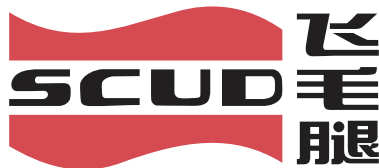


香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



**SCUD GROUP LIMITED**

**飛毛腿集團有限公司\***

(於開曼群島註冊成立之有限公司)

(股份編號：01399)

## **2017年度業績公告**

飛毛腿集團有限公司(「**本公司**」)董事(「**董事**」)會(「**董事會**」)欣然宣佈本公司及其附屬公司(合稱「**本集團**」)截至2017年12月31日止年度的經審核業績。本公告列載本公司2017年年報(「**2017年年報**」)全文，並符合香港聯合交易所有限公司(「**聯交所**」)證券上市規則中有關年度業績初步公告附載的資料的要求。本年度業績公告及2017年年報將可於香港交易及結算所有限公司網站[www.hkexnews.hk](http://www.hkexnews.hk)及本公司網站[www.scudgroup.com](http://www.scudgroup.com)閱覽。2017年年報的印刷版本將寄發予本公司股東(「**股東**」)。

## 財務摘要

截至2017年12月31日止年度

(除另有註明外，以人民幣千元列示)

|                                         | 2017年            | 2016年     | 變動百分比<br>(+/-) |
|-----------------------------------------|------------------|-----------|----------------|
| 營業額                                     | <b>5,801,566</b> | 6,061,477 | -4.3           |
| 本年度溢利／(虧損)                              | <b>19,881</b>    | (124,833) | +115.9         |
| 本公司擁有人應佔年度溢利／(虧損)                       | <b>21,125</b>    | (118,951) | +117.8         |
| 資產總值                                    | <b>3,916,878</b> | 3,687,342 | +6.2           |
| 未計利息、稅項、折舊及攤銷前盈利／<br>(未計利息、稅項、折舊及攤銷前虧損) | <b>68,257</b>    | (96,214)  | +170.9         |
| 每股基本及攤薄盈利／(虧損)(人民幣分)                    | <b>1.94</b>      | (10.91)   | +117.8         |
| 現金狀況                                    | <b>146,304</b>   | 170,305   | -14.1          |
| 流動比率(倍)                                 | <b>1.2</b>       | 1.2       | N/A            |
| 債務總額相對權益之比率(%)                          | <b>44.9</b>      | 47.3      | N/A            |

## 審閱年度業績

本公司審核委員會已於提呈本公司截至2017年12月31日止年度的綜合財務報表予董事會批准前聯同本公司高級管理層審閱本集團採納的會計原則及慣例，討論核數及財務報告事宜，並審閱該綜合財務報表。



SCUD GROUP LIMITED  
飛毛腿集團有限公司<sup>\*</sup>  
(incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)  
(Stock Code 股份代號 : 01399)



2017

年報 ANNUAL REPORT

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## CORPORATE PROFILE

### 公司簡介

Established in 1997, the “SCUD飛毛腿” brand has now grown into a mobile digital product accessories brand to provide comprehensive power solutions for mobile technological products including mobile communication, mobile digital, smart electronic and multimedia products. The “SCUD飛毛腿” brand has been focusing on the R&D and application of lithium-ion battery, and on the back of its self-developed and self-designed power management system as well as advanced technology in battery module packaging, the brand stands at the forefront of the industry, recognised as a highly reputable brand in the safety and quality in its “SCUD飛毛腿” lithium-ion battery modules. The “SCUD飛毛腿” brand was crowned as one of the “China Top Brand” in 2004, selected as one of the “China’s 500 Most Valuable Brands” in 2005 and recognised as a “China Famous Trademark” in 2006. In the same year, SCUD Group Limited (“SCUD”, the “Company” or, together with its subsidiaries, “SCUD Group” or the “Group”) was listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), turning over a new leaf for the “SCUD飛毛腿” brand.

The “SCUD飛毛腿” brand and ODM are the two core business segments of SCUD Group, supplying high quality lithium-ion battery products to the domestic retail market and manufacturers of well-known telecommunication brands respectively. The Group’s manufacturing industrial park located in Fuzhou with land area of over 100,000 m<sup>2</sup> is well-equipped with extensive and advanced facilities. Accumulated with years of production and management experiences, the industrial park has built up a refined and modernized manufacturing system and hence become one of the most important R&D and production bases for lithium-ion battery module products, mobile communication and digital product accessories nationwide. Subsidiaries of the Company have been accredited with the ISO9000 International Quality Accreditation and ISO14000 Environmental Management System Certification; their products have obtained well-recognised certifications from UL, FCC, TUV, CE, CB, PSE and KC.

The “SCUD飛毛腿” brand has built up a comprehensive distribution system across China via its extensive distribution channels and use of e-commerce platforms, with an ambition of stepping up continuous overseas expansion, further strengthening its foothold in China while eyeing international markets at the same time, and dedicating itself to provide quality “SCUD飛毛腿” products for consumers worldwide. The ODM business of the Group mainly supplies quality lithium-ion battery modules for original mobile telecommunication, mobile digital and smart electronic products by entering into the supply chain systems of well-known mobile technology products domestically and abroad. The rapid development of the Group’s ODM business in recent years enables SCUD Group to become one of the leading enterprises in the industry. ODM clients mainly include Huawei, OPPO, vivo, Lenovo, ZTE, Xiaomi and TCL.

「SCUD飛毛腿」品牌從1997年成立至今，已發展成一家為移動通訊、移動數碼、智能電子、多媒體等類別的流動科技產品提供全面電源解決方案的移動數碼產品配件品牌。「SCUD飛毛腿」品牌一直專注鋰離子電池研發及應用，以自主研發及設計的電源管理系統及先進的電池模組封裝技術，確立了行業的領先地位，令「SCUD飛毛腿」品牌的鋰離子電池模組產品的安全及質量在業界確認為具有高度信譽的品牌。2004年「SCUD飛毛腿」品牌獲得「中國名牌產品」稱號，2005年「SCUD飛毛腿」品牌成功入選「中國500個最具價值品牌」，2006年「SCUD飛毛腿」品牌被認定為「中國馳名商標」。於同一年，飛毛腿集團有限公司（「飛毛腿」、「本公司」或連同其附屬公司為「飛毛腿集團」或「本集團」）於香港聯合交易所有限公司（「聯交所」）主板成功上市，為「SCUD飛毛腿」品牌揭開了新的歷史篇章。

「SCUD飛毛腿」品牌業務及ODM業務是飛毛腿集團旗下兩大核心業務，分別為國內零售市場及知名品牌通訊產品製造商供應優質鋰離子電池產品。集團位於福州的製造工業園區佔地超過10萬平方米，工業園區配套設施齊全、裝備先進，透過多年來積累的生產及管理經驗，建立了一套管理精益的現代化製造體系，目前已成為國內最重要的鋰離子電池模組產品以及移動通訊及數碼產品配件之研發生產基地之一。本公司屬下企業通過了ISO9000國際質量體系認證及ISO14000環境管理體系認證，產品通過了UL、FCC、TUV、CE、CB、PSE及KC等權威認證。

「SCUD飛毛腿」品牌業務通過龐大的分銷管道以及利用電商平台已成功在中國各地建立了完善的銷售體系，與此同時，還在不斷積極邁進海外擴張的步伐，立足中國，放眼世界，務求為各地消費者供應優質的「SCUD飛毛腿」品牌產品。而集團ODM業務的銷售模式主要是通過進入國內外知名流動科技產品的供應鏈體系，為原廠移動通訊、移動數碼及智能電子產品配套高質量鋰離子電池模組，而近年來集團ODM業務的迅速發展已令飛毛腿集團成為行業中領先企業之一，ODM客戶主要包括華為、OPPO、vivo、聯想、中興、小米及TCL等。

## FINANCIAL HIGHLIGHTS

### 財務摘要

FOR THE YEAR ENDED 31 DECEMBER 2017  
(RMB thousand except where otherwise stated)

截至2017年12月31日止年度  
(除另有註明外，以人民幣千元列示)

|                                                                  |                            | <b>2017</b><br><b>RMB'000</b><br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 | % Change<br>變動百分比<br>(+/-) |
|------------------------------------------------------------------|----------------------------|----------------------------------------|--------------------------|----------------------------|
| Turnover                                                         | 營業額                        | <b>5,801,566</b>                       | 6,061,477                | -4.3                       |
| Profit/(loss) for the year                                       | 本年度溢利／(虧損)                 | <b>19,881</b>                          | (124,833)                | +115.9                     |
| Profit/(loss) for the year attributable to owners of the Company | 本公司擁有人<br>應佔本年度溢利／(虧損)     | <b>21,125</b>                          | (118,951)                | +117.8                     |
| Earnings/(losses) per share<br>– Basic and diluted (RMB cents)   | 每股盈利／(虧損)<br>— 基本及攤薄(人民幣分) | <b>1.94</b>                            | (10.91)                  | +117.8                     |

## CORPORATE INFORMATION

## 公司資料

## REGISTERED OFFICE

Conyers Trust Company (Cayman) Limited  
(name changed from Codan Trust Company (Cayman) Limited  
to Conyers Trust Company (Cayman) Limited  
with effect from 30 March 2017)

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN THE PRC

SCUD Industrial Park  
Fuzhou Pilot Free Trade Zone  
No. 98 Jianbin Avenue East  
Mawei District, Fuzhou  
Fujian Province, PRC

## PLACE OF BUSINESS IN HONG KONG

Room 1017, 10/F Leighton Centre  
77 Leighton Road  
Causeway Bay, Hong Kong

## BOARD OF DIRECTORS

## Executive Directors

Fang Jin (Chairman)  
Guo Quan Zeng (Chief Executive Officer)  
Feng Ming Zhu

## Non-Executive Directors

Zhang Li  
Hou Li

## Independent Non-Executive Directors

Loke Yu  
Wang Jing Zhong  
Wang Jian Zhang  
Heng Ja Wei Victor

## 註冊辦事處

Conyers Trust Company (Cayman) Limited (其名稱  
由 Codan Trust Company (Cayman) Limited 變  
更為 Conyers Trust Company (Cayman) Limited,  
自2017年3月30日起生效)

Cricket Square  
Hutchins Drive  
P.O.Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## 中國主要營業地點

中國福建省  
福州市馬尾區  
江濱東大道98號  
福州自貿試驗區  
飛毛腿工業園

## 香港營業地點

香港銅鑼灣  
禮頓道77號  
禮頓中心10樓1017室

## 董事會

## 執行董事

方金(主席)  
郭泉增(行政總裁)  
馮明竹

## 非執行董事

張黎  
侯立

## 獨立非執行董事

陸海林  
王敬忠  
王建章  
邢家維

## CORPORATE INFORMATION 公司資料

### COMPANY SECRETARY

Yeung Mun Tai (FCCA, CPA)

### AUTHORISED REPRESENTATIVES

Fang Jin  
Yeung Mun Tai

### LEGAL ADVISER

Reed Smith Richards Butler  
20th Floor, Alexandra House  
18 Chater Road, Central  
Hong Kong

### INDEPENDENT AUDITOR

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

### AUDIT COMMITTEE

Loke Yu (Chairman)  
Wang Jing Zhong  
Wang Jian Zhang  
Heng Ja Wei Victor

### REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Loke Yu (Chairman)  
Fang Jin  
Wang Jing Zhong  
Heng Ja Wei Victor

### RESUMPTION COMMITTEE

Loke Yu (Chairman)  
Wang Jing Zhong  
Wang Jian Zhang  
Heng Ja Wei Victor  
Hou Li

### 公司秘書

楊滿泰(FCCA, CPA)

### 獲授權代表

方金  
楊滿泰

### 法律顧問

禮德齊伯禮律師行  
香港中環遮打道18號  
歷山大廈20樓

### 獨立核數師

香港立信德豪會計師事務所有限公司  
香港干諾道中111號  
永安中心25樓

### 審核委員會

陸海林(主席)  
王敬忠  
王建章  
邢家維

### 薪酬委員會及提名委員會

陸海林(主席)  
方金  
王敬忠  
邢家維

### 復牌委員會

陸海林(主席)  
王敬忠  
王建章  
邢家維  
侯立

## CORPORATE INFORMATION

## 公司資料

**PRINCIPAL SHARE REGISTRAR AND  
TRANSFER OFFICE**

SMP Partners (Cayman) Limited (Note)  
Royal Bank House - 3rd Floor  
24 Shedden Road  
P.O. Box 1586  
Grand Cayman KY1-1110  
Cayman Islands

*Note:*

The name of the Company's share registrar and transfer office in the Cayman Islands has been changed from "Royal Bank of Canada Trust Company (Cayman) Limited" to "SMP Partners (Cayman) Limited" with effect from 12 May 2017.

The address of the Company's share registrar and transfer office in the Cayman Islands has also been changed from "4th Floor, Royal Bank House, 24 Shedden Road, George Town, Grand Cayman KY1-1110, Cayman Islands" to "Royal Bank House - 3rd Floor, 24 Shedden Road, P.O. Box 1586, Grand Cayman, KY1-1110, Cayman Islands" with effect from 12 May 2017.

**HONG KONG BRANCH SHARE REGISTRAR  
AND TRANSFER OFFICE**

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

**PRINCIPAL BANKERS**

Fujian Haixia Bank  
China Merchants Bank  
China Construction Bank  
Xiamen International Bank  
Bank of China

**WEBSITE**

<http://www.scudgroup.com>

**股份過戶登記總處**

SMP Partners (Cayman) Limited (附註)  
Royal Bank House - 3rd Floor  
24 Shedden Road  
P.O. Box 1586  
Grand Cayman KY1-1110  
Cayman Islands

*附註：*

本公司於開曼群島的股份過戶登記分處的名稱已由「Royal Bank of Canada Trust Company (Cayman) Limited」變更為「SMP Partners (Cayman) Limited」，自2017年5月12日起生效。

本公司於開曼群島的股份過戶登記分處的地址亦由「4th Floor, Royal Bank House, 24 Shedden Road, George Town, Grand Cayman KY1-1110, Cayman Islands」變更為「Royal Bank House - 3rd Floor, 24 Shedden Road, P.O. Box 1586, Grand Cayman, KY1-1110, Cayman Islands」，自2017年5月12日起生效。

**香港股份過戶登記分處**

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

**主要往來銀行**

福建海峽銀行  
招商銀行  
中國建設銀行  
廈門國際銀行  
中國銀行

**網站**

<http://www.scudgroup.com>

## CHAIRMAN'S STATEMENT 主席報告書

On behalf of the board (the "Board") of directors of SCUD Group Limited ("SCUD", the "Company" or, together with its subsidiaries, the "Group"), I am pleased to present the annual results of the Company for the full year from 1 January 2017 to 31 December 2017 (the "Review Period").

Looking back to 2017, the Group focused on the R&D and manufacturing of lithium-ion battery modules, which as the main product of the Group have been used in smartphones, laptop and tablets, wearable devices, power tools, electric bicycles, energy storage and other fields. In addition, the Group's products also cover battery management system, lithium-ion battery cells, precision structural parts and other fields. Of the two core business of the Group, i.e. ODM business and own-brand business, the performance of ODM business was outstanding during the Review Period, and currently, the Scud ODM business mainly supplies smartphone lithium-ion batteries to smartphone brands such as Huawei, OPPO, vivo, Xiaomi, Lenovo, ZTE, Tian Power, Nubian, Samsung and TCL. With the Group's diversified products into the customer supply chain system, the Group further enhanced the breadth and depth of its cooperation with its domestic customers, which further consolidated the Group's position as a major supplier of lithium-ion battery modules for domestic mobile phones and digital products. At present, the battery products of SCUD are mainly used in smartphones and power banks, and the revenue of such products accounted for approximately 82% and 4% of the Company's total revenue during the Review Period, respectively. During the review period, the shipment of the Group's ODM mobile phone battery modules was approximately 163 million pieces, representing a decrease of approximately 13% as compared with that in 2016.

本人謹代表飛毛腿集團有限公司(「飛毛腿」、「本公司」或連同其附屬公司為「本集團」)董事會(「董事會」)欣然提呈本公司由2017年1月1日至2017年12月31日全年(「回顧期間」)的年度業績。

回顧2017年，集團專注鋰離子電池模組研發製造業務，主要產品鋰離子電池模組應用於智能手機、筆記本及平板電腦、可穿戴設備、動力工具、電動自行車及儲能等領域。除此之外，集團產品還涵蓋電源管理系統、鋰離子電芯、精密結構件等多個領域。集團旗下核心業務包括ODM業務及品牌業務，當中的ODM業務於回顧期間的表現突出，飛毛腿ODM業務現時主要為華為、OPPO、vivo、小米、聯想、中興、天邦達、努比亞、三星及TCL等智能手機品牌供應智能手機鋰離子電池。隨著集團多種產品導入客戶供應鏈體系，集團進一步加強與國內客戶合作廣度和深度，令集團在國內手機及數碼類鋰離子電池模組主要供應商的地位得到進一步的鞏固。目前，集團銷售的電池產品主要應用於智能手機及移動電源，回顧期間該類產品營收分別佔公司總營收的比重約82%及4%。回顧期間，集團ODM手機電池模組出貨量超過約1億6,300萬顆，出貨量較2016年減少約13%。

## CHAIRMAN'S STATEMENT

### 主席報告書

In 2017, apart from actively looking for more partners to cooperate with, the Group devoted itself to improving the quality control system to continuously improve the production efficiency and technological level and to ensure that all manufactured batteries meet the high safety standards. As for customers, the stable demand from existing ODM customers and orders from new customers have become the key factors for the Group's ODM business to maintain steady growth. In respect of supply, in order to provide customers with assured quality, the Group, through its careful selection of supplier partners, ensured that it can provide its customers with high quality and diversified battery cell options and make greater efforts to become a corporate that satisfied the customers. As for production, the Group continued to upgrade its automated production line to further ease the pressure of the consumer electronics manufacturing industry on the operating costs in recent years. In 2017, the Group optimized its business structure by adjusting its business layout and collected its resources to consolidate the foundation of the Group's ODM business, fully preparing for its expansion plans in the future. In addition, apart from product safety, work safety is also the Group's primary task. We have always ensured production and operation are conducted in a way in which we shoulder social responsibilities to provide a safe and comfortable work environment for our staff while providing high quality products for customers.

Apart from implementation of measures to improve operation efficiency and productivity in the year, the management engaged a professional adviser to assist the Company to improve its internal control system to enhance the Group's corporate governance. The management is of the view that good corporate governance is very important for the maintenance and enhancement of the confidence of the Company's shareholders, and the key to the development of the Group's business and safeguarding of the interests of the Company's shareholders. The Group will enhance the corporate value, transparency and sense of responsibility through the implementation of rules and regulations, strict enforcement of internal control, improvement of risk prevention and management and prompt disclosure of data in a public and comprehensive manner, so as to maintain good corporate governance.

於2017年，集團除積極尋找更多可以合作的夥伴外，更致力於完善集團的品質管制體系，持續提升生產效率及工藝水準，確保所有出廠的電池符合高安全性的標準。客戶方面，現有ODM客戶穩定的需求加上新增客戶的訂單，成為集團ODM業務維持穩定增長的關鍵因素。供應方面，為了能提供讓客戶放心的品質，本集團透過仔細選擇供應商合作夥伴，確保可以為客戶提供優質及多元化的電芯選擇，為成為讓客戶滿意的企業而做出更大的努力。生產方面，集團繼續通過產線的自動化升級，以進一步舒緩消費類電子製造業近年來在經營成本上所承受的壓力。集團於2017年通過調整業務佈局來優化業務結構，將資源集中以鞏固集團ODM業務的基礎，為未來的擴展計劃作好充分準備。此外，除了產品安全外，保障工作安全亦是集團的首要任務，集團無時無刻確保我們以具社會責任的方式生產及營運，為客戶供應優質的產品之同時，亦為員工提供安全舒適的工作環境。

管理層於年內除了執行措施改善營運效率及生產力，亦透過委聘專業顧問協助公司改善內部控制系統，以提升集團的企業管治水平。管理層相信良好企業管治對維持和提升本公司股東的信心十分重要，並以此為發展本集團業務及保障本公司股東利益之關鍵。本集團會透過實施規章制度、嚴格實施內部監控、完善風險防範與管理、以公開及全面的態度適時披露資料等，提升公司價值、透明度及負責性，以維持良好之企業管治。

## CHAIRMAN'S STATEMENT 主席報告書

Looking ahead, the Group will adjust its development strategies in response to market movements and invest more resources in R&D and production of lithium-ion battery module products with high quality, so as to further consolidate and raise the market status of the Group and establish stronger presence of its brand. The Group will proactively pay attention to the application of lithium-ion batteries in new industries and new fields and grasp opportunities for access to the market. In addition, the Group attaches great importance to the safety of using batteries for electronic products. In the pursuit of high efficiency and endurance of battery, it is required to conduct more rigorous review of the safety of battery to ensure that all manufactured batteries meet the high safety standards. Riding on high quality customer resources, quality assurance and technology development capacity, SCUD Group will be committed to the provision of safe, portable and endurable green energy products for customers and consumers.

On behalf of the Board of Directors and the Management team, I would like to take this opportunity to express my sincere gratitude to all staff, directors, customers, suppliers, all shareholders and institutions providing professional services to the Company for all your support to SCUD throughout these challenging times.

展望未來，集團會因應市場變化來調整發展戰略，將會投入更多資源研發及生產高品質的鋰離子電池模組產品，進一步鞏固和提升集團的市場地位，增強集團的品牌影響力。集團會積極關注鋰離子電池在新行業、新領域的應用情況，把握市場切入機會。此外，集團對於電子產品電池使用安全上十分注意，在追求高效能與續航力之下，必須更嚴謹檢視電池的安全性，確保所有出廠的電池符合高安全性的標準。憑藉優質客戶資源、品質保證及技術開發能力，飛毛腿集團會致力為客戶及消費者提供安全、輕便、持久的綠色能源產品。

本人謹藉此機會代表董事會和管理層團隊，衷心感謝飛毛腿全體員工、董事、客戶、供應商、全體股東及向公司提供專業服務的機構，在充滿挑戰的時刻一直對飛毛腿給予支援。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### INDUSTRY REVIEW

According to the information published by the market research firm IDC, smartphones recorded global shipments of approximately 1.46 billion units in 2017, slightly dropped by approximately 1% as compared with 2016. The overall sales and new models of the mobile phone industry in 2017 are getting steady under way. Smartphones are now fully popularized in mature markets, which means that the smartphone industry has begun to shift from the incremental era to the stock era. According to IDC, Huawei, OPPO and Xiaomi, the top three vendors in the Chinese smartphone market account for approximately 24.3% global market share in 2017. Under multiple pressures of supply chain, brand premium and traditional distribution channel, the Chinese smartphone market was moving toward brand concentration in 2017. Domestic smartphone brands gradually gained a share in the domestic mobile phone market with fierce competition by leveraging on their advantage in respect of understanding the user habits and consumption psychology of mobile phone consumers in the PRC. Domestic premium mobile phone brands, riding on their own technical advantage and strong market base, have gradually enlarged their shares in the domestic market and consolidated their market positions. Given their higher brand awareness and popularity along with the surging demand for mid- to high-end smartphones, domestic smartphone manufacturers have proactively rolled out more mid-to high-end models embedded with advanced hardware and functions. Smartphones with high-end hardware and full screens require lithium-ion batteries with better quality and longer endurance.

The demand growth in the global lithium-ion battery market is mainly from consumer electronics, which are featured by fast update and short use cycle, giving rise to larger demands of consumers for replacement of similar electronics each year, which will drive the growth of demands for mobile phones, laptops, tablets and other consumer electronics and further promote the continuing growth of demands for relevant lithium-ion battery. At present, the demands in the mobile phone lithium-ion battery market have entered into a mature period. However, with the increasing rise in demands by consumers for mobile internet, mobile payment and mobile games, the overall demand for mobile phone lithium-ion battery will maintain a stable growth in the future, while tablets and laptops will be additional drivers for the demands for lithium-ion batteries. In recent years, smart wearable devices have become a new hot spot in consumption of electronics thanks to their rapid development and diversities. In the future, the quantity of wearable devices is expected to a continue to grow and there will be a significant increase in the demands for batteries with a smaller volume and longer endurance.

#### 行業回顧

根據市場調查機構IDC的公佈資料，2017年全球智能手機出貨量約14億6,000萬部較2016年小幅降低約1%。2017年的手機行業的整體銷量和新出機型都漸趨平穩，智能手機目前已經在成熟市場中全面普及，意味著智能手機行業已經開始從增量時代轉向存量時代。IDC資料顯示，於2017年，中國智能手機市場的前三大廠商華為、OPPO和小米在佔據了約24.3%的全球市場份額。在供應鏈、品牌溢價和傳統銷售渠道的多重壓力下，中國智能手機市場在2017年正走向品牌集中化。國產智能手機品牌通過對中國手機使用者的習慣和消費者的消費心理把握的優勢，在競爭激烈的國內手機市場中逐步佔據了一席之地。國內一線手機品牌憑藉自身的技術優勢和雄厚的市場基礎，逐步擴大國內市場份額，穩固市場地位。隨著國內品牌智能手機知名度與普及性增加以及中高端智能手機的需求急速增長，國內品牌智能手機製造商都積極推出更多配置高級硬體和先進功能的中高階機型，而高端配置加上全螢幕的智能手機便需要配備更高品質及續航力持久的鋰離子電池。

全球鋰離子電池市場需求增長主要來自於消費類電子產品，由於消費類電子產品存在產品更新快、使用週期短的特徵，導致每年消費者更換同類型電子產品而產生較大需求，將帶動手機、筆記本電腦和平板電腦等消費電子類產品需求的增長，並進一步帶動相關鋰離子電池需求的持續增長。目前，手機鋰離子電池市場的需求已經進入成熟期，但是隨著消費者對手機上網、移動支付、手機遊戲等需求仍不斷增加，手機鋰離子電池未來的需求增長總體仍會保持平穩，而平板電腦及筆記本電腦會是鋰離子電池需求的另一增長動力。近年來，可穿戴裝置發展迅速，形式多樣，可穿戴智能裝置已成為電子產品消費中的一個新熱點。對於可穿戴裝置製造商而言，提供高效的可穿戴電池是急需解決的問題。未來，可穿戴裝置數量預計會持續增長，體積更小、續航能力更長的電池需求將會大幅增加。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

With respect to the development of smartphones, with the introduction of new chips, smartphones continue to improve in terms of hardware specifications and performance, and more smartphone manufacturers are making innovations in system optimization, which makes improving endurance of mobile phone battery become more necessary. Smartphone manufacturers have urgent demands for batteries with better endurance. However, due to the technical restriction of mobile phone battery's life, the most direct way to improve battery's life is to increase the capacity of battery. However, to improve mobile phone endurance through increasing battery capacity is a key problem to be first considered. At the same time, in order to meet the current light and thin design, in the hope of reducing the volume of batteries and increasing the capacity of batteries, enhancing energy density has become another important technology trend. Many technology makers are actively involved in developing new types of lithium-ion batteries and researching solutions to improve endurance of batteries, and they are also planned to be applied to various types of consumer electronics products. However, until now, no major breakthroughs have been made. Most of the solutions are still not practical because of cost, longevity and safety which is most important.

In recent years, the public has been concerned about the quality issues related to smartphone batteries, and the public's attention to battery safety rose to a new height. Due to the inability to change the fundamental relationship between battery capacity and volume, there is a technical limit to the lithium-ion battery for mobile phones in terms of battery endurance. The introduction of new material batteries may fundamentally change the current characteristics of mobile phone battery, which can't be solved by the smart phone industry in the short term. Fast charging technology is an effective solution to address the problem of mobile phone battery endurance in the foreseeable future, and addressing the battery endurance problem of user with higher speed has become a new direction under the slow evolution of lithium-ion batteries. Fast charging technology has been a relatively good solution to the battery cycle life loss and heating and stability issues, and it will be applied to more mainstream 3C products with the fast charging technology.

智能手機發展方面，隨著晶片的推陳出新，智能手機在硬體規格及性能方面不斷提昇，更多的智能手機廠商在系統優化方面作出創新，令手機電池續航力的提升顯得更加有必要。智能手機製造商對於續航力更持久的電池的使用有著迫切之要求，但由於手機電池壽命受到技術的限制，要提昇電池壽命最直接的方式就是加大電池容量，而如何增加電容量進而延續產品續航力就變成了首要關鍵因素。同時為了要滿足現在產品朝向輕薄化設計，在希望減少電池體積與提高電容量之下，提升電池能量密度也成為另一項重要技術發展趨勢。許多科技大廠已積極投入研發新型的鋰離子電池及研究改善電池續航力的方案，並計劃將應用到各類型的消費類電子產品上，但是直到現在仍未見重要的突破，大部分的方案仍不實用，原因在於成本、壽命以及最重要的安全性。

近年，公眾一直關注智能手機電池有關的質量問題，公眾對電池安全的重視程度上升到了一個新的高度。由於無法改變電池容量和體積的根本關係，手機用鋰離子電池在續航能力提升上存在技術上的限制。新材質電池的引入有可能根本性改變當下的手機電池特性，但這已經不是智能手機產業於短期內所能解決的問題。快充技術在可預見的未來是解決手機電池續航能力的有效方案及以更高速的充電速度變向解決用戶的續航問題，成為了鋰離子電池進化緩慢之下的新方向。如今的快充技術已經比較良好的解決了電池的循環壽命損耗和發熱、穩定性的問題，將會在更多主流3C產品中應用快充技術。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

## BUSINESS REVIEW

SCUD Group engages in the development, manufacture and sale of lithium-ion battery modules for smartphones, tablets and other smart electronic products as well as the provision of all-round power supply solutions for various consumer electronic products. The Group is in the industry leading position among domestic professional lithium-ion battery module manufacturers in terms of technology, production capacity and sales volume. After years of independent R&D, SCUD Group has mastered the core technology for manufacturing lithium-ion batteries and possessing industry leading capacities for R&D of battery management system, and overall R&D and manufacturing of battery modules. The Group ensures good quality and product safety through automated production and enjoys high quality customer resources. The sound partnership with various international renowned bare battery cell producers and telecommunications product manufacturers has become a major strength of the Group in developing its lithium-ion battery business.

The current operations of SCUD Group comprise its ODM business and own-brand business. The ODM business mainly supplies lithium-ion battery modules to manufacturers of well-known telecommunication brands at home and abroad, while the own-brand business mainly engages in the sale of power banks and mobile phone accessories under “SCUD飛毛腿” brand in the PRC. At present, approximately 84% of the Group’s revenue is derived from the ODM business with major customers of renowned smartphone and tablet manufacturers at home and abroad which enjoy stable shares in the end market. The ODM business is expected to maintain a stable growth and continue to drive our Group’s sales and profit growth in the future.

During the period from 1 January 2017 to 31 December 2017 (the “Review Period”), the Group’s consolidated turnover amounted to approximately RMB5,801.6 million (2016: RMB6,061.5 million), decreased by approximately 4.3% compared with 2016. The profit for the year attributable to owners of the Company was approximately RMB21.1 million (2016: Loss for the year attributable to owners of the Company RMB119.0 million). Basic and diluted earnings per share was approximately RMB1.94 cents (2016: Basic and diluted losses per share RMB10.91 cents). The ODM business recorded a turnover of approximately RMB4,883.1 million (2016: RMB4,788.4 million), accounting for approximately 84.2% (2016: 79.0%) of the Group’s consolidated turnover. The own-brand business recorded a turnover of approximately RMB161.7 million (2016: RMB680.4 million), accounting for approximately 2.8% (2016: 11.2%) of the Group’s consolidated turnover. The bare battery cell business recorded a turnover of approximately RMB248.2 million (2016: RMB286.1 million), accounting for approximately 4.3% (2016: 4.7%) of the Group’s consolidated turnover.

## 業務回顧

飛毛腿集團致力於研發、生產和銷售適用於智能手機及平板電腦等智能電子產品的鋰離子電池模組，為各式消費類電子產品提供完整的電源解決方案。在國內專業鋰離子電池模組製造商中，本集團的技術、產能與銷量均處於行業領先地位。飛毛腿集團多年來通過自主研發掌握了製造鋰離子電池的核心技術，擁有行業領先的電源管理系統研發能力及電池模組整體開發與製造能力，通過自動化生產保證良好品質及產品安全性，擁有優質的客戶資源。飛毛腿與眾多國際知名電芯生產企業及通訊產品製造商保持著良好的合作關係，成為集團發展鋰離子電池業務一重大優勢。

飛毛腿集團目前由兩大業務組成，分別是原廠設計及配套業務(ODM業務)，主要為國內外知名品牌通訊產品製造商供應鋰離子電池模組，以及自有品牌業務，主要以「SCUD飛毛腿」品牌於國內銷售移動電源及手機配件。目前，集團約84%的收入來自ODM業務，主要客戶都是國內外知名品牌智能手機及平板電腦製造商，擁有穩定的終端市場，預期ODM業務收入會保持穩定增長，繼續成為集團未來銷售及利潤增長動力。

由2017年1月1日至2017年12月31日期間(「回顧期間」)，本集團綜合營業額約人民幣5,801,600,000元(2016年：人民幣6,061,500,000元)，較2016年減少約4.3%。本公司擁有人應佔本年度溢利約人民幣21,100,000元(2016年：本公司擁有人應佔本年度虧損人民幣119,000,000元)。每股基本及攤薄盈利約人民幣1.94分(2016年：每股基本及攤薄虧損人民幣10.91分)。ODM業務錄得營業額約人民幣4,883,100,000元(2016年：人民幣4,788,400,000元)，佔集團綜合營業額約84.2%(2016年：79.0%)。自有品牌業務錄得營業額約人民幣161,700,000元(2016年：人民幣680,400,000元)，佔集團綜合營業額約2.8%(2016年：11.2%)。電芯業務分部錄得營業額約人民幣248,200,000元(2016年：人民幣286,100,000元)，佔集團綜合營業額約4.3%(2016年：4.7%)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### ODM Business

The Group's ODM business mainly focuses on providing all-round power supply solutions to manufacturers of renowned smartphone and tablet brands at home and abroad. Capitalising on its experience in manufacturing lithium-ion batteries and R&D on application technology, the Group's experienced ODM product development team is able to jointly develop, design and optimise battery solutions that best align with customer needs. Backed by powerful manufacturing capacity, reliable quality assurance system, premium bare battery cells, state-of-the-art protection circuit design and precise production process control, SCUD has secured a leading position in the industry. The Group attaches great importance to the safety of batteries for electronic products. In the pursuit of high efficiency and endurance of battery, it is required to conduct more rigorous review of the safety of batteries to ensure that all the batteries delivered meet the high safety standards.

The Group is currently a supplier of lithium-ion battery modules for well-known branded smartphone and tablet manufacturers including Huawei, OPPO, vivo, Xiaomi, Lenovo, ZTE, Tian Power, Nubia, Samsung and TCL. Fuelled by strong demands from the existing and new customers, the ODM business maintained a stable increase in 2017. With a view to fulfilling the current orders and the demand for continuous expansion in production and operating scale, the Group has invested more resources in its business, such as the introduction of additional automated and semi-automated equipment to enhance productivity and further improve the quality management system.

