dividend is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

13. EARNINGS PER SHARE

The calculation of the basic earnings per share amount for the year ended 31 December 2016 is based on the profit for the year attributable to equity holders of the Company of RMB91,110,000 (Period ended 31 December 2015: RMB26,409,000), and the weighted average number of ordinary shares in issue less shares held under the share award scheme during the year of 1,862,111,949 (Period ended 31 December 2015: 784,544,431).

The calculation of the diluted earnings per share amount for the year ended 31 December 2016 is based on the profit for the year attributable to equity holders of the Company of RMB91,110,000 as used in the basic earnings per share calculation. The weighted average number of ordinary shares used in the calculation is the ordinary shares in issue less shares held under the share award scheme during the year of 1,862,111,949, as used in the basic earnings per share calculation, and the weighted average of 1,390,318 ordinary shares assumed to have been issued at no consideration on the deemed exercise of dilutive potential ordinary shares into ordinary shares.

No adjustment has been made to the basic and diluted earnings per share amount presented for the year ended 31 December 2015 as the share option scheme and the share award scheme had been adopted during the year.

13. EARNINGS PER SHARE (continued)

	Year ended 31 December 2016 RMB'000	Period ended 31 December 2015 RMB'000
Earnings		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculations	**91,110**	26,409

	Number of shares	
	Year ended 31 December 2016	Period ended 31 December 2015
Shares		
Weighted average number of ordinary shares in issue during the year/period used in the basic earnings per share calculation	**1,862,111,949**	784,544,431
Effect of dilution – weighted average number of ordinary shares:		
Awarded shares	**1,390,318**	–
Convertible bonds	**–**	193,114,753
	1,863,502,267	977,659,184

14. PROPERTY, PLANT AND EQUIPMENT

	Plant and machinery RMB'000	Office and other equipment RMB'000	Leasehold improvements RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2016					
At 31 December 2015:					
Cost	**211,428**	**4,836**	**54,163**	**472**	**270,899**
Accumulated depreciation	**(84,986)**	**(3,192)**	**(18,550)**	**–**	**(106,728)**
Net carrying amount	**126,442**	**1,644**	**35,613**	**472**	**164,171**
At 1 January 2016, net of accumulated depreciation	**126,442**	**1,644**	**35,613**	**472**	**164,171**
Additions	**64,894**	**817**	**5,657**	**2,327**	**73,695**
Disposals	**(155)**	**–**	**–**	**–**	**(155)**
Depreciation provided during the year	**(33,265)**	**(437)**	**(10,728)**	**–**	**(44,430)**
Transfers	**–**	**–**	**982**	**(982)**	**–**
At 31 December 2016, net of accumulated depreciation	**157,916**	**2,024**	**31,524**	**1,817**	**193,281**
At 31 December 2016:					
Cost	**275,373**	**5,653**	**60,803**	**1,817**	**343,646**
Accumulated depreciation	**(117,457)**	**(3,629)**	**(29,279)**	**–**	**(150,365)**
Net carrying amount	**157,916**	**2,024**	**31,524**	**1,817**	**193,281**
31 December 2015					
At 1 July 2014:					
Cost	118,045	4,196	29,178	28,052	179,471
Accumulated depreciation	(49,716)	(3,008)	(24,453)	–	(77,177)
Net carrying amount	68,329	1,188	4,725	28,052	102,294
At 1 July 2014, net of accumulated depreciation	68,329	1,188	4,725	28,052	102,294
Additions	98,735	1,356	18,522	2,060	120,673
Disposals	(280)	(127)	(378)	–	(785)
Depreciation provided during the period	(40,634)	(773)	(16,604)	–	(58,011)
Transfers	292	–	29,348	(29,640)	–
At 31 December 2015, net of accumulated depreciation	126,442	1,644	35,613	472	164,171
At 31 December 2015:					
Cost	211,428	4,836	54,163	472	270,899
Accumulated depreciation	(84,986)	(3,192)	(18,550)	–	(106,728)
Net carrying amount	126,442	1,644	35,613	472	164,171

NOTES TO FINANCIAL STATEMENTS

31 December 2016

15. INVENTORIES

	31 December 2016 RMB'000	31 December 2015 RMB'000
Raw materials	**236,445**	75,460
Work in progress	**39,029**	35,287
Finished goods	**91,612**	47,466
	367,086	158,213

16. TRADE AND BILLS RECEIVABLES

	31 December 2016 RMB'000	31 December 2015 RMB'000
Trade receivables	**745,437**	426,049
Bills receivable	**245,015**	171,489
	990,452	597,538

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

16. TRADE AND BILLS RECEIVABLES (continued)

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

	31 December 2016 RMB'000	31 December 2015 RMB'000
Within 1 month	**584,818**	419,069
1 to 2 months	**253,404**	132,054
2 to 3 months	**96,000**	32,762
Over 3 months	**56,230**	13,653
	990,452	597,538

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

	31 December 2016 RMB'000	31 December 2015 RMB'000
Neither past due nor impaired	**953,003**	592,238
Less than 1 month past due	**37,405**	5,283
1 to 3 months past due	**44**	17
	990,452	597,538

The trade and bills receivables that were neither past due nor impaired relate to a number of diversified customers for whom there was no recent history of default.