The lithium-ion battery products supplied by the ODM business mainly consist of original smartphone batteries customised for smartphone of various brands ("ODM mobile phone batteries") and original power banks customised for clients ("ODM power banks"). The Company also supplies various kind of motive battery. During the Review Period, ODM mobile phone batteries recorded sales volume of approximately 163.3 million pieces (2016: 187.1 million pieces) and turnover of approximately RMB4,725.0 million (2016: RMB4,540.5 million), decreased by approximately 12.7% and increased by approximately 4.1% year-on-year respectively. In 2017, ODM mobile phone batteries contributed approximately 96.8% (2016: 94.8%) of turnover of the ODM business. ODM power bank contributed turnover of approximately RMB128.8 million (2016: RMB164.3 million) to the ODM business segment. During the Review Period, the ODM business segment recorded net profit of approximately RMB48.5 million (2016: net loss RMB118.9 million).

#### ODM業務

集團ODM業務主要為國內外知名品牌智能手機及平板電腦製造商提供完整的電源解決方案。憑藉飛毛腿集團多年來專注鋰離子電池的生產及應用技術上的研發，經驗豐富的ODM產品開發團隊能以最貼近客戶需求的合作開發、設計與完善電池解決方案。憑藉飛毛腿強大的生產製造能力、可靠的品質保障體系、優質的電芯選擇、先進的保護電路設計以及精準的生產工藝控制，已實現了行業上領先的水準。集團對於電子產品電池安全上十分重視，在追求高效能與續航力之下，必須更嚴謹檢視電池的安全性，確保所有出廠的電池符合高安全性的標準。

集團目前為華為、OPPO、vivo、小米、聯想、中興、天邦達、努比亞、三星及TCL等知名品牌智能手機及平板電腦製造商的鋰電池模組供應商。在現有客戶及新客戶的強勁需求支撐下，ODM業務於2017年保持平穩增長。出於滿足目前訂單情況及生產經營規模持續擴大的需求，集團近年來已加大了各種資源的投入，通過增加自動化及半自動化設備以提高生產效率及進一步完善品質管制體系。

ODM業務所供應的鋰離子電池產品主要包括為各式品牌智能手機配套的原廠智能手機電池（「原廠手機電池」）以及為客戶生產的原廠移動電源（「原廠移動電源」），公司亦有為客戶供應各類型的動力電池。原廠手機電池銷售量及營業額於回顧期間上升，分別達到約1億6,330萬顆（2016年：1億8,710萬顆）及約人民幣4,725,000,000元（2016年：人民幣4,540,500,000元），同比分別下跌約12.7%及增長約4.1%。原廠手機電池營業額約佔2017年ODM業務營業額96.8%（2016年：94.8%）。ODM移動電源為ODM業務分部貢獻營業額約人民幣128,800,000元（2016年：人民幣164,300,000元）。ODM業務分部於回顧期間錄得淨利潤約人民幣48,500,000元（2016年：淨虧損人民幣118,900,000元）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In 2017, the Group's ODM business continued to benefit from the growth in sales volume of smartphones due to their surging popularity in the PRC, whereas mid-to high-end smartphones are in greater need of premium batteries with better performance in safety, stability and endurance. "SCUD飛毛腿" has been enjoying high reputation in the lithium-ion battery module sector in terms of safety standard and high quality. With thorough knowledge in lithium-ion battery performance and extensive experience in battery module design, the Group is able to supply high quality lithium-ion batteries customised for different types of smartphones and tablets. Looking ahead, the ODM business fuelled by strong demands from the existing and new customers is well positioned to support the Group to sharpen its edge in the smartphone and tablet battery market.

#### Own-brand Business

The own-brand business mainly consists of domestic sale of various kind of lithium-ion battery products under our "SCUD飛毛腿" brand. During the Review Period, the own-brand business recorded consolidated turnover of approximately RMB161.7 million (2016: RMB680.4 million), representing a decrease of approximately 76.2% year-on-year. Own-brand power banks recorded sales volume of approximately 1.3 million pieces (2016: 6.7 million pieces), representing a decrease of approximately 80.2% year-on-year and contributing turnover of approximately RMB80.2 million (2016: RMB396.0 million). Own-brand mobile phone batteries recorded sales volume of approximately 0.7 million pieces (2016: 1.7 million pieces), representing a decrease of approximately 58.8% year-on-year and contributing turnover of approximately RMB20.0 million (2016: RMB31.5 million). During the Review Period, revenue of approximately RMB41.7 million (2016: RMB181.4 million) was derived from sales of power management module manufactured by the Group. During the Review Period, the own-brand business recorded net profit of approximately RMB3.2 million (2016: net loss of approximately RMB63.1 million).

於2017年，集團ODM業務繼續受惠於中國智能手機普及率上升所帶來的銷量增長，因中高端智能手機更需要配備安全穩定以及續航力持久的優質電池。一直以來，「SCUD飛毛腿」品牌所生產的鋰離子電池模組產品在業界享有高安全性及高品質的口碑，飛毛腿對於鋰離子電池的性能非常瞭解，擁有豐富的電池組設計經驗，可以根據客戶需求提供合適各種智能手機及平板電腦用的高品質鋰離子電池。展望將來，ODM業務在現有客戶和新客戶的強勁需求支撐下，集團在智能手機電池及平板電腦電池市場定能顯示出了更明顯的優勢。

#### 自有品牌業務

自有品牌業務，主要以「SCUD飛毛腿」品牌於國內銷售各種鋰離子電池產品。於回顧期間，自有品牌業務錄得綜合營業額約人民幣161,700,000元(2016年：人民幣680,400,000元)，同比下跌約76.2%。品牌移動電源錄得銷量約130萬顆(2016年：670萬顆)，同比下跌約80.2%，貢獻營業額約人民幣80,200,000元(2016年：人民幣396,000,000元)。品牌手機電池銷售量約70萬顆(2016年：170萬顆)，同比下跌約58.8%，錄得營業額約達人民幣20,000,000元(2016年：人民幣31,500,000元)。於回顧期間約有人民幣41,700,000元(2016年：人民幣181,400,000元)收入來自出售集團自行生產的電源管理模組。於回顧期間自有品牌業務錄得淨利潤約人民幣3,200,000元(2016年：淨虧損約人民幣63,100,000元)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The rapid growth and higher performance requirements of smart electronic products promoted the development of power supply technologies. In recent years, power banks have experienced rapid development. “SCUD飛毛腿” brand is renowned in the industry for its years of experience in manufacturing mobile phone batteries and the safety and quality of its battery products. Product quality and safety remain as the priorities for power banks under the “SCUD飛毛腿” brand. The “SCUD飛毛腿” branded power banks, which are well received by customers, have secured a considerable market share in China at present.

With the intelligent process, it is estimated that the market demand for 3C lithium-ion batteries will continue to grow in 2018. SCUD as a lithium-ion battery company will grasp the development trend of the market, focusing on the development of emerging electronic opportunities, fully tapping the emerging market demand for electronic products, research and development of high-safety, high-quality 3C lithium-ion battery. The Group will actively invest in R&D of lithium-ion battery application technology, seeking to promote application of various lithium-ion batteries in a wider range of products. Extending the application of lithium-ion batteries from the current focus of smart electronic products to other areas will not only meet demands of different customer groups, but also lay a broader market base for the Group’s future growth.

智能電子產品的快速發展和更高性能需求促進了電源技術的發展，移動電源市場於近年快速發展。「SCUD飛毛腿」品牌憑多年的手機電池生產經驗以及電池產品的品質安全可靠成為業內知名品牌，如今「SCUD飛毛腿」品牌推出的移動電源同樣是堅持著品質及安全至上的原則。目前，「SCUD飛毛腿」品牌移動電源在國內市場已佔有一定份額，品質得到廣泛消費者的認同。

隨著智能化進程，預計2018年3C鋰離子電池市場需求將會持續增長。飛毛腿作為一家鋰離子電池企業定會把握市場發展趨勢，專注新興電子產品的發展契機，充分挖掘新興電子產品市場需求，研發出高安全、高品質的3C鋰離子電池。集團會積極投放在鋰離子電池應用技術上的研發，將各式鋰離子電池應用於更多不同類型的產品中，將鋰離子電池的應用從目前專注的智能電子產品類延伸到其他領域，既能滿足不同客戶的需求，亦同時為集團未來的發展奠定更廣泛的市場基礎。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

## FINANCIAL REVIEW

During the Review Period, the Group recorded consolidated turnover of approximately RMB5,801.6 million (2016: RMB6,061.5 million), decreased by approximately 4.3% as compared to that in 2016. Gross profit for the Group was approximately RMB409.3 million (2016: RMB557.8 million), decreased by approximately 26.6% against 2016. The profit for the year and profit for the year attributable to owners of the Company were approximately RMB19.9 million (2016: loss for the year RMB124.8 million) and approximately RMB21.1 million (2016: loss for the year attributable to owners of the Company RMB119.0 million) respectively, increased by approximately 115.9% and 117.8% respectively. The Group recorded EBITDA of approximately RMB68.3 million (2016: LBITDA RMB96.2 million) for the year, increased by approximately 171.0% as compared to 2016. Basic and diluted earnings per share was approximately RMB1.94 cents (2016: Basic and diluted losses per share RMB10.91 cents).

## Turnover by segments

During the Review Period, turnover of approximately RMB4,883.1 million (2016: RMB4,788.4 million) was generated from the ODM business segment, which accounted for approximately 84.2% (2016: 79.0%) of the Group's consolidated turnover. Turnover of approximately RMB161.7 million (2016: RMB680.4 million) was generated from the own-brand business segment, which accounted for approximately 2.8% (2016: 11.2%) of the Group's consolidated turnover. Turnover of approximately RMB248.2 million (2016: RMB286.1 million) was contributed by the bare battery cell business segment, which accounted for approximately 4.3% (2016: 4.7%) of the Group's consolidated turnover.

## Sales by major products

During the Review Period, sales of approximately RMB4,745.0 million (2016: RMB4,572.0 million) came from mobile phone batteries which accounted for approximately 81.8% (2016: 75.4%) of the Group's consolidated turnover. Sales of power banks and power management module amounted to approximately RMB209.0 million (2016: RMB560.2 million) and RMB41.7 million (2016: RMB181.4 million) respectively, which accounted for approximately 3.6% (2016: 9.2%) and 0.7% (2016: 3.0%) of the Group's consolidated turnover respectively. Sales of approximately RMB248.2 million (2016: RMB286.1 million) came from bare battery cells, which accounted for approximately 4.3% (2016: 4.7%) of the Group's consolidated turnover.

## 財務回顧

於回顧期間，本集團錄得綜合營業額約人民幣5,801,600,000元(2016年：人民幣6,061,500,000元)，較2016年同期減少約4.3%。本集團的毛利約人民幣409,300,000元(2016年：人民幣557,800,000元)，較2016年減少約26.6%。本集團的本年度溢利及本公司擁有人應佔本年度溢利分別約人民幣19,900,000元(2016年：本年度虧損人民幣124,800,000元)及約人民幣21,100,000元(2016年：本公司擁有人應佔本年度虧損人民幣119,000,000元)，分別增加約115.9%及117.8%。本集團錄得未計利息、稅項、折舊及攤銷前盈利約人民幣68,300,000元(2016年：未計利息、稅項、折舊及攤銷前虧損人民幣96,200,000元)，較2016年增加約171.0%。本集團的每股基本及攤薄盈利約人民幣1.94分(2016年：每股基本及攤薄虧損人民幣10.91分)。

## 各分部營業額

於回顧期間，約人民幣4,883,100,000元(2016年：人民幣4,788,400,000元)營業額來自ODM業務分部，佔本集團綜合營業額約84.2% (2016年：79.0%)。約人民幣161,700,000元(2016年：人民幣680,400,000元)營業額來自自有品牌業務分部，佔本集團綜合營業額約2.8% (2016年：11.2%)。電芯業務分部產生營業額約人民幣248,200,000元(2016年：人民幣286,100,000元)，佔本集團綜合營業額約4.3% (2016年：4.7%)。

## 各主要產品銷售額

於回顧期間，約人民幣4,745,000,000元(2016年：人民幣4,572,000,000元)的銷售額分別來自手機電池，佔本集團綜合營業額約81.8% (2016年：75.4%)。移動電源及電源管理模組的銷售額分別約人民幣209,000,000元(2016年：人民幣560,200,000元)及人民幣41,700,000元(2016年：人民幣181,400,000元)，分別佔本集團綜合營業額約3.6% (2016年：9.2%)及0.7% (2016年：3.0%)。約人民幣248,200,000元(2016年：人民幣286,100,000元)銷售額來自電芯，佔本集團綜合營業額約4.3% (2016年：4.7%)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Segment Results

For the ODM business segment, total revenue contributed to the Group during the Review Period increased by approximately 2.0% to approximately RMB4,883.1 million (2016: RMB4,788.4 million). During the Review Period, the sales volume of ODM mobile phone batteries decreased by approximately 12.7% to approximately 163.3 million pieces (2016: 187.1 million pieces) and the turnover of ODM mobile phone batteries increased by approximately 3.9% to approximately RMB4,725.1 million (2016: RMB4,540.5 million), which accounted for approximately 96.8% (2016: 94.8%) of the Group's ODM sales. Sales volume of ODM power banks was approximately 1.8 million pieces (2016: 2.5 million pieces). Sales of ODM power banks amounted to approximately RMB128.8 million (2016: RMB164.3 million). Sales of ODM motive batteries contributed approximately RMB14.6 million (2016: RMB59.9 million) to the Group's consolidated revenue. Sales of ODM power banks and ODM motive batteries accounted for approximately 2.6% (2016: 3.4%) and 0.3% (2016: 1.3%) of the Group's ODM sales respectively.

For the own-brand business segment, the total revenue contributing to the Group during the Review Period decreased by approximately 76.2% to approximately RMB161.7 million (2016: RMB680.4 million). During the Review Period, sales volume of own-brand power banks decreased by approximately 80.2% to approximately 1.3 million pieces (2016: 6.7 million pieces). Sales of own-brand power banks amounted to approximately RMB80.2 million (2016: RMB396.0 million), accounted for approximately 49.6% (2016: 58.2%) of the Group's own brand sales. The sales volume of own-brand mobile phone batteries dropped by approximately 58.8% to approximately 0.7 million pieces (2016: 1.7 million pieces) and the turnover of own-brand mobile phone batteries decreased by approximately 36.5% to approximately RMB20.0 million (2016: RMB31.5 million), accounted for approximately 12.4% (2016: 4.6%) of the Group's own-brand sales. As for other own-brand products, sales of power management module accounted for approximately 25.8% (2016: 26.7%) of the Group's own-brand sales, contributed approximately RMB41.7 million (2016: RMB181.4 million) to the Group's own-brand sales.

#### 分部業績

就ODM業務分部而言，在回顧期間對本集團貢獻的總收益增加約2.0%至約人民幣4,883,100,000元（2016年：人民幣4,788,400,000元）。於回顧期間，ODM手機電池的銷售量下跌約12.7%至約1億6,330萬顆（2016年：1億8,710萬顆），而ODM手機電池的營業額則提升約3.9%至約人民幣4,725,100,000元（2016年：人民幣4,540,500,000元），佔本集團ODM業務銷售額約96.8%（2016年：94.8%）。ODM移動電源的銷售量達約180萬顆（2016年：250萬顆），而其銷售額則錄得約人民幣128,800,000元（2016年：人民幣164,300,000元）。ODM動力電池的銷售為本集團綜合收益貢獻約人民幣14,600,000元（2016年：人民幣59,900,000元）。ODM移動電源及ODM動力電池的銷售額分別佔本集團ODM業務銷售額約2.6%（2016年：3.4%）及0.3%（2016年：1.3%）。

就自有品牌業務分部而言，在回顧期間對本集團貢獻的總收益下跌約76.2%至約人民幣161,700,000元（2016年：人民幣680,400,000元）。於回顧期間，自有品牌移動電源的銷售量下跌約80.2%至約130萬顆（2016年：670萬顆），而其銷售額則錄得約人民幣80,200,000元（2016年：人民幣396,000,000元），佔本集團自有品牌銷售額約49.6%（2016年：58.2%）。自有品牌手機電池銷售量下跌約58.8%至約70萬顆（2016年：170萬顆），而其營業額則下跌約36.5%至約人民幣20,000,000元（2016年：人民幣31,500,000元），佔本集團自有品牌銷售額約12.4%（2016年：4.6%）。於其他自有品牌產品方面，電源管理模組的銷售額佔本集團自有品牌產品銷售額約25.8%（2016年：26.7%），為本集團自有品牌銷售額貢獻約人民幣41,700,000元（2016年：人民幣181,400,000元）。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

For the bare battery cell business segment, approximately RMB248.2 million (2016: RMB286.1 million) was contributed to the Group's consolidated turnover in 2017, which represents a drop by approximately 13.2% as compared to that in 2016. The bare battery cell business segment recorded net loss of approximately RMB3.4 million in 2017 (2016: RMB17.7 million).

**Cost of Sales**

The Group's cost of sales amounted to approximately RMB5,392.3 million in 2017 (2016: RMB5,503.6 million), representing a decrease of approximately 2.0% as compared to 2016. The decrease in cost of sales in 2017 was in line with the decrease in sales during the Review Period. Direct materials, direct labour and other production costs accounted for approximately 90.3% (2016: 88.1%), 5.5% (2016: 5.5%) and 4.2% (2016: 6.4%) of the cost of sales.

**Gross Profit and Gross Profit Margin**

The overall gross profit margin of the Group in 2017 decreased to approximately 7.1% (2016: 9.2%) as a result of a decline in gross profit margin for the ODM business segment during the Review Period.

For the ODM business, the overall gross profit margin in 2017 was approximately 6.8% (2016: 9.8%). For the own-brand business, the overall gross profit margin in 2017 was approximately 20.2% (2016: 13.4%). For the bare battery cell business, the gross profit margin in 2017 was approximately 8.5% (2016: 5.0%).

Other revenue of approximately RMB115.9 million (2016: RMB63.1 million) in 2017 mainly comprised of the reversal of impairment losses on trade and other receivables previously recognised, bank interest income and government grants. The increase in other revenue was mainly attributable to the recognition of a reversal of impairment loss on trade and other receivables amounted to approximately RMB75.9 million during the Review Period.

Selling and distribution expenses of approximately RMB86.2 million (2016: RMB72.5 million) accounted for approximately 1.5% (2016: 1.2%) of the Group's consolidated turnover in 2017. The selling and distribution expenses mainly comprised of entertainment expenses, advertising and promotion, transportation expenses, office expenses and staff salaries and welfare. The increase in selling and distribution expenses was mainly attributable to the increase in office expenses, transportation expenses and products maintenance expenses.

就電芯業務分部而言，於2017年為本集團綜合營業額貢獻約人民幣248,200,000元(2016年：人民幣286,100,000元)，較2016年下跌約13.2%。於2017年，電芯業務分部錄得虧損淨額約人民幣3,400,000元(2016年：人民幣17,700,000元)。

**銷售成本**

於2017年，本集團的銷售成本約人民幣5,392,300,000元(2016年：人民幣5,503,600,000元)，較2016年下跌約2.0%。於2017年的銷售成本下降與回顧期間的銷售減少一致。直接材料、直接人工及其他生產成本分別佔銷售成本約90.3%(2016年：88.1%)、5.5%(2016年：5.5%)及4.2%(2016年：6.4%)。

**毛利及毛利率**

於回顧期間，由於ODM業務分部的毛利率下降，本集團於2017年的整體毛利率下降至約7.1%(2016年：9.2%)。

於2017年，ODM業務的整體毛利率約為6.8%(2016年：9.8%)。於2017年，自有品牌業務的整體毛利率則約為20.2%(2016年：13.4%)。就電芯業務分部而言，2017年的毛利率約為8.5%(2016年：5.0%)。

於2017年，其他收益約人民幣115,900,000元(2016年：人民幣63,100,000元)，主要包括撥回先前已確認的應收貿易及其他應收款項之減值虧損、銀行利息收入及政府津貼。其他收益增加乃主要由於回顧期內確認的應收貿易款項及其他應收款項減值虧損撥回約人民幣75,900,000元所致。

於2017年，銷售及分銷開支約人民幣86,200,000元(2016年：人民幣72,500,000元)，佔本集團的綜合營業額約1.5%(2016年：1.2%)。銷售及分銷開支主要包括業務招待費、廣告及宣傳開支、運輸費、辦公費用及員工薪金及福利。銷售及分銷開支增加乃主要由於辦公費用、運輸費及產品返修開支增加所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Administrative expenses of approximately RMB289.2 million (2016: RMB367.6 million) accounted for approximately 5.0% (2016: 6.1%) of the Group's consolidated turnover in 2017. Administrative expenses mainly comprised of R&D expenses, staff salaries and welfare, bank charges, legal and professional fees, office supplies, depreciation and rental expenses. The decrease in administrative expenses was mainly attributable to the decrease in R&D expenses, legal and professional fees and staff salaries during the Review Period.

Other operating expenses of approximately RMB84.8 million (2016: RMB392.5 million) mainly comprised of the impairment loss recognised on trade and other receivables as well as the write off of inventories, property, plant and equipment and trade and other receivables. The decrease in other operating expenses was mainly due to the significant reduction in the impairment loss recognised on trade and other receivables in 2017.

Finance costs of approximately RMB44.6 million (2016: RMB26.6 million) mainly represent interest on bank borrowings. The increase in finance costs was mainly due to the increase in interest incurred on discounted notes receivable during the Review Period.

#### Profit/(loss) Attributable to Owners of the Company

In 2017, the Group recorded profit attributable to owners of the Company of approximately RMB21.1 million (2016: Loss attributable to owners of the Company RMB119.0 million). The loss incurred in 2016 was mainly due to a significant amount of impairment provision made for trade and other receivables was recognised in 2016. The impairment loss recognised on trade and other receivables in 2017 was significantly decreased as compared to 2016.

#### Treasury Management and Cash Funding

The Group's funding and treasury policy is designed to maintain a diversified and balanced debt profile and financing structure. The Group continues to monitor its cash flow position and debt profile, and to enhance the cost-efficiency of funding initiatives by its centralized treasury function. In order to maintain financial flexibility and adequate liquidity for the Group's operations, potential investments and growth plans, the Group has built a strong base of funding resources and will keep exploring cost-efficient ways of financing.

於2017年，行政開支約人民幣289,200,000元(2016年：人民幣367,600,000元)，佔本集團的綜合營業額約5.0% (2016年：6.1%)。行政開支主要包括研發費用、員工薪金及福利、銀行費用、法律及專業費用、辦公用品、折舊及租金開支。行政開支減少乃主要由於回顧期間研發費用、法律及專業費用及員工薪金減少所致。

其他經營開支約人民幣84,800,000元(2016年：人民幣392,500,000元)，乃主要包括就應收款項及其他應收款項確認之減值虧損以及與存貨、物業、廠房及設備、應收款項及其他應收款項相關之撇銷。其他經營開支減少乃主要由於2017年就應收貿易款項及其他應收款項確認的減值虧損大幅減少所致。

融資成本約人民幣44,600,000元(2016年：人民幣26,600,000元)主要指銀行借貸利息。融資成本增加乃主要由於回顧期間貼現應收票據產生的利息增加。

#### 本公司擁有人應佔溢利／(虧損)

本集團於2017年錄得本公司擁有人應佔虧損約人民幣21,100,000元(2016年：本公司擁有人應佔虧損人民幣119,000,000元)。於2016年產生虧損乃主要由於在2016年就應收貿易款項及其他應收款項作出的大額減值撥備所致。2017年就應收貿易款項及其他應收款項所確認的減值虧損較2016年大幅下降。

#### 庫務管理及融資

本集團的融資及庫務政策旨在維持債務狀況及融資架構多元化及平衡。本集團持續監控其現金流狀況及負債組合，並由本集團的庫務政策統籌以提升融資活動的成本效益。本集團已建立雄厚的資金來源基礎並將持續尋求符合成本效益的融資途徑為本集團的營運、潛在投資及發展計劃，維持充足及靈活的流動資金狀況。

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## Liquidity and Financial Resources

Cash and cash equivalents held by the Group as at 31 December 2017 was approximately RMB146.3 million, principally denominated in Renminbi, decreased by approximately RMB24.0 million (at 31 December 2016: RMB170.3 million). The decrease in cash and cash equivalent was mainly due to the increase in pledged bank deposits from approximately RMB553.0 million as at 31 December 2016 to approximately RMB645.4 million as at 31 December 2017. The Group recorded a net cash inflow from operating activities of approximately RMB132.5 million for the year ended 31 December 2017 (2016: net cash outflow from operating activities RMB112.9 million).

The Group's borrowings, principally denominated in Renminbi, which were outstanding as at 31 December 2017 amounted to approximately RMB421.2 million (at 31 December 2016: RMB430.4 million) were carried at floating interest rates. A total of approximately RMB416.0 of the interest-bearing borrowings will fall due during the next 12 months after the end of the Review Period. There was no particular seasonality of the Group's borrowing requirements. Please refer to Note 27 to the consolidated financial statements for detail on the maturity profile of the Group's borrowings. The Group monitored capital using a gearing ratio, which is total debt of the Group divided by total equity of the Group. Total debt to equity ratio of the Group expressed as a percentage of interest bearing borrowings over the total equity of approximately RMB937.4 million (at 31 December 2016: RMB910.6 million) was approximately 44.9% as at 31 December 2017 (at 31 December 2016: 47.3%). Bank deposits pledged for banking facilities as at 31 December 2017 was approximately RMB645.4 million (at 31 December 2016: RMB553.0 million).

As at 31 December 2017, the Group's current ratio was approximately 1.2 times (at 31 December 2016: 1.2 times) based on current assets of approximately RMB3,451.9 million (at 31 December 2016: RMB3,233.1 million) and current liabilities of approximately RMB2,968.9 million (at 31 December 2016: RMB2,767.6 million). Trade and notes receivable turnover days were approximately 106 days for the year ended 31 December 2017 as compared to approximately 87 days for the year ended 31 December 2016. Inventory turnover days were approximately 35 days for the year ended 31 December 2017 as compared to approximately 37 days for the year ended 31 December 2016. Trade and notes payable turnover days were approximately 160 days for the year ended 31 December 2017 as compared to approximately 145 days for the year ended 31 December 2016.

## 流動資金及財務資源

本集團於2017年12月31日持有的現金及現金等價項目約為人民幣146,300,000元(主要以人民幣計值)，減少約人民幣24,000,000元(於2016年12月31日：人民幣170,300,000元)。現金及現金等價項目減少乃主要由於已抵押銀行存款由2016年12月31日的約人民幣553,000,000元增加至2017年12月31日的約人民幣645,400,000元。於截至2017年12月31日止年度，本集團錄得來自經營活動的現金流入淨額約人民幣132,500,000元(2016年：來自經營活動的現金流出淨額人民幣112,900,000元)。

於2017年12月31日，本集團的未償還借款(主要以人民幣計值)約人民幣421,200,000元(於2016年12月31日：人民幣430,400,000元)按浮動利率計息。計息借款合計約人民幣416,000,000元將於回顧期結束後的未來12個月內到期。本集團的借款要求並無季節性。有關本集團借款到期詳情請參閱綜合財務報表附註27。本集團採用資本負債比率監控資金，計算方式為本集團總負債除以總權益。本集團總負債對權益比率按計息借款除以總權益約人民幣937,400,000元(於2016年12月31日：人民幣910,600,000元)的百分比計算，於2017年12月31日的比率約44.9%(於2016年12月31日：47.3%)。於2017年12月31日，本集團就銀行融資質押的銀行存款約為人民幣645,400,000元(於2016年12月31日：人民幣553,000,000元)。

於2017年12月31日，本集團流動比率約為1.2倍(於2016年12月31日：1.2倍)，乃根據流動資產約人民幣3,451,900,000元(於2016年12月31日：人民幣3,233,100,000元)及流動負債約人民幣2,968,900,000元(於2016年12月31日：人民幣2,767,600,000元)計算。於截至2017年12月31日止年度，應收貿易款項及應收票據週轉天數約為106日，而於截至2016年12月31日止年度則約為87日。於截至2017年12月31日止年度，存貨週轉天數約為35日，而於截至2016年12月31日止年度則約為37日。於截至2017年12月31日止年度，應付貿易款項及應付票據週轉天數約為160日，而於截至2016年12月31日止年度則約為145日。

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#### Net Current Assets and Net Assets

The Group's net current assets as at 31 December 2017 was approximately RMB483.0 million, increased by approximately 3.8% from the balance of approximately RMB465.5 million recorded as at 31 December 2016. Net assets as at 31 December 2017 was approximately RMB937.4 million, increased by approximately 2.9% from the balance of approximately RMB910.6 million as at 31 December 2016.

#### Change in Ownership Interests in Subsidiaries

The Group made no significant investment nor did it make any material acquisition or disposal of subsidiaries during the Review Period.

#### Pledge of Assets

As at 31 December 2017, bank loans of approximately RMB279.3 million (at 31 December 2016: RMB163.4 million) were secured by the Group's assets and bank loans of approximately RMB131.0 million (2016: RMB251.7 million) were unsecured.

#### Commitments

The Group's capital commitments outstanding as at 31 December 2017 amounting to approximately RMB10.1 million (at 31 December 2016: RMB9.4 million) was mainly attributed to acquisition of equipment.

#### Contingent Liabilities

As at 31 December 2017, the Group did not provide any form of guarantee for any company outside the Group and did not involve in any material legal proceedings for which provision for contingent liabilities was required.

#### Capital Structure

During the Review Period, there had been no change in the share capital of the Company.

#### 流動資產淨值及資產淨值

本集團於2017年12月31日的流動資產淨值約人民幣483,000,000元，較於2016年12月31日錄得的結餘約人民幣465,500,000元增加約3.8%。資產淨值於2017年12月31日約人民幣937,400,000元，較2016年12月31日的結餘約人民幣910,600,000元增加約2.9%。

#### 於附屬公司的擁有權變動

於回顧期間，本集團並無作出重大投資，或作出任何重大收購或出售附屬公司事項。

#### 資產抵押

於2017年12月31日，為數約人民幣279,300,000元（於2016年12月31日：人民幣163,400,000元）的銀行貸款乃以本集團的資產作抵押，而為數約人民幣131,000,000元（2016年：人民幣251,700,000元）的銀行貸款為無抵押銀行貸款。

#### 承擔

於2017年12月31日，本集團尚有資本承擔約人民幣10,100,000元（於2016年12月31日：人民幣9,400,000元），主要用於購買設備。

#### 或然負債

於2017年12月31日，本集團並無為本集團以外任何公司提供任何形式的擔保，亦並無牽涉需作出或然負債撥備的任何重大法律訴訟。

#### 資本架構

於回顧期間，本公司的股本並無變動。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Foreign Exchange Exposure

For the year 2017, the Group conducted its business transactions principally in Renminbi. The Group has not experienced any material difficulties or negative impacts on its operations as a result of fluctuations in currency exchanges rates. Although the Group has certain bank balances denominated in United States Dollars, Japanese Yen and Hong Kong Dollars, their proportion to the Group's total assets is insignificant. The Directors considered that no hedging of exchange risk is required and no financial instruments were used for hedging purposes during 2017. Nevertheless, the management will continue to monitor the Group's foreign exchange exposure and will take prudent measures against currency exchange risks as and when it is appropriate.

#### Significant Investment Held, Material Acquisition and Disposal

There were no significant investment held as at 31 December 2017, and there were no material acquisition and disposals of subsidiary during the Review Period.

#### Future Plans for Material Investments or Capital Assets

The Group does not have any concrete plan for material investments or purchasing any material capital assets for the coming year.

#### Employee, Remuneration Policies and Share Option Scheme

As at 31 December 2017, the Group employed 3,501 full-time employees (2016: 4,197). The salaries of the Directors and the Group's employees were determined by reference to their personal performance, professional qualification, industry experience of the employee and relevant market trends. The Group ensures all levels of employees are paid competitively within market standard and employees are rewarded on a performance-related basis within the framework of the Group's salary, incentives and bonus scheme. The management reviews the remuneration policy of the Group on a regular basis and evaluates the working performance of the employees. The remuneration of the employees includes salaries, allowances, year-end bonus and social insurance. According to the relevant prevailing laws and regulations of the PRC, the Group has participated in the social insurance plans set up by the related local government authorities, including pension funds, medical insurance (including maternity insurance), unemployment insurance and work-related injury insurance. The Group has also participated in the mandatory provident fund scheme for its Hong Kong employees in accordance with the Mandatory Provident Fund Scheme Ordinance (Chapter 485 of the Laws of Hong Kong).

#### 外匯風險

於2017年，本集團主要以人民幣進行其業務交易。本集團並無因匯率波動而面臨任何重大困難或對其營運產生重大負面影響。儘管本集團擁有若干以美元、日圓及港元為單位的銀行結餘，但佔本集團的總資產比例甚低。董事認為毋須對沖外匯風險，因此於2017年並無運用財務工具作對沖。儘管如此，管理層將繼續監察本集團外匯風險，並在適當時採取應對外匯風險的審慎措施。

#### 重大投資持有、重大收購及出售

於2017年12月31日，概無持有任何重大投資及於回顧期間亦無作出任何重大收購或出售附屬公司。

#### 重大投資或資本資產之未來計劃

本集團於來年並無任何關於重大投資或購入重大資本資產的具體計劃。

#### 僱員、薪酬政策及購股權計劃

於2017年12月31日，本集團有3,501名全職僱員（2016年：4,197名）。董事及本集團僱員的薪酬乃經參考有關僱員的個人表現、專業資格、行內經驗及相關市場趨勢釐定。本集團確保所有職級僱員的薪酬均符合市場水平，而本集團會根據本集團的薪金、獎勵及花紅計劃並因應僱員的表現對僱員作出獎勵。管理層定期檢討本集團的薪酬政策，並評估僱員的工作表現。僱員薪酬包括薪金、津貼、年終花紅及社會保障。根據中國現行相關法律及法規，本集團已參與本地有關政府機關設立的社會保障計劃，包括退休金、醫療保險（包括生育保險）、失業保險及工傷保險。本集團亦按照強制性公積金計劃條例（香港法例第485章）為香港僱員參與強制性公積金計劃。

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The Company also adopted a share option scheme to reward eligible participants (including directors and employees of the Group) for their contributions to the Group. On 19 June 2014, the Company offered to grant share options to a number of eligible participants to subscribe for up to 80,000,000 shares with nominal value of HK\$0.10 each in the issued share capital of the Company pursuant to the share option scheme adopted by the Company on 3 December 2006. Among the 80,000,000 share options, 21,200,000 share options were granted to the executive Directors of the Company.

All share options granted on 19 June 2014 have expired as at 31 December 2017.

### SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 26 March 2015.

#### Resignation of auditor

On 25 March 2015, the Company was informed by its former auditor Moore Stephens Certified Public Accountants ("Moore Stephens") that based on preliminary observations there were several inconsistencies in the financial data of the Group while they were carrying out the annual audit for the Group for the year ended 31 December 2014, and that since the investigation and verification of the inconsistencies might go beyond the scope of work of general audit, it requested the Company to perform other additional procedures, including engaging an independent third party to undertake investigation of the inconsistencies that it had observed.

On 2 April 2015, Moore Stephens resigned as the independent auditor of the Company. In the letter of resignation dated 2 April 2015 to the Board and the audit committee of the Company, Moore Stephens stated that during the performance of the audit of the Company for the year ended 31 December 2014, it observed certain inconsistencies (the "Matters"). Details of the Matters are as follows:

- (a) Moore Stephens were unable to verify all value-added tax invoices tested in their sales transaction test through the online verification system;
- (b) Moore Stephens were unable to verify a late adjustment debiting accounts receivable and crediting bank balances. The bank balances as at 31 December 2014 after putting through this adjustment was inconsistent with the balances shown on the bank confirmations Moore Stephens obtained from the banks during the audit; and

本公司亦採取購股權計劃獎勵合資格參與者(包括本集團董事及僱員)為本集團作出的貢獻。於2014年6月19日,本公司根據於2006年12月3日採納的購股權計劃,提呈向若干合資格參與者授出購股權,以認購本公司已發行股本中最多80,000,000股每股面值0.10港元的股份。於購股權涉及的80,000,000份購股權中,21,200,000份購股權已授予本公司執行董事。

於2014年6月19日授出之所有購股權已於2017年12月31日到期。

### 暫停股份買賣

本公司股份自2015年3月26日上午九時正起已在聯交所暫停買賣。

#### 核數師辭任

於2015年3月25日,本公司獲其前任核數師馬施雲會計師事務所(「馬施雲」)告知,其於履行集團截至2014年12月31日止年度之年度審計工作期間初步發現集團的財務數據存在若干不一致情況,且鑒於查證有關不一致情況可能超出一般審計工作之範圍,因此要求本公司執行其他額外的程序(包括聘請獨立第三方),以對其所發現的不一致情況進行調查。

於2015年4月2日,馬施雲辭任本公司獨立核數師。馬施雲於2015年4月2日向本公司董事會及審核委員會提交的辭任函中表示,於截至2014年12月31日止年度,對本公司進行審計工作期間發現若干不一致情況(「該等事宜」)。該等事宜之詳情如下:

- (a) 馬施雲未能透過網上查驗系統對銷售交易測試中所抽查之所有增值稅發票進行核實;
- (b) 馬施雲未能核實後期調整之借記應收賬款及貸記銀行結餘。經調整後於2014年12月31日之銀行結餘與於審核期間馬施雲向銀行取得之銀行確認函所示之結餘不相符;及

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(c) Moore Stephens were unable to verify a late adjustment debiting sales, income tax payable, value-added-tax payable and crediting bank balances and intercompany current account. This adjustment was inconsistent with the tax returns, tax payment advice and bank confirmations Moore Stephens obtained and the sales ledger that was made available for their testing during the audit.

(c) 馬施雲未能核實後期調整之借記銷售、應付所得稅、應付增值稅及貸記銀行結餘及公司間往來賬款。有關調整與審核期間馬施雲所取得之納稅申報表、納稅通知書及銀行確認函以及營業賬簿不相符。

### Establishment of independent board committee and appointment of independent third party investigator

As mentioned in the Company's announcement dated 29 May 2015, the Board resolved to establish an independent board committee ("IBC") comprising independent non-executive Directors, namely Dr. Loke Yu, Mr. Wang Jing Zhong and Mr. Wang Jian Zhang, to investigate the Matters. Dr. Loke Yu was appointed the chairman of the IBC. Grant Thornton Advisory Services Limited ("Grant Thornton"), an independent third party investigator, was engaged to investigate the Matters.

### 成立獨立董事委員會及任命獨立第三方調查機構

誠如本公司日期為2015年5月29日之公告所述，董事會決議成立獨立董事委員會（「獨立董事委員會」）（包括獨立非執行董事，即陸海林博士、王敬忠先生及王建章先生）調查該等事宜。陸海林博士獲委任為獨立董事委員會之主席。致同諮詢服務有限公司（「致同」）獲任命為獨立第三方調查機構，負責調查該等事宜。

### Key findings of independent investigation and recommendation of the IBC

According to the report of the investigation by Grant Thornton, the cause of the incident was mainly that Scud Battery Co., Ltd. ("Scud Battery"), a subsidiary of the Group engaging in own-brand business of the Group, had excess recall and incurred a significant loss in connection with such excess recall when it implemented a plan to recall those own-brand battery products of specified series purchased from Scud Battery by 31 designated distributors.

### 獨立調查之主要結果及獨立董事委員會之建議

根據致同之調查報告，事件原因乃主要為飛毛腿電池有限公司（「飛毛腿電池」）（本集團從事本集團自有品牌業務之附屬公司）當實施對31個指定分銷商回收由飛毛腿電池採購的指定系列的品牌電池產品的計劃時超額回收並導致與該超額回收有關的重大損失。

It was discovered that the financial data of Scud Battery for the financial year commencing from 1 January 2013 to 31 December 2013 and the financial year commencing from 1 January 2014 to 31 December 2014 contained misstatements. Furthermore, it was found in the investigation that Scud (Fujian) Electronics Co., Ltd., a subsidiary mainly engaging in ODM business of the Group, had omitted to declare income tax in the financial year commencing from 1 January 2013 to 31 December 2013 and the financial year commencing from 1 January 2014 to 31 December 2014.

據了解，自2013年1月1日起至2013年12月31日止財政年度及自2014年1月1日起至2014年12月31日止財政年度，飛毛腿電池的財務數據存有錯報。此外，於調查中發現，飛毛腿（福建）電子有限公司（本集團一家主要從事ODM業務之附屬公司），於2013年1月1日起至2013年12月31日止財政年度及2014年1月1日起至2014年12月31日止財政年度漏報所得稅。

After reviewing the findings of the investigation by Grant Thornton, the IBC made a series of recommendations to the Board, including, among other things, engaging an independent third party consultant to review the internal control systems and procedures of the Company.

審閱致同之調查結果後，獨立董事委員會向董事會提出一系列的建議，包括（其中包括）委聘一名獨立第三方顧問以審閱本公司之內部控制系統及程序。

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For further details of the key findings of the investigation and the recommendations of the IBC, please see the announcement of the Company dated 14 June 2016.

#### Appointment of BDO Financial Services Limited as internal control consultant

As disclosed in the Company's announcement dated 25 August 2016, the Company engaged BDO Financial Services Limited ("Internal Control Consultant") as its internal control consultant to conduct a review of the internal control systems and procedures of the Group and to make recommendations accordingly ("Internal Control Review").

The Internal Control Review was completed. On 30 November 2017, the Internal Control Consultant issued its report on the Internal Control Review. The Internal Control Consultant was satisfied that the Company maintained, in all material respects, effective internal control systems in relation to the companies within the Group that are the subject of the Internal Control Review and all the business areas of the Group as at 31 May 2017.

For further details of the report issued by the Internal Control Consultant, please refer to the Corporate Governance Report of this annual report and the announcement of the Company dated 30 November 2017.

#### BOARD'S VIEW ON AUDITOR'S QUALIFIED OPINION

The consolidated financial statements of the Group for the Review Period were audited by BDO Limited (the "Auditor"). The Auditor expressed qualified opinion (the "Qualified Opinion") on the Group's consolidated financial statements for the Review Period, the details of which are set out in the Independent Auditor's Report in this annual report. The Board is of the view that, on the following basis, the issue underlying the basis for the Qualified Opinion have been addressed or resolved:

有關調查之主要結果及獨立董事委員會之建議之進一步詳情，請參閱本公司日期為2016年6月14日之公告。

委任德豪財務顧問有限公司為內部控制顧問

誠如本公司日期為2016年8月25日之公告所披露，本公司已委聘德豪財務顧問有限公司為其內部控制顧問（「內部控制顧問」），以進行本集團內部控制系統及程序之內部控制審閱並據此提出建議（「內部控制審閱」）。

內部控制審閱已完成。於2017年11月30日，內部控制顧問就其內部控制審閱出具報告。內部控制顧問滿意，於2017年5月31日就本集團內受內部控制審閱之公司及本集團之所有業務領域，本公司在所有重大方面都設有有效之內部控制系統。

有關內部控制顧問出具之報告之進一步詳情，請參閱本年報企業管治報告及本公司日期為2017年11月30日之公告。

#### 董事會對核數師出具保留意見的見解

本集團於回顧期間之綜合財務報表由香港立信德豪會計師事務所有限公司（「核數師」）審核。核數師對本集團回顧期間之綜合財務報表出具保留意見（「保留意見」），其詳情載於本年報獨立核數師報告。董事會認為，基於下述情況，導致保留意見的相關問題已獲得處理或解決：

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

**Opening inventories of the comparative year**

Given the Auditor was appointed in August 2016, the Auditor did not attend the physical stock take conducted by the Group of the opening inventory balance of the comparative year, which is the year ended 31 December 2016. The Board considers that this was an ad hoc consequence to the unusual audit delay for the comparative year. Subsequent to their appointment in August 2016, the Auditor attended and observed the physical stock take conducted by the Group of the inventory balances as at 31 December 2016 and 31 December 2017, and the Auditor raised no concern on such inventory balances. Please refer to the Independent Auditor's Report in the Company's annual report for the financial year ended 31 December 2016 and in this annual report for further details.

**RESUMPTION OF TRADING CONDITIONS**

As mentioned in the Company's announcement dated 13 July 2015, the Stock Exchange notified the Company that the following conditions would apply before the grant of any request by the Company for the resumption of trading of the shares in the Company:

- (i) completion of the investigation of the Matters by Grant Thornton, disclosure of the findings of such investigation, the Company having addressed the issues identified in the investigation and if necessary, further investigation with appropriate scope;
- (ii) demonstration to the satisfaction of the Stock Exchange that the Company has put in place adequate financial reporting procedures and internal control systems to meet its obligations under the Listing Rules;
- (iii) publication of all outstanding financial results required by the Listing Rules and the Company having addressed any audit qualifications; and
- (iv) informing the market of all material information.

For further details of the above initial conditions of resumption of trading, please refer to the announcement of the Company dated 13 July 2015.

As mentioned in the Company's announcement dated 1 August 2018, the Stock Exchange notified the Company on 27 July 2018 that an additional condition would apply before the grant of any request by the Company for the resumption of trading of the shares in the Company, being the Company's demonstration that the Directors meet the standard of competence commensurate with their position as directors of a listed issuer to fulfill duties of skill, care and diligence as required under Rule 3.08 of the Listing Rules.

For further details of the additional resumption condition and the status of fulfillment of the initial resumption conditions, please refer to the announcement of the Company dated 1 August 2018.

**比較年度的期初存貨**

鑑於核數師於2016年8月獲委任，核數師並未參與本集團所進行的就比較年度（即截至2016年12月31日止年度）期初庫存結餘實際存貨盤點。董事會認為，這是由於比較年度相關的審計工作異常地延遲進行所引伸的特殊後果。核數師於2016年8月獲委任後，其已參與並觀察本集團對2016年12月31日及2017年12月31日的庫存結餘所進行的實際存貨盤點，而核數師並沒有就該等庫存結餘提出疑問。進一步詳情請參閱本公司截至2016年12月31日止年度之年報以及本年報中的獨立核數師報告。

**恢復買賣條件**

誠如本公司日期為2015年7月13日之公告所述，聯交所已知會本公司，於本公司提出恢復本公司股份買賣的任何要求獲得接納前，須達成以下條件：

- (i) 致同完成就該等事宜之調查，披露有關調查之結果，本公司已處理調查所發現的問題，且如必要，於適當範圍內進一步調查；
- (ii) 向聯交所證明以獲其信納本公司已制定充分之財務申報程序及內部控制制度以履行其於上市規則項下之責任；
- (iii) 刊發上市規則規定的所有未刊發財務業績及本公司已處理任何審核保留意見；及
- (iv) 知會市場所有重大資料。

有關恢復買賣最初條件之進一步詳情，請參閱本公司日期為2015年7月13日之公告。

誠如本公司日期為2018年8月1日之公告所述，聯交所於2018年7月27日知會本公司，於本公司提出恢復本公司股份買賣的任何要求獲得接納前，須達成一項額外條件，即本公司須證明董事均達到與彼等擔任上市發行人董事職位相稱的能力標準，以履行上市規則第3.08條所規定的技能、謹慎及勤勉行事的責任。

有關額外復牌條件及最初復牌條件達成狀況之進一步詳情，請參閱本公司日期為2018年8月1日之公告。

## DIRECTORS AND SENIOR MANAGEMENT 董事和高級管理層

### EXECUTIVE DIRECTORS

**Fang Jin**, aged 59, is an executive Director and the Chairman of the Group, and is a senior economist. Mr. Fang is a member of each of the Remuneration Committee and Nomination Committee of the Company. He is also a co-founder of the Group which was founded in December 2006.

Mr. Fang is mainly responsible for the Group's development planning, operational and corporate investment decision-making and brand strategy. Mr. Fang has been leading the Board for collective decision-making for years and has set a very clear direction for SCUD's product management and branding. He commenced his career at the age of 18, and has accumulated over thirty years of experience in the mobile phone accessories industry and related operation management. He has very keen discernment and vision on the exploration of branding strategies and the marketability of new products. Prior to the establishment of Scud (Fujian) Electronics Company Limited in 1997, Mr. Fang was engaged, as a sole proprietor, in the sale of communication products and accessories in the PRC. In December 1996, he established Cai Hong Group (Hong Kong) Company Limited in conjunction with partners including Mr. Lin Chao (and established Scud Electronics in October 1997). Mr. Fang has received several awards including:

|      |                                                                             |
|------|-----------------------------------------------------------------------------|
| 2003 | National Advanced Individual On Projects of End Users' Satisfaction         |
| 2004 | Excellent Runners of Technological Private Enterprises in China             |
| 2004 | Fujian Top Ten Venture Heroes in the Commercial Sector                      |
| 2005 | China Top Ten Excellent Entrepreneurs in Brand Construction                 |
| 2005 | The Mudell's World Executive Awards for Achievement in Business and Economy |
| 2006 | Annual Excellent Persons in Fujian Economy                                  |
| 2006 | National Excellent Managers of Users' Satisfaction                          |

### 執行董事

**方金**，59歲，執行董事，為本集團主席，高級經濟師。方先生分別為本公司薪酬委員會及提名委員會之委員，並為本集團（於2006年12月創立）之創辦人之一。

方先生主要負責本集團發展規劃、經營決策、公司投資決策及品牌戰略決策。多年來，方先生領導董事會進行集體決策，為飛毛腿的產品管理和品牌建設確定了非常明確的方向。方先生十八歲開始創業並在手機配件行業和經營管理領域中累積三十多年經驗，對品牌市場的拓展和新產品市場前景有非常敏銳的判斷力和遠見。於1997年成立飛毛腿（福建）電子有限公司之前，方先生作為個體經營者在中國從事通信產品和配件的銷售，隨後於1996年12月與林超先生等合夥人共同成立彩弘集團（香港）有限公司（隨後於1997年10月成立飛毛腿電子）。方先生曾榮獲多項獎項，包括：

|       |                |
|-------|----------------|
| 2003年 | 全國實施用戶滿意工程先進個人 |
| 2004年 | 中國優秀民營科技企業家    |
| 2004年 | 福建商界十大創業英雄     |
| 2005年 | 中國品牌建設十大傑出企業家  |
| 2005年 | 蒙代爾世界經理人成就獎    |
| 2006年 | 福建經濟年度傑出人物     |
| 2006年 | 全國用戶滿意傑出管理者    |

## DIRECTORS AND SENIOR MANAGEMENT

### 董事和高級管理層

Mr. Fang is the sole director and shareholder of each of Swift Joy Holdings Limited, a substantial shareholder of the Company, and Right Grand Holdings Limited, a shareholder of the Company. As at 31 December 2017, Mr. Fang was interested in an aggregate of 514,338,000 shares, representing approximately 47.19% of the issued share capital of the Company, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO").

**Guo Quan Zeng**, aged 57, is an executive Director and Chief Executive Officer of the Group, and is an engineer. He is responsible for the management of the Group's daily operations. He joined the Group in July 1997. He had been the manager of the research and development department, sales department, planning department, production department and quality control departments of Scud Electronics, and had been director, vice general manager and vice president of Scud Electronics. He is very experienced in front-line management in business development, brand promotion, product research and development and quality control. Prior to joining the Group, Mr. Guo was a lieutenant commander engineer of the PRC navy mainly responsible for establishing and maintaining wireless telecommunication systems. Mr. Guo has over thirty years of experience in the research and development and quality management in electronic products. Mr. Guo graduated from the Navy Senior Electronic Engineering School with a bachelor's degree in radio telecommunication engineering in 1983.

Mr. Guo is the sole director and shareholder of Cheer View Holdings Limited, which is a shareholder of the Company. As at 31 December 2017, Mr. Guo was interested in 18,000,000 shares, representing approximately 1.65% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

方先生為本公司主要股東迅悅控股有限公司及本公司股東正宏控股有限公司的唯一董事及股東。於2017年12月31日，根據香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部，方先生擁有合共514,338,000股股份之權益，佔本公司已發行股本約47.19%。

**郭泉增**，57歲，執行董事，為本集團行政總裁，工程師。郭先生負責本集團日常經營管理。郭先生於1997年7月加入本集團，先後擔任過飛毛腿電子研發部經理、銷售部經理、策劃部經理、生產部及質控部經理、董事、副總經理、副總裁職務，在業務開發、品牌推廣、產品研發和質量控制方面有非常豐富的基層管理經驗。加入本集團前，郭先生擔任中國海軍少校工程師，主要負責無線通訊系統的建立和維護。郭先生有三十多年的電子產品研發和質量管理工作經驗。郭先生1983年畢業於海軍高級電子工程學校無線電通信工程專業，學士學位。

郭先生為本公司股東悅景控股有限公司的唯一董事及股東。於2017年12月31日，根據證券及期貨條例第XV部，郭先生擁有18,000,000股股份之權益，佔本公司已發行股本約1.65%。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事和高級管理層

**Feng Ming Zhu**, aged 54, is an executive Director and vice president of the Group. He is primarily responsible for the development of the Group's strategy. Mr. Feng holds a Bachelor degree from Anhui University of Finance and Economics in China. He joined the Group in March 2007 and served as the director of administration of the Group until October 2011. He then served as the general manager of SCUD SMT Business Unit before becoming the vice president of the Group in April 2013. Mr. Feng is currently a Specialist of Fujian JingXin Think Tank Industry Research. He was appointed as an executive Director on 25 August 2016. As at 31 December 2017, Mr. Feng did not have any equity interest in the Company within the meaning of Part XV of the SFO.

#### NON-EXECUTIVE DIRECTORS

**Zhang Li**, aged 58, was an executive Director since 31 December 2010 and has been redesignated as a non-executive Director since 25 August 2016. Mr. Zhang joined the Group in October 2003 and had been the deputy general manager of Scud Electronics. He then served as the general manager of Scud Electronics until December 2017. Prior to joining the Group, Mr. Zhang had served as manager in the industrial design department of Fujian Start Network, as manager of the research and development department, of the accessories department and of the sales department of Fujian Communications and Broadcasting Industrial Company. He has more than thirty years of experience in the telecommunications industry. Mr. Zhang graduated from the Mechanical Engineering Faculty of Jiangxi University in 1978. He was granted the qualification of practising as an engineer in 1992 and was granted the qualification of practising as a senior engineer in 1999. As at 31 December 2017, Mr. Zhang did not have any equity interest in the Company within the meaning of Part XV of the SFO.

**馮明竹**，54歲，為本集團執行董事兼副總裁。彼主要負責本集團戰略發展。馮先生持有安徽財經大學學士學位。彼於2007年3月加入本集團，擔任本集團行政總監，直至2011年10月。此後，彼於2013年4月成為本集團副總裁之前擔任飛毛腿SMT事業部總經理。馮先生目前為福建經信智庫產業研究專家。彼於2016年8月25日獲委任為執行董事。於2017年12月31日，根據證券及期貨條例第XV部，馮先生並無於本公司擁有任何股權。

#### 非執行董事

**張黎**，58歲，自2010年12月31日起擔任執行董事並自2016年8月25日起調任為非執行董事。張先生於2003年10月加入本集團，曾任飛毛腿電子副總經理。其後彼擔任飛毛腿電子總經理直至2017年12月。加入本集團前，張先生曾出任不同職位，包括福建實達網絡工業設計部經理、福建通信廣播工業公司研發經理及配套部門經理和銷售部經理，有超過三十年通訊行業工作經驗。張先生1978年於江西大學機械製造工程系畢業，1992年獲工程師任職資格，1999年獲高級工程師任職資格。於2017年12月31日，根據證券及期貨條例第XV部，張先生並無於本公司擁有任何股權。

## DIRECTORS AND SENIOR MANAGEMENT 董事和高級管理層

**Hou Li**, aged 59, is a non-executive Director of the Company and a member of the Resumption Committee of the Company. Mr. Hou is a senior partner of Dentons Law Offices (Fuzhou). Mr. Hou holds a Bachelor of Law degree from East China University of Political Science and Law and an Executive Master of Business Administration degree from Xiamen University in China. He is a qualified lawyer in China and has over 20 years of experience in legal and corporate governance matters. Mr. Hou also engages in several community services and had served as member in Commission of Legislative Affairs of Fujian Province Committee of the Chinese People's Political Consultative Conference, director in Fujian Province Joint-Stock Enterprises Association and Fujian Province Securities Association, arbitrator in Fuzhou Arbitration Commission and chairman of Law Office of Fujian Committee of the Revolutionary Committee of The Chinese Kuomintang. He was appointed as a non-executive Director on 25 August 2016. As at 31 December 2017, Mr. Hou did not have any equity interest in the Company within the meaning of Part XV of the SFO.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. Loke Yu, alias Loke Hoi Lam**, aged 68, is an independent non-executive Director and Chairman of each of the Audit Committee, Remuneration Committee, Nomination Committee and Resumption Committee of the Company. Dr. Loke has over 42 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administration Degree from the Universiti Teknologi Malaysia and a Doctor of Business Administration Degree from the University of South Australia. Dr. Loke is a Fellow of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Hong Kong Institute of Chartered Secretaries. Mr. Heng Ja Wei Victor, an independent non-executive Director, is his nephew-in-law.

**侯立**，59歲，本公司非執行董事及本公司復牌委員會成員。侯先生為北京大成(福州)律師事務所高級合夥人。侯先生持有華東政法學院法學學士學位以及廈門大學高級工商管理碩士學位。彼為中國合資格律師，於法律及企業管治事宜方面擁有逾二十年經驗。侯先生亦參與多類社區服務，曾出任福建省政協社會法制委員會委員、福建省股份制企業協會常務理事、福建省證券業協會理事、福州仲裁委員會仲裁員及福建省民革直屬法律支部主委。彼於2016年8月25日獲委任非執行董事。於2017年12月31日，根據證券及期貨條例第XV部，侯先生並無於本公司擁有任何股權。

### 獨立非執行董事

**陸海林博士**，68歲，為獨立非執行董事及為本公司審核委員會、薪酬委員會、提名委員會及復牌委員會主席。陸博士於私人及公眾公司之會計及審計工作、財務顧問及企業管理方面擁有逾四十二年經驗。陸博士持有馬來西亞科技大工商管理碩士學位和南澳大學工商管理博士學位。陸博士為英格蘭與威爾斯特許會計師學會、香港會計師公會、香港董事學會及香港特許秘書學會之資深會員。邢家維先生，獨立非執行董事，為陸海林博士之姪婿。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事和高級管理層

Dr. Loke currently serves as an independent non-executive director of the following companies whose shares are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"): Chiho Environmental Group Limited (formerly known as Chiho-Tiande Group Limited) (Stock Code: 976), CIMC-TianDa Holdings Company Limited (formerly known as China Fire Safety Enterprise Group Limited) (Stock Code: 445), China Household Holdings Limited (Stock Code: 692), Matrix Holdings Limited (Stock Code: 1005), Tianhe Chemicals Group Limited (Stock Code: 1619), Tianjin Development Holdings Limited (Stock Code: 882), V1 Group Limited (Stock Code: 82), Forebase International Holdings Limited (Stock Code: 2310), Lamtex Holdings Limited (Stock Code: 1041), Hang Sang (Siu Po) International Holding Company Limited (Stock Code: 3626), China Beidahuang Industry Group Holdings Limited (Stock Code: 39), Hong Kong Resources Holdings Company Limited (Stock Code: 2882), Zhong An Real Estate Limited (Stock Code: 672), Zhenro Properties Group Limited (Stock Code: 6158) and TC Orient Lighting Holdings Limited (Stock Code: 515). He joined the Company as an independent non-executive Director on 14 May 2009. As at 31 December 2017, Dr. Loke did not have any equity interest in the Company within the meaning of Part XV of the SFO.

**Wang Jing Zhong**, aged 61, is an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Resumption Committee of the Company. Mr. Wang is a senior engineer and graduated from East China University of Science & Technology with a Bachelor's degree in chemistry. He has more than fifteen years of management experience in the battery industry. He had served as the engineer-in-charge of the household products division in the Ministry of Light Industries, as deputy department head of the Campus Department of the Education Bureau, as the deputy officer-in-charge of the Household Products Office, and as the secretary general of China Battery Industry Association. He is currently the executive vice-president of China Battery Industry Association. Mr. Wang joined the Company as an independent non-executive Director on 3 December 2006. As at 31 December 2017, Mr. Wang did not have any equity interest in the Company within the meaning of Part XV of the SFO.

陸博士現擔任以下於香港聯合交易所有限公司(「聯交所」)上市之公司，包括齊合環保集團有限公司(前稱為齊合天地集團有限公司)(股份代號：976)、中集天達控股有限公司(前稱為中國消防企業集團有限公司)(股份代號：445)、中國家居控股有限公司(股份代號：692)、美力時集團有限公司(股份代號：1005)、天合化工集團有限公司(股份代號：1619)、天津發展控股有限公司(股份代號：882)、第一視頻集團有限公司(股份代號：82)、申基國際控股有限公司(股份代號：2310)、林達控股有限公司(股份代號：1041)、Hang Sang (Siu Po) International Holding Company Limited (股份代號：3626)、中國北大荒產業集團控股有限公司(股份代號：39)、香港資源控股有限公司(股份代號：2882)、眾安房產有限公司(股份代號：672)、正榮地產集團有限公司(股份代號：6158)及達進東方照明控股有限公司(股份代號：515)之獨立非執行董事。陸博士於2009年5月14日加入本公司擔任獨立非執行董事。於2017年12月31日，根據證券及期貨條例第XV部，陸博士並無於本公司擁有任何股權。

**王敬忠**，61歲，為獨立非執行董事及為本公司審核委員會、薪酬委員會、提名委員會及復牌委員會之委員。王先生為高級工程師並畢業於上海華東理工大學化學專業，具有超過十五年電池行業管理經驗。王先生曾先後擔任國家輕工部日化局主管工程師、教育司院校處副處長、日化辦副主任、中國電池工業協會秘書長，現任中國電池工業協會常務副理事長。王先生於2006年12月3日加入本公司擔任獨立非執行董事。於2017年12月31日，根據證券及期貨條例第XV部，王先生並無於本公司擁有任何股權。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事和高級管理層

**Wang Jian Zhang**, aged 72, is an independent non-executive Director and a member of the Audit Committee and Resumption Committee of the Company. Mr. Wang is a senior engineer and graduated from Xi'an Military Institute of Telecommunication Engineering. He has more than twenty-five years of experience in electronic technology and management. Prior to joining the Group, Mr. Wang had served as deputy director of the Promotion Division of Comprehensive Planning Department under Ministry of Electronics Industry, director of the Comprehensive Planning and the Investment Division under Ministry of Mechanical and Electrical Industry, director-general of the Comprehensive Planning Department under Ministry of Electronics, and director-general of the Comprehensive Planning Department under the Ministry of Information Industry. Mr. Wang joined the Company as an independent non-executive Director on 3 December 2006. As at 31 December 2017, Mr. Wang did not have any equity interest in the Company within the meaning of Part XV of the SFO.

**Heng Ja Wei Victor**, aged 41, is an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Resumption Committee of the Company. Mr. Heng is a partner of Morison Heng, Certified Public Accountants. Mr. Heng holds a Bachelor of Engineering degree in Electronic Engineering from University of Warwick in the United Kingdom and a Master of Science degree in Computer Science from University of London – Imperial College of Science, Technology and Medicine. He is a member of and holds a Certified Public Accountant (Practising) certificate issued by The Hong Kong Institute of Certified Public Accountants and a Fellow of The Association of Chartered Certified Accountants. He is a nephew-in-law of Dr. Loke Yu alias Loke Hoi Lam, an independent non-executive Director. Mr. Heng serves as an independent non-executive director of CIMC-TianDa Holdings Company Limited (formerly known as China Fire Safety Enterprise Group Limited) (Stock Code: 445), Best Food Holding Company Limited (Stock Code: 1488), Lee & Man Chemical Company Limited (Stock Code: 746) and Matrix Holdings Limited (Stock Code: 1005) and as company secretary of China Life Insurance Company Limited (Stock Code: 2628), whose shares are listed on the Main Board of the Stock Exchange. Mr. Heng joined the Company as an independent non-executive Director on 1 September 2016. As at 31 December 2017, Mr. Heng did not have any equity interest in the Company within the meaning of Part XV of the SFO.

**王建章**，72歲，為獨立非執行董事及為本公司審核委員會及復牌委員會之委員，王先生為高級工程師，畢業於西安軍事電訊工程學院。王先生在電子技術和管理領域擁有超過二十五年經驗。加入本集團之前，王先生擔任電子工業部綜合規劃司推廣部副主任、機電部綜合規劃投資部主任、電子部綜合規劃司司長和信息產業部綜合規劃司司長。王先生於2006年12月3日加入本公司擔任獨立非執行董事。於2017年12月31日，根據證券及期貨條例第XV部，王先生並無於本公司擁有任何股權。

**邢家維**，41歲，為獨立非執行董事及為本公司審核委員會、薪酬委員會、提名委員會及復牌委員會之委員。邢先生為執業會計師華利信會計師事務所的合夥人。邢先生持有英國華威大學電子工程工學學士學位，以及英國倫敦大學帝國理工及醫科學院電腦科技碩士學位。彼是香港會計師公會會員，並持有其頒發的註冊會計師(執業)證書，彼亦是英國特許公認會計師公會資深會員。邢先生為獨立非執行董事陸海林博士之姪婿。邢先生擔任中集天達控股有限公司(前稱為中國消防企業集團有限公司)(股份代號：445)、百福控股有限公司(股份代號：1488)、理文化工有限公司(股份代號：746)、美力時集團有限公司(股份代號：1005)之獨立非執行董事並擔任中國人壽保險股份有限公司(股份代號：2628)(於聯交所主板上市之公司)公司秘書。邢先生於2016年9月1日加入本公司擔任獨立非執行董事。於2017年12月31日，根據證券及期貨條例第XV部，邢先生並無於本公司擁有任何股權。

## DIRECTORS AND SENIOR MANAGEMENT 董事和高級管理層

### SENIOR MANAGEMENT

**Yeung Mun Tai (FCCA, CPA)**, aged 41, is the Company Secretary of the Company. He is the Chief Financial Officer of the Group and is responsible for its overall financial and accounting affairs. He is a member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, Mr. Yeung worked as an auditor in an international accounting firm. He has more than eighteen years of experience in the accounting field. He has a Bachelor's degree in Business Administration and Accounting. Mr. Yeung joined the Group in September 2005.

**Jiang Zhi Cheng**, aged 41, is the human resources director of the Group. Mr. Jiang is the person primarily in charge of the human resources system of the Group and has over ten years of experience in human resources management and operation management. He is specialized in training, career development, talent management, performance management, leadership development and organization development. Mr. Jiang graduated from Xiamen University with a degree in accounting in 1999 and from Central China Normal University with a degree in business administration in 2016. Mr. Jiang is an intermediate economist and grade 2 human resources professional and currently pursues the executive MBA program in Northwest University. Mr. Jiang joined the Group in 2002 and successively served as the human resources supervisor and human resources manager. In 2006, he was appointed as the human resources director of the Group.

**Zhou Xuan Xiang**, aged 48, is the materials director of the Group. Mr. Zhou is responsible for the Group's layout and development of supply chain and materials system integration and management and has nearly twenty years of experience in terms of materials and management. Mr. Zhou graduated from the Department of Business Administration of Chengdu University with a degree in business administration in 1992. Mr. Zhou joined the Group in 2004 and successively served as the supervisor and deputy manager of procurement department. In 2006, he was appointed as the materials director of the Group. Before joining the Group, Mr. Zhou served as the director of Chengdu Office of Sichuan Fuguang Pharmaceutical Factory and person in charge of materials division of Top Victory Electronics (Fujian) Company Limited. Mr. Zhou has successively accepted training of Material Requirement Planning (MRP), ISO9000, ISO14000 and MBA remote education of Peking University; Carnegie Motivational Leadership training and Carnegie Director of Administration training, and has extensive experience in materials management.

### 高級管理層

**楊滿泰(FCCA, CPA)**，41歲，為本公司的公司秘書。楊先生擔任本集團財務總監，負責整體財務及會計工作。楊先生同時為特許公認會計師公會會員和香港會計師公會會員。加入本集團前，楊先生在一所國際會計師事務所擔任核數師，在會計領域方面擁有十八年以上的經驗。楊先生亦取得工商管理與會計學士學位。楊先生於2005年9月加入本集團。

**江志成**，41歲，本集團人力資源總監。江先生主要負責本集團的人力資源系統，並在人力資源管理及營運管理方面擁有十年以上經驗。彼專注培訓、職業發展、人才管理、績效管理、領導能力發展及組織發展。江先生於1999年畢業於廈門大學，持有會計學學位，並於2016年畢業於華中師範大學，持有工商管理學學位。江先生為中級經濟師及二級人力資源師，目前正在進修西北大學工商管理碩士課程。江先生於2002年加入本集團並先後擔任人力資源主管及人力資源經理。於2006年，彼獲委任為本集團人力資源總監。

**周選祥**，48歲，為本集團資材總監。周先生負責集團供應鏈佈局發展與資材系統整合管理，擁有近二十年資材工作及管理經驗。周先生於1992年畢業於成都大學企管系工商企業管理專業。周先生於2004年加盟本集團，歷任採購部主管、採購部副經理。於2006年，彼起擔任集團資材總監。加入本集團前，周先生曾出任不同職位，包括四川佛光製藥廠駐成都辦事處主任及冠捷電子(福建)有限公司資材處負責人。周先生先後接受過物資需求計劃(MRP)、ISO9000、ISO14000、北大工商管理碩士遠程教育培訓；卡耐基的激勵領導班培訓以及卡耐基主任級管理訓練培訓，在資材管理方面具有相當豐富經驗。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事和高級管理層

**Chen Yao Shu**, aged 39, is the information management director of the Group. He is responsible for the planning and integration of the Group's internal information system and information resources and has over ten years of experience in the field of information system of manufacturing industry. Mr. Chen graduated from Hubei Industry Technology Institute with a degree in architectural design in 2000 and from Dalian University of Technology with a degree in business administration in 2014. Mr. Chen joined the Group in 2002 and successively served as the network supervisor, deputy manager of information management department and manager of information management department. In 2008, he was appointed as the information management director of the Group. A number of informatisation projects led by Mr. Chen were selected as excellent cases by professional institutions. He was awarded the titles including National Excellent Information Director by professional institutions in 2007, 2009 and 2014.

**Xue Chun Mu**, aged 50, is the risk management director of the Group. He is responsible for design of internal control and risk management procedures and systems and guidance and supervision of the execution thereof, including monitoring and supervising the effectiveness of procedures and systems and participating in the development of risk countermeasures. Mr. Xue has over ten years of experience in internal control and risk management. He graduated from Jimei Finance and Economics College with a degree in accounting education in 1990 and then pursued a MBA program in European University of Ireland and graduated therefrom. Mr. Xue is an accountant, International Certified Senior Public Accountant, International Certified Management Accountant, Internal Control Risk Manager, Senior International Finance Manager and Certified Senior Enterprise Risk Manager. Mr. Xue successively served as the manager of Management Accounting Department and manager of Investment Management Department of the Group from 2002 to 2004. He re-joined the Group in 2009 and served as the audit director. In 2016, he was appointed as the risk management director of the Group. Before joining the Group, Mr. Xue served as an audit executive in the Education Bureau, head of Management Accounting Department, manager of Cost Management Department, manager of Finance Department and finance control director.