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

As at 31 December 2016, the Group had pledged certain trade receivables amounting to RMB147,662,000 (31 December 2015: RMB137,989,000) to banks with recourse in exchange for cash (note 34). The proceeds from pledging the trade receivables of RMB120,000,000 (31 December 2015: RMB110,391,000) were accounted for as collateralised bank advances until the trade receivables were collected or the Group made good of any losses incurred by the banks (note 21).

NOTES TO FINANCIAL STATEMENTS

31 December 2016

17. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	31 December 2016 RMB'000	31 December 2015 RMB'000
Non-current:		
Deposits paid for purchase of items of property, plant and equipment	**43,279**	10,345
Current:		
Prepayments	**5,974**	384
Receivables of tax refund	**16,600**	10,006
Deposits and other receivables	**21,770**	88,273
	44,344	98,663

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

18. CASH AND CASH EQUIVALENTS

	31 December 2016 RMB'000	31 December 2015 RMB'000
Cash and bank balances denominated in		
– RMB	**83,935**	86,723
– HK$	**80,321**	28,510
– United States dollars ("US$")	**298,831**	171,372
– Japanese Yen ("JPY")	**1,802**	–
Cash and cash equivalents	**464,889**	286,605

The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

18. CASH AND CASH EQUIVALENTS (continued)

As at 31 December 2016, included in the Group's cash and bank balances were deposits of RMB380,923,000 (31 December 2015: RMB274,369,000), placed with TCL Finance Co., Ltd., a fellow subsidiary of the Company and a financial institution approved by the People's Bank of China. The interest rate for the deposits placed with TCL Finance Co., Ltd. was 0.42% (period ended 31 December 2015: 0.39% to 0.46%) per annum, being the savings rate offered by the People's Bank of China during the year. Further details of the interest income from the deposits in the related parties are set out in note 30 to the financial statements.

19. TRADE AND BILLS PAYABLES

	31 December 2016 RMB'000	31 December 2015 RMB'000
Trade payables	**1,319,937**	674,922
Bills payable	**–**	135,254
	1,319,937	810,176

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

	31 December 2016 RMB'000	31 December 2015 RMB'000
Within 30 days	**689,926**	280,748
31 to 60 days	**453,662**	201,932
61 to 90 days	**145,233**	152,132
Over 90 days	**31,116**	175,364
	1,319,937	810,176

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 120 days.

20. OTHER PAYABLES AND ACCRUALS

	31 December 2016 RMB'000	31 December 2015 RMB'000
Deposits received from customers	**37,513**	8,182
Salaries and welfare payables	**46,331**	37,279
Tax payables other than current income tax liabilities	**18,442**	7,233
Other payables	**85,592**	104,920
Accruals	**4,485**	16,330
	192,363	173,944

Other payables are non-interest-bearing and have an average term of three months.

21. INTEREST-BEARING BANK BORROWINGS

	31 December 2016			31 December 2015		
	Effective interest rate (%)	**Maturity**	**RMB'000**	Effective interest rate (%)	Maturity	RMB'000
Current						
Bank loans – secured	**–**	**–**	**–**	0.95	2016	26,794
Collateralised bank advances – secured	**3.10 – 3.80**	**2017**	**120,000**	0.79 – 0.92	2016	110,391
			120,000			137,185
Repayable:						
Within one year			**120,000**			137,185

Notes:

(a) The Group had banking facilities of RMB2,530,000,000 (31 December 2015: RMB1,220,000,000), of which RMB1,035,222,000 (31 December 2015: RMB272,437,000) had been utilised as at the end of the reporting period.

(b) The Group's interest-bearing bank borrowings are secured by trade receivables of RMB147,662,000 (31 December 2015: RMB137,989,000).

In addition, the Company's ultimate holding company has guaranteed certain of the Group's interest-bearing bank borrowings up to RMB120,000,000 (31 December 2015: RMB137,185,000) as at the end of the year.

(c) The Group's interest-bearing borrowings loans are denominated in RMB (31 December 2015: US$).

22. BONDS PAYABLE

During the period ended 31 December 2015, the Company completed a debt restructuring and settled the amounts due to certain creditors of the Company (the "Schemed Creditors") by the way of the schemes of arrangement made between the Company and the Scheme Creditors under Sections 670 and 673 of the Companies Ordinance (Cap. 622) of Hong Kong (the "Hong Kong Scheme") and Section 99 of the Companies Act 1981 of Bermuda (the "Bermuda Scheme", together with the Hong Kong Scheme, hereinafter collectively referred to as the "Schemes") respectively. On 16 April 2015, the Schemes became effective. Pursuant to the Schemes, all amounts due to the Scheme Creditors have been fully discharged through the cash proceeds from the issuance of bond at the principal amount of HK$60,000,000 ("Bond A") to TCL Industries which was transferred to a special purpose vehicle established and controlled by the Hong Kong Scheme Administrator (the "Debt Restructuring").

Bond A was issued in 2 tranches on 17 April 2015 and 25 June 2015 at the respective principal amounts of HK$10,000,000 and HK$50,000,000, with a tenure of 5 years. Interest is chargeable at 7.5% per annum and payable semi-annually in arrears. As at 31 December 2016, the fair value of Bond A approximated to its carrying amount of RMB 53,664,000 (2015: RMB50,268,000).

During the period ended 31 December 2015, the Group acquired the entire equity interest in TCL Display, which constituted a reverse takeover transaction. Among the total consideration of HK$550,000,000, HK$10,000,000 was satisfied by issuance of bond ("Bond B") on 17 April 2015 to TCL Industries at the principal amount of HK$10,000,000, with a tenure of 3 years at nil interest rate. As at 31 December 2016, the fair value of Bond B approximated its carrying amount of RMB8,944,000 (2015: RMB8,378,000). Bond B was accounted for as a distribution from the Group to a former shareholder of TCL Display.

23. DEFERRED TAX

Deferred tax assets

The movements in deferred tax assets are as follows:

	Impairments RMB'000	Depreciation in excess of related depreciation allowance RMB'000	Accruals RMB'000	Government grants RMB'000	Total RMB'000
At 1 July 2014	1,264	1,650	1,849	1,772	6,535
Credited to the statement of profit or loss during the period (note 11)	2,825	4,440	3,098	1,579	11,942
At 31 December 2015 and 1 January 2016	4,089	6,090	4,947	3,351	18,477
Credited/(charged) to the statement of profit or loss during the year (note 11)	(1,192)	2,345	(3,820)	1,754	(913)
At 31 December 2016	2,897	8,435	1,127	5,105	17,564

23. DEFERRED TAX (continued)

Deferred tax liabilities

At 31 December 2016, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings of the Group's subsidiary established in Mainland China. In the opinion of the directors, it is not probable that the subsidiary will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with the investment in the subsidiary in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB6,704,000 as at 31 December 2016 (31 December 2015: RMB2,587,000).

24. SHARE CAPITAL

	31 December 2016	31 December 2015
Authorised:		
4,000,000,000 (31 December 2015: 4,000,000,000) ordinary shares of HK$0.10 each (HK$'000)	**400,000**	400,000
Issued and fully paid:		
2,031,368,800 (31 December 2015: 1,721,499,806) ordinary shares (HK$'000)	**203,137**	172,150
Equivalent to RMB'000	**165,065**	138,561

	Number of shares in issue	**Share capital** RMB'000	**Share premium account** RMB'000
At 1 January 2016	**1,721,499,806**	138,561	109,572
Issue of shares	**258,224,000**	22,071	114,766
Share issue expenses	**–**	–	(3,154)
Issue of new shares under Share Award Scheme* (note 25)	**51,644,994**	4,433	–
Release of vested Awarded Shares	**–**	–	15,574
At 31 December 2016	**2,031,368,800**	165,065	236,758

* During the year, under the Share Award Scheme, 51,644,994 ordinary shares of HK$0.10 each were issued at no consideration.

On 16 June 2016, 258,224,000 shares were placed to certain independent third parties at a placing price of HK$0.62 per share (the "Placing"). As a result of the Placing, 258,224,000 additional ordinary shares of HK$0.10 each were issued and the net proceeds of RMB133,683,000, after deduction of the related expenses of RMB3,154,000, were received during the year.