**陳耀書**，39歲，為本集團信息管理總監，負責對集團內部信息系統和信息資源規劃和整合，於製造業信息系統領域擁有超過十年的工作經驗。陳先生於2000年及2014年先後畢業於湖北輕工業學院建築設計專業及大連理工大學工商管理專業。陳先生於2002年加盟本集團，歷任網絡主管、信息管理部副經理、信息管理部經理，2008年起擔任集團信息管理總監。陳先生主導的多個信息化項目入選專業機構的優秀案例，曾於2007年、2009年及2014年先後獲得各專業機構授予的全國優秀信息總監等稱號。

**薛春木**，50歲，為本集團風險管理總監，負責設計內控與風險管理流程、制度並指導、監督執行，包括監察、監督流程、制度運行的有效性及參與風險措施應對。薛先生擁有超過十年的內控與風險管理工作經驗。薛先生於1990年畢業於集美財專財會師資專業，後就讀於愛爾蘭歐洲大學工商管理碩士課程並畢業。薛先生為會計師、國際註冊高級會計師、國際註冊管理會計師、內控風險師、高級國際財務管理師及註冊高級企業風險管理師。薛先生曾於2002年至2004年加盟本集團，歷任管理會計部經理及投資管理部經理，後於2009年再次加盟本集團並任審計總監。於2016年，彼擔任本集團風險管理總監。加入本集團前，薛先生曾任不同職位，包括教育局審計專員、管理會計部部長、成本管理部經理、財務部經理、財務管理總監。

## DIRECTORS' REPORT 董事會報告

The board (the "Board") of directors (the "Directors") of SCUD Group Limited (the "Company" and, together with its subsidiaries, the "Group") presents its annual report and audited consolidated financial statements for the financial year from 1 January 2017 to 31 December 2017 ("Review Period").

The discussions in the "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" sections of this annual report form part of the discussions of this directors' report.

A discussion of the Group's environmental policies and performance can be found in the "Environmental, Social and Governance Report" section of this annual report.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its major subsidiaries are set out in Note 35 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2017 are set out in the consolidated statement of profit or loss and other comprehensive income on page 136.

The Board has decided not to recommend any final dividend for the year ended 31 December 2017 to preserve cash for the working capital requirement of the business.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements during 2017 in the property, plant and equipment of the Group are set out in Note 15 to the consolidated financial statements.

### SHARE CAPITAL

Details of the movements during 2017 in the share capital are set out in Note 30 to the consolidated financial statements.

飛毛腿集團有限公司(「本公司」，連同其附屬公司為「本集團」)董事(「董事」)會(「董事會」)謹提呈由2017年1月1日至2017年12月31日止財政年度(「回顧期間」)之年度報告及經審核綜合財務報表。

本年報「主席報告書」、「管理層討論及分析」及「企業管治報告」章節的討論構成此董事會報告討論的一部分。

有關本集團環境政策及表現的討論可參閱本年度報告「環境、社會及管治報告」一節。

### 主要業務

本公司為一間投資控股公司。其主要附屬公司的主要業務載於綜合財務報表附註35。

### 業績及分配

本集團截至2017年12月31日止年度之業績載於第136頁之綜合損益及其他全面收益表。

董事會已決定不建議派付截至2017年12月31日止年度任何末期股息，以預留現金作業務所需之營運資金。

### 物業、廠房及設備

本集團於2017年之物業、廠房及設備的變動詳情載於綜合財務報表附註15。

### 股本

本集團於2017年之股本變動詳情載於綜合財務報表附註30。

## DIRECTORS' REPORT

## 董事會報告

## DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 December 2017 comprised the retained earnings, other reserves and share premium of approximately RMB818.6 million (2016: RMB790.5 million).

## DIRECTORS AND SERVICE CONTRACTS

The Directors of the Company during the Review Period and up to the date of this report were:

## EXECUTIVE DIRECTORS:

Fang Jin (*Chairman*)  
Guo Quan Zeng (*Chief Executive Officer*)  
Feng Ming Zhu

## NON-EXECUTIVE DIRECTORS:

Zhang Li  
Hou Li

## INDEPENDENT NON-EXECUTIVE DIRECTORS:

Loke Yu  
Wang Jing Zhong  
Wang Jian Zhang  
Heng Ja Wei Victor

According to Article 87(1) of the articles of association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 at an annual general meeting at least once every three years. According to Article 86(3) of the articles of association of the Company, any Director appointed by the Directors either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Fang Jin, Mr. Guo Quan Zeng, Mr. Feng Meng Zhu, Mr. Zhang Li, Mr. Hou Li, Dr. Loke Yu, Mr. Wang Jing Zhong, Mr. Wang Jian Zhang and Mr. Heng Ja Wei Victor will retire at the forthcoming annual general meeting of the Company. Mr. Fang Jin, Mr. Guo Quan Zeng, Mr. Feng Meng Zhu, Mr. Zhang Li, Mr. Hou Li, Dr. Loke Yu, Mr. Wang Jing Zhong, Mr. Wang Jian Zhang and Mr. Heng Ja Wei Victor, all being eligible, will offer themselves for re-election in the forthcoming annual general meeting of the Company. There are no service contracts for any of the Directors who are nominated for re-election at the forthcoming annual general meeting which are not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## 本公司可派發儲備

本公司於2017年12月31日之可派發予股東之儲備包括累計盈利、其他儲備及股份溢價約為人民幣818,600,000元(2016年：人民幣790,500,000元)。

## 董事及服務合約

本公司於回顧期間及截至本報告日期之董事為：

## 執行董事：

方金(主席)  
郭泉增(行政總裁)  
馮明竹

## 非執行董事：

張黎  
侯立

## 獨立非執行董事：

陸海林  
王敬忠  
王建章  
邢家維

根據本公司之組織章程細則第87(1)條，於每年股東週年大會上，將有三分之一董事(若董事數目並非三的倍數，將以最接近但不少於三分之一的董事數目為準)輪席告退，惟每名董事須至少每三年於股東週年大會上退任。根據本公司之組織章程細則第86(3)條，董事會委任以填補董事會臨時空缺或出任現任董事會新增成員的任何董事僅任職至本公司下一屆股東週年大會為止，屆時則合資格膺選連任。方金先生、郭泉增先生、馮明竹先生、張黎先生、侯立先生、陸海林先生、王敬忠先生、王建章先生及邢家維先生將於本公司應屆股東週年大會上退任。方金先生、郭泉增先生、馮明竹先生、張黎先生、侯立先生、陸海林先生、王敬忠先生、王建章先生及邢家維先生均合資格於本公司應屆股東週年大會上膺選連任。於應屆股東週年大會獲提名連任之董事概無訂立本集團不可在一年內不作賠償(法定賠償除外)而予以終止之服務合約。

## DIRECTORS' REPORT

### 董事會報告

#### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES

As at 31 December 2017, the relevant interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO"), which are required to be notified to the Company and The Hong Kong Stock Exchange Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or were required pursuant to section 352 of the SFO, to be entered in the register referred to therein or were required, pursuant to the relevant provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") relating to securities transactions by Directors to be notified to the Company and the Stock Exchange were as follows:

##### Long positions (ordinary shares of HK\$0.1 each of the Company):

#### 董事及最高行政人員之股份權益及淡倉

於2017年12月31日，董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之任何股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及8分部通知本公司及香港聯合交易所有限公司（「聯交所」）的相關權益或淡倉（包括根據證券及期貨條例有關條文當作或視為擁有的權益或淡倉），或須記載於按證券及期貨條例第352條置存之登記冊內或根據聯交所證券上市規則（「上市規則」）有關董事進行證券交易之條文須向本公司及聯交所披露之相關權益或淡倉如下：

好倉（本公司每股面值0.1港元之普通股）：

| Name of Director     | Capacity                                 | Number of<br>issued ordinary<br>shares held | Percentage of<br>the issued share<br>capital of the<br>Company |
|----------------------|------------------------------------------|---------------------------------------------|----------------------------------------------------------------|
|                      |                                          |                                             | (Note 3)<br>佔本公司已發行<br>股本之百分比<br>(附註3)                         |
| 董事姓名                 | 身份                                       | 所持已發行<br>普通股數目                              |                                                                |
| Fang Jin<br>方金       | Corporate interest (Note 1)<br>公司權益(附註1) | 514,338,000                                 | 47.19%                                                         |
| Guo Quan Zeng<br>郭泉增 | Corporate interest (Note 2)<br>公司權益(附註2) | 18,000,000                                  | 1.65%                                                          |

## DIRECTORS' REPORT

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Note 1: This figure represents (i) 403,770,000 shares directly held by Swift Joy Holdings Limited and (ii) 110,568,000 shares directly held by Right Grand Holdings Limited, both of which are companies with their entire issued share capital held by Mr. Fang Jin.

Note 2: These shares are directly held by Cheer View Holdings Limited, whose entire issued share capital is held by Mr. Guo Quan Zeng.

Note 3: We have applied the number of shares of the Company in issue as at 31 December 2017, i.e. 1,090,001,246 Shares, when calculating this percentage.

Save as disclosed above, none of the Directors or chief executives or their close associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as at 31 December 2017.

## SHARE OPTIONS

The Company's share option scheme (the "Scheme") was adopted pursuant to a shareholders' resolution passed on 3 December 2006 for the primary purpose of rewarding eligible participants who have contributed to the Group and encouraging eligible participants to work towards enhancing the value of the Company and its shares for the Company and its shareholders as a whole. Eligible participants include directors and employees of the Group and any directors and employees of the Group, advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters or service providers of the Company whom the board of directors of the Group considers to have contributed or will contribute to the Group. Under the Scheme, the board of directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. The Scheme was adopted for a period of 10 years and expired on 2 December 2016 and the Company by ordinary resolution in general meeting or the board of directors of the Company may at any time terminate the Scheme without prejudice to the options granted during the life of the Scheme and which remain unexpired immediately prior to such termination. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 86,000,000 Shares, representing approximately 7.89% of the entire issued share capital of the Company as at the date of this annual report, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue, without prior

附註1：此數字代表(i)403,770,000股股份由迅悅控股有限公司直接持有及(ii)110,568,000股股份由正宏控股有限公司直接持有，而這兩家公司的全部已發行股本由方金先生持有。

附註2：該等股份由悅景控股有限公司直接持有，其全部已發行股本由郭泉增先生持有。

附註3：於計算該百分比時，已採用截至2017年12月31日已發行的本公司股份數目，即1,090,001,246股股份。

除上述所披露者外，於2017年12月31日，概無董事或最高行政人員或彼等之緊密聯繫人士於本公司或其任何相聯法團之任何股份、相關股份及債券中擁有任何權益或淡倉。

## 購股權

本公司之購股權計劃(「該計劃」)為根據2006年12月3日通過之股東決議案採納，通過決議之主要目的是獎勵對本集團有貢獻之合資格參加者並鼓勵合資格參加者為提升本公司、本公司股份及其股東整體的價值而努力。合資格參加者包括本集團董事會認為對本集團有貢獻或將對本集團有貢獻的本集團董事和員工及本集團任何董事和員工、本公司顧問、諮詢人、分銷商、承包商、供應商、代理人、顧客、業務夥伴、聯營業務夥伴、發起人或服務供應商。根據該計劃，本公司董事會可向合資格僱員(包括本公司及其附屬公司董事)授出可認購本公司股份之購股權。該計劃採納年期為十年，於2016年12月2日到期，在無損該計劃年期內所授出購股權及於緊接終止前尚未屆滿購股權之權益下，本公司可藉股東大會上之普通決議案或本公司董事會可於任何時間終止該計劃。未經本公司股東批准，根據該計劃可能授出之購股權所涉及之股份總數，不得超過86,000,000股股份，佔本公司於本年報日期已發行股本約7.89%。未經本公司股東批准，於任何12個月期間已經及可能向任何個別人士授出之購股權所涉及之已發行及將予發行股份數目，不得超過本公司當時已發行股份之1%。已經及可能向主要股東或獨立非執行董事或任何彼等之聯繫人士授出之購股

## DIRECTORS' REPORT

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approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to a substantial shareholder or an Independent Non-executive Director or any of their respective associates representing in aggregate over 0.1% the Company's share capital on the date of such grant or with an aggregate value in excess of HK\$5,000,000 must be approved in advance by resolution of the Company's shareholders (voting by way of poll). Subject to the terms of the Scheme, an offer of grant of an option will remain open for acceptance by the eligible participant for 28 days from the date of the offer. Upon the grant of an option a consideration of HK\$1 is payable and the relevant option may be exercised in accordance with the terms of the Scheme at any time during the exercise period to be determined by the Board, which shall not exceed 10 years. The exercise price of the options shall be determined by the board of directors of the Company in its absolute discretion but will in any event not be less than the higher of:—

- (1) the closing price of the Company's shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of an offer of an option by the Company (which must be a business day);
- (2) the average closing price of the Company's shares as stated in the daily quotations sheets issued by the Stock Exchange for the 5 preceding business days of the day of the offer of an option; and
- (3) the nominal value of the Company's shares.

On 19 June 2014, the Company offered to grant share options to a number of eligible participants to subscribe for up to 80,000,000 shares with nominal value of HK\$0.10 each in the issued share capital of the Company pursuant to the Scheme. Among the 80,000,000 share options, 21,200,000 share options were granted to the executive Directors of the Company.

權所涉及之已發行及將予發行股份數目如合共超過本公司於授出日期之股本之0.1%或所涉金額合共超過5,000,000港元，必須獲本公司股東（以投票表決方式）預先批准。在計劃條款之規限下，授出購股權之要約於要約日期起計28日可供相關合資格參與者接納。獲授購股權後，承授人須支付1港元之代價並可於董事會所釐定之行使期內隨時按該計劃之條款行使相關購股權，有關行使期不得超過10年。購股權之行使價由本公司董事會全權酌情釐定，惟無論如何將不會低於下列各項中之最高者：—

- (1) 本公司股份於本公司提呈授出購股權當日（必須為營業日）在聯交所發出之每日報價表所列之收市價；
- (2) 本公司股份於提呈授出購股權當日前五個營業日在聯交所發出之每日報價表所列之平均收市價；及
- (3) 本公司股份之面值。

於2014年6月19日，本公司根據計劃，提呈向若干合資格參與者授出購股權，以認購本公司已發行股本中最多80,000,000股每股面值0.10港元的股份。於80,000,000份購股權中，21,200,000份購股權已授予本公司執行董事。

## DIRECTORS' REPORT

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The following table sets out the details of the share options under the Scheme during the Review Period: 下表載列計劃下購股權於回顧期間之詳情：

| Name<br>姓名 | Date of grant<br>授出日期 | Exercise price<br>HK\$<br>行使價<br>港元 | Outstanding<br>as of<br>1.1.2017<br>於2017年<br>1月1日<br>尚未行使 | Granted<br>during<br>the period<br>於期內授出 | Exercised<br>during the<br>period<br>於期內行使 | Forfeited<br>during the<br>period<br>於期內沒收 | Expired<br>during<br>the period<br>於期內到期 | Outstanding<br>as of<br>31.12.2017<br>於2017年<br>12月31日<br>尚未行使 | Percentage<br>of the total<br>issued share<br>capital of the<br>Company<br>as at<br>31.12.2017<br>佔本公司<br>於2017年<br>12月31日<br>已發行股本<br>總額之百分比 |
|------------|-----------------------|-------------------------------------|------------------------------------------------------------|------------------------------------------|--------------------------------------------|--------------------------------------------|------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
|------------|-----------------------|-------------------------------------|------------------------------------------------------------|------------------------------------------|--------------------------------------------|--------------------------------------------|------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|

Category I: Directors, chief executive and substantial shareholder and their respective associates

類別一：董事、最高行政人員及主要股東及彼等各自之聯繫人士

|                         |            |            |            |   |   |   |            |   |   |
|-------------------------|------------|------------|------------|---|---|---|------------|---|---|
| Fang Jin<br>方金          | 19.6.2014  | 0.94       | 5,300,000  | — | — | — | 5,300,000  | — | — |
| Guo Quan Zeng<br>郭泉增    | 19.6.2014  | 0.94       | 5,300,000  | — | — | — | 5,300,000  | — | — |
| Feng Ming Zhu<br>馮明竹    | N/A<br>不適用 | N/A<br>不適用 | —          | — | — | — | —          | — | — |
| Zhang Li<br>張黎          | 19.6.2014  | 0.94       | 5,300,000  | — | — | — | 5,300,000  | — | — |
| Total directors<br>董事總計 |            |            | 15,900,000 | — | — | — | 15,900,000 | — | — |

Category II: Employees working under continuous contracts (as defined in the Employment Ordinance) other than directors

類別二：除董事以外，根據僱傭條例界定下按持續合約受聘之僱員

|                                   |           |      |            |   |   |   |            |   |   |
|-----------------------------------|-----------|------|------------|---|---|---|------------|---|---|
| Senior management<br>高級管理層        | 19.6.2014 | 0.94 | 47,800,000 | — | — | — | 47,800,000 | — | — |
| Total of all categories<br>所有類別總計 |           |      | 63,700,000 | — | — | — | 63,700,000 | — | — |

## DIRECTORS' REPORT 董事會報告

All share options granted could be exercised from 19 June 2014 to 18 June 2017 (both dates inclusive), and are not subject to any vesting period. The exercise price was determined by the Directors of the Company and was fixed at HK\$0.94 per share. The closing price of the shares on the date immediately before the grant of these share options, i.e. 18 June 2014, was HK\$0.95. 63,700,000 shares of the share options was expired during the Review Period. The Company did not recognise any expense (2016: RMB Nil) for the Review Period in relation to options granted by the Company. Please refer to Note 33 to the consolidated financial statements for detail.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sub-section headed "Directors and Chief Executives' Interests and Short Positions in Shares" and "Share Options", at no time during the year ended 31 December 2017 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights.

所有購股權可由2014年6月19日起至2017年6月18日(包括首尾兩日)內行使,且均不受任何歸屬條件所規限。行使價由本公司董事釐定,並固定為每股股份0.94港元。緊接授出該等購股權日期前(即2014年6月18日)的股份收市價為0.95港元。於回顧期間,63,700,000股購股權已到期。本公司於回顧期間並無確認有關本公司授出之購股權之任何開支(2016年:人民幣零元)。有關詳情,請參閱綜合財務報表附註33。

### 董事收購股份或債券之權利

除「董事及最高行政人員之股份權益及淡倉」及「購股權計劃」小節所披露者外,本公司或其任何附屬公司於截至2017年12月31日止年度概無訂立任何安排,致使本公司董事可透過收購本公司或任何其他法團之股份或債券以獲取利益,亦無董事、彼等之配偶或十八歲以下之子女擁有任何可認購本公司證券之權利或行使任何有關權利。

## DIRECTORS' REPORT

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#### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2017, the following persons (other than directors or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

**Long positions (Ordinary shares of HK\$0.10 each of the Company):**

#### 主要股東

於2017年12月31日，以下人士（並非本公司董事或最高行政人員）於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或須記入本公司根據證券及期貨條例第336條存置之記錄冊內之權益或淡倉：

好倉（本公司每股面值0.10港元之普通股）

| Name of shareholder<br>股東姓名                 | Capacity<br>身份             | Number of<br>issued ordinary<br>shares/underlying<br>shares held<br>所持已發行普通股／<br>相關股份數目 | Percentage of<br>the issued share<br>capital of the<br>Company as at<br>31 December 2017<br>(Note 1)<br>於2017年12月31日<br>佔本公司已發行<br>股本百分比<br>(附註1) |
|---------------------------------------------|----------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| Swift Joy Holdings Limited<br>迅悦控股有限公司      | Beneficial owner<br>實益擁有人  | 403,770,000                                                                             | 37.04%                                                                                                                                            |
| Right Grand Holdings Limited<br>正宏控股有限公司    | Beneficial owner<br>實益擁有人  | 110,568,000                                                                             | 10.14%                                                                                                                                            |
| Value Partners China Greenchip Fund Limited | Beneficial owner<br>實益擁有人  | 63,106,000                                                                              | 5.79%                                                                                                                                             |
| Value Partners Group Limited<br>惠理集團有限公司    | Corporate Interest<br>公司權益 | 63,990,000                                                                              | 5.87%                                                                                                                                             |

Note 1: We have applied the number of shares of the Company in issue as at 31 December 2017, i.e. 1,090,001,246 Shares, when calculating this percentage.

附註1: 本公司於計算該百分比時，採用本公司於2017年12月31日之已發行股份數目（即1,090,001,246股股份）計算。

## DIRECTORS' REPORT 董事會報告

Save as disclosed above, as at 31 December 2017, the Company had not been notified by any persons (other than directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of the Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

### CORPORATE GOVERNANCE

Report for the corporate governance practice adopted by the Company is set out on pages 56 to 79 of this annual report.

### REMUNERATION OF THE DIRECTORS AND THE FIVE HIGHEST PAID EMPLOYEES

For the year ended 31 December 2017, the total remuneration of the Directors and the five highest paid employees are set out in Note 10 to the consolidated financial statements.

### AUDIT COMMITTEE, NOMINATION COMMITTEE, REMUNERATION COMMITTEE AND RESUMPTION COMMITTEE

The Company has established an audit committee ("Audit Committee"), a nomination committee ("Nomination Committee"), a remuneration committee ("Remuneration Committee") and a resumption committee ("Resumption Committee").

### AUDIT COMMITTEE

The purpose of the Audit Committee is to assist the Board in considering how the Board should apply financial reporting and internal control principles and for maintaining an appropriate relationship with the Company's independent auditor. As at 31 December 2017, the Audit Committee consisted of four members who were Dr. Loke Yu (Chairman), Mr. Wang Jing Zhong, Mr. Wang Jian Zhang and Mr. Heng Ja Wei Victor.

除以上披露者外，於2017年12月31日，本公司並無獲悉任何人士（並非本公司董事或最高行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或須記入本公司根據證券及期貨條例第336條存置之記錄冊內之權益或淡倉。

### 企業管治

有關本公司所採納之企業管治常規之報告書載於本年報第56頁至第79頁。

### 董事及五位最高薪酬僱員之酬金

於截至2017年12月31日止年度，董事及五位最高薪酬僱員之酬金總額載於綜合財務報表附註10。

### 審核委員會、提名委員會、薪酬委員會及復牌委員會

本公司已設立審核委員會（「審核委員會」）、提名委員會（「提名委員會」）、薪酬委員會（「薪酬委員會」）及復牌委員會（「復牌委員會」）。

### 審核委員會

設立審核委員會之目的為協助董事會審議董事會應如何採用財務報告及內部監控原則以及與本公司獨立核數師維持恰當關係。於2017年12月31日，審核委員會由四名成員（分別為陸海林博士（主席）、王敬忠先生、王建章先生及邢家維先生）組成。

## DIRECTORS' REPORT

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## NOMINATION COMMITTEE

The purpose of the Nomination Committee is to identify, screen and recommend to the Board appropriate candidates to serve as Directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company. As at 31 December 2017, the Nomination Committee consisted of four members who were Dr. Loke Yu (Chairman), Mr. Fang Jin, Mr. Wang Jing Zhong and Mr. Heng Ja Wei Victor.

## REMUNERATION COMMITTEE

The purpose of the Remuneration Committee is to assist the Board in determining the policy and structure for the remuneration of executive Directors, evaluating the performance of executive Directors, reviewing incentive schemes and Directors' service contracts and fixing the remuneration packages for all directors and senior management. As at 31 December 2017, the Remuneration Committee consisted of four members who were Dr. Loke Yu (Chairman), Mr. Fang Jin, Mr. Wang Jing Zhong and Mr. Heng Ja Wei Victor.

## RESUMPTION COMMITTEE

The Resumption Committee is responsible for leading the process to facilitate resumption of trading in the shares of the Company as soon as possible. The Company has appointed Gram Capital Limited as the financial adviser in relation to the resumption of trading in the shares of the Company. As at 31 December 2017, the Resumption Committee comprised the four independent non-executive Directors, namely Dr. Loke Yu, Mr. Wang Jing Zhong, Mr. Wang Jian Zhang and Mr. Heng Ja Wei Victor and the non-executive Director Mr. Hou Li.

## PRE-EMPTIVE RIGHTS

Although there are no restrictions over the grant of pre-emptive rights under the laws of Cayman Islands, no pre-emptive rights have been granted under the articles of association of the Company.

## 提名委員會

設立提名委員會之目的為識別及甄選擔任本公司董事的合適人選並就此向本公司董事會提供建議，以監督評估董事會表現之過程，以及向董事會提供建議，並監控本公司之提名指引。於2017年12月31日，提名委員會由四名成員（分別為陸海林博士（主席）、方金先生、王敬忠先生及邢家維先生）組成。

## 薪酬委員會

薪酬委員會之目的為協助董事會釐定執行董事之薪酬政策及結構，評估執行董事之表現，檢討獎勵計劃及董事服務合約以及釐定全體董事及高級管理人員之薪酬待遇。於2017年12月31日，薪酬委員會由四名成員（分別為陸海林博士（主席）、方金先生、王敬忠先生及邢家維先生）組成。

## 復牌委員會

復牌委員會負責領導促進本公司股票交易儘早恢復之過程。本公司已委任嘉林資本有限公司作為就本公司股票交易恢復之財務顧問。於2017年12月31日，復牌委員會由四名獨立非執行董事（分別為陸海林博士、王敬忠先生、王建章先生及邢家維先生）及一名非執行董事（侯立先生）組成。

## 優先購買權

儘管開曼群島法例並無有關授出優先購買權的限制，但本公司並無根據本公司組織章程細則授出優先購買權。

## DIRECTORS' REPORT 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

The top five customers and the largest customer of the Group represented approximately 65% and approximately 22% of the Group's total sales of the Review Period, respectively. The top five suppliers and the largest supplier of the Group represented approximately 51% and approximately 31% of the Group's total purchases of the Review Period, respectively.

At no time during the Review Period did a Director, a close associate of a Director or (to the knowledge of the Directors) a shareholder of the Company which owns 5% or more of the issued share capital of the Company has any interest in the top five customers and suppliers of the Group.

### PERMITTED INDEMNITY PROVISION

Pursuant to article 167 of the Articles of Association of the Company, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which he/she may sustain or incur in or about the execution of his/her duties in his/her offices or trusts provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to the relevant Director. Such permitted indemnity provision was in force during the Review Period and remained in force as at the date of this report.

### CONTINUING CONNECTED TRANSACTIONS

During the Review Period, the Group had the following continuing connected transactions, certain details of which are set out below in compliance with the requirements of Chapter 14A of the Listing Rules.

The Company has complied with the disclosure requirements in relation to such transactions in accordance with Chapter 14A of the Listing Rules.

### 主要客戶及供應商

於本年度本集團總銷售額中，本集團五大客戶及最大客戶分別佔約65%及約22%。於回顧期間本集團之總採購額中，本集團五大供應商及最大供應商分別佔約51%及約31%。

回顧期間，概無董事及其緊密聯繫人士或就董事所知擁有本公司已發行股本5%或以上之任何本公司股東擁有本集團五大客戶及供應商之任何權益。

### 獲准許彌償條文

根據本公司組織章程細則第167章，每名董事就彼等基於其職位履行其職務或委託而蒙受或產生的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及溢利獲得彌償，確保免就此受損，惟本彌償保證不延伸至任何與相關董事欺詐或不忠誠有關之事宜。該等獲准許的彌償條文已於回顧期內生效且截至本報告日期仍有效。

### 持續關連交易

於回顧期間，本集團曾進行下列持續關連交易，若干詳情已按照上市規則第14A章的規定作出披露，載列如下：

本公司已根據上市規則第14A章遵守該等交易的披露規定。

## DIRECTORS' REPORT

### 董事會報告

The name of, and the relationship with, the parties connected with the Company are as follows: 與本公司有關連的人士的名稱及相應關係如下：

| Name<br>名稱                                       | Relationship<br>關係                                                                                                                                                                                                          |
|--------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Fang Jin ("Mr. Fang")<br>方金(「方先生」)               | Director and controlling shareholder of the Company<br>董事兼本公司控股股東                                                                                                                                                           |
| Guo Quan Zeng ("Mr. Guo") Director<br>郭泉增(「郭先生」) | 董事                                                                                                                                                                                                                          |
| Scud Electronics<br>飛毛腿電子                        | Scud (Fujian) Electronics Co., Ltd., a wholly-owned subsidiary indirectly held by the Company with Mr. Fang being common director<br>飛毛腿(福建)電子有限公司，方先生為共同董事的本公司間接全資附屬公司                                                     |
| Scud Stock<br>飛毛腿股份                              | Scud Stock (Fujian) Co., Ltd., a company with Mr. Fang and Mr. Guo being common directors, and who has shareholding interest in this company as to 67% and 3%, respectively<br>福建飛毛腿股份有限公司，方先生及郭先生為共同董事的公司，且分別擁有該公司67%及3%股權 |
| Scud Battery<br>飛毛腿電池                            | Scud Battery Co., Ltd., a wholly-owned subsidiary indirectly held by the Company with Mr. Fang being common director<br>飛毛腿電池有限公司，方先生為共同董事的本公司間接全資附屬公司                                                                      |

## DIRECTORS' REPORT 董事會報告

### (A) Lease agreements with Scud Stock

On 30 December 2016, Scud Electronics (as lessee) and Scud Stock (as lessor) entered into a lease agreement (the "First Lease (2017-2019) Agreement") to renew the lease of certain premises owned by Scud Stock.

Under the First Lease (2017-2019) Agreement, Scud Stock agreed to lease to Scud Electronics the premises (the "First (2017-2019) Premises") located at land lot numbers 39-2 and 44-2, Kuai An Extension Area, Mawei District, Fuzhou, Fujian Province, PRC comprising (i) 4 blocks of factories with a construction area of approximately 40,627.68 square metres, rental area of approximately 31,155 square metres; (ii) 1 office building with a construction area of approximately 13,268.80 square metres, rental area of approximately 7,826 square metres; (iii) 1 staff dormitory with construction area of approximately 25,973.92 square metres with a total of 435 dormitory rooms, rental area of approximately 19,704 square metres with a total of 330 dormitory rooms; and (iv) 1 warehouse building with construction area and rental area of approximately 11,250 square metres. The First (2017-2019) Premises were leased for use as factory, office for administration use for the Group, staff dormitory for the employees of the Group and warehouse for storage of stocks.

### (A) 與飛毛腿股份訂立的租賃協議

於2016年12月30日，飛毛腿電子(作為承租人)與飛毛腿股份(作為出租人)訂立一份租賃協議(「第一份租賃(2017年至2019年)協議」)以續新飛毛腿股份所擁有若干物業之租約。

根據第一份租賃(2017年至2019年)協議，飛毛腿股份同意租賃飛毛腿電子位於中國福建省福州市馬尾區快安延伸區第39-2號及第44-2號的地段之物業(「第一批(2017年至2019年)物業」)，包括(i)四幢廠房，建築面積約為40,627.68平方米，租賃面積約為31,155平方米；(ii)一幢辦公樓，建築面積約為13,268.80平方米，租賃面積約為7,826平方米；(iii)一幢員工宿舍樓，建築面積約為25,973.92平方米，共有435間宿舍，租賃面積約為19,704平方米，共有330間宿舍；及(iv)一幢貨倉大樓，建築面積及租賃面積約為11,250平方米。第一批(2017年至2019年)物業已出租用作本集團之工廠、行政辦公室、本集團僱員的員工宿舍及貨物倉儲之貨倉。

## DIRECTORS' REPORT

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For the factories, office building and staff dormitory, the term of lease is from 1 January 2017 to 31 December 2019, and for the warehouse building, the term of lease is from 1 July 2017 to 31 December 2019. Under the First Lease (2017-2019) Agreement, the annual rental for the year ended 31 December 2017 will be RMB13,245,120, and the annual rental for the two years ending 31 December 2019 will be RMB14,325,120. The rentals are payable in cash on a monthly basis.

On 30 December 2016, Scud Battery (as lessee) and Scud Stock (as lessor) entered into a lease agreement (the "Second Lease (2017-2019) Agreement") to renew the lease of certain premises owned by Scud Stock.

Under the Second Lease (2017-2019) Agreement, Scud Stock agreed to lease to Scud Battery the premises (the "Second (2017-2019) Premises") located at land lot numbers 39-2 and 44-2, Kuai An Extension Area, Mawei District, Fuzhou, Fujian Province, PRC comprising (i) 4 blocks of factories with a construction area of approximately 40,627.68 square metres, rental area of approximately 9,472 square metres; (ii) 1 office building with a construction area of approximately 13,268.80 square metres, rental area of approximately 5,443 square metres; and (iii) 1 staff dormitory with construction area of approximately 25,973.92 square metres with a total of 435 dormitory rooms, rental area of approximately 6,270 square metres with a total of 105 dormitory rooms. The Second (2017 – 2019) Premises were leased for use as factory, office for administration use for the Group and staff dormitory for the employees of the Group.

The term of lease is from 1 January 2017 to 31 December 2019. The annual rental under the Second Lease (2017-2019) Agreement will be RMB4,786,104. The rentals are payable in cash on a monthly basis.

Further details of the First Lease (2017-2019) Agreement and the Second Lease (2017-2019) Agreement are set out in the Company's announcement dated 30 December 2016.

工廠、辦公樓及員工宿舍之租賃期限自2017年1月1日至2019年12月31日，倉庫大樓之租賃期限自2017年7月1日至2019年12月31日。根據第一份租賃(2017年至2019年)協議，截至2017年12月31日止年度之年租金將為人民幣13,245,120元，截至2019年12月31日止兩個年度之年租金將為人民幣14,325,120元。租金以現金按月支付。

於2016年12月30日，飛毛腿電池(作為承租人)與飛毛腿股份(作為出租人)訂立了一份租賃協議(「第二份租賃(2017年至2019年)協議」)，以續新飛毛腿股份擁有若干物業之租約。

根據第二份租賃(2017年至2019年)協議，飛毛腿股份同意向飛毛腿電池租賃位於中國福建省福州市馬尾區快安延伸區第39-2號及第44-2號的地段之物業(「第二批(2017年至2019年)物業」)，包括(i)四幢廠房，建築面積約40,627.68平方米，租賃面積約9,472平方米；(ii)一幢辦公樓，建築面積約13,268.80平方米，租賃面積約5,443平方米；(iii)一幢員工宿舍樓，建築面積約25,973.92平方米，合計435間宿舍，租賃面積約6,270平方米，合計105間宿舍。已租賃第二批(2017年至2019年)物業用作本集團之工廠、行政辦公室及本集團僱員之員工宿舍。

租賃期限將自2017年1月1日至2019年12月31日。根據第二份租賃(2017年至2019年)協議，該年租金為人民幣4,786,104元。租金以現金按月支付。

第一份租賃(2017年至2019年)協議及第二份租賃(2017年至2019年)協議之進一步詳情載於本公司日期為2016年12月30日之公告。

## DIRECTORS' REPORT

### 董事會報告

As at 30 December 2016, Scud Stock was owned as to 67% by Mr. Fang and 3% by Mr. Guo, respectively. Both Mr. Fang and Mr. Guo are executive Directors of the Company and Mr. Fang is a controlling shareholder of the Company. Scud Stock is an associate of Mr. Fang and thus a connected person of the Company under the Listing Rules. Therefore, the above transactions constituted continuing connected transactions of the Company.