25. SHARE AWARD SCHEME

On 17 March 2016 (the "Adoption Date"), the Board (for the purpose of the Share Award Scheme, defined below, also includes such committee or such sub-committee or person(s) delegated with the power and authority by the board of directors of the Company to administer) resolved to adopt a restricted Share Award Scheme (the "Share Award Scheme") for the purposes of providing incentives to the participants under Share Award Scheme. Pursuant to the terms of the Share Award Scheme, the Board may, from time to time, at its sole and absolute discretion designate an award ("Award" and collectively "Awards") to be made to a selected participant ("Selected Person" and collectively "Selected Persons"). Participants of the Share Award Scheme cover any employee, adviser, consultant, agent, contractor, client or supplier of any member of the Group and any employee or officer of any affiliated company whom the Board in its sole discretion considers may contribute or have contributed to the Group. Awards may be satisfied by (i) existing shares to be acquired by the trustee engaged by the Company for the purpose of administrating the Share Award Scheme (the "Trustee"), from the market, or (ii) new shares to be allotted and issued to the Trustee by the Company (collectively "Awarded Shares"), in both case the costs of which will be borne by the Company, and will be held on trust by the Trustee for the Selected Persons until the end of each vesting period subject to fulfilment of the vesting conditions (if any). The specific mandate for the issuance and allotment of new share as Awarded Shares pursuant to the Share Award Scheme was approved by the shareholders of the Company at the special general meeting of the Company held on 11 May 2016 (the "Approval Date"). On 20 May 2016, the Company entered into a trust deed with BOCI-Prudential Trustee Limited thereby appointing it as the Trustee.

Subject to the refreshment of the scheme limit and the adjustment in the event of consolidation or subdivision of Shares, the Board shall not make any further award of Awarded Shares which will result in: (i) the aggregate number of the Awarded Shares granted under the Share Award Scheme exceeding 10% of the issued share capital of the Company as at the Adoption Date (i.e. 172,149,980 shares);and (ii) the aggregate number of the Shares held by public shareholders of the Company falling below the minimum percentage as prescribed under the Listing Rules. Unless otherwise approved by the shareholders of the Company, the aggregate number of new shares to be granted as Awarded Shares in each financial year shall not exceed 3% of the total number of issued shares of the Company as at the Approval Date (i.e. 51,644,994 shares) or the latest new approval date (i.e. latest date on which the relevant shareholders' approval is obtained), as the case may be.

On 17 March 2016, the Board resolved to conditionally grant Awards with new shares to certain grantees ("New Shares Grant") pursuant to the terms of the Share Award Scheme. This involves granting Awards for a total of 51,644,994 Awarded Shares being new shares to 97 Selected Persons. The New Shares Grant was subject to (i) the approval of the specific mandate for the issuance and allotment of new shares as Awarded Shares pursuant to the Share Award Scheme by the shareholders; and (ii) the approval by the listing committee of the Stock Exchange for the listing of, and permission to deal in, such new shares. The conditions were all fulfilled on 11 May 2016.

25. SHARE AWARD SCHEME (continued)

The following Awarded Shares were unvested under the Share Award Scheme of the Company during the year:

	Number of awarded shares	
	2016	2015
	'000	'000
At 1 January	**–**	–
Granted during the year	**51,645**	–
Vested during the year	**(25,822)**	–
At 31 December	**25,823**	–

The fair value and vesting date of the Awarded Shares outstanding under the Share Award Scheme as at the end of 2016 are as follows:

As at 31 December 2016

Date of grant	Number of Awarded Shares '000	Fair value HK$ per share	Vesting date
11-5-16	25,822	0.82	18-12-17
	25,822		

The fair value of the Awarded Shares granted during the year was HK$42,349,000 (HK$0.82 each), of which the Group recognised an awarded share expense of RMB24,886,000 during the year.

During the year, a total of 51,644,994 new Shares had been allotted and issued to the Trustee by the Company as Awarded Shares and will be held on trust by the Trustee for the Selected Persons until the end of the vesting period subject to fulfilment of the vesting conditions out of which 25,822,000 Awarded Shares were vested.

26. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of recognising and providing incentives and rewards to eligible participants who contribute to the success of the Group's operations, helping the Group in retaining its existing employees and recruiting additional employees and providing them with a direct economic interest in attaining the long term business objectives of the Group. Eligible participants of the Share Option Scheme include employees of the Company or any of its subsidiaries (including any executive and non-executive director or proposed executive and non-executive director of the Company), adviser, consultant, agent, contractor, client or supplier of any member of the Group or any other person whom the Board in its sole discretion considers may contribute or have contributed to the Group. The Share Option Scheme became effective on 25 June 2015 and, unless otherwise terminated, will remain in force for 10 years from that date.

The total number of shares of the Company which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of approval of each of the Share Option Scheme. The 10% limit may be refreshed with the approval by ordinary resolution of the Shareholders. The maximum number of shares of the Company which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time. The maximum number of shares issued or to be issued upon exercise of share options granted to any one participant in a 12-month period shall not exceed 1% (or 0.1% for any substantive shareholder, independent non-executive director or other associates, see paragraph below) of the issued shares of the Company.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted upon payment of a non-refundable nominal consideration of HK$1.00 by each grantee. The exercise period of the share options granted is determinable by the directors, and commences on a specified date and ends on a date which is not later than ten years from the date of grant of the relevant share option.

The exercise price of a share option to subscribe for shares of the Company is determinable by the directors, but may not be less than the highest of (i) the closing price of the Company's shares on the Stock Exchange on the date of grant; (ii) the average closing price of the Company's shares on the Stock Exchange for the five trading days immediately preceding the date of grant;and (iii) the nominal value of the Company's shares.

26. SHARE OPTION SCHEME (continued)

Share options do not confer rights on the holders to receive dividends or to vote at general meetings of the Company.

The following share options were outstanding under the Share Option Scheme of the Company during the year:

	2016 Weighted average exercise price HK$ per share	**2016** Number of options '000	2015 Weighted average exercise price HK$ per share	2015 Number of options '000
At 1 January	**–**	**–**	–	–
Granted during the year	**0.74**	**80,605**	–	–
Forfeited during the year	**0.74**	**(1,286)**	–	–
At 31 December	**0.74**	**79,319**	–	–

The exercise price and exercise period of the share options outstanding at the end of 2016 are as follows:

31 December 2016

Date of grant	Number of options '000	Exercise price HK$ per share	Exercise period
18-3-16	79,319	0.74	18-12-16 to 17-3-22

The fair value of the share options granted during the period was HK$22,203,000 (HK$0.28 each), of which the Group recognised a share option expense of RMB12,604,000 during the year ended 31 December 2016.

26. SHARE OPTION SCHEME (continued)

The fair value of equity-settled share options granted during the current period was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	2016
Expected volatility (%)	46.75
Expected life of options (year)	6
Average risk-free interest rate (%)	1.38
Early exercise assumption	When the share price is at least 275% of the exercise price
Expected dividend yield (%)	2.5%
Weighted average share price (HK$ per share)	0.74

The expected life of the options is based on the historical data over the past six years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 79,318,990 share options outstanding under the Share Option Scheme which have not yet been exercised. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 79,318,990 additional ordinary share of the Company and additional share capital of HK$7,932,000 and share premium of HK$50,764,000 (before issue expenses).

According to the scheme limit of the Share Options Scheme as refreshed at the annual general meeting held on 11 May 2016, the Company may further grant 172,149,980 share options, representing approximately 8.47% of the issued share capital of the Company as at 31 December 2016.

At the date of approval of these consolidated financial statements, the Company had 79,318,990 share options outstanding under the Share Options Scheme, which represented approximately 3.90% of the Company' shares in issue as at that date.

27. RESERVES

The amount of the Group's reserves and the movements therein during the year ended 31 December 2016 and period ended 31 December 2015 are presented in the consolidated statement of changes in equity.

Capital reserve

Capital reserve arose from the Reverse Takeover Transaction and the adjustment of TCL Display's legal capital to reflect the Company's legal capital.

Statutory surplus reserve

In accordance with the PRC Company Law, TCL Display is required to allocate 10% of its profit after tax to the statutory surplus reserve (the "SSR") until such reserve reaches 50% of its registered capital. Subject to certain restrictions set out in the PRC Company Law, part of the SSR may be converted to increase share capital of TCL Display, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital. As at 31 December 2016, the SSR of TCL Display amounted to RMB43,633,000 (31 December 2015: RMB34,482,000).

28. OPERATING LEASE ARRANGEMENTS

As lessee

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

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	31 December 2016 RMB'000	31 December 2015 RMB'000
Within one year	**6,620**	–
In the second year	**225**	–
	6,845	–

29. COMMITMENTS

In addition to the operating lease commitments detailed in note 28 above, the Group had the following capital commitments as at the end of the reporting period:

	31 December 2016 RMB'000	31 December 2015 RMB'000
Contracted, but not provided for:		
Plant and machinery	**67,064**	17,594

30. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Transactions with related parties

In addition to the transactions detailed elsewhere in the financial statements, the Group had the following transactions with related parties during the year ended 31 December 2016:

	Notes	**Year ended 31 December 2016 RMB'000**	Period ended 31 December 2015 RMB'000
Ultimate holding company:			
Purchases of products	(i)	**1,124**	514,856
Guarantee fee		**286**	790
		1,410	515,646
Immediate holding company:			
Interest expense	(ii)	**3,857**	1,872
Fellow subsidiaries:			
Sales of products	(i)	**1,063,445**	1,872,107
Sales of raw materials and samples	(i)	**1,951**	8,061
Purchases of products	(i)	**55,976**	1,044
Purchases of plant, vehicles, furniture and fixtures	(i)	**762**	1,014
Rental and other related charges	(i)	**7,070**	9,687
Interest income	(i)	**2,439**	2,146
Interest expense	(i)	**1,256**	2,310
		1,132,899	1,896,369

Notes:

(i) The sales, purchases, leasehold transactions, interest income, interest expense and financing service fee with the related parties were made according to prices mutually agreed between two parties after arm's length negotiation on normal commercial terms or on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties.