The details on annual caps for the aggregate rental payable by Scud Electronics and Scud Battery to Scud Stock under the First Lease (2017-2019) Agreement and the Second Lease (2017-2019) Agreement are as follows:

|                                                                          | RMB<br>人民幣元 |
|--------------------------------------------------------------------------|-------------|
| Annual cap for the year ended 31 December 2017<br>截至2017年12月31日止年度之年度上限  | 18,031,224  |
| Annual cap for the year ending 31 December 2018<br>截至2018年12月31日止年度之年度上限 | 19,111,224  |
| Annual cap for the year ending 31 December 2019<br>截至2019年12月31日止年度之年度上限 | 19,111,224  |

The actual amounts incurred for the above continuing connected transactions for the year ended 31 December 2017 was RMB16,951,224.

Under the First Lease (2017-2019) Agreement, it was intended that Scud Stock would lease a warehouse building to Scud Electronics starting from 1 July 2017. As the construction of the warehouse building required more time than originally anticipated, Scud Stock was unable to make available the warehouse building for use by Scud Electronics during the period from 1 July 2017 to 31 December 2017. Accordingly, the relevant rent of RMB1,080,000 was not required to be paid by Scud Electronics during the year ended 31 December 2017.

於2016年12月30日，飛毛腿股份分別由方先生擁有67%權益及郭先生擁有3%權益。方先生與郭先生皆為本公司執行董事，且方先生為本公司控股股東。飛毛腿股份為方先生之聯繫人，故根據上市規則，彼為本公司之關連人士。因此，上述交易構成本公司之持續關連交易。

飛毛腿電子及飛毛腿電池根據第一份租賃(2017年至2019年)協議及第二份租賃(2017年至2019年)協議應向飛毛腿股份應付租金總額之年度上限的詳情如下：

截至2017年12月31日止年度，上述持續關連交易的實際金額為人民幣16,951,224元。

根據第一份租賃(2017年至2019年)協議，飛毛腿股份擬自2017年7月1日起為飛毛腿電子租賃一棟倉庫樓宇。由於建造倉庫樓宇所需時間多於原來預計的時間，因而自2017年7月1日至2017年12月31日期間，飛毛腿股份未能提供可供飛毛腿電子使用的倉庫樓宇。因此，截至2017年12月31日止年度，飛毛腿電子毋須支付相關租金人民幣1,080,000元。

## DIRECTORS' REPORT

## 董事會報告

The independent non-executive Directors of the Company have reviewed the continuing connected transactions set out herein and have confirmed that, during the year ended 31 December 2017, such transactions were entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or better to the Group than terms available to or from independent third parties; and
- (3) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The independent auditor of the Company has also confirmed that in relation to the above continuing connected transactions with Scud Stock:—

- (1) nothing has come to its attention that causes it to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (2) nothing has come to its attention that causes it to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and

本公司獨立非執行董事已審閱本年報所載持續關連交易，並確認，截至2017年12月31日止年度，有關交易乃：

- (1) 於本集團正常及日常業務過程中訂立；
- (2) 按正常商業條款或對本集團而言不遜於提供予或來自於獨立第三方的條款而訂立；及
- (3) 根據規管有關交易的相關協議按公平合理的條款訂立，且符合本公司股東的整體利益。

本公司的獨立核數師亦已確認關於有關與飛毛腿股份訂立上述持續關連交易：—

- (1) 並無注意到任何事項使獨立核數師相信披露的持續關連交易未獲董事會批准；
- (2) 並無注意到任何事項使獨立核數師相信相關交易在各重大方面不根據規管交易的有關協定進行；及

## DIRECTORS' REPORT 董事會報告

- (3) with respect to the aggregate amount of the continuing connected transactions, nothing has come to its attention that causes it to believe that the continuing connected transactions have exceeded the annual cap as set by the Company.

Further details of the transactions and relationships of the connected parties are also set out in Note 37 to the consolidated financial statements.

### RELATED PARTY TRANSACTIONS

During the Review Period, the Group entered into certain transactions with parties regarded as "related parties" under the applicable accounting principles. Details of the related party transactions undertaken in the normal course of business are set out in Note 37 to the consolidated financial statements. The related party transactions which are also non-exempted continuing connected transactions under Chapter 14A of the Listing Rules are disclosed in the section headed "Continuing Connected Transactions" above.

### CONTRACTS WITH CONTROLLING SHAREHOLDER

Save as disclosed in the section headed "Continuing Connected Transactions" above and in Note 37 to the consolidated financial statements, no other contracts of significance between the Company or any of its subsidiaries and a controlling shareholder or any of its subsidiaries and no other contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries were entered into or existed during the Review Period.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors had engaged in or were interested in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group during the Review Period.

- (3) 關於持續關連交易的合計金額，並無注意到任何事項使獨立核數師相信持續關連交易已超過本公司規定之年度上限。

有關交易及關連人士之間關係的進一步詳情亦載於綜合財務報表附註37。

### 關連人士交易

於回顧期間，本集團亦與在適用會計原則稱之為「關連人士」的人士進行若干交易。按一般業務進程進行的關連方交易的詳情載於綜合財務報表附註37。根據上市規則第14A章，關連人士交易（亦為非豁免持續關連交易）披露於上述「持續關連交易」一節。

### 與控股股東之合約

除上述「持續關連交易」一節及綜合財務報表附註37所披露者外，於回顧期間，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂有或存在其他重大合約，且概無就控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務而訂有或存在任何其他重大合約。

### 董事於競爭業務的權益

於回顧期間，概無董事從事與或可能與本集團業務直接或間接競爭之任何業務或於當中擁有權益。

## DIRECTORS' REPORT

### 董事會報告

#### CHANGES IN DIRECTORS' INFORMATION

#### 董事的資料變動

Set out below are changes in information of Directors of the Company pursuant to Rule 13.51B(1) of the Listing Rules:

下表根據上市規則第13.51B(1)條載列本公司董事的資料變動：

##### Name of director      Details of change

##### 董事姓名

##### 變動詳情

Dr. Loke Yu  
陸海林博士

Resigned as an independent non-executive director of Kaisa Health Group Holdings Limited (Stock Code: 876) with effect from 11 January 2017

辭任佳兆業健康集團控股有限公司(股份代號：876)之獨立非執行董事，於2017年1月11日生效

Appointed as an independent non-executive director of Hong Kong Resources Holdings Company Limited (Stock Code: 2882) on 31 May 2017

於2017年5月31日獲委任為香港資源控股有限公司(股份代號：2882)之獨立非執行董事

Appointed as an independent non-executive director of Zhenro Properties Group Limited (Stock Code: 6158) on 15 December 2017

於2017年12月15日獲委任為正榮地產集團有限公司(股份代號：6158)之獨立非執行董事

Resigned as the company secretary and authorised representative of Minth Group Limited (Stock Code: 425) on 8 February 2018

於2018年2月8日辭任敏實集團有限公司(股份代號：425)之公司秘書及授權代表

Resigned as an independent non-executive director of Winfair Investment Company Limited (Stock Code: 287) on 3 April 2018

於2018年4月3日辭任永發置業有限公司(股份代號：287)之獨立非執行董事

Appointed as an independent non-executive director of TC Orient Lighting Holdings Limited (Stock Code: 515) on 6 June 2018

於2018年6月6日獲委任為達進東方照明控股有限公司(股份代號：515)之獨立非執行董事

Mr. Heng  
Ja Wei Victor  
邢家維先生

Resigned as an independent non-executive director of Daohe Global Group Limited (Stock Code: 915) on 11 January 2017

於2017年1月11日辭任道和環球集團有限公司(股份代號：915)之獨立非執行董事

## DIRECTORS' REPORT 董事會報告

### DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Save for the transactions referred to in the section "Continuing Connected Transactions" above and in Note 37 to the consolidated financial statements, no Director or an entity connected with a Director (within the meaning of section 486 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) had any direct or indirect material interests in any transaction, arrangement or contracts of significance to which the Company, its subsidiaries, its holding company or its fellow subsidiaries was a party subsisting during or at the end of the financial year ended 31 December 2017.

### PENSION SCHEME

The Company participates in a mandatory provident fund scheme, which was registered under the Hong Kong Mandatory Provident Fund Schemes Ordinance (the "MPF Ordinance"), for all its employees in Hong Kong. The scheme is a defined contribution scheme and is funded by contributions from employer and employees in accordance with the provisions of the MPF Ordinance. No forfeited contribution may be used by the employer to reduce the contribution payable in the future years.

Furthermore, the employees of the Group in the PRC are members of state-managed defined contribution retirement benefits schemes operated by the local governments. The employers and the employees are obliged to make contributions at a certain percentage of the payroll under the rules of the schemes.

### 董事於重大合約之權益

除上文「持續關連交易」一節及綜合財務報表附註37所述交易外，概無董事或與其關聯的實體（定義見香港法例第622章公司條例第486條）直接或間接於截至2017年12月31日止財政年度內或結束時仍然生效的本公司、其附屬公司、其控股公司或其同系附屬公司為其中一方的任何重要交易、安排或合約中擁有重大利益。

### 退休金計劃

本公司為其所有於香港之僱員參與了一項於香港《強制性公積金計劃條例》（「《強積金條例》」）下註冊之強制性公積金。該退休金計劃為界定供款計劃且乃根據《強積金條例》之條款由僱主及僱員作出供款。概無已被沒收之供款可供僱員用以抵銷將來應付之供款。

此外，本集團在中國之僱員均為個別地方政府營辦之國家管理界定供款退休福利計劃之成員。根據此等計劃之規則，僱主及僱員均有責任按薪酬之若干百分比作出供款。

## DIRECTORS' REPORT

## 董事會報告

Details of the pension scheme contributions of the Group for the year ended 31 December 2017 are set out in Note 4(n) to the consolidated financial statements.

**MANAGEMENT CONTRACT**

No contract concerning the management or administration of the whole or any substantial part of the business of the Company was entered into or existed during the Review Period.

**RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS**

The Group values its employees and provides competitive remuneration package to attract and motivate its employees. The Group regularly reviews the remuneration package of its employees and makes necessary adjustments to conform to market standard. The Group also provides regular training to its employees for their career development.

The Group values the views and opinions of its customers and regularly communicate with them in order to obtain feedback and opinions and understand their business needs and demands.

The Group has developed long-term and good relationships with its suppliers. The relevant departments of the Group work closely together to ensure that the procurement process is conducted in an open, fair and just manner.

**COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS**

To the best knowledge of the Directors, save as otherwise disclosed in this annual report, during the Review Period, there was no material non-compliance with applicable laws and regulations by the Group which had a significant impact on the business and operations of the Group.

**PURCHASE, SALE OR REDEMPTION OF SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed interest in any of the Company's listed securities during the Review Period.

有關本集團截至2017年12月31日止年度之退休金計劃供款之詳情載於綜合財務報表附註4(n)。

**管理合約**

於回顧期間，本公司概無訂立與本公司整體或任何主要部分業務有關之管理及行政合約或有此類合約存在。

**與僱員、客戶及供應商之關係**

本集團重視僱員並提供具競爭力的薪酬待遇，以吸引并激勵僱員。本集團定期檢討僱員之薪酬待遇，並作出必要之調整，以符合市場標準。本集團亦為其僱員提供職業發展之定期培訓。

本集團重視其客戶的意見及建議，並定期與彼等交流以獲得反饋及建議，並可了解彼等之業務要求及需求。

本集團與供應商建立了長期友好的關係。本集團相關部門緊密合作，以確保按公開、公平及公正的方式進行採購程序。

**遵守相關法律及規例**

據董事所知，除本年報另有披露者外，於回顧期間，本集團並無嚴重違反對本集團業務及營運有重大影響的適用法律及規例。

**購買、出售或贖回證券**

本公司或其任何附屬公司概無於回顧期間購買、出售或贖回本公司任何上市證券的權益。

## DIRECTORS' REPORT 董事會報告

### ANNUAL CONFIRMATION OF INDEPENDENCE

The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such directors to be independent in accordance with each and every guideline set out in rule 3.13 of the Listing Rules.

### AUDITOR

Moore Stephens Certified Public Accountants resigned as the auditor of the Company with effect from 2 April 2015 and BDO Limited was appointed as the auditor of the Company with effect from 25 August 2016.

### SUFFICIENT PUBLIC FLOAT

Based on public information and to the knowledge of the Directors, as at the date of this report, the Company has maintained sufficient public float as required under the Listing Rules.

### 獨立身份之年度確認

本公司已收到各獨立非執行董事的年度獨立身份確認書，本公司認為，根據上市規則第3.13條所列各項指引，有關董事均為獨立人士。

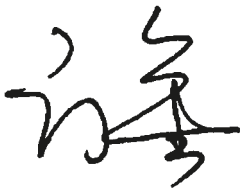
### 核數師

馬施雲會計師事務所辭任本公司核數師，自2015年4月2日起生效，而香港立信德豪會計師事務所有限公司獲委任為本公司之核數師，自2016年8月25日起生效。

### 足夠公眾持股水平

根據本公司所得公開資料及據董事所知，於本報告日期，本公司已按照上市規則之規定維持足夠公眾持股水平。

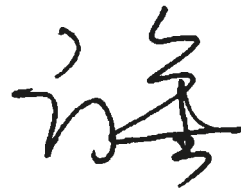
By the order of the Board



**FANG JIN**  
Chairman

3 August 2018

承董事會命



**方金**  
主席

2018年8月3日

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### CORPORATE GOVERNANCE PRACTICE

SCUD Group Limited (the “Company”) together with its subsidiaries, (the “Group”) is committed to maintaining and ensuring a high level of corporate governance standards and continuously reviews and improves the Group’s corporate governance and internal controls practices. Save as otherwise specified, set out below are the principles of corporate governance as adopted by the Company during the financial year from 1 January 2017 to 31 December 2017 (the “Review Period”). The Company has adopted the code provisions set out in the Corporate Governance Code (the “Corporate Governance Code”) in Appendix 14 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”). Save as disclosed in the section headed “Compliance with the Corporate Governance Code of the Listing Rules” below, the Company complied with all the applicable code provisions of the Corporate Governance Code during the Review Period.

#### ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER (“CEO”)

During the Review Period, Mr. Fang Jin served as the Chairman of the board (“Board”) of directors (“Directors”) of the Company and was responsible for leading the Board in establishing and monitoring the implementation of strategies and plans to create values for shareholders of the Company (“Shareholders”). Mr. Guo Quan Zeng served as the President of the Group and was responsible for managing the overall business operations of the Group, proposing strategies to the Board and the effective implementation of the strategies and policies adopted by the Board, effectively carrying out the role of a Chief Executive Officer (“CEO”).

Save for their business relationships as a result of their respective directorships and positions and shareholding interests in the Company and Scud Stock (Fujian) Co., Ltd., there are no financial, business, family or other material or relevant relationships between the Chairman and the CEO.

#### 企業管治常規

飛毛腿集團有限公司(「本公司」)連同其附屬公司(「本集團」)一直致力確保企業管治標準維持於高水平，並持續檢討及改善本集團的企業管治及內部監控常規。除另有規定外，以下為本公司由2017年1月1日至2017年12月31日止財政年度(「回顧期間」)採納的企業管治原則。本公司已採用香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載的企業管治守則(「企業管治守則」)。除下文「遵守上市規則企業管治守則」一節所披露者外，本公司於回顧期間內已遵守企業管治守則的所有守則條文。

#### 主席及行政總裁(「行政總裁」)的分工

於回顧期間，方金先生擔任本公司董事(「董事」)會(「董事會」)之主席，負責領導董事會制訂及監控業務策略與計劃的推行，務求為本公司股東(「股東」)締造更高的企業價值。郭泉增先生則擔任本集團之總裁，負責管理本集團的整體業務運作、向董事會提呈策略方針，以及有效落實推行獲董事會採納的策略及政策，有效地履行行政總裁的職責。

除了因彼等各自擔任的董事職務及職位，以及於本公司及福建飛毛腿股份有限公司之持股權益而產生的業務關係外，主席與行政總裁之間並無財務、業務、家族或其他重大或相關關係。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### THE BOARD

As of 31 December 2017, there were nine members on the Board, which were the Chairman, two other executive Directors, two non-executive Directors (“NEDs”) and four independent non-executive Directors (“INEDs”), whose names are shown in the table on page 64. The INEDs are considered by the Board to be independent of the management and free of any relationship that could materially interfere with the exercise of their independent judgments. The Board considered that each of the INEDs brings his own relevant expertise to the Board and its deliberations. The term of appointment of Dr. Loke Yu, Mr. Wang Jing Zhong and Mr. Wang Jian Zhang is one year from 14 May 2016 and the term of appointment of Mr. Heng Ja Wei Victor is two years from 1 September 2016. All service contracts of the INEDs can be terminated by the Company or the INED with at least 3 months written notice. Each of the INEDs confirmed their respective independence to the Group. The term of appointment of the two NEDs, Mr. Zhang Li and Mr. Hou Li, is two years from 25 August 2016. All service contracts of the NEDs can be terminated by the Company or the NED with at least 3 months written notice. Save for the Directors’ business relationships as a result of their respective directorships in the Company and save as disclosed in this annual report, there are no financial, business, family or other material or relevant relationships among members of the Board and they are independent from each other.

The Board met regularly during the Review Period on an ad hoc basis as required by business needs. The Board’s primary purpose is to set and review the overall strategic development of the Group and to oversee the achievement of its business plans to enhance Shareholders’ value. Daily operational decisions are delegated to the Executive Directors and the senior management. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. During the Review Period, the Board met 2 times and the Directors’ attendance record is shown in the table on page 64. In advance of the Board meetings, appropriate notices, meeting agenda and other relevant information were given to all Directors. All Directors are consulted to include additional matters in the agenda for Board meetings. Draft and final versions of the Board meeting minutes were sent to all Directors for their comment and records respectively. The original minutes of Board meetings are kept by the company secretary of the Company and such minutes are open for inspection at any reasonable time on reasonable prior notice by any Director. The Company has put in place appropriate insurance cover in respect of Directors’ liability.

### 董事會

於2017年12月31日，董事會由九位成員組成，分別為主席、兩位其他執行董事、兩位非執行董事（「非執行董事」）及四位獨立非執行董事（「獨立非執行董事」），彼等姓名載於第64頁之表內。董事會認為，各獨立非執行董事均為與管理層並無關係的獨立人士，且無任何將嚴重影響其獨立判斷的關係。董事會認為，各獨立非執行董事均為董事會及其決策貢獻本身的相關專業知識。陸海林博士、王敬忠先生及王建章先生之任期自2016年5月14日起為期一年，邢家維先生之任期自2016年9月1日起為期兩年。所有獨立非執行董事任期的服務合約可由本公司或獨立非執行董事至少提前三個月發出書面通知予以終止。各獨立非執行董事已向本集團確認彼等均為獨立人士。兩位非執行董事（張黎先生及侯立先生）之任期自2016年8月25日起為期兩年。所有非執行董事之服務合約可由本公司或非執行董事於至少三個月內以書面通知終止。除因各董事在本公司擔任董事職務而產生的業務關係及本年度報告所披露者外，董事會成員之間並無財務、業務、家族或其他重大或相關關係，並各自為獨立人士。

董事會於回顧期間經常按業務所需不時舉行會議。董事會的主要功能為制訂及檢討本集團的整體策略發展，以及監督業務計劃成效以提升股東價值。日常營運決策乃授權執行董事及高級管理層進行。大多數董事均親自或通過其他電子電訊方式積極參與該等董事會會議。董事會於回顧期間舉行了2次會議，而董事的出席記錄見第64頁所載表內。董事會會議召開前，將向全體董事送達適當的通知、會議議程及其他相關資料，並將徵求所有董事意見以於會議議程中增加額外事項。董事會會議記錄草稿及終稿將送達所有董事以供其評閱及存檔。董事會會議記錄原件由本公司公司秘書保存，且任何董事均可於作出合理事先通知後於任何合理時間查閱該等會議記錄。本公司已就董事責任投保適當之責任保險。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Company's overall management is vested in its Board which accepts that it is ultimately accountable and responsible for the performance and affairs of the Group. The Board's role is to provide entrepreneurial leadership, set the Company's strategic aims and the Company's values and standards, and to ensure that its obligations to its stakeholders and others are understood and met. To facilitate the operations, the Board has established a schedule of matters reserved for its approval. The specific responsibilities reserved for the Board include (1) setting the Group's strategies and dividend policy; (2) reviewing operational and financial performance; (3) approving major investments and divestments; (4) reviewing risk management and internal control system of the Group; (5) ensuring appropriate management development and succession plans in place; (6) approving appointments of Directors and other senior executives; (7) approving corporate social responsibility policies; (8) ensuring effective communication with shareholders and (9) other significant operational and financial matters. The day-to-day management, administration and operation of the Group are delegated to the management.

### DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

Every Director keeps abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company. Directors are continually updated with regulatory and governance developments. The Company provides all members of the Board with monthly updates on the Company's performance, position and prospects. Directors are encouraged to participate in continuous professional development courses and seminars to develop and refresh their knowledge and skills including updated laws and regulations applicable to the Company and its Directors as well as any amendments thereto. During the Review Period, the Company provided regular updates to the Directors on material changes to regulatory requirements applicable to the Directors and the Company on a timely basis and on the latest business development of the Company. The Directors confirmed that they have complied with code provision A.6.5 of the Corporate Governance Code on directors' training. During the Review Period, Mr. Fang Jin, Mr. Guo Quan Zeng, Mr. Feng Ming Zhu, Mr. Zhang Li, Mr. Hou Li, Mr. Wang Jing Zhong and Mr. Wang Jian Zhang participated in continuous professional development by attending seminars/in-house briefing/reading materials to develop and refresh their knowledge and skills in areas related to their roles, functions and duties of Directors such as corporate governance and regulatory updates. Dr. Loke Yu and Mr. Heng Ja Wei

董事會肩負起管理本公司之業務，並對本集團表現及事務負最終責任。董事會之職能為提供企業領導、制定本公司之戰略目標及本公司之價值與標準，以及確保公司理解對其持份者及其他人之應有義務並履行該等義務。為促進營運，董事會已建立一份有待審批的事項清單。董事之具體責任包括(1)制定集團戰略及紅利政策；(2)審閱運營及財務表現；(3)批准重大投資及撤資；(4)審閱本集團之風險管理及內部控制系統；(5)確保適當的管理人員開發及備有繼任計劃；(6)批准委任董事及其他高級管理人員；(7)批准企業社會責任政策；(8)確保與股東之有效交流及(9)其他重大營運及財務事務。本集團日常管理、行政及營運被委託予管理層。

### 董事培訓及專業發展

各董事均熟知身為本公司董事之責任以及本公司之經營運作、業務活動及發展。董事持續得到規管及管治發展之最新資訊。本公司每月向所有董事會成員提供有關本公司業績、狀況及前景之最新資訊。本公司鼓勵董事參與持續性專業發展課程及研討會，以發展及更新彼等之知識及技能，其中包括適用於本公司及其董事之最新法律法規以及該等法律及法規之修訂本。於回顧期間，本公司定期向董事及時提供有關適用於董事及本公司規例要求重大變動的最新資訊以及本公司的最新業務發展。董事確認，彼等已遵守企業管治守則有關董事培訓的守則條文第A.6.5條。於回顧期間，方金先生、郭泉增先生、馮明竹先生、張黎先生、侯立先生、王敬忠先生及王建章先生均有出席與彼等角色、職能及董事職責相關之研討會／內部簡介會／閱讀資料等持續性專業發展培訓，以發展及更新彼等的知識及技能，如企業管治及規管的最新資訊等。於其他上市公司擔任獨立董事的陸海林博士及邢家維先生於回

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Victor, as independent directors of other listed issuers, have attended various directors' training seminars arranged by various organisations including the Hong Kong Institute of Certified Public Accountants and Hong Kong Institute of Directors during the Review Period. On a continuing basis, Directors are encouraged to keep up to date on all matters relevant to the Group and attend briefings and seminars as appropriate.

### AUDIT COMMITTEE

The Company has established an audit committee ("Audit Committee") with written terms of reference as suggested under the code and recommended best practices under the Corporate Governance Code and adopted with reference to "A Guide for Effective Audit Committees" published by the Hong Kong Institute of Certified Public Accountants in February 2002. As at 31 December 2017, the Audit Committee comprised four INEDs who were Dr. Loke Yu, Mr. Wang Jing Zhong, Mr. Wang Jian Zhang and Mr. Heng Ja Wei Victor. The chairman of the Audit Committee was Dr. Loke Yu. Each committee member can bring to the Audit Committee his valuable experience in reviewing financial statements and evaluating significant control and financial issues of the Group who among themselves possess a wealth of management experience in the accounting profession or commercial sectors. The Audit Committee was established on 3 December 2006 and held 3 meetings during the Review Period and the relevant Director's attendance is shown on page 64.

The main duties of the Audit Committee are as follows:

- (i) to review the half-year and annual financial statements of the Group before they are submitted to the Board for approval;
- (ii) to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal of that auditor;
- (iii) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;

顧期間參加由多個機構(包括香港會計師公會及香港董事學會)安排之多場董事培訓研討會。本公司鼓勵董事持續掌握與本集團相關之所有最新事宜並適時出席簡介會及研討會。

### 審核委員會

本公司已按照企業管治守則下的建議最佳應用守則以及香港會計師公會於2002年2月刊發的「審核委員會有效運作指引」成立審核委員會(「審核委員會」)並以書面釐定其職權。於2017年12月31日,審核委員會成員包括四名獨立非執行董事,分別為陸海林博士、王敬忠先生、王建章先生及邢家維先生。審核委員會的主席為陸海林博士。每位委員會成員向審核委員會貢獻其對審閱財務報表及評估本集團重大控制及財務事宜的寶貴經驗。彼等均於會計專業或商界擁有豐富的管理經驗。審核委員會於2006年12月3日成立,並於回顧期間舉行3次會議,有關董事的出席情況載於第64頁。

審核委員會的主要職責如下:

- (i) 在本集團半年及年度財務報表提呈董事會批准前審閱有關報表;
- (ii) 就委任、重新委任及撤換外部核數師向董事會提出建議,批准外聘核數師的酬金及委聘條款,以及處理任何有關該核數師辭任或解聘的問題;
- (iii) 按照適用準則,檢討及監察外部核數師的獨立及客觀性,以及核數程序的效用;

## CORPORATE GOVERNANCE REPORT

## 企業管治報告

- |                                                                                                                                                                                                           |                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| (iv) to review the Group's financial controls, internal controls and risk management systems and assess the effectiveness of the Group's internal control system;                                         | (iv) 檢討本集團的財務監控、內部監控及風險管理系統，並評估本集團的內部監控系統的效用；       |
| (v) to review the Group's financial and accounting policies and practices;                                                                                                                                | (v) 檢討本集團的財務及會計政策與慣例；                               |
| (vi) to review and monitor the effectiveness of the internal audit function;                                                                                                                              | (vi) 檢討及監察內部審核職能的效用；                                |
| (vii) to review the arrangements which the employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters; and | (vii) 檢討有關本公司僱員可暗中就財務報告、內部監控或其他方面可能發生的不當行為提出關注之安排；及 |
| (viii) to review the terms and conditions of ongoing connected transactions of the Group.                                                                                                                 | (viii) 審閱本集團持續關連交易的條款及條件。                           |

During the Review Period, the Audit Committee carried out the following work:

The Audit Committee reviewed certain financial information of the Group and discussed with BDO Financial Services Limited in relation to the internal control systems of the Group.

於回顧期間，審核委員會已進行下列工作：

審核委員會審核了本集團若干財務資料，並與德豪財務顧問有限公司討論了關於本集團的內部監控制度。

## REMUNERATION COMMITTEE

The Company established a remuneration committee ("Remuneration Committee") on 3 December 2006 and held 1 meeting during the Review Period and the relevant Director's attendance is shown on page 64. As at 31 December 2017, the Remuneration Committee comprised Dr. Loke Yu (an INED), Mr. Fang Jin (an Executive Director), Mr. Wang Jing Zhong (an INED) and Mr. Heng Ja Wei Victor (an INED). The Chairman of the Remuneration Committee was Dr. Loke Yu. Its main duties are summarised as follows:

- (i) to make recommendations to the Board on the Group's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing such remuneration policies;

## 薪酬委員會

本公司於2006年12月3日設立薪酬委員會（「薪酬委員會」），薪酬委員會於回顧期間曾舉行1次會議，相關董事的出席情況載於第64頁。於2017年12月31日，薪酬委員會由陸海林博士（獨立非執行董事）、方金先生（執行董事）、王敬忠先生（獨立非執行董事）及邢家維先生（獨立非執行董事）組成。薪酬委員會的主席為陸海林博士。薪酬委員會主要職責概述如下：

- (i) 就本集團有關董事及高級管理層所有薪酬的政策及架構，以及訂立發展該等薪酬政策的正式及具透明度的程序向董事會作出推薦意見；

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

- |                                                                                                                                                                      |                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| (ii) to determine, with delegated responsibility, the remuneration packages of all individual Executive Directors and senior management;                             | (ii) 根據授權釐定各執行董事及高級管理層的薪酬組合；             |
| (iii) to make recommendations to the Board on the remuneration of Non-executive Directors;                                                                           | (iii) 就非執行董事的薪酬向董事會作出推薦意見；               |
| (iv) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration; and                                                   | (iv) 確保並無任何董事或其任何聯繫人士參與決定其本身的薪酬；及        |
| (v) to advise Shareholders on how to vote in respect of any service contract of Directors that requires Shareholders' approval in accordance with the Listing Rules. | (v) 就根據上市規則須經股東批准之任何董事服務合約如何進行投票向股東提出建議。 |

The work done by the Remuneration Committee during the year included the following:

薪酬委員會於年內的工作包括以下各項：

- |                                                                         |                      |
|-------------------------------------------------------------------------|----------------------|
| (i) determining the policy for the remuneration of Executive Directors; | (i) 釐定執行董事的薪酬政策；     |
| (ii) assessing performance of Executive Directors; and                  | (ii) 評估執行董事的表現；及     |
| (iii) approving the terms of Executive Directors' service contracts.    | (iii) 批准執行董事服務合約的條款。 |

Details of the amount of Directors emoluments are set out in Note 10 to the consolidated financial statements.

有關董事酬金款額的詳情載於綜合財務報表附註10。

Pursuant to code provision B.1.5 of the Corporate Governance Code, the remuneration payable to members of the senior management by band for the year ended 31 December 2017 is set out below:

根據企業管治守則第B.1.5條管治守則，截至2017年12月31日止年度，高級管理層成員之薪酬介乎以下組別：

| In the band of<br>薪酬組別                                                      |                                                         | Number of individual(s)<br>人數 |
|-----------------------------------------------------------------------------|---------------------------------------------------------|-------------------------------|
| Nil to RMB865,100 (equivalent to Nil to HK\$1,000,000)                      | 零至人民幣865,100元(相當於零至1,000,000港元)                         | 4                             |
| RMB865,001 to RMB1,730,000 (equivalent to HK\$1,000,001 to HK\$2,000,000)   | 人民幣865,001元至人民幣1,730,000元(相當於1,000,001港元至2,000,000港元)   | —                             |
| RMB1,730,001 to RMB2,162,500 (equivalent to HK\$2,000,001 to HK\$2,500,000) | 人民幣1,730,001元至人民幣2,162,500元(相當於2,000,001港元至2,500,000港元) | 1                             |

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### NOMINATION COMMITTEE

The Company established a nomination committee ("Nomination Committee") on 3 December 2006 and held 1 meeting during the Review Period and the relevant Director's attendance is shown on page 64. As at 31 December 2017, the Nomination Committee comprised Dr. Loke Yu (an INED), Mr. Fang Jin (an Executive Director), Mr. Wang Jing Zhong (an INED) and Mr. Heng Ja Wei Victor (an INED). The Chairman of the Nomination Committee was Dr. Loke Yu. The Nomination Committee selects and recommends appropriate candidates based on the candidates' prior experience and qualifications to the Board on the appointment of Directors and the senior management of the Group. The main duties of the Nomination Committee are as follows:

- (i) to review the structure, size and composition including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge and/or length of service of the Board on a regular basis and to make recommendations to the Board regarding any proposed changes;
- (ii) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;
- (iii) to identify individuals who are suitably qualified to become a Board member and to select or make recommendations to the Board on the selection of individuals nominated for directorships having regard to each candidate's merit against an objective criteria and the benefits of diversity of the Board;
- (iv) to assess the independence of independent non-executive directors to determine their eligibility;
- (v) to review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval; and
- (vi) have regard to the Company's policy concerning diversity of board members, and make appropriate disclosure of the policy or a summary of the policy.

#### 提名委員會

本公司於2006年12月3日設立提名委員會(「提名委員會」)，提名委員會於回顧期間曾舉行1次會議，相關董事之出席情況載於第64頁。於2017年12月31日，提名委員會由陸海林博士(獨立非執行董事)、方金先生(執行董事)、王敬忠先生(獨立非執行董事)及邢家維先生(獨立非執行董事)組成。提名委員會的主席為陸海林博士。提名委員會於委任本集團董事及高級管理層時，將根據候選人的過往經驗及資格挑選並向董事會推薦適當人選。提名委員會的主要職責如下：

- (i) 定期審議董事會的架構、人數及成員(包括但不限於性別、年齡、文化背景、教育背景、專業經驗、技能、知識及／或服務任期方面)，並就任何建議變動向董事會作出推薦意見；
- (ii) 制定識別及評估董事候選人資格及評估候選人的標準；
- (iii) 基於對董事候選人各自優點及董事會成員多樣性好處的考慮，識別合資格適宜成為董事會成員的個別人士，並揀選或就揀選個別人士被提名董事一職向董事會提出建議；
- (iv) 評估獨立非執行董事的獨立身份以決定其資格；
- (v) 審議及評估本公司企業管治指引是否全面，以及推薦任何建議變動以提呈董事會批准；及
- (vi) 在適當情況下檢討董事會成員多元化政策，及就政策或政策摘要作出適當披露。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The work done by the Nomination Committee during the Review Period included determining the policy for the nomination of Directors.

In August 2013, the Board adopted a board diversity policy setting out the approach to diversity of members of the Board. The Company recognizes the benefits of diversity in Board members and believes that Board diversity can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge and/or length of service. In forming the perspective on diversity, the Company will also consider its own business model and specific needs from time to time. All Board appointments will be based on merits and each candidate is considered against objective criteria.

The Nomination Committee will discuss and agree annually, if considered appropriate, measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption. The Board will from time to time review one or more aspects of its diversity and measure progress accordingly. Having reviewed the Group's business model and operation needs and the current composition of the Board, the Nomination Committee has not set any measurable objective during the Review Period.

The following table summarises the attendance of each individual Director and committee member in the respective Board, committee and general meetings held during the Review Period.