(ii) Interest is chargeable at 7.5% for Bond A issued to the immediate holding company as a result of the Debt Restructuring.

30. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(b) Other transactions with related parties

The Company's ultimate holding company has guaranteed certain bank loans made to the Group of up to RMB120,000,000, (31 December 2015: RMB137,185,000) as at the end of the reporting period, as further detailed in note 21 to the financial statements.

(c) Outstanding balances with related parties

	Due from related companies		**Due to related companies**	
	31 December 2016 RMB'000	31 December 2015 RMB'000	**31 December 2016 RMB'000**	31 December 2015 RMB'000
Current:				
The ultimate holding company	**–**	–	**21,394**	48,327
The immediate holding company	**–**	61	**40,149**	36,958
Fellow subsidiaries	**110,599**	73,483	**54,735**	32,943
	110,599	73,544	**116,278**	118,228
Non-current:				
The immediate holding company	**–**	–	**62,608**	58,646
	110,599	73,544	**178,886**	176,874

The balances with the ultimate holding company and fellow subsidiaries are mainly trading balances which are unsecured, interest-free and have no fixed terms of repayment. The non-current balance with the immediate holding company as at 31 December 2016 was the bonds payable of RMB62,608,000. The current balance with the immediate holding company as at 31 December 2016 comprised the interest of the bonds payable of RMB6,104,000, the loan from the immediate holding company of RMB199,000 and an amount of RMB33,846,000 relating to the reimbursement for the listing expense which was paid by the immediate holding company on behalf of the Company. The current balance with the immediate holding company is unsecured, interest-free and have no fixed terms of repayment.

(d) Compensation of key management personnel of the Group

	31 December 2016 RMB'000	31 December 2015 RMB'000
Short-term employee benefits	**2,526**	2,618
Equity-settled share option expense	**8,584**	–
Equity-settled share award expense	**8,956**	–
	20,066	2,618

Further details of directors' emoluments are included in note 9 to the financial statements.

31. FINANCIAL INSTRUMENTS BY CATEGORY

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

	Loans and receivables	
	31 December 2016 RMB'000	31 December 2015 RMB'000
Financial assets		
Trade and bills receivables	**990,452**	597,538
Financial assets included in deposits and other receivables	**21,770**	88,273
Cash and cash equivalents	**464,889**	286,605
	1,477,111	972,416

	Financial liabilities at amortised cost	
	31 December 2016 RMB'000	31 December 2015 RMB'000
Financial liabilities		
Trade and bills payables	**1,319,937**	810,176
Financial liabilities included in other payables and accruals	**85,592**	104,920
Interest-bearing bank borrowings	**120,000**	137,185
Bonds payable	**62,608**	58,646
	1,588,137	1,110,927

32. FAIR VALUE MEASUREMENT

Management has assessed that the fair values of cash and cash equivalents, trade and bills receivables, trade and bills payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals, interest-bearing bank borrowings, approximate to their carrying amounts largely due to the short-term maturities of these instruments.

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

The fair values of the bonds payable have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for the bonds payable as at 31 December 2016 was assessed to be insignificant.

As at 31 December 2016 and 31 December 2015, the carrying amounts of the Group's financial assets and financial liabilities approximated to their fair values.

The Group did not have any financial assets and financial liabilities measured at fair value as at 31 December 2016 and 31 December 2015.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings, bonds payable and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, market risk, credit risk and liquidity risk. The board of directors review and agree policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales and purchases in currencies other than the units' functional currencies. Approximately 38% of the Group's sales and 34% of the Group's purchases were denominated in currencies other than the functional currency of the operating units making the sale and purchase during the year ended 31 December 2016, respectively.

The following table demonstrates the sensitivity at the end of each reporting period to a reasonably possible change in the US$ exchange rate, with all other variables held constant, of the Group's profit before tax and the Group's equity.

	Increase/ (decrease) in US$ rate %	Increase/ (decrease) in profit before tax RMB'000	Increase/ (decrease) in equity* RMB'000
31 December 2016			
If RMB weakens against US$	5	(1,402)	–
If RMB strengthens against US$	(5)	1,402	–
31 December 2015			
If RMB weakens against US$	5	(3,056)	–
If RMB strengthens against US$	(5)	3,056	–

	Increase/ (decrease) in HK$ rate %	Increase/ (decrease) in profit before tax RMB'000	Increase/ (decrease) in equity* RMB'000
31 December 2016			
If RMB weakens against HK$	5	(1,483)	–
If RMB strengthens against HK$	(5)	1,483	–
31 December 2015			
If RMB weakens against HK$	5	–	–
If RMB strengthens against HK$	(5)	–	–

* Excluding retained profits

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk

The Group's production process requires a significant amount of LCD, IC circuits and other materials, and the Group's success depends significantly on its ability to secure sufficient and constant supply of these principal raw materials for its production at acceptable price levels. LCD is the most significant raw material used in the Group's production. The Group does not have long-term, fixed-cost supply contracts of raw materials with its suppliers. Since many of the Group's sales are priced by reference to the market price at the time of a particular order, its exposure to the risk of changes in the price is reduced.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which mainly comprise cash and cash equivalents, financial assets included in prepayments, deposits and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. The Group had concentrations of credit risk as 78% of the Group's trade and bills receivables were due from the Group's five largest customers as at 31 December 2016 (31 December 2015: 92%).

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 16 to the financial statements.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group's policy is to maintain sufficient cash and cash equivalents and have available funding through capital contribution and financial support from related parties and bank borrowings.

The maturity profile of financial liabilities as at 31 December 2016, based on the contractual undiscounted payments, was as follows:

	Less than 1 year RMB'000	1 to 5 years RMB'000	Total RMB'000
31 December 2016			
Trade and bills payables	**1,319,937**	**–**	**1,319,937**
Financial liabilities included in other payables and accruals	**85,592**	**–**	**85,592**
Interest-bearing bank borrowings	**120,000**	**–**	**120,000**
Bonds payable	**10,129**	**72,603**	**82,732**
	1,535,658	**72,603**	**1,608,261**
31 December 2015			
Trade and bills payables	810,176	–	810,176
Financial liabilities included in other payables and accruals	104,920	–	104,920
Interest-bearing bank borrowings	137,381	–	137,381
Bonds payable	3,770	71,779	75,549
	1,056,247	71,779	1,128,026

Taking into account the Group's financial position, the directors do not believe that it is probable that the bank will exercise its discretionary rights to demand immediate repayment. The directors believe that interest-bearing bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 December 2016 and period ended 31 December 2015.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt is calculated as interest-bearing bank borrowings, trade and bills payables, financial liabilities included in other payables and accruals and bonds payable less cash and cash equivalents. Capital represents equity attributable to owners of the parent. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios at the end of the reporting periods are as follows:

	31 December 2016 RMB'000	31 December 2015 RMB'000
Trade and bills payables	**1,319,937**	810,176
Financial liabilities included in other payables and accruals	**85,592**	104,920
Interest-bearing bank borrowings	**120,000**	137,185
Bonds payable	**62,608**	58,646
Less: Cash and cash equivalents	**(464,889)**	(286,605)
Net debt	**1,123,248**	824,322
Equity attributable to owners of the parent	**368,128**	104,939
Capital and net debt	**1,491,376**	929,261
Gearing ratio	**75%**	89%

34. TRANSFERS OF FINANCIAL ASSETS

As part of its normal business, the Group entered into trade receivable factoring arrangements and transferred certain trade receivables to banks for cash. In the opinion of the directors, the Group retained substantially all risks and rewards of the transferred trade receivables, and accordingly, it continued to recognise the full carrying amounts of the transferred trade receivables and the associated liabilities which were the collateralised bank advances. Subsequent to the transfer, the Group did not retain any rights on the use of the trade receivables, including the sale, transfer or pledge of the trade receivables to any other third parties. As at 31 December 2016, the carrying amounts of the transferred trade receivables not derecognised and the collateralised bank advances were RMB147,662,000 (31 December 2015: RMB137,989,000) and RMB120,000,000 (31 December 2015: RMB110,391,000) (note 21), respectively.