提名委員會於回顧期間的工作包括制定提名董事的政策。

於2013年8月，董事會採納了董事會成員多元化政策，當中載列董事會成員多元化政策的方針。本公司承認董事會成員多樣性的好處，並認為董事會成員多樣性可通過考慮多項因素達致，包括但不限於性別、年齡、文化背景、教育背景、專業經驗、技能、知識及／或服務任期方面。為達致對多樣性的觀點時，本公司亦將考慮本身的業務模式及不時的特定需求。所有董事會任命均基於候選人各自的優點，並按客觀標準考慮。

提名委員會將每年(倘適用)就執行董事會成員多元化而制定的可計量目標進行討論及達成協議，並就此向董事會提出建議，供其採納。董事會將不時就其多樣性進行單方面或多方面檢討，並相應地衡量進展。經檢討本集團業務模式及經營需要以及董事會的現行架構，提名委員會並未於回顧期間制定任何可計量目標。

下表概述各董事及委員會成員於回顧期間出席各董事會、委員會及股東大會的情況。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### MEETINGS ATTENDANCE RECORD

### 出席會議記錄

|                                                         |                 | Meetings attended/held in 2017<br>於2017年出席／舉行的會議 |                             |                                  |                                    |                              |
|---------------------------------------------------------|-----------------|--------------------------------------------------|-----------------------------|----------------------------------|------------------------------------|------------------------------|
|                                                         |                 | Board<br>董事會                                     | Audit<br>Committee<br>審核委員會 | Nomination<br>Committee<br>提名委員會 | Remuneration<br>Committee<br>薪酬委員會 | General<br>Meeting<br>股東週年大會 |
| <b>Number of meetings held during the Review Period</b> | 於回顧期間舉行的會議數目    | 4                                                | 3                           | 1                                | 1                                  | N/A不適用                       |
| <b>Executive Directors:</b>                             | <b>執行董事：</b>    |                                                  |                             |                                  |                                    |                              |
| Fang Jin                                                | 方金              | 4/4                                              | N/A不適用                      | 1/1                              | 1/1                                | N/A不適用                       |
| Guo Quan Zeng                                           | 郭泉增             | 4/4                                              | N/A不適用                      | N/A不適用                           | N/A不適用                             | N/A不適用                       |
| Feng Ming Zhu                                           | 馮明竹             | 4/4                                              | N/A不適用                      | N/A不適用                           | N/A不適用                             | N/A不適用                       |
| <b>Non-Executive Directors:</b>                         | <b>非執行董事：</b>   |                                                  |                             |                                  |                                    |                              |
| Zhang Li                                                | 張黎              | 4/4                                              | N/A不適用                      | N/A不適用                           | N/A不適用                             | N/A不適用                       |
| Hou Li                                                  | 侯立              | 4/4                                              | N/A不適用                      | N/A不適用                           | N/A不適用                             | N/A不適用                       |
| <b>Independent Non-executive Directors:</b>             | <b>獨立非執行董事：</b> |                                                  |                             |                                  |                                    |                              |
| Loke Yu                                                 | 陸海林             | 4/4                                              | 3/3                         | 1/1                              | 1/1                                | N/A不適用                       |
| Wang Jing Zhong                                         | 王敬忠             | 3/4                                              | 2/3                         | 1/1                              | 1/1                                | N/A不適用                       |
| Wang Jian Zhang                                         | 王建章             | 4/4                                              | 3/3                         | N/A不適用                           | N/A不適用                             | N/A不適用                       |
| Heng Ja Wei Victor                                      | 邢家維             | 4/4                                              | 3/3                         | 1/1                              | 1/1                                | N/A不適用                       |

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### GOING FORWARD

The Group will keep on reviewing its corporate governance standards on a regular basis and the Board endeavors to take the necessary actions to ensure compliance with the provisions of the Corporate Governance Code introduced by The Stock Exchange of Hong Kong Limited ("Stock Exchange").

#### INDEPENDENCE CONFIRMATION

The Company has received from each of the INEDs an annual written confirmation of his independence, and the Company considers such Directors to be independent in accordance with each and every guideline set out in Rule 3.13 of the Listing Rules.

#### CORPORATE GOVERNANCE FUNCTIONS

The Board is collectively responsible for performing the corporate governance duties. The following corporate governance functions form part of the terms of reference of the Board:

- (i) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

During the Review Period, the Board reviewed the Company's compliance with the Corporate Governance Code.

#### 展望

本集團將繼續定期檢討其企業管治標準，董事會致力採取必要行動，以確保遵守香港聯合交易所有限公司（「聯交所」）頒佈的企業管治守則的條文。

#### 獨立身份確認

本公司已收到各獨立非執行董事的年度獨立身份確認書，本公司認為根據上市規則第3.13條所載的各項指引，有關董事均為獨立人士。

#### 企業管治職能

董事會就執行企業管治職責共同承擔責任。董事會將以下企業管治職責納入董事會職權範圍：

- (i) 制定及審閱本公司有關企業管治的政策及常規並向董事會提出推薦意見；
- (ii) 審閱及監察董事及高級管理層的培訓及持續專業發展；
- (iii) 審閱及監察本公司有關遵守法律及規例要求的政策及常規；
- (iv) 制定、審閱及監察適用於僱員及董事的行為守則及合規手冊(如有)；及
- (v) 審閱有關本公司遵守企業管治守則的情況及在企業管治報告中所作之披露。

於回顧期間，董事會已審閱有關本公司遵守企業管治守則的情況。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE OF THE LISTING RULES

In the opinion of the Directors, save as disclosed below, the Company has complied with the code provisions set out in the Corporate Governance Code pursuant to Appendix 14 of the Listing Rules throughout the Review Period.

- (i) According to paragraph A.4.2 of Appendix 14 of the Listing Rules, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Mr. Zhang Li did not retire by rotation since his re-election as director at the annual general meeting held on 6 May 2013; Dr. Loke Yu did not retire by rotation since his re-election as director at the annual general meeting held on 6 May 2013; Mr. Wang Jing Zhong did not retire by rotation since his re-election as director at the annual general meeting held on 6 May 2013; Mr. Fang Jin did not retire by rotation since his re-election as director at the annual general meeting held on 14 May 2014; Mr. Guo Quan Zeng did not retire by rotation since his re-election as director at the annual general meeting held on 14 May 2014; Mr. Wang Jian Zhang did not retire by rotation since his re-election as director at the annual general meeting held on 14 May 2014.

The said Directors did not retire by rotation in accordance with paragraph A.4.2 of Appendix 14 of the Listing Rules because no annual general meeting has been held by the Company since 14 May 2014.

All such Directors are expected to retire and offer themselves for re-election at the Company's next annual general meeting.

#### 遵從上市規則之企業管治守則

董事認為，除以下所披露者外，本公司於整段回顧期間均有遵守上市規則附錄14之企業管治守則所載之守則條文。

- (i) 根據上市規則附錄14第A.4.2段，所有獲委任填補臨時空缺的董事須於獲委任後在首屆股東大會上獲股東推選。各董事，包括獲委任指定任期的董事須至少每三年輪席退任。

張黎先生於2013年5月6日召開的股東週年大會重選為董事後並未輪席退任；陸海林博士於2013年5月6日召開的股東週年大會重選為董事後並未輪席退任；王敬忠先生於2013年5月6日召開的股東週年大會重選為董事後並未輪席退任；方金先生於2014年5月14日召開的股東週年大會重選為董事後並未輪席退任；郭泉增先生於2014年5月14日召開的股東週年大會重選為董事後並未輪席退任；王建章先生於2014年5月14日召開的股東週年大會重選為董事後並未輪席退任。

由於本公司自2014年5月14日起並未召開股東週年大會，因而根據上市規則附錄14第A.4.2段，上述董事未輪席退任。

所有該等董事預計將退任並於本公司下屆股東週年大會應選連任。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

#### Risk Management Structure of the Group

The Board is responsible for the risk management and internal control systems of the Group and reviewing their effectiveness. 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.

As disclosed in the Company's announcement dated 25 August 2016, the Company engaged BDO Financial Services Limited ("Internal Control Consultant") as its internal control consultant to conduct a review of the internal control systems and procedures of the Group and to make recommendations accordingly ("Internal Control Review").

The scope of work of the Internal Control Consultant included an independent assessment of the internal control systems of the major subsidiaries of the Group which addressed, among others, the recommendations of the independent board committee as set out in the Company's announcement dated 14 June 2016, covering financial reporting procedures, receivables recording and collection procedures, recording procedures on the return of goods in the sales process, bank statements reconciliation procedures, distribution of goods and tax declaration procedures.

During the period from September 2016 to April 2017, the Internal Control Consultant performed reviews on the internal control systems of the major subsidiaries of the Group (including the new enterprise resource planning ("ERP") systems for certain companies within the Group) which involved collecting relevant information, conducting site visits and interviews and conducting walkthrough tests. Through this process, a list of issues had been identified and the Internal Control Consultant recommended certain improvements and/or remedial measures to address such issues for the Company's consideration. The Company has considered and implemented such recommended improvements and/or remedial measures, and thereafter the Internal Control Consultant performed a follow-up review which involved substantially the same procedures as above to come up with further recommendations on improvements and/or remedial measures for the Company's consideration. After the Company has considered and implemented such further recommended improvements and/or remedial measures, the new ERP systems were formally launched by the Group for the major subsidiaries of the Group.

### 風險管理及內部控制

#### 本集團的風險管理構架

董事會負責本集團的風險管理及內部監控制度，以及檢討其有效性。風險管理及內部監控制度旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

如本公司日期為2016年8月25日之公告所披露，本公司委聘德豪財務顧問有限公司（「內部控制顧問」）擔任其內部控制顧問，對本集團的內部控制系統和程序進行審閱，並提出相應的建議（「內部控制審閱」）。

內部控制顧問之工作範圍包括獨立評估本集團主要附屬公司之內部控制系統，該評估涉及（其中包括）於2016年6月14日公告中提述之獨立董事委員會建議，涵蓋財務申報程序、應收賬款記錄及收款程序、於銷售過程中發生退貨之記錄程序、銀行賬單對賬程序、貨物分發及納稅申報程序。

自2016年9月至2017年4月期間，內部控制顧問就本集團主要附屬公司之內部控制系統（包括本集團內某些公司的新設的企業資源規劃（「企業資源規劃」）系統）進行審閱，其涉及收集相關信息、現場考察及面試及運行測試。通過此等過程，內部控制顧問已確定了問題清單並就該等問題建議若干改善及／或補救措施供本公司考慮。本公司已考慮並實施該等改善及／或補救措施建議。此後，內部控制顧問進行後續審閱，其涉及的程序與上述程序大致相同，以便就改善及／或補救措施提出進一步建議供本公司考慮。本公司於考慮並實施該等進一步改善及／或補救措施建議後，本集團正式向本集團主要附屬公司啟動新的企業資源規劃系統。

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Sample walk-through documents in respect of the enhanced internal control systems of the Group (including the new ERP systems) and the operation processes of the Group within the scope of the Internal Control Review for the period of review from 1 May 2017 to 31 May 2017 were provided by the Group for the Internal Control Consultant's follow-up review, checking and testing during July to September 2017 to assess whether the improvements and/or remedial measures recommended by the Internal Control Consultant have been implemented and whether there was any material internal control deficiency.

On 30 November 2017, the Internal Control Consultant issued its report on the Internal Control Review. The Internal Control Consultant was satisfied that the Company maintained, in all material respects, effective internal control systems in relation to the companies within the Group that are the subject of the Internal Control Review and all the business areas of the Group as at 31 May 2017.

Having reviewed the findings and results of the report on the Internal Control Review prepared by the Internal Control Consultant, and having taken into consideration the improvements and/or remedial measures implemented in accordance with the Internal Control Consultant's recommendations, the Board is of the view that the Company has put in place adequate internal control system and financial reporting procedures to meet its obligations under the Listing Rules. In view of the above, the Board considers that a review of the effectiveness of the risk management and internal control systems was conducted during the Review Period and the risk management and internal control systems of the Group are effective and adequate.

本集團已於2017年7月至9月期間提供有關於內部控制審閱範圍內的本集團經改善的內部控制系統(包括新設的企業資源規劃系統)及本集團營運過程由2017年5月1日至2017年5月31日期間的運行文件樣本，供內部控制顧問進行後續審閱、檢查及測試，以評估內部控制顧問所建議之改善及／或補救措施是否已實施及是否存在任何重大內部控制缺陷。

於2017年11月30日，內部控制顧問就其內部控制審閱出具報告。內部控制顧問滿意，於2017年5月31日就本集團內受內部控制審閱之公司及本集團之所有業務領域，本公司在所有重大方面都設有有效之內部控制系統。

經審閱內部控制顧問編製之內部控制審閱報告的發現及結果，及經考慮根據內部控制顧問之建議實施的改善及／或補救措施後，董事會認為，本公司已建立充足的內部控制系統及財務報告程序，以履行上市規則項下之責任及董事會相信本集團風險管理及內部控制系統將生效及充足。鑒於上文，董事會認為風險管理及內部控制系統之有效性已於回顧期間進行，且本集團之風險管理及內部控制系統屬有效充足。

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We set out below the current risk management structure of the Group:

#### Risk Management Department

The Group has set up a risk management department which is responsible for the design and implementation of a risk management system and assisting the Board in monitoring and supervising the implementation and effectiveness of enterprise risk management framework and procedures and reviewing risk response measures. The risk management department performs an internal audit function and is responsible for performing independent review of the adequacy and effectiveness of the internal control systems of the Group.

#### Audit Committee

The Audit Committee of the Group assists the Board in monitoring the risk level of the Group and the design and operational efficiency of the relevant risk management and internal control systems. The Audit Committee oversees the following procedures on behalf of the Board:

- examination of the Group's risk management system, internal control system (including corporate strategy, finance, operations and compliance monitoring) and internal audit functions to ensure the establishment and maintenance of effective and appropriate risk management and internal control systems and adequate resources to perform the internal functions of the Group;
- regular review of work reports submitted by the risk management department, including action plans to address any weaknesses of the risk management and internal control systems which have been identified and updates on the implementation of recommendations to address the weaknesses;
- external auditors regularly submit reports on the internal control matters identified in the course of their work to the Company's management. They also meet with the Audit Committee to discuss the scope and results of their review.

The Audit Committee will report to the Board after review of the effectiveness of the Group's risk management and internal control system. Upon consideration of the work and results of review of the Audit Committee, the Board will form its view on the effectiveness of the risk management and internal control systems.

我們列出了本集團目前的風險管理構架：

#### 風險管理部門

本集團已設立了一個風險管理部，其負責設計和執行風險管理制度，並協助董事會監察和監督企業風險管理構架和程序的執行和有效性，以及檢討風險應對措施。風險管理部門執行內部審計職能和負責對本集團內部監控制度的充分性和有效性進行獨立檢討。

#### 審核委員會

本集團的審核委員會協助董事會監察本集團的風險水平及有關風險管理及內部監控系統的設計及運作成效。審核委員會代表董事會監督以下程序：

- 審閱本集團之風險管理制度，內部監控制度（包括公司策略、財務、營運及合規監控）和內部審核職能，以確保建立和維護有效和適當的風險管理和內部監控制度，並有足夠的資源，藉以履行本集團內部職能；
- 定期檢討風險管理部門提交的工作報告，包括應對已識別風險管理和內部監控制度弱點的行動方案，以及在執行解決該等弱點的建議方面的最新狀況；
- 外聘核數師定期就彼等在工作過程中識別的監控事宜提交報告至本公司管理層，並與審核委員會開會討論各事宜的檢討範圍及結果。

審核委員會在檢討本集團風險管理和內部監控制度的成效後向董事會報告。董事會考慮審核委員會的工作及檢討結果後，再就風險管理及內部監控制度的成效得出自己的意見。

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The board of directors will ensure that a review of the effectiveness of the risk management and internal control systems of the Group will be conducted annually.

**Major Risks and Uncertainties of the Group**

The Group is exposed to different risks and uncertainties. Some of the Group's major risks are set out below and appropriate mitigation measures have been devised to manage such risks.

**(A) OPERATIONAL, STRATEGIC AND FINANCIAL RISKS**

The smart electronic products industry advances at a tremendous pace. Lithium-ion battery module, being the Company's main product, is mostly used in smartphones, laptops, tablets and wearable devices. The sales of consumer smart electronics may change rapidly in response to consumer demand or taste. As the supplier of lithium-ion battery modules for a number of domestic smartphone brands, the drastic fluctuation in customers' sales of smartphones will have significant effect on the sales of the Group's lithium-ion battery modules.

Actions taken by the Group to address these issues:

- (i) Investment of resources in development of new products and application of lithium-ion battery in new industries and new fields in response to changes in market demands;
- (ii) Diversification of product portfolios in order to reduce the impact of a reduction in sales of individual products on the Group's overall business;
- (iii) Proactive recruitment and training of skilled and experienced technicians to enhance the Group's R&D capability.

For lithium-ion battery products, great importance is attached to their quality and safety. The performance and safety of lithium-ion battery is very sensitive to ambient environment. The safety of lithium-ion battery lies in effective use of external circuit design to ensure battery's operation is normal and safe. However, the efficiency and reliability of these safety devices are closely connected with good and consistent manufacturing quality. Various different circumstances or causes may also lead to short circuit and other risks.

董事會將確保每年對本集團風險管理和內部監控制度的有效性進行檢討。

**本集團主要風險及不確定性**

本集團面臨不同風險及不確定性。本集團某些主要風險載列如下並已採取適當緩解措施以管理該等風險。

**(A) 經營、戰略及財務風險**

智能電子產品行業發展一日千里，本公司主要產品鋰離子電池模組多應用於智能手機、筆記本及平板電腦及可穿戴設備。消費類智能電子產品的銷售量或會因應消費者的需求或口味而急速改變，作為多家國內智能手機品牌的鋰離子電池模組供應商，客戶的智能手機銷售量大幅波動將對本集團的鋰離子電池模組銷售造成重大影響。

本集團已採取以下措施解決該等問題：

- (i) 投資資源開發新產品，因應市場需求變化，將鋰離子電池應用於新行業及新領域；
- (ii) 多元化產品組合，以減少個別產品之銷售變化對本集團整體業務之影響；
- (iii) 積極招聘及培訓有技術和經驗的技術人員，以增強本集團的研發能力。

鋰離子電池產品十分著重其質量及安全性。鋰離子電池的性能及安全性受環境溫度的影響很大。鋰離子電池的安全性在於是否有效利用外在電路設計確保電池在正常且安全的狀態下運作。然而，這些安全裝置的效能及可靠性，與良好且一致的製造質量緊密相關。各種不同情況或原因亦可能會引發不同程度的短路及其他風險。

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Actions taken by the Group to address these issues:

- (i) In the pursuit of higher efficiency and endurance for batteries, the Group conducted more rigorous review of the safety of batteries to ensure that all the batteries delivered by the Group meet high safety standards;
- (ii) The Group ensures it purchases sufficient product liability insurance for protection. Product liability insurance covers the liability arising from a defective product that causes personal injury, property damage or other losses;
- (iii) The raw materials and other auxiliary materials used for the Company's products shall be certified by authorities before being used. In the process of production, the Company's quality control department shall conduct inspection at each stage throughout the whole production process to ensure the Company's product quality and safeguard the interests of consumers with a quality monitoring system.

In 2017, more than 80% of the Group's turnover was derived from its ODM business. Over 50% of sales of ODM business was derived from three domestic smartphone brand manufacturers. If the Group loses one of these top customers, it may have adverse effects on the operation and financial results of the Group's ODM business.

Actions taken by the Group to address these issues:

- (i) The Group will look for more potential customers to reduce its dependence on top customers;
- (ii) The Group will strengthen after-sales services for customers, pay regular visits to customers and conduct customer satisfaction survey, to continuously improve the quality of products and services and consolidate the Group's competitiveness in the industry and increase customer loyalty;
- (iii) The Group will develop more new products to meet customer needs.

本集團已採取以下措施解決該等問題：

- (i) 在追求電池的高效能與續航力之下，本集團開展更嚴謹檢視電池的安全性，確保所有出廠的電池符合高安全性的標準；
- (ii) 本集團確保有購買足夠的產品責任保險作保障。產品責任保險涵蓋由於不合格產品導致人身傷害、財產損失或其他損失產生的責任；
- (iii) 本公司產品所採用的原料及其他原輔料，在使用前需獲得權威機構給予認證方可使用。在生產的過程中，本公司質量控制部門應於整個生產過程中的每個階段開展檢測，確保以質量監控體系保證本公司產品質量以及保護廣大消費者權益。

於2017年，本集團80%以上的營業額來自其ODM業務，ODM業務的銷售當中有50%以上來自於三名國產智能手機品牌製造商。倘本集團流失大客戶之一，可能對本集團的ODM業務營運及財務業績構成不利影響。

本集團已採取以下措施解決該等問題：

- (i) 本集團將尋找更多潛在客戶，減少對大客戶的依賴度；
- (ii) 本集團將加強客戶的售後服務工作，定期走訪客戶和進行客戶滿意度調查，不斷提升產品及服務質量，鞏固本集團於行業的競爭力及增加客戶忠誠度；
- (iii) 本集團將開發更多新產品以滿足客戶需求。

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The vast majority of the Group's sales revenue is from domestic operating units. Adverse events in the domestic operation and political environment may result in material adverse effects on the Group's business, financial position and operation results.

Actions taken by the Group to address these issues:

- (i) Development of overseas markets to increase revenue from overseas operations;
- (ii) Continuous monitoring of domestic operations and political environment, anticipation of possible problems, and establish quick strategic response to changing business environment.

Overdue payments by customers granted with credit by the Group will increase the financial risk to the Group and affect the Group's financial performance and operating cash flow.

Actions taken by the Group to address these issues:

- (i) Regular review of the amount of accounts receivable from key customers to control it at an appropriate level;
- (ii) Implementation of strict internal control measures and increase collection efforts for overdue accounts receivable.

The main raw material for lithium-ion battery module (the Group's main product) is lithium-ion battery cell. The Group purchases lithium-ion battery cells from many well-known international manufacturers. In recent years, lithium-ion battery cell has been widely used in smartphones, laptops and tablets, wearable devices, power tools, electric bicycles, energy storage and other fields. Any increase in the price or shortage of supply of lithium-ion battery cell will have a material impact on the profitability and production costs of the Group.

集團銷售收入絕大部分來自國內的營運單位。國內營運及政治環境發生的不利事件可能導致本集團的業務、財務狀況及經營業績受到重大不利影響。

本集團已採取以下措施解決該等問題：

- (i) 開拓海外市場以增加海外業務的收入；
- (ii) 持續監察國內的營運及政治環境，預測可能出現的問題，快速對任何業務運作作出策略應對。

獲授予本集團信貸期的客戶如逾期付款，將會增加本集團的財務風險，並會影響本集團的財務表現及經營現金流量。

本集團已採取以下措施解決該等問題：

- (i) 定期審視重要客戶之應收賬款金額並控制於適當水平；
- (ii) 實施嚴格內部控制措施，對逾期之應收賬款加大催收力度。

本集團主要產品鋰離子電池模組的主要原材料為鋰離子電芯。本集團向眾多國際知名電芯生產企業採購鋰離子電芯。近年來，鋰離子電芯被廣泛地應用於智能手機、筆記本及平板電腦、可穿戴設備、電動工具、電動自行車、儲能及其他領域。鋰離子電芯價格有任何上升或出現供應短缺，將對本集團的盈利及生產成本造成重大影響。

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Actions taken by the Group to address these issues:

- (i) Regular research and evaluation of suppliers to ensure stable supply of raw materials;
- (ii) Through automation upgrade of production lines, the Group solves the problem with human resources and effectively controls production costs, which have positive effects on improvement of the Group's profitability and control of production costs.

#### (B) ACCIDENT RISKS

Major accidents including fires, natural disasters or serious infectious diseases will affect the Group's assets and operations, thus affecting the Group's operational capacity and reducing profitability.

Actions taken by the Group to address these issues:

- (i) Ensure comprehensive insurance coverage over the Group's properties and business is purchased;
- (ii) Provision of regular education and training sessions on safety for all staff to strengthen staff's awareness of production safety;
- (iii) Training on fire safety, fire emergency evacuation and fire drill at workplace are organized at least twice a year to let staff have a solid understanding of the significance and necessity of production safety and improve their own awareness of safety protection;
- (iv) The Company organises physical examination for the benefit of its staff to help in assessing possible occupational and serious infectious diseases.

本集團已採取以下措施解決該等問題：

- (i) 定期對供應商進行調研及評估以確保原材料的穩定供應；
- (ii) 通過產線的自動化升級，本集團解決人力的問題以及有效控制生產成本，對改善本集團的盈利及控制生產成本有正面幫助。

#### (B) 事故風險

重大事故，例如火災、自然災難或嚴重傳染病會影響本集團資產及營運，進而影響集團的經營能力及降低盈利。

本集團已採取以下措施解決該等問題：

- (i) 確保已為本集團財產及業務購買全面的保險保障；
- (ii) 定期為全體員工提供安全教育及培訓課程，強化員工安全生產意識；
- (iii) 每年至少組織兩次消防安全教育的培訓，消防應急疏散及實地操作滅火演練，使員工深刻認識到安全生產重要性及必要性，提高自身的安全防範意識；
- (iv) 本公司對其員工組織健康檢查，防止職業病及嚴重傳染病的發生，以保障職工的健康安全。

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## (C) INDUSTRY RISKS

The possible slowdown of Chinese economy in the near future, commencement of drop in global shipment of smartphones and the possible substantial decrease in consumers' demands for replacement of smartphones will have material adverse effects on the Group's business, financial position and operation results.

Actions taken by the Group to address these issues:

- (i) Proactively pay attention to the application of lithium-ion batteries in new industries and new fields, grasp opportunities for access to the market and adjust the development strategy in response to changes in the market;
- (ii) Proactively build a platform for communication with consumers, pay close attention to consumers' demands, timely listen to consumers' opinions, and provide good products and after-sales services to increase customer loyalty.

## (c) 行業風險

中國經濟在不久的將來可能放緩，智能手機的國際運送量開始下降，且消費者對智能手機的更換需求可能大幅減少，這將對本集團的業務、財務狀況及經營業績產生重大不利影響。

本集團已採取以下措施解決該等問題：

- (i) 積極關注鋰離子電池在新行業及新領域的應用，抓住市場機遇，調整發展戰略應對市場變化；
- (ii) 積極構建與消費者溝通的平台，密切關注消費者的需求，及時聽取消費者的意見，以及提供良好的產品及售後服務，提高客戶忠誠度。

## INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company:

- is aware of its obligations under the Securities and Futures Ordinance and the Listing Rules;
- conduct its affairs in strict compliance with the relevant guidelines and policies relating to inside information issued by the Securities and Futures Commission and the Stock Exchange from time to time;
- has implemented procedures for responding to external enquiries about the Group's affairs; and
- has implemented policy regarding prohibition on the unauthorised use of confidential or inside information.

## 內幕消息

關於處理及傳播內幕消息的程序及內部控制，本公司：

- 知悉證券及期貨條例及上市規則規定的義務；
- 嚴格按照證券期貨委員會及聯交所不時發佈的內幕消息相關指引及政策處理事務；
- 已實施程序應對有關本集團事務的外部諮詢；及
- 已實施禁止未經授權使用機密或內幕消息的政策。

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### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company had adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code"). Having made specific enquiries of all Directors, the Company confirmed that all Directors have complied with the required standard as set out in the Model Code for the financial year ended 31 December 2017.

### AUDITOR'S REMUNERATION

The Audit Committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company. Moore Stephens Certified Public Accountants resigned as the external auditor of the Company with effect from 2 April 2015. BDO Limited ("BDO Limited") has been appointed as the Company's external auditor with effect from 25 August 2016. During the Review Period, the amount payable by the Group to BDO Limited and the PRC auditor for their audit services was approximately RMB2,595,000 and RMB333,000 respectively. During the Review Period, the amount payable to BDO Limited for their non-audit services in respect of review of the interim financial information of the Group for the six months ended 30 June 2017 was approximately RMB433,000.

### DIRECTORS' RESPONSIBILITIES FOR ACCOUNTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group and their responsibilities for the accounts and the reporting responsibilities of the external auditors are set out on page 132 of this annual report.

### COMPANY SECRETARY

The company secretary of the Company is Mr. Yeung Mun Tai (FCCA, CPA). Mr. Yeung took no less than 15 hours of relevant professional training during the Review Period.

### 上市發行人董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)。本公司向全體董事作出特別查詢後，確認全體董事於截至2017年12月31日止財政年度均已遵守標準守則所規定的標準。

### 核數師酬金

公司的審核委員會負責審議委聘外聘核數師及審閱由外聘核數師履行的任何非審計工作，包括該等非審計工作會否對本公司構成任何潛在重大不利影響。馬施雲會計師事務所自2015年4月2日起辭任本公司外聘核數師。香港立信德豪會計師事務所有限公司(「香港立信德豪有限公司」)自2016年8月25日起獲委任本公司外聘核數師。於回顧期間，本集團就回顧期間的審計服務應付香港立信德豪有限公司及中國核數師分別約人民幣2,595,000元及人民幣333,000元。於回顧期間，本集團就審閱本集團截至2017年6月30日止六個月中期財務資料的非審計服務向香港立信德豪有限公司應付約人民幣433,000元。

### 董事就賬目的責任

董事知悉彼等編製本集團綜合財務報表的責任，而彼等對賬目的責任及外聘核數師的報告責任載列於本年報第132頁。

### 公司秘書

本公司的公司秘書為楊滿泰先生(FCCA, CPA)。於回顧期間，彼參加了不少於十五小時的相關職業培訓。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### SHAREHOLDER AND INVESTOR RELATIONS

##### COMMUNICATION STRATEGIES

The Board established a Shareholders' communication policy setting out the principles of the Company in relation to its communication with the Shareholders, with the objective of ensuring the Shareholders are provided with access to information about the Company in order to enable Shareholders to assess the Company's overall performance, exercise their rights in an informed matter and engage actively with the Company.

Information would be communicated to Shareholders mainly through the Company's corporate communications including interim and annual reports, annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Company's website. Shareholders may direct enquiries about their shareholdings to the Company's Share Registrars. To the extent the requisite information of the Company is publicly available, Shareholders and the investment community may at any time make enquiry in respect of the Company in writing at our head office in Hong Kong by post, facsimile or email via the numbers and email address provided on the Company's website.

##### SHAREHOLDERS' RIGHTS

Pursuant to the articles of association of the Company, any one or more shareholders holding on 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 the Board or the Company Secretary at our head office in Hong Kong by post, facsimile or email via a number and email address provided on the Company's website, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. The written requisition may be deposited at the Company's head office in Hong Kong at Room 1017, 10/F Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong, for the attention of the Board or the Company Secretary. If within 21 days of such deposit of the written requisition, the Board fails to proceed to convene such meeting, the requisitionist(s) 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.

#### 股東及投資者關係

##### 溝通策略

董事會制定股東溝通政策並列明本公司與股東溝通的有關原則，其目標為確保股東可獲取本公司資料，以協助股東評估本公司的整體業績，在知情情況下行使彼等的權利並積極與本公司建立密切關係。

資訊主要透過本公司之企業通訊，包括中期及年度報告、股東週年大會及其他可能召開的股東大會向股東傳達，並將所有呈交予聯交所的披露資料以及其企業通訊及其他企業刊物登載於本公司網站。股東可直接向本公司股份過戶登記處查詢其持股量。於可供公眾查閱之範圍內，股東及公眾投資者可隨時透過於本公司網站提供之號碼及電郵地址，以郵寄、傳真或電郵方式向本公司之香港總辦事處書面查詢所需資料。

##### 股東之權利

根據本公司之組織章程細則，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分之一的股東於任何時候有權透過於本公司網站提供之號碼及電郵地址，以郵寄、傳真或電郵方式向位於本公司之香港總辦事處的董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項。可將書面呈請送達本公司的香港總辦事處，地址為香港銅鑼灣禮頓道77號禮頓中心10樓1017室，向董事會或公司秘書遞交。倘於遞交有關呈請該日起計21日內，董事會未有召開有關大會，則呈請人可按相同方式召開會議，而本公司須向呈請人彌償其因董事會未有召開大會而產生的所有合理開支。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### CONSTITUTIONAL DOCUMENTS

There was no change to the constitutional documents of the Company during the year ended 31 December 2017.

#### STAKEHOLDERS

The continuing development and present scale of the Group were benefited from the trust and support of the stakeholders. We have been dedicating efforts not only to maximise the present value of the Group but also seeking to maximise the interest and return for all parties so as to enhance a harmonious development and a victorious collaboration in the long run.

##### 1. INVESTORS

The Group has always paid much attention to communication and interaction with investors, and continued to improve communication channels with shareholders and investors, so as to enhance governance transparency. The Group's management regularly meets with investors, and proactively announces the latest information and business development plans.

##### 2. CONSUMERS

###### PRODUCT SAFETY

The Group has placed emphasis on the safety of products, especially on mobile phone batteries and has implemented strict quality control like ISO so as to meet safety requirements. With our product testing centres, we administer stages of tests including crash, high-temperature, dampen and long period recharging on our battery products. We also invest resources in product R&D to develop more reliable products. The battery products of the Group have also passed the stringent requirements on quality control and safety set by the relevant government authorities.

##### 3. EMPLOYEES

###### OCCUPATIONAL SAFETY

The Group has focused on factory production safety, strived to enhance employees' safety knowledge and training, and increased factory fire prevention facilities and safety patrols, so as to ensure unobstructed fire passages and the availability of water in case of fire. In addition, the Group has regularly held fire drills, increased investments in fire prevention facilities in factories, so as to ensure the sufficiency of fire prevention equipment and facilities.

#### 組織章程文件

於截至2017年12月31日止年度，本公司之組織章程文件並無變動。

#### 持份者

本集團能持續發展至現有的規模，實在有賴各持份者的信任和支持。本集團不僅致力提升本身的現有價值，並且不斷為各方爭取最大的利益及回報，實現和諧發展、合作共贏的願景。

##### 1. 投資者

本集團一向重視與投資者的溝通與互動，並不斷完善與股東及投資者的溝通橋樑，以提升管治透明度。本集團的管理層定期與投資者會面，並積極地向投資者發佈最新資訊及業務發展計劃。

##### 2. 消費者

###### 產品安全

本集團注重產品的安全，特別是手機電池，並已執行諸如ISO的嚴格品質控制，以符合安全要求。本集團設有產品檢測中心，對電池產品進行撞擊、高溫、受潮及長期充電等多重測試，投入資源進行產品研發，開發更可靠的產品。本集團的電池產品亦已符合相關政府部門對品質監控及安全性的嚴格要求。

##### 3. 員工

###### 職業安全

本集團注重廠房的生產安全，致力提高員工的安全知識和培訓，並增加廠房消防設備的數量和加強安全巡查，以確保防火通道暢通和消防用水充足。此外，本集團更定期舉行安全消防演習，加強對廠房的安全防火設備投資，以確保充足的防火設備及措施。

## CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Group has proactively taken and implemented various measures, including:

- (i) increase factory fire prevention facilities and safety patrols (once a week), resolve problems in a timely manner, ensure unobstructed fire passages and the availability of water in case of fire;
- (ii) hold regular safety seminar and training for employees, especially for new staff, striving to enhance employees' hazard prevention and safety awareness;
- (iii) conduct at least two large scale fire drills every year and conduct general safety checks and fire drills on such days;
- (iv) enhance factory management and divide it into safety responsibility districts, appoint safety examiners at the workshops, with routine patrols, and eliminate potential problems in a timely manner; and
- (v) improve and formulate storage, safe keeping, transportation and processing procedures for flammables, and provide training for staff frequently in contact in such flammables.

#### ESTABLISHMENT OF OWN SKILL TRAINING INSTITUTE

Apart from occupational safety, the Group has also placed emphasis on providing on-the-job training for its staff. The Group started a comprehensive talent training programme, which is tied to the establishment of its own skill training institute. Talents will be cultivated at the skill training institute and available in the pipeline to resolve the labour shortage issue faced by industry participants. After a period of training, the Group will allocate labour resources directly to various departments, which will shorten the time of staff replacement and reduce labour cost. Automated production will also be implemented at different phases. Moreover, in the training process, participating staff can understand the practical operation issues arising from the course of production, which will effectively enhance production efficiencies and qualities. The Group invites talents from society and selects personnel with the required management and technical expertise through professional and rigorous training processes. At the same time, this also brings to society a new generation of trained talents in fulfillment of the Company's social responsibilities.