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	31 December 2016 RMB'000	31 December 2015 RMB'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**209,360**	164,537
Total non-current assets	**209,360**	164,537
CURRENT ASSETS		
Cash and cash equivalents	**68,698**	–
Prepayment and other receivables	**96,924**	26,776
Total current assets	**165,622**	26,776
CURRENT LIABILITIES		
Other payables and accruals	**45,505**	45,666
Interest payable	**6,104**	1,948
Total current liabilities	**51,609**	47,614
NET CURRENT ASSETS/(LIABILITIES)	**114,013**	(20,838)
TOTAL ASSETS LESS CURRENT LIABILITIES	**323,373**	143,699
NON-CURRENT LIABILITIES		
Bonds payable	**62,608**	58,646
Total non-current liabilities	**62,608**	58,646
Net assets	**260,765**	85,053
EQUITY		
Share capital	**165,065**	138,561
Reserves (note)	**95,700**	(53,508)
	260,765	85,053

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

	Convertible bonds reserve RMB'000	Share premium account RMB'000	Contributed surplus RMB'000	Accumulated losses RMB'000	Exchange fluctuation reserve RMB'000	Total equity RMB'000
At 1 July 2014	–	249,743	128,048	(3,056,353)	–	(2,678,562)
Profit and total comprehensive income for the period^	–	–	–	2,243,838	–	2,243,838
Issuance and allotment of consideration shares	–	191,799	–	–	–	191,799
Issue of the convertible bonds	157,326	–	–	–	–	157,326
Open offer	–	19,999	–	–	–	19,999
Capital restructuring	–	(461,541)	(128,048)	644,382	–	54,793
Conversion of the convertible bonds	(157,326)	109,572	–	–	–	(47,754)
Exchange differences on translation of foreign operations	–	–	–	–	5,053	5,053
At 31 December 2015	–	109,572	–	(168,133)	5,053	(53,508)

^ The profit and total comprehensive income for the period was mainly attributable to the gain on the Debt Restructuring.

A summary of the Company's reserves is as follows:

	Share premium account RMB'000	**Share option reserve RMB'000**	**Awarded share reserve RMB'000**	**Accumulated losses RMB'000**	**Exchange fluctuation reserve RMB'000**	**Total equity RMB'000**
At 1 January 2016	**109,572**	**–**	**–**	**(168,133)**	**5,053**	**(53,508)**
Profit and total comprehensive income for the year	**–**	**–**	**–**	**(7,266)**	**–**	**(7,266)**
Issue of shares (note 24)	**114,766**	**–**	**–**	**–**	**–**	**114,766**
Share issue expenses (note 24)	**(3,154)**	**–**	**–**	**–**	**–**	**(3,154)**
Issue of new shares under Share Award Scheme (note 24)	**–**	**–**	**(4,433)**	**–**	**–**	**(4,433)**
Share Award Scheme arrangements (note 25)	**–**	**–**	**24,886**	**–**	**–**	**24,886**
Reclassification of vested shares	**15,574**	**–**	**(15,574)**	**–**	**–**	**–**
Equity-settled share option arrangements	**–**	**12,604**	**–**	**–**	**–**	**12,604**
Exchange differences on translation of foreign operations	**–**	**–**	**–**	**–**	**11,805**	**11,805**
At 31 December 2016	**236,758**	**12,604**	**4,879**	**(175,399)**	**16,858**	**95,700**

36. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 21 March 2017.

FIVE YEAR FINANCIAL SUMMARY

A summary of the audited results, assets and liabilities of the Group for the last five years ended 31 December 2016 is set out as below:

	Year ended 31 December				
	2016	2015	2014	2013	2012
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
RESULTS					
Revenue	3,678,153	2,242,822	2,614,228	1,936,632	1,021,660
Cost of sales	(3,472,630)	(2,103,219)	(2,375,713)	(1,762,564)	(953,360)
Gross profit	205,523	139,603	238,515	174,068	68,300
Other income and gains	51,971	31,348	32,911	3,942	7,254
Selling and distribution expenses	(36,267)	(32,668)	(42,589)	(39,453)	(18,325)
Administrative expenses	(73,907)	(51,525)	(53,822)	(43,940)	(25,245)
Listing expense	–	(142,151)	–	–	–
Other expenses	(4,596)	(302)	(474)	(132)	(112)
Finance costs	(20,239)	(7,851)	(7,783)	(9,581)	(608)
PROFIT/(LOSS) BEFORE TAX	122,485	(63,546)	166,758	84,904	31,264
Tax	(31,375)	(5,990)	(42,088)	(20,044)	(3,508)
PROFIT/(LOSS) FOR THE YEAR	91,110	(69,536)	124,670	64,860	27,756
Attributable to					
Owners of the parent	91,110	(69,536)	124,670	64,860	27,756
	91,110	(69,536)	124,670	64,860	27,756

ASSETS AND LIABILITIES

	As at 31 December				
	2016	2015	2014	2013	2012
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
TOTAL ASSETS	2,120,962	1,334,090	1,224,056	1,098,344	479,827
TOTAL LIABILITIES	(1,752,834)	(1,229,151)	(1,030,168)	(975,081)	(346,565)
	368,128	104,939	193,888	123,263	133,262