本集團已積極採取並實行多項措施，包括：

- (i) 增加廠房消防設備的數量和加強安全巡查，做到每週進行一次，發現問題及時糾正，保持防火通道暢通和消防用水充足；
- (ii) 定期為員工舉辦安全知識研討會和培訓，尤其加強新員工的培訓，著力提高他們的防災及安全意識；
- (iii) 每年最少進行兩次大規模安全消防演習，每年在消防演練日進行安全大檢查和消防演習；
- (iv) 加強廠房管理並劃分安全責任分區，於各車間設安全檢查員進行日常巡視，一旦發現隱患會及時消除；及
- (v) 改善並制定易燃物品的存放、保管、搬運及處理流程，並對於在生產過程中經常接觸該等易燃物品的員工展開培訓。

#### 興辦自有的技能培訓學校

除注重職業安全外，本集團亦重視對員工提供的在職培訓。本集團已全面啟動專才培訓計劃，通過興辦自有技能培訓學校為本集團輸送人才，從而解決行業內面臨的勞工短缺問題。在經過一段時間的培訓之後，本集團將勞動力直接輸送至本集團各部門，這不僅縮短了員工更換的時間，降低了勞動力成本，更有助逐步推行自動化的生產模式。此外，在培訓過程中，參與員工可從生產過程中了解到實際操作上的困難，有效地提高生產效率及質素。本集團將廣納人才，通過專業嚴格的培訓，選拔出本集團需要的管理和技術人才，同時也為社會培育新生人才力量，盡企業之社會責任。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### **PROTECTION OF EMPLOYEES' LEGAL RIGHTS**

The Group promotes and undertakes a fair and non-discriminative employment policy. Employees are employed on contract basis and employment contracts were signed based on principles of fairness and on employees' own volition, with clear provisions on contractual terms such as scope of work, remuneration, social insurance, and working hours, among others. The legal rights and obligations of the employer and employee are clearly defined. We also strictly comply with the relevant laws and regulations in relation to national social insurance to set up insurance scheme for basic pension, medical, work-related injuries, unemployment and maternity for employees and cover the various insurance expenses. Meanwhile, to further protect the interests of individual employees, the Company has taken out a commercial accident insurance scheme for all employees. The Group complied with the Labor Contract Law of the People's Republic of China since 1 January 2008 and established a labor union. We hold an employees' meeting every two weeks, in support of construction and development of a harmonious and stable employee and employer relationship.

#### **4. COMMUNITY**

##### **ENVIRONMENTAL PROTECTION**

As a responsible enterprise, the Group has always put emphasis on supporting environmental protection. We strictly control the production procedures and reduce waste generation. Although small amounts of waste are generated during the packaging process, some of them are delivered to qualified recycling plants for treatment.

For environmental, social and governance report of the Group, please refer to the "Environmental, Social and Governance report" on pages 80 to 127 of this report.

#### **保障勞工合法權益**

本集團一直倡導並執行平等和非歧視的用工政策，實行勞動合同制，按照平等自願的原則與員工簽訂書面勞動合同，對合同條款如工作範圍、報酬、社會保險、工時等作出明確規定，清楚列明勞資雙方的法律權利和義務。本集團同時嚴格執行國家社會保險的相關法律法規，為員工建立了基本養老、醫療、工傷、失業和生育保險，繳納各項保險費用，同時為進一步保障員工切身利益，本公司為全體在職員工辦理商業意外保險。本集團執行自2008年1月1日起施行的《中華人民共和國勞動合同法》，成立企業工會組織，每兩週進行一次員工懇談會，支持構建和發展和諧穩定的勞資關係。

#### **4. 社會**

##### **環境保護**

作為負責任的企業，本集團一直大力支持環境保護。本集團在生產過程中嚴格控制流程，減少廢物生產。儘管在包裝過程中無可避免地產生出少量廢料，本集團亦會把它們分門別類，並將可回收的廢料交由合資格的回收廠處理。

有關本集團的「環境、社會及管治報告」，請參閱本報告第80至127頁的環境、社會及管治報告。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### SCOPE AND REPORTING PERIOD

This is the second Environmental, Social and Governance Report (the “ESG report”) for SCUD Group Limited (“SCUD” or the “Company”) and its subsidiaries (collectively referred to as the “Group”), with disclosure reference made to the ESG Reporting Guide as described in Appendix 27 of the Listing Rules and Guidance set out by The Stock Exchange of Hong Kong Limited.

The Group is principally engaged in the development, manufacturing and sale of lithium-ion battery modules for smartphones, tablets and other smart electronic products as well as the provision of all-round power supply solutions for various consumer electronic products. Unless otherwise stated, this ESG report covers the Group’s overall performance in two subject areas, namely, Environmental and Social of two subsidiaries of SCUD operated in Fujian Province, Mainland China from 1 January 2017 to 31 December 2017 (the “Reporting Period”). The two subsidiaries namely Scud (Fujian) Electronics Co., Ltd. (“Scud Electronics”) and Scud Battery Co., Ltd. (“Scud Battery”) continue to account for the Group’s major financial contribution, so as the environmental and social impacts. During the Reporting Period, the aggregate revenue of Scud Electronics and Scud Battery represented approximately 95% of the Group’s total revenue.

Throughout the report, the measuring and reporting of key indicators on environmental and social aspects would be separated for the two subsidiaries wherever data was available. For inseparable data sources, the key indicators would be aggregated and reported together.

#### STAKEHOLDER ENGAGEMENT AND MATERIALITY

The Group highly evaluates the interactions with various stakeholders as a key source to identify areas of attention for continuing the business in a risk-free, resilient, and healthy manner. Various stakeholders including internal senior management team, employees, and external customers and suppliers continue to be involved in regular engagement sessions to identify, discuss, and review key topics to focus on.

#### 範圍與報告期間

本報告乃飛毛腿集團有限公司(「飛毛腿」或「公司」)及其附屬公司(統稱「本集團」)第二份環境、社會及管治報告(「本ESG報告」)，經參考載於香港聯合交易所有限公司上市規則附錄二十七及指引之環境、社會及管治報告指引披露。

本集團主要致力於研發、生產和銷售適用於智能手機及平板電腦等智能電子產品的鋰離子電池模組，為各式消費電子產品提供完整的電源解決方案。除另有說明外，本ESG報告涵蓋本集團兩間於中國內地福建省經營的附屬公司於2017年1月1日至2017年12月31日期間(「報告期間」)於環境及社會兩個主要範疇之整體表現。兩間附屬公司(即飛毛腿(福建)電子有限公司(「飛毛腿電子」)及飛毛腿電池有限公司(「飛毛腿電池」))繼續為本集團的主要收益來源，因此本集團的環境及社會影響主要源自兩間附屬公司。於報告期間，飛毛腿電子及飛毛腿電池的收益總額約佔本集團總收益的95%。

整份報告將在可獲得數據的情況下對兩間附屬公司的主要環境及社會指標進行獨立測量及報告。對於不可分割的數據來源，將合併測量及報告主要指標。

#### 持份者的參與及重要性

本集團將與持份者的互動視為確定關注領域的一種主要手段，從而確保零風險，以靈活、健康的方式繼續發展業務。高級管理層團隊、僱員以及外部客戶及供應商等持份者持續參加定期會議，確定、討論及檢討重點關注議題。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

In 2017, the Group distributed quantitative surveys to the board members, management team, employees, suppliers, and key clients. A total of 177 surveys was received and recorded for identifying the most significant ESG aspects to focus on. The survey results showed that compared with environmental topics, the Group's stakeholder put more focus on social aspects. The most material topics raised by the stakeholders (importance in descending order) included:

- Labour standards
- Client and customer data protection
- Anticorruption
- Customer service
- Intellectual property
- Supply chain management
- Air emissions
- Environmental policies

於2017年，本集團對董事會成員、管理團隊、僱員、供應商及主要客戶進行了定量調查。總計收到及記錄177份調查，用以識別在ESG方面中最需關注的重要議題。調查結果表明，與環境議題相比，本集團持份者更加關注社會方面。持份者提出的重要議題(根據重要性按降序排列)包括：

- 勞工準則
- 客戶數據保護
- 反貪污
- 客戶服務
- 知識產權
- 供應鏈管理
- 廢氣排放
- 環境政策

### STAKEHOLDERS' FEEDBACK

The Group welcomes stakeholders' feedback on our environmental, social and governance approach and performance. Please give your suggestions or share your views with us via email (coso@scud.cn) or phone (0591-63159773).

### 持份者的意見回饋

本集團歡迎各持份者就本集團的環境、社會及管治方針及表現發表意見。請透過電郵(coso@scud.cn)或電話(0591-63159773)提供閣下之建議或與我們分享閣下之想法。

### SCUD MISSION AND VISION ON SUSTAINABILITY COMMITMENT

The Group defined its mission and vision on sustainability through a systematic Environmental Risk and Opportunity Assessment analysis. A total of 18 topics were fully assessed, many of which have overlaps with ESG topics, including, but not limited to: supply chain management, waste treatment and chemicals storage, laws and regulations compliance, testing and monitoring, overall marketing, employees' satisfaction and internal auditing etc.

### 飛毛腿的使命及可持續發展承諾願景

本集團通過系統化環境風險和機遇評估分析確定其使命及可持續發展願景。共計全面評估了18項議題，其中大部分與ESG主題重複，包括但不限於供應鏈管理、廢棄物處理及化學品存儲、法律法規合規、測試及監控、整體營銷、僱員滿意度及內部審計等。

The Group is dedicated to continuously researching and developing innovative production methods, optimising its business model, and enhancing production efficiency and quality.

本集團致力於持續研發創新產品方法、優化業務模式及提升生產質效。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

## Identification of Key Operational Risks and Targets for a Risk-free Business

For effective management and monitoring, the Group continues to utilise a hierarchical system to identify environmental and social risk factors from and assign goals and measurable targets to functional department. Following are some examples of relevant risks and goals applicable to most departments.

| Unacceptable Operational Risks                                   | Measurable Targets                                                               |
|------------------------------------------------------------------|----------------------------------------------------------------------------------|
| Transmission of chemicals via indoor air                         | 0 cases on occupational disease                                                  |
| Not closing doors and windows, collapse of buildings, trees etc. | 0 injury case (major injuries);<br>Less than 2 cases each month (minor injuries) |
| Wire aging, improper maintenance of appliance etc.               | 0 fire accidents                                                                 |
| Operations not following standards/procedures                    | 0 electric shock event;<br>0 cases on occupational disease                       |
| Improper transportation and handling of dangerous goods          | 0 explosions                                                                     |

## Adoption of Best Industrial Practices

The Group ensures strict compliance with any applicable regulations, laws, guidelines and standards. In addition, we strive for excellence, not just compliance. As a result of sustainable and integrative management, the Group has renewed and/or achieved following certificates in 2017:

- ISO 9001 Quality Management System (both Scud Electronics and Scud Battery);
- TL 9000 Telecom Quality Management System (Scud Electronics);
- ISO 14001 Environmental Management System (both Scud Electronics and Scud Battery);
- OHSAS 18001 Occupational Health and Safety Management System (both Scud Electronics and Scud Battery);
- Workplace Safety Standards – certificate level 3 (both Scud Electronics and Scud Battery);
- EICC Electronic Industry Code of Conduct Certificate (Scud Electronics);
- QC080000 Hazardous Substance Process Management (HSPM) System (Scud Electronics);
- Integration of Informatisation and Industrialisation Management System (Scud Electronics and Scud Battery).

## 確定主要經營風險及目標實現零風險經營

為實現有效管理及監控，本集團不斷利用分級系統，確定環境及社會風險因素，向職能部門分配目標及可衡量目標。以下為適用於大部分部門的相關風險及目標實例。

| 不可接受經營風險       | 可衡量目標                     |
|----------------|---------------------------|
| 化學品通過室內空氣擴散    | 0宗職業病                     |
| 不關門窗、建築物、樹木倒塌等 | 0宗傷亡(重大傷亡);<br>每月低於2宗(輕傷) |
| 電線老化、電器維護不當等   | 0宗火災事故                    |
| 違規/違反程序操作      | 0宗觸電事件;<br>0宗職業病          |
| 危險物品運輸及處理不當    | 0宗爆炸                      |

## 採納最佳行業慣例

本集團確保嚴格遵守任何適用法規、法律、指引及標準。此外，我們追求卓越，不僅限於合規。通過可持續、綜合管理，本集團於2017年更新及/或取得以下證書：

- ISO 9001質量管理體系(飛毛腿電子及飛毛腿電池);
- TL 9000電信質量管理體系(飛毛腿電子);
- ISO 14001環境管理體系(飛毛腿電子及飛毛腿電池);
- OHSAS 18001職業健康安全管理體系(飛毛腿電子及飛毛腿電池);
- 工作場所安全標準—3級證書(飛毛腿電子及飛毛腿電池);
- 電子行業行為準則證書(飛毛腿電子);
- QC080000有害物質過程管理(危險物品進程管理系統要求)體系(飛毛腿電子);
- 信息化與工業化融合管理體系(飛毛腿電子及飛毛腿電池)。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### A. Environmental

As an electronic and battery production group, we are aware of the potential environmental impacts and non-renewable resource consumption caused by our operation. The Group continues to strive for maximising the resource efficiency, identifying key environmental risk factors, proper handling of chemicals and waste, measuring procedures related to operation, and finally, ensuring continuous monitoring and improving.

The Group has implemented a comprehensive Environmental Management System and is certified by ISO14001. Chemicals are handled under strict procedures in a controlled environment by qualified and experienced personnel only. The Group continuously monitors air emission, wastewater discharge, and noise level to ensure the minimum impacts on surrounding environment and to create a healthier environment for its workers. The Group did not receive any complaints from surrounding community regarding air pollution, odor, noise, or night light pollution. All employees are trained with ISO14001 and are expected to follow applicable Standard Operation Procedure (SOP) for environmental protection.

The Group highly values the effective material management to reduce any risk as our operation involves large amount of chemicals and materials, some of which are hazardous. The Group established management system following QC080000, covering key requirements of the various environmental protection directives such as the Restriction of use of certain Hazardous Substances in Electrical and Electronic Equipment ("RoHS") and Waste Electrical and Electronic Equipment (WEEE).

Energy conservation policies are implemented throughout the Group. In 2017, the Group promoted several emission reduction and energy saving projects, such as:

- Implementing DingTalk Web Office System to save printing papers;
- Reinforcing the Air-conditioner energy conservation policy, implementing use restriction and monitoring system;
- Eliminating disposable cups for all conference rooms by substituting mugs, encouraging employees to bring their own mugs to avoid consumption of disposable cups.

To the best of the information and knowledge of the directors of the Company, during the Reporting Period there was no material non-compliance with the applicable laws and regulations relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes which had a material impact on the Group.

### A. 環境

作為電子產品及電池生產集團，我們了解我們經營的潛在環境影響及對不可再生資源的消耗。本集團不斷致力於實現資源效率最大化、確定主要環境風險因素、適當操作化學品及廢棄物、衡量與經營相關的程序及最終確保實現持續監控及改善。

本集團已實施綜合環境管理體系並通過ISO 14001認證。化學品僅由合資格且經驗豐富的人士在受控環境下按照嚴格程序處理。本集團持續監控廢氣排放、污水排放及噪音水平，以確保將對周邊環境的影響降至最低及為其工人創造一個更加健康的環境。本集團並無收到附近社區有關廢氣排放、氣味、噪音或夜晚燈光污染的投訴。所有僱員均已接受ISO14001培訓且預期將就環境保護採用適用之標準作業程序(SOP)。

由於我們的經營涉及大量化學品及材料，其中部分存在危害，因此本集團高度重視材料的有效管理，以降低任何風險。本集團根據QC080000建立了一個管理體系，覆蓋限制在電子電氣產品中使用有害物質的指令(「RoHS」)及報廢電子電氣設備指令(WEEE)等各項環境保護指令的主要要求。

節能政策在本集團貫徹實施。於2017年，本集團推進若干節能減排項目，例如：

- 應用釘釘互聯網辦公平台以節省打印紙張；
- 強制實施空調節能政策，實施使用限制及監管系統；
- 以茶杯代替所有會議室的一次性紙杯，鼓勵員工自己攜帶茶杯以免使用一次性紙杯。

就本公司董事深知及盡悉，於報告期間，概無任何重大違反廢氣及溫室氣體排放、向水及土地的排污或產生對本集團有重大影響的有害及無害廢棄物相關的適用法律及法規。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### 1. Emissions and Waste

#### (i) Air Pollutant Emission

To control various air emissions, the Group identified key air emission sources, and for each identified source, the Group implemented control measures correspondingly.

| Activity<br>活動                                | Chemicals involved<br>涉及的化學品                                                       | Environmental impacts<br>環境影響                                           | Control measures<br>控制措施                                                                                                            |
|-----------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| Application of pesticide<br>使用農藥              | Methyl bromide #6<br>甲基溴#6                                                         | Ozone depletion<br>臭氧消耗                                                 | Use substitute chemicals of methyl bromide<br>使用甲基溴的替代化學品                                                                           |
| Air conditioning<br>空調                        | CFCs<br>氯氟烴                                                                        | Global warming<br>全球變暖                                                  | Proper maintenance<br>適當維護                                                                                                          |
| Fire extinguisher<br>滅火器                      | CO <sub>2</sub> , NO <sub>x</sub> , N <sub>2</sub> O<br>二氧化碳，氮氧化物，一氧化二氮            | Global warming<br>全球變暖                                                  | Prevent fire accidents<br>預防火災                                                                                                      |
| Fire extinguisher<br>滅火器                      | Halon 1211/1301<br>鹵代烷哈龍1211/1301                                                  | Ozone depletion<br>臭氧消耗                                                 | Substitute with CO <sub>2</sub><br>用二氧化碳替代                                                                                          |
| Smoking<br>吸煙                                 | CO <sub>2</sub><br>二氧化碳                                                            | Global warming<br>全球變暖                                                  | Promote non-smoking behaviors, designate smoking rooms<br>推行禁煙，指定吸煙室                                                                |
| Vehicle fuel consumption<br>車輛耗油              | CO <sub>2</sub> , PM, SO <sub>x</sub> , NO <sub>x</sub><br>二氧化碳，可吸入懸浮顆粒物，硫氧化物，氮氧化物 | Global warming, human health (respiratory) impacts<br>全球變暖、人體健康(呼吸系統)影響 | Promote using public transportation, formulate management regulations and use company vehicles reasonably<br>鼓勵使用公共交通、制定管理條例及合理使用公車 |
| Detergents and chemicals leakage<br>清潔劑和化學品洩漏 | CFC-113, TCA, CCl <sub>4</sub><br>三氟三氯乙烷，三氯乙酸，氯乙酸，四氯化碳                             | Ozone depletion<br>臭氧消耗                                                 | Employees training, designated and controlled storage places per MSDS<br>僱員培訓、根據化學品安全技術說明書指定及控制存儲場所                                 |
| Aerosol<br>氣溶膠                                | CFC-12<br>二氟二氯甲烷                                                                   | Ozone depletion, global warming<br>臭氧消耗、全球變暖                            | Training, certification for relevant personnel, use pollution-free alternatives<br>培訓、相關人員認證、使用無污染替代品                               |
| Residential electronic appliances<br>住宅電器     | Refrigerant, CO <sub>2</sub><br>製冷劑、二氧化碳                                           | Global warming<br>全球變暖                                                  | Training, awareness raising, proper maintenance<br>培訓、提升意識、適當維護                                                                     |

### 1. 排放及廢棄物

#### (i) 大氣污染物排放

為控制各種廢氣排放，本集團確定了主要廢氣排放源，且對於確定的各源頭，本集團實施相應控制措施。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### Manufacturing Air Emission

The manufacturing process did not generate major air emissions other than fumes and particulates from hand welding processes. In particular, both inorganic and organic chemicals such as tin dioxide (SnO<sub>2</sub>), nickel and insoluble nickel compounds, benzene, dimethylbenzene, ethyl acetate, acetone, butanone were generated. They were collected and exhausted through designated pipes, and the concentration level both indoor and at the outlet are monitored.

Both the Environmental Air Quality Standard (GB3095-2012) and Measures for prevention and control of air pollution in Fuzhou – (2013) 37 were used as benchmark for the monitoring processes. In addition, the fume emission from food preparation in canteen was also strictly monitored according to Emission standard of cooking fume (GB18483-2001).

The following table shows the monitoring results of key emissions. All sampling results presented in the table were the highest value observed during the Reporting Period, all of which were still far below the permissible level set by standards aforementioned.

#### 生產廢氣排放

除人工焊接產生煙氣及顆粒物外，製造過程並不產生其他廢氣排放。尤其是，產生二氧化錫(SnO<sub>2</sub>)、鎳和不溶性鎳化合物、苯、二甲苯、乙酸乙酯、丙酮、丁酮等無機及有機化學品。廢氣通過指定管道收集及排放，並對室內及出口處的濃度實施監控。

監控過程以環境空氣質量標準(GB3095-2012)及福州空氣污染防治措施(2013) 37為基準。此外，本集團亦根據飲食業油煙排放標準(GB 18483-2001)嚴格監控食堂烹飪油煙排放。

下表載列主要排放物的監控結果。表中呈列的所有樣本結果均為報告期間觀察到的最高值，所有監控結果均未超過上述標準規定的允許水平。

| Emissions                             | 排放物       | Highest sampling result<br>(C <sub>TWA</sub> , mg/m <sup>3</sup> )<br>最高標本結果 | Permissible level<br>(PC-TWA, mg/m <sup>3</sup> )<br>允許水平 |
|---------------------------------------|-----------|------------------------------------------------------------------------------|-----------------------------------------------------------|
|                                       |           | (C <sub>TWA</sub> , mg/m <sup>3</sup> )                                      | (PC-TWA, mg/m <sup>3</sup> )                              |
| Tin dioxide                           | 二氧化錫      | <0.1                                                                         | 2                                                         |
| Nickel and insoluble nickel compounds | 鎳和不溶性鎳化合物 | <0.004                                                                       | 1                                                         |
| Benzene                               | 苯         | <0.1                                                                         | 6                                                         |
| Dimethylbenzene                       | 二甲苯       | <0.3                                                                         | 50                                                        |
| Ethyl acetate                         | 乙酸乙酯      | <0.6                                                                         | 200                                                       |
| Acetone                               | 丙酮        | 7.73                                                                         | 300                                                       |
| Butanone                              | 丁酮        | 8.98                                                                         | 300                                                       |

Note: C<sub>TWA</sub>: time weighted average for mean concentration. PC-TWA: time weighted average permissible concentration.

附註：C<sub>TWA</sub>為平均濃度的時間加權平均值。PC-TWA為時間加權平均允許濃度。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

## Gaseous Fuel Consumption

During the Reporting Period, approximately 930 kg of liquefied petroleum gas ("LPG") was used for cooking appliance in canteen. The LPG usage reduced by over 50% compared with last reporting period due to the substitution of LPG by other energy source such as electricity for safety reasons.

## 氣體燃料消耗

於報告期間，食堂烹飪用具使用約930千克液化石油氣（「LPG」）。與上一報告期相比，LPG用量減少50%以上，乃由於為安全起見而利用電力等能源代替LPG。

| Canteen LPG annual consumption (kg)<br>食堂LPG的年消耗量(千克) | LPG (in MJ)<br>LPG (兆焦耳) | Annual SOx emission from LPG (kg)<br>LPG消耗產生的<br>硫氧化物年排放量(千克) | Annual NOx emission from LPG (kg)<br>LPG消耗產生的<br>氮氧化物年排放量(千克) |
|-------------------------------------------------------|--------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
| 930                                                   | 46,666.47                | 9.30E-04                                                      | 0.188                                                         |

Note: Conversion factors were made reference to China Energy Statistical Yearbook 2017.

附註：換算係數參考中國能源統計年鑑2017。

## Vehicle Operation and Emission

Vans, passenger cars, and trucks were used for transportation. Vehicles operated on gasoline or diesel fuel. Their combustion generated several air emissions include nitrogen oxides (NOx), sulphur oxides (SOx) and respiratory suspended particles (PM). The Group continues to prioritise to purchase low-fuel-consumption and low-emission vehicles if new ones are to be purchased.

## 車輛運行及排放

貨車、客車及卡車均用於運輸。車輛以汽油或柴油為燃料。燃料的燃燒產生多種廢氣，包括氮氧化物(NOx)、硫氧化物(SOx)及可吸入懸浮顆粒物(PM)。購買新車時，本集團優先考慮低油耗、低排放車輛。

| Vehicle operation fuel consumption<br>車輛運行油耗 |                                        |                                              |                                              |                                                 |
|----------------------------------------------|----------------------------------------|----------------------------------------------|----------------------------------------------|-------------------------------------------------|
| Gasoline consumption (litre)<br>汽油消耗量(升)     | Diesel consumption (litre)<br>柴油消耗量(升) | SOx annual emission (kg)<br>硫氧化物<br>年排放量(千克) | NOx annual emission (kg)<br>氮氧化物<br>年排放量(千克) | PM annual emission (kg)<br>可吸入懸浮顆粒物<br>年排放量(千克) |
| 275,020.2                                    | 26,427.6                               | 4.47                                         | 268.66                                       | 19.93                                           |

Note: Emission factors were made reference to Appendix 27 of the Main Board Listing Rules and their referred documentation as set out by Hong Kong Exchanges and Clearing Limited, unless stated otherwise.

附註：除另有說明外，排放係數參考香港聯合交易所有限公司主板上市規則附錄二十七及其參考文件。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### (ii) Greenhouse Gas ("GHG") Emissions

During the Reporting Period, there were 18,769.14 tonnes of GHG emitted, reported in carbon dioxide (CO<sub>2</sub>) equivalent. The overall intensity of the GHG emissions was 1.31E-05 per pieces of sold products, combining the two operational sites. The GHG reported included following activities and scope:

- Direct (Scope 1) GHG emissions from:
  - the stationary combustion of LPG;
  - the combustion of fuels for mobile transportation;
  - fugitive emissions of refrigerant (i.e. R22/HCFC-22) application;
- Indirect (Scope 2) GHG from purchased electricity; and
- Indirect (Scope 3) GHG from:
  - business air travel;
  - electricity consumed for processing fresh water and wastewater.

Two of the largest sources of GHG emissions for the Group were the application of refrigerant and the purchased electricity. It is reasonable for the Group to adopt policies on introducing renewable energies (refer to section 3 – The Environment and Natural Resources), which will achieve both emission reduction and conservation on non-renewable resources.

#### (ii) 溫室氣體(「GHG」)排放

於報告期間，排放18,769.14噸GHG（按二氧化碳(CO<sub>2</sub>)當量申報）。合併兩處經營場所後，總體GHG排放密度為每件出售產品1.31E-05。申報的GHG包括以下活動及範圍：

- 以下方面的GHG直接（範圍1）排放：
  - LPG的靜止燃燒；
  - 移動交通的燃料燃燒；
  - 使用製冷劑（即R22/HCFC-22）的易散性排放；
- 購電的GHG間接（範圍2）排放；及
- 以下方面的GHG間接（範圍3）排放：
  - 航空商務旅行；
  - 淡水及廢水處理消耗電力。

本集團其中兩大GHG排放源為使用製冷劑及購電。本集團可合理採納引入可再生能源的政策（參閱第3節－環境及天然資源），將實現減排及節約不可再生資源。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

| Site (separable for Scope 2 only)<br>場所(僅就範圍2可分拆)                                                         | GHG source<br>GHG源頭 | CO <sub>2</sub> eq. (tonnes)<br>二氧化碳當量(噸) | Total Emission<br>(%)<br>總排放量(%) |
|-----------------------------------------------------------------------------------------------------------|---------------------|-------------------------------------------|----------------------------------|
| <b>Scope 1 direct GHG emission – aggregated at the group level</b><br>範圍1 GHG直接排放 – 本集團層面的總量              |                     |                                           |                                  |
| LPG – Canteen <sup>1</sup><br>LPG – 食堂 <sup>1</sup>                                                       |                     | 2.69                                      | 0.01%                            |
| Mobile – gasoline <sup>2</sup><br>移動交通 – 汽油 <sup>2</sup>                                                  |                     | 624.72                                    | 3.33%                            |
| Mobile – diesel <sup>2</sup><br>移動交通 – 柴油 <sup>2</sup>                                                    |                     | 70.73                                     | 0.38%                            |
| Refrigerant application <sup>3</sup><br>使用製冷劑 <sup>3</sup>                                                |                     | 11,658.24                                 | 31.06%                           |
| <b>Scope 1 total</b><br>範圍1總計                                                                             |                     | <b>6,527.26</b>                           | <b>34.78%</b>                    |
| <b>Scope 2 indirect GHG emission from purchased electricity<sup>4</sup></b><br>範圍2 購電GHG間接排放 <sup>4</sup> |                     |                                           |                                  |
| Scud Electronics<br>飛毛腿電子                                                                                 | Electricity<br>電力   | 7,702.74                                  | 41.04%                           |
| Scud Battery<br>飛毛腿電池                                                                                     | Electricity<br>電力   | 4,406.79                                  | 23.48%                           |
| <b>Scope 2 total</b><br>範圍2總計                                                                             |                     | <b>12,109.54</b>                          | <b>64.52%</b>                    |
| <b>Scope 3 indirect GHG emission – aggregated at the group level</b><br>範圍3 GHG間接排放 – 本集團層面的總量            |                     |                                           |                                  |
| Business air travel <sup>5</sup><br>航空商務旅行 <sup>5</sup>                                                   |                     | 43.44                                     | 0.23%                            |
| Electricity consumed for processing fresh water <sup>6</sup><br>淡水加工消耗的電力 <sup>6</sup>                    |                     | 75.43                                     | 0.40%                            |
| Electricity consumed for processing wastewater <sup>6</sup><br>廢水加工消耗的電力 <sup>6</sup>                     |                     | 13.47                                     | 0.07%                            |
| <b>Scope 3 total</b><br>範圍3總計                                                                             |                     | <b>132.34</b>                             | <b>0.71%</b>                     |
| <b>Total GHG</b><br><b>GHG總量</b>                                                                          |                     | <b>18,769.14</b>                          | <b>100.00%</b>                   |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Note 1: Emission for the combustion of natural gas for stationary source was calculated with emission factors from Greenhouse Gas Protocol Calculation Tool – GHG Emissions from Stationary Combustion (Chinese).</p>                                                                                                                                                                                                                                                                                                                             | <p>附註1：固定污染源天然氣燃燒的廢氣排放按溫室氣體協議計算工具－固定污染源溫室氣體排放(中文)中的排放係數計算。</p>                                                                                                  |
| <p>Note 2: Emission for the combustion of for mobile transportation was calculated with emission factors from Greenhouse Gas Protocol Calculation Tool – GHG Emissions from Transport or Mobile Sources.</p>                                                                                                                                                                                                                                                                                                                                         | <p>附註2：移動交通燃燒廢氣排放按溫室氣體協議計算工具－交通或移動源溫室氣體排放中的排放係數計算。</p>                                                                                                          |
| <p>Note 3: The consumption volume of the refrigerant was provided by the Engineering Department of the Group, including all operations, offices, warehouses, and other buildings of the Group, to remain consistent with the reporting scope, 50% of the total consumption were allocated to Scud Electronics and Scud Battery based on engineers' estimation. Emission factors for R22/HCFC-22 application were based on the Fifth Assessment Report (AR5) for GWP values for 100-year time horizon – 1,760 kg CO<sub>2</sub>eq. per kg of R22.</p> | <p>附註3：製冷劑用量由本集團工程部提供，包括本集團所有運營、辦公室、倉庫及其他樓宇的用量，其與報告範圍保持一致，根據工程師預計，總用量的50%由飛毛腿電子及飛毛腿電池產生。使用R22/HCFC-22的廢氣排放按第5次科學評估報告(AR5)中的100年GWP值計算－每千克R22 1,760千克二氧化碳當量。</p> |
| <p>Note 4: Combined margin emission factor of 0.70285 tCO<sub>2</sub>/MWh was used for purchased electricity in Fujian, China.</p>                                                                                                                                                                                                                                                                                                                                                                                                                   | <p>附註4：中國福建省購電採用合併邊際排放係數每兆瓦時0.70285噸二氧化碳。</p>                                                                                                                   |
| <p>Note 5: Emissions were calculated using online tool provided by International Civil Aviation Organisation.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                    | <p>附註5：廢氣排放採用國際民航組織提供的在線工具計算。</p>                                                                                                                               |
| <p>Note 6: Emission factors were made reference to Appendix 27 of the Main Board Listing Rules and their referred documentation as set out by Hong Kong Exchanges and Clearing Limited, unless stated otherwise.</p>                                                                                                                                                                                                                                                                                                                                 | <p>附註6：除另有說明外，排放係數參考香港聯合交易所有限公司主板上市規則附錄二十七及其參考文件。</p>                                                                                                           |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### (iii) Hazardous Waste

The Group generated various types of hazardous electronic and chemical wastes. All were generated from production lines. A total amount of 3.7906 tonnes of hazardous waste was reported for the Group during the Reporting Period. All hazardous wastes were strictly collected, handled, and stored on-site following the "Standard for Pollution Control on Hazardous Waste Storage" (GB18597-2001), as well as the Group's Management Procedures for Hazardous Chemicals. The procedure requested specifically on:

- Proper storage and identification, and separation from other goods
- Storage place with proper ventilation, restricted access by only qualified specialists
- Zero leakage of chemicals
- Nearby fire extinguishing facilities in place
- Protective materials are in place and used by specialists

All hazardous waste would be further handled by registered and licensed collectors regulated by the local government. Some of the wastes were transferred to Fujian Solid Waste Disposal Co., Ltd. for municipal treatment, and other recyclable electronics were collected by Shenzhen Taili Waste Battery Recycling Technology Co., Ltd..

#### (iii) 有害廢棄物

本集團產生各種危險電子及化學廢棄物。所有廢棄物均由生產線產生。本集團共計報告3.7906噸有害廢棄物。於報告期間，所有有害廢棄物均嚴格根據危險廢物貯存污染控制標準(GB18597-2001)以及本集團的危險化學品管理程序收集、搬運及存儲。所需程序尤其包括以下相關程序：

- 正確存儲及標識，及與其他貨物隔離
- 存儲場所通風良好，僅有資格的專業人士可進出
- 化學品零洩漏
- 附近配備滅火設施
- 備有防護材料，供專業人士使用

所有有害廢棄物將由受地方政府規管的註冊、持牌收集商進一步處理。部分廢棄物轉移至福建省固體廢棄物處置有限公司進行市政處理，而其他可回收電子產品由深圳市泰力廢舊電池回收技術有限公司回收。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

| Hazardous waste type                           | 有害廢棄物類別      | Waste amount (tonnes)<br>廢棄物量(噸) |
|------------------------------------------------|--------------|----------------------------------|
| Waste containers of organic solvent            | 廢有機溶劑桶       | 0.01                             |
| Waste cloth with machine oil                   | 沾有機油的廢布      | 0.08                             |
| Waste ink and paints                           | 廢墨及廢油漆       | 0.11                             |
| Cleansing chemicals                            | 清洗劑          | 0.56                             |
| Waste cloth with organic solvent               | 沾有機溶劑的廢布     | 3.03                             |
| Waste batteries                                | 廢電池          | 0.0056                           |
| Total hazardous waste                          | 有害廢棄物總量      | 3.79                             |
| Intensity (tonnes per pieces of sold products) | 密度(噸/每件已售產品) | 2.65E-09                         |

Note 1: For both hazardous and non-hazardous waste, the overall intensity was based on total aggregated products sold by the two key operations.

附註1：危險及無害廢棄物的整體密度基於兩大主要業務出售的全部產品。

For all hazardous waste categories other than cleansing chemicals and waste cloth with organic solvent, a reduction on waste generation was achieved compared with that of last reporting period, ranging from 27% to 95% reduction in the amount generated.

就除清潔化學品及有機溶劑廢布以外的所有危險廢物類別，廢物產生較上一個報告期減少，減少量為27%至95%。

### (iv) Non-hazardous Waste

Non-hazardous wastes the Group generated were mainly industrial waste from production and commercial waste such as waste papers. A total amount of 358.14 tonnes of non-hazardous wastes were generated in total during the Reporting Period.

### (iv) 無害廢棄物

本集團產生的無害廢棄物主要為生產工業廢棄物及商業廢棄物，如廢紙。於報告期間，本集團共計產生358.14噸無害廢棄物。

Waste metal and waste plastics were sold to a downstream handler – Fuzhou Microparticle Plastics Technology Co., Ltd. for downstream recycling.

廢金屬及廢塑料出售予下游處理商福州微粒塑料科技有限公司。

During the Reporting Period, a total amount of 4,672.84 kg waste office paper were generated, and 4,439.97 kg (95% of waste paper) were collected by the aforementioned handler for recycling, while the remaining few were handled to the Environmental and Health Management Department of Fuzhou Economic and Technological Development Zone. Those unrecyclable waste papers included office papers with confidential information which had to be shredded and hauled away with other non-hazardous waste for landfilling.

於報告期間，本集團產生的廢棄辦公室用紙總量為4,672.84千克，其中4,439.97千克(廢紙總量的95%)由上述處理商進行回收，而餘下少數部分運送至福州經濟技術開發區環境衛生管理處進行處理。該等不可回收的廢紙包括載有機密信息的辦公用紙，其須絞碎並與其他無害廢物運走填埋。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

| Non-hazardous waste type                       | 無害廢棄物類別      | Waste amount (tonnes)<br>廢棄物量(噸) |
|------------------------------------------------|--------------|----------------------------------|
| Waste metal                                    | 廢金屬          | 24.28                            |
| Waste papers-recycled                          | 廢紙－回收        | 4.44                             |
| Waste papers-landfilled                        | 廢紙－填埋        | 0.24                             |
| Waste plastics                                 | 廢塑料          | 321.45                           |
| Other production wastes                        | 其他生產廢棄物      | 7.73                             |
| Total non-hazardous waste                      | 無害廢棄物總量      | 358.14                           |
| Intensity (tonnes per pieces of sold products) | 密度(噸／每件已售產品) | 2.51E-07                         |

Following schemes were implemented to reduce generation of both hazardous and non-hazardous waste during the Reporting Period:

- Reduce: source reduction on hazardous and non-hazardous waste generation was implemented, at the same time more pro-environmental behaviours have been promoted among employees to reduce both the consumption of resources and generation of waste
- Reuse: reuse the incoming packaging materials such as cardboard boxes as much as possible
- Recycle: collaborate with post-consumer waste recyclers to divert recyclable waste from landfilling, e.g., 95% of waste paper generated during this Reporting Period has been recycled

Since the recording of non-hazardous waste generation included different categories from those recorded during the last reporting period. The comparison was not deemed appropriate and not provided.

於報告期間，為減少有害及無害廢物的產生，實施了以下計劃：

- 減少：實施有害及無害廢物產生源減少計劃，同時促進僱員更多的親環境行為以減少資源消耗及廢物產生
- 重複使用：盡可能重複使用收到的如紙箱等包裝材料
- 回收利用：與消費後廢物回收商合作，轉移垃圾填埋場的可回收廢物，如報告期間所產生廢紙的95%已回收利用

由於無害廢物產生的記錄包括與上一個報告期記錄的不同類別，故該比較不被認為適當且未被提供。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### (v) Wastewater

The production lines do not generate industrial wastewater. The domestic wastewater was discharged to the Water Bureau for centralised processing after on-site treatment with septic tanks.

### (v) 廢水

生產線不產生工業廢水。經現場化糞池處理後，生活廢水排放至水務局，進行集中處理。

| Site             | 場所        | Domestic wastewater (m <sup>3</sup> ) |
|------------------|-----------|---------------------------------------|
|                  |           | 生活廢水(立方米)                             |
| Scud Electronics | 飛毛腿電子     | 60,284                                |
| Scud Battery     | 飛毛腿電池     | 10,549                                |
| <b>Total</b>     | <b>總計</b> | <b>70,833</b>                         |

## 2. Use of Resources

The Group continued to adopt the Energy and Resource Management Procedure to manage the proper use of energy, water, and other resources. The monitoring method was to collect monthly data on resource consumption, analyse the hot-spot and set up updated monthly target. By year-end, management team will review the performance and check the implementation of the target through management review.

## 2. 資源使用

本集團繼續採納能源及資源管理程序，以管理能源、水及其他資源的適度使用。監控方法用於每月收集資源消耗數據、分析熱點及設定每月更新的目標。管理團隊在年底之前檢討表現並通過管理檢討檢查目標的實施情況。

### (i) Energy Consumption

During the Reporting Period, the electricity consumption was 17,229,193 kWh in total for the Group, whereas Scud Electronics consumed a larger amount of electricity of 10,959,300 kWh. Other fuels used by the Group included LPG for canteen and gasoline and diesel for vehicles during the Reporting Period.

### (i) 能源消耗

於報告期間，本集團的耗電總量為17,229,193千瓦時，其中電子消耗較大部分電力10,959,300千瓦時。於報告期間，本集團使用的其他燃料包括食堂使用LPG及車輛使用汽柴油。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

## Annual electricity consumption and intensity

## 年耗電量及密度

| Site             | 場所    | Consumption (kWh)<br>耗電量(千瓦時) | Intensity (kWh<br>per pieces of sold<br>products)<br>密度(千瓦時/<br>每件已售產品) |
|------------------|-------|-------------------------------|-------------------------------------------------------------------------|
|                  |       |                               | 密度(千瓦時/<br>每件已售產品)                                                      |
| Scud Electronics | 飛毛腿電子 | 10,959,300                    | 9.14E-01                                                                |
| Scud Battery     | 飛毛腿電池 | 6,269,893                     | 4.42E-03                                                                |

## LPG, diesel, and gasoline fuel consumption

## LPG、柴油及汽油燃料消耗

| Energy source              | 能源      | Direct consumption<br>直接消耗 | Indirect<br>consumption<br>(in kWh)<br>間接消耗(千瓦時) |
|----------------------------|---------|----------------------------|--------------------------------------------------|
|                            |         |                            | 間接消耗(千瓦時)                                        |
| LPG (in kg)                | LPG(千克) | 9.30E+02                   | 12,962.91                                        |
| Gasoline/petrol (in litre) | 汽油(升)   | 275,020.2                  | 2,437,133.44                                     |
| Diesel (in litre)          | 柴油(升)   | 264,27.6                   | 264,232.12                                       |

The Group continues to implement energy conservation initiatives as illustrated under the overall "Environmental" section. Compared with last reporting period, the total electricity consumption increased slightly as illustrated under "The Environment and Natural Resources" section.

本集團繼續實施整體「環境」一節所示的節能措施。較上一個報告期，「環境及自然資源」一節所示的總用電量略有增加。

## (ii) Water Consumption

The Group obtained both production and domestic water from the local Water Bureau. There were no issues in sourcing water during the Reporting Period. The total water consumption for the Group was 187,720 m<sup>3</sup> during the Reporting Period.

## (ii) 耗水量

本集團自地方水務局獲得生產及生活用水。報告期間，於取得水源方面並無任何問題。本集團於報告期的總耗水量為187,720立方米。

The Group continues to implement water saving initiatives, ensuring the water saving from both technical side (e.g., proper maintenance for water facilities and avoid any leakage) and behaviour perspective (e.g., "turning off the tap as you go").

本集團繼續實施節水措施，確保從技術方面(例如，對供水設施進行適當維護並避免任何洩漏)及行為角度(例如，「隨手關水、人走水關」)。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Water consumption and intensity

耗水量及密度

| Site             | 場所    | Consumption (m <sup>3</sup> )<br>耗水量(立方米) | Intensity (m <sup>3</sup> per<br>pieces of sold<br>products) |
|------------------|-------|-------------------------------------------|--------------------------------------------------------------|
|                  |       |                                           | 密度(立方米/<br>每件已售產品)                                           |
| Scud Electronics | 飛毛腿電子 | 150,012                                   | 1.25E-02                                                     |
| Scud Battery     | 飛毛腿電池 | 37,708                                    | 2.66E-05                                                     |

### (iii) Packaging materials

Packaging materials were sourced from various suppliers in Fujian province during the Reporting Period. A total amount of 1,575.53 tonnes of packaging materials were consumed during the Reporting Period. Most of the materials were consumed for Scud Electronics for it needs more materials for protection, storage, internal transfer and delivery of components and finished products. The intensity for the packaging materials for Scud Electronics and Scud Battery was 1.3E-04 and 1.5E-08 per pieces of sold products, respectively. Internal benchmark shall not be performed due to the different property of goods produced by the two key operations.

### (iii) 包裝材料

報告期間，本集團向福建省各供應商採購包裝材料。報告期間消耗的包裝材料總量為1,575.53噸。大部分材料乃由飛毛腿電子消耗，因其需要較多材料保護、存儲、內部轉移及交付部件及產成品。飛毛腿電子及飛毛腿電池的包裝材料密度分別為每件已售產品1.3E-04及1.5E-08。由於兩項主要業務生產的貨物性質不同，不能執行內部基準。

| Packaging materials               | 包裝材料   | Consumption (tonnes)<br>消耗量(噸) |
|-----------------------------------|--------|--------------------------------|
| Paper-based packaging materials   | 紙質包裝材料 | 1,446.66                       |
| Plastic-based packaging materials | 塑料包裝材料 | 128.87                         |

| Packaging materials used by site | 場所使用的包裝材料 | Consumption (tonnes)<br>消耗量(噸) |
|----------------------------------|-----------|--------------------------------|
| Scud Electronics                 | 飛毛腿電子     | 1,554.30                       |
| Scud Battery                     | 飛毛腿電池     | 21.23                          |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

**3. The Environment and Natural Resources**

The Group's business does not generate significant impacts on environment, though it does rely on upstream extracting of raw earth materials. The Group considers resource conservation of paramount importance. We systematically identified any resource-intensive activities and adopted Control measures to reduce resource consumption and their associated emissions. Below are some key activities, their associated environmental impacts, and control measures.

1. Refrigrant usage: involving chemicals such as CFC-11, CFC-12, CFC-13, HCFC-22, R500, F502 which lead to ozone depletion and global warming.

**Control measures:**

- Purchasing policies on energy efficient appliance, proper maintenance;
- Reduce leakage;
- Increase recycling rate;
- At the end of appliance life time, it is reclaimed, or treated in cooperation with local Environmental Protection Agency (EPA);
- Windows and doors shall be closed for all air-conditioned rooms;
- Air-conditioner will be installed in a cool place or a sunshade can be installed.

**3. 環境及天然資源**

儘管本集團的業務依賴上游提取地球原材料，但對環境並無重大影響。本集團認為資源保護至關重要。我們系統地鑒別資源密集型業務活動並採取控制措施，降低資源消耗及相關排放。以下為部分主要業務活動、相關環境影響及控制措施。

1. 使用製冷劑：涉及CFC-11、CFC-12、CFC-13、HCFC-22、R500、F502等化學品，可能導致臭氧消耗及全球變暖。

**控制措施：**

- 採購節能設備政策、適當維護；
- 減少洩漏；
- 提高回收利用率；
- 於設備壽命期末，進行回收或與地方環保局合作處理；
- 關閉所有空調房的門窗；
- 將空調安裝在陰涼處或安裝遮陰棚。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

2. Use of purchased resources: generating indirect emissions and impacts.

**Control measures:**

- Considering purchase of renewable energies, and/or install on-site renewable energy.

3. Daily production/domestic activities: leading to resource consumption and waste generation.

**Control measures:**

- Campaign to save paper, waste paper recycling, double-sided printing, use of waste paper for notes and memos;
- Campaign to save water, report and reduce water leakage;
- Save electricity: lighting management, arranging personnel patrol inspection to avoid energy waste, using the design of natural lighting and sunscreen of buildings;
- Resource recovery, assessment and enhancement of waste reuse, waste reduction to reduce the load of incinerating and landfilling processes of municipal waste treatment centres;
- Planting trees to increase green area and micro-climate regulation;
- Standardise procurement process, select energy saving equipment, and keep regular maintenance of equipment;

2. 使用購買資源：產生間接排放及影響。

**控制措施：**

- 考慮採購可再生能源及／或安裝現場可再生能源。

3. 日常生產／生活活動：消耗資源及產生廢棄物。

**控制措施：**

- 節約用紙、廢紙回收、雙面打印、將廢紙用作筆記本及記事本；
- 節約用水、報告及減少漏水；
- 節約用電：照明管理、安排人員巡查避免能源浪費、採用自然採光及建築遮陽棚設計；
- 資源回收、評估及提升廢棄物再利用、減少廢棄物，減輕市政廢棄物處理中心的焚燒及填埋壓力；
- 種樹，增加綠化面積及微氣候調節；
- 採購流程標準化、選擇節能設備及定期維護設備；

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

- Promote pro-environmental behaviours such as:
  - sorting and washing similar clothes together to reduce washing times, use natural dry;
  - adopting low-carbon life style, use public transportation;
  - avoiding high-speeding, reducing car usage, reducing car air conditioner usage, encouraging car-pooling.
- 提倡環境友好行為，如：
  - 衣物分類、同類衣物一併清洗，減少清洗時間，採用自然晾乾；
  - 選擇低碳生活方式、搭乘公共交通工具；
  - 避免超速、減少用車、少用車載空調、鼓勵拼車。

Overall, the Group has achieved its resource conservation target set for 2017 regarding fuel consumption and paper consumption. Nevertheless, the water and electricity consumption have slightly increased and 2018 will be a critical year to further implement the resource conservation policies. The potential increase in electricity and decrease in fuel consumption is likely due to the replacement of natural gas by electricity as the energy source. In 2018, the Group will reinforce specific management practices such as “turning off the lights and machine when leaving” and “avoiding waste of lighting, idle machine, and water leakage”.

總體而言，本集團已實現2017年有關燃油消耗及紙張消耗的資源節約目標。儘管如此，水電消耗卻稍有增加，而2018年將為進一步實施資源節約政策的關鍵年度。用電量的潛在增長以及燃油消耗的降低可能原因為用電力作為能源代替天然氣。於2018年，本集團將強制實施具體的管理條例，例如做到「人走燈滅、人走機停」防止「長明燈長待機長流水」現象發生。

| Resource category<br>資源類別 | 2017 performance results compared to 2016<br>2017表現結果與2016年相比                          |
|---------------------------|----------------------------------------------------------------------------------------|
| Electricity<br>電          | Electricity consumption increased by 1.2%, not achieving the target<br>用電量增長1.2%，未達成目標 |
| Water<br>水                | Water consumption increased by 1.7%, not achieving the target<br>用水量增長1.7%，未達成目標       |
| Fuel consumption<br>燃油消耗  | Fuel consumption decreased by 8%, achieving the target<br>燃油消耗減少8%，達成目標                |
| Paper consumption<br>紙張消耗 | Paper consumption decreased by 23.5%, achieving the target<br>紙張消耗減少23.5%，達成目標         |

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### B. Social

#### 1. Employment and Labour Practices

The Group considers human resources as our most valuable asset. The Group adopts management practices such as Methods of Employee Interview and keeps records of every interview with its employees, including complaints records if any. Employees are encouraged to discuss any of their concerns with the Group, including but not limited to the following topics:

- Work environment: whether equipment and facilities can meet the needs of work in time, enterprise culture, management system construction;
- Job aspects: job responsibilities, operating procedures, work tasks, development & training, promotion, personal career planning;
- Employee benefits and welfare;
- Employees' family issues.

##### (i) Employment

The Group had a total number of 2,424 employees as of 31 December 2017. All of them were full time employee. The updated 2017 Staff Manual has come into force including basic human resources (HR) policies, recruitment and dismissal procedures, compensation and benefits, appraisal, rewarding and penalty, promotion, contract abolition, development and training, employees' communication, and occupational health and safety.

The Group established specific recruitment processes for those returned employees. All other newly engaged employees shall follow the normal recruitment procedures such as providing personal data for background check. The termination of a labour contract includes different types and categories, such as resignation, dismissal and termination under various situations. The Group identifies situations which may lead to a dismissal, e.g., an employee committing unethical behaviors such as bribery and/or corruption.

### B. 社會

#### 1. 僱傭及勞工常規

本集團視人力資源為最寶貴資產，並採納員工訪談方法等管理常規及記錄與僱員的訪談，包括投訴記錄(如有)。本集團鼓勵僱員暢談彼等對本集團的關注點，包括但不限於以下方面：

- 工作環境：設備及設施是否滿足及時工作、企業文化、管理系統建設需求；
- 工作方面：工作職責、操作程序、工作任務、發展及培訓、晉升、個人職業規劃；
- 僱員福利；
- 僱員家庭問題。

##### (i) 僱傭

於2017年12月31日，本集團共有2,424名僱員。全部僱員均為全職僱員。最新的2017年員工手冊已生效，包括基本人力資源(HR)政策、招聘及解聘程序、薪酬及福利、評估、獎懲、晉升、合同解除、發展及培訓、僱員溝通及職業衛生及安全。

本集團已就回流僱員建立具體聘用程序。所有其他新入職僱員應使用正常聘用程序，如提供個人數據以供背景核查。終止勞動合同包括不同類別及種類，如辭職、解僱及根據多種情況終止。本集團識別可能導致解僱的情況，即僱員作出非道德行為、如賄賂及／或腐敗。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

**Compensation and Benefits**

Basic compensation and benefits package include minimum wages, legally mandated breaks, holidays, social insurance and pension in compliance with the applicable laws and regulations of the PRC regarding employment, such as: Law on Trade Unions of the PRC, Employee Annual Vacation Regulations, Social insurance law of the PRC. Employees are entitled to leave of absence, annual leave, sick leave, marriage leave, compassionate leave, maternity leave, paternity leave, voluntary leave, injury leave, compensation leave and breastfeeding breaks.

The Group has internal Salary Management Regulations to manage employee compensation, which includes basic salary, bonus, special allowance, overtime allowance, and extra stipend when applicable. The remuneration structure is “merit-based” and is set objectively based on the personnel’s position and performance. In addition, all employees are entitled to have a “birthday red packet” each year, as well as a “wedding red packet” when the employee gets married. The Group also sends cash to employees to celebrate their new-born babies, or to show condolence for employees’ family loss.

**Appraisal System**

The Group enforces “Everyone is equal” as one basic principle when dealing with rewarding and penalty system. The Rewarding and Penalty Procedure clearly define criteria on rewarding and penalty and incentive regulations. All cases shall follow the written procedure. The Group adopts the promotion principle of unleashing the talents of every employee. And all employees have the opportunity to be promoted if they show the talents and suitability for a certain position. HR Department will arrange comprehensive evaluation procedures before an employee is promoted.

**薪酬及福利**

基本薪酬及福利符合中國僱用相關適用法律法規(如中國工會法、僱員年休假條例、中國社會保險法)規定的最低工資、法定休息、節假日、社保及養老保險。僱員有權享有休假、年假、病假、婚嫁、照顧性准假、產假、陪产假、自願休假、工傷假、補償假及母乳餵養假。

本集團擁有內部工資管理條例，管理僱員薪酬，包括基本工資、獎金、特別津貼、加班津貼及額外津貼(如適用)。薪酬結構以「業績為基礎」並根據人員的職位及表現客觀設定。此外，所有僱員每年可獲得「生日紅包」以及員工結婚時可獲得「結婚紅包」，且對於僱員的新生寶寶，本集團向相關僱員發放現金表示祝賀，或對失去親人的僱員，發放慰問金。

**評估體系**

本集團以「人人平等」作為獎懲制度的基本準則。獎懲程序明確規定獎懲標準及激勵規制。所有情況均遵循書面程序。本集團採納人盡其才的晉升原則。倘其展現才能及適合某個職位，所有僱員具有機會獲得晉升。人力資源部將在僱員晉升之前安排綜合評估程序。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### Equal Opportunity and Non-discrimination

The Group implemented a formal Control Procedure on Prohibition of Forced Labour, Discrimination and Workplace Harassment. Employees have the following channels to report on any violation or suspected violation under this procedure: 1) report directly to the HR department; 2) go through the complaint program, and send it to a specified mailbox or call a designated hotline; or 3) go to the Employee Care Centre for help.

#### 機會均等及無歧視

本集團實施正式禁止強制勞工、歧視及工作場所騷擾的控制程序。僱員可通過下列渠道舉報任何違反或涉嫌違反本程序的行為：1) 直接向人力資源部報告；2) 通過投訴程序，以及向指定郵箱發送郵件或撥打指定熱線投訴；或3) 向員工關愛中心尋求幫助。

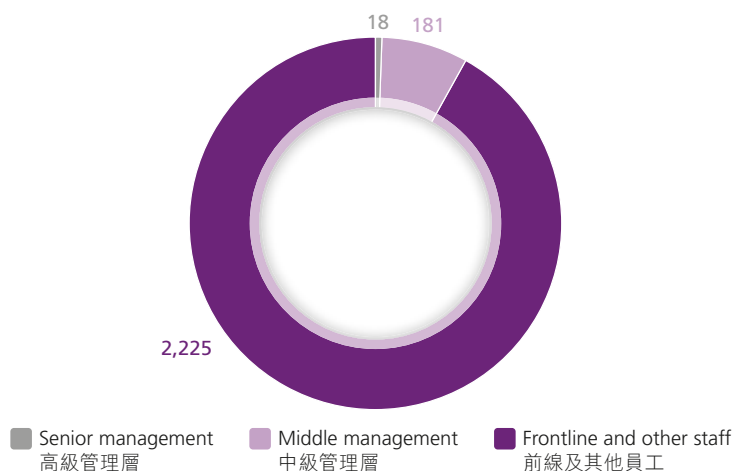
|                           |              | Number of employees<br>僱員人數 |                       |             |
|---------------------------|--------------|-----------------------------|-----------------------|-------------|
|                           |              | Scud Electronics<br>飛毛腿電子   | Scud Battery<br>飛毛腿電池 | Total<br>總計 |
| Total number of employees | 僱員總數         | 1,781                       | 643                   | 2,424       |
| <b>Employee category</b>  | <b>僱員類別</b>  |                             |                       |             |
| Senior management         | 高級管理人員       | 10                          | 8                     | 18          |
| Middle management         | 中級管理人員       | 125                         | 56                    | 181         |
| Frontline and other staff | 一線及其他員工      | 1,646                       | 579                   | 2,225       |
| <b>By age group</b>       | <b>按年齡組別</b> |                             |                       |             |
| <=25                      | <=25         | 856                         | 300                   | 1,156       |
| >=26, and <=35            | >=26及<=35    | 687                         | 243                   | 930         |
| >=36, and <=45            | >=36及<=45    | 190                         | 84                    | 274         |
| >=46, and <=55            | >=46及<=55    | 45                          | 16                    | 61          |
| >=56                      | >=56         | 3                           | 0                     | 3           |
| <b>By gender</b>          | <b>按性別</b>   |                             |                       |             |
| Male                      | 男            | 1,192                       | 404                   | 1,596       |
| Female                    | 女            | 589                         | 239                   | 828         |
| <b>By region</b>          | <b>按區域</b>   |                             |                       |             |
| Mainland China            | 中國大陸         | 1,781                       | 643                   | 2,424       |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

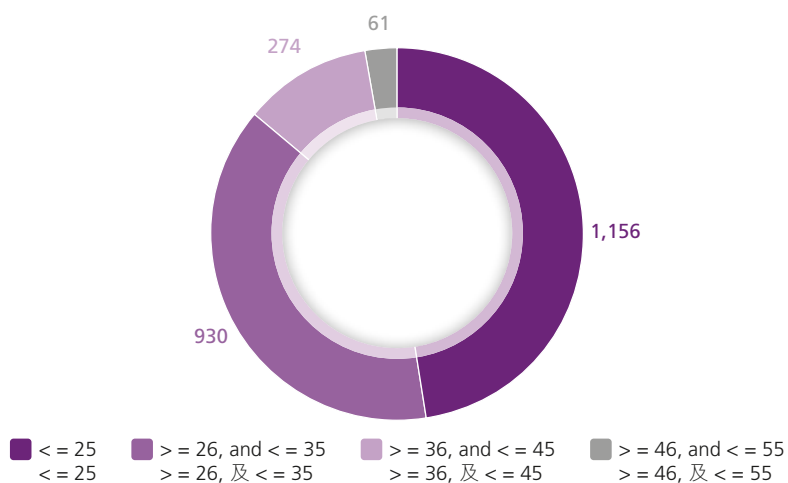
#### Total Workforce (Number of employees) By Employee Category

按僱員類別劃分之(僱員)總勞動力



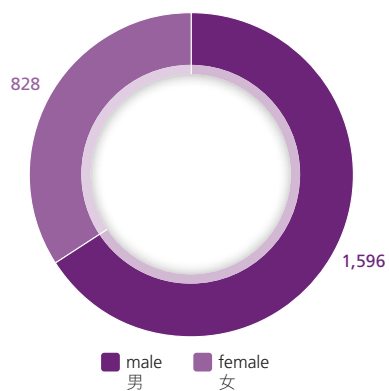
#### Total Workforce (Number of employees) By Age Group

按年齡組別劃分之(僱員)總勞動力



#### Total Workforce (Number of employees) By Gender

按性別劃分之(僱員)總勞動力



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### Turnover

A total number of 1,975 employees left the Group in 2017, contributing to turnover rate of 81.48%. Such a high turnover rate was very common in the electronic manufacturing industry.

#### 人員流失

於2017年，本集團共有1,975名僱員離職，人員流失比率為81.48%。如此高的人員流失比率在電子製造行業較為常見。

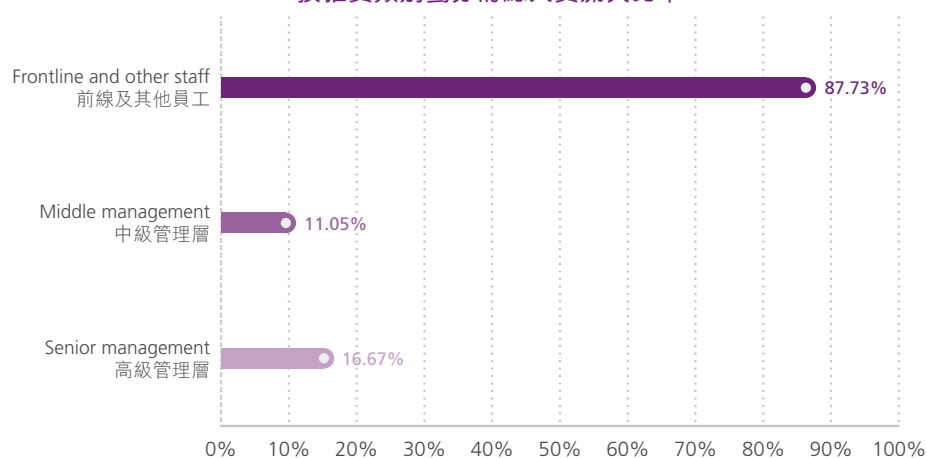
|                                                      |              | Scud Electronics<br>飛毛腿電子 | Scud Battery<br>飛毛腿電池 | Group total<br>集團總計 |
|------------------------------------------------------|--------------|---------------------------|-----------------------|---------------------|
| Total number of employees leaving employment in 2017 | 2017年離職僱員總數  | 1,563                     | 412                   | 1,975               |
| Turnover Rate                                        | 人員流失比率       | 87.76%                    | 64.07%                | 81.48%              |
| <b>Employee category</b>                             | <b>僱員類別</b>  |                           |                       |                     |
| Senior management                                    | 高級管理人員       | 2                         | 1                     | 3                   |
| Middle management                                    | 中級管理人員       | 13                        | 7                     | 20                  |
| Frontline and other staff                            | 一線及其他員工      | 1,548                     | 404                   | 1,952               |
| <b>By age group</b>                                  | <b>按年齡組別</b> |                           |                       |                     |
| <=25                                                 | <=25         | 1,002                     | 268                   | 1,270               |
| >=26, and <=35                                       | >=26及<=35    | 492                       | 114                   | 606                 |
| >=36, and <=45                                       | >=36及<=45    | 62                        | 26                    | 88                  |
| >=46, and <=55                                       | >=46及<=55    | 6                         | 4                     | 10                  |
| >=56                                                 | >=56         | 1                         | 0                     | 1                   |
| <b>By gender</b>                                     | <b>按性別</b>   |                           |                       |                     |
| Male                                                 | 男            | 1,136                     | 292                   | 1,428               |
| Female                                               | 女            | 427                       | 120                   | 547                 |
| <b>By region</b>                                     | <b>按區域</b>   |                           |                       |                     |
| Mainland China                                       | 中國大陸         | 1,563                     | 412                   | 1,975               |

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

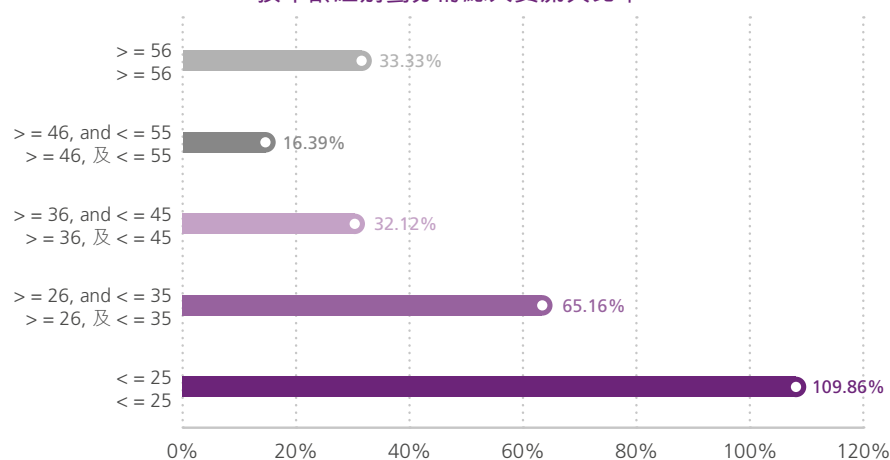
### Total Turnover Rate By Employee Category

按僱員類別劃分的總人員流失比率



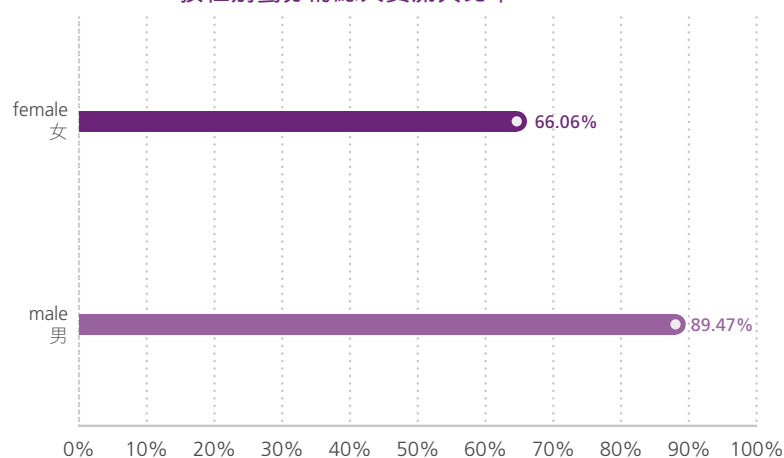
### Total Turnover Rate By Age Group

按年齡組別劃分的總人員流失比率



### Total Turnover Rate By Gender

按性別劃分的總人員流失比率



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### (ii) Occupational Health and Safety ("OHS")

The Group endeavours to ensure employees are protected from potential hazards, risks, and accidents. Workplace health and safety is of paramount importance to the Group.

The Group applies Risk Assessment and Control approach to manage workplace health and safety. First, the relevant risks and hazards related to our operation have been identified. These identified risks were then assessed for 1) their probability of occurrence, and 2) the potential consequences of the occurrence.

#### (ii) 職業健康與安全(「OHS」)

本集團致力於確保僱員受到保護，防止潛在危害、風險及事故。工作場所健康與安全對本集團而言至關重要。

本集團採用風險評估及控制方法，管理工作場所健康與安全。首先，本集團已確定與經營相關的風險及危害。之後，評估已確定風險的1)發生概率及2)發生的潛在後果。

| Activities<br>活動                      | Potential hazards<br>潛在危害                                                                                | Consequences of hazards<br>危害後果                     | Risk assessment-<br>score<br>風險評估－分數 |
|---------------------------------------|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------|
| Application of chemicals<br>使用化學品     | Leakage<br>洩漏                                                                                            | Burning of eyes, skins<br>灼傷眼睛、皮膚                   | 200                                  |
| Product design<br>產品設計                | Design errors<br>設計錯誤                                                                                    | Short circuit, explosion<br>短路、爆炸                   | 800                                  |
| Printing processes<br>印刷過程            | Transmission of hazardous chemicals<br>傳播危害化學品                                                           | Syncope, central nerve paralysis etc.<br>暈厥、中樞神經麻痺等 | 320                                  |
| Transportation of chemicals<br>化學品運輸  | Leakage, fire, explosion etc.<br>洩漏、火災、爆炸等                                                               | Fatalities<br>死亡事故                                  | 320                                  |
| Equipment usage<br>設備使用               | Design errors or inappropriate usage<br>設計錯誤或使用不當                                                        | Short circuit, explosion<br>短路、爆炸                   | 360                                  |
| Welding processes<br>焊接過程             | Fumes from welding<br>焊接煙塵                                                                               | Respiratory damage<br>呼吸系統損害                        | 320                                  |
| All manufacturing processes<br>所有製造過程 | Wire aging, improper maintenance of appliance, operations not following procedures<br>電線老化、設備維護不當、不按規定操作 | Fire<br>火災                                          | 320                                  |
| Extreme weather<br>極端天氣               | Not closing doors and windows, collapse of buildings, trees etc.<br>不關門窗、建築、樹木倒塌等                        | Fatalities and/or injuries<br>死亡事故及／或傷害             | 400                                  |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

To control the high-risk areas, the Group adopts internal Regulations for the Prevention and Control of Occupational Diseases Management to secure employees' health and safety. Any related expenses of occupational health examination are to be borne by the Company. In case any occupational disease is found, the Group will follow the "Regulations for the treatment of patients with occupational diseases and occupational diseases" to implement any follow-ups. All employees are required to take part in occupational disease prevention and health knowledge training sessions. Similarly, the employees are requested to use personal protective equipment when applicable.

The Group applies Assessment of the Implementation of Health and Safety Management to evaluate the health and safety management, monitoring the performance via several measurable metrics. All key functional departments are required to fill in the evaluation form each month to track their OHS performance, and they all performed well under OHS topics – achieving 100 scores.

為控制高風險領域，本集團採納內部職業病管理防控條例，確保僱員的健康及安全。職業健康檢查相關所有費用由本公司承擔。如發現職業病，本集團將根據「職業病患者及職業病處理條例」進行跟進。所有僱員均需參加職業病預防及監控知識培訓課程，且類似地，僱員須使用個人防護設備（如適用）。

本集團採用健康及安全管理實施評估，評價健康及安全管理、通過各種可衡量指標監控表現。所有主要職能部門每月需填寫評估表格，以跟蹤其OHS表現，且各職能部門在各OHS方面均表現很好－獲得100分。

| Goals<br>目標                                                                                                                                                                                                      | Evaluation Criteria<br>評價標準                                                                            | Best performance<br>score<br>最佳表現得分 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|-------------------------------------|
| Less than 2 minor work injury cases each month<br>每月輕微工傷事故低於2宗                                                                                                                                                   | One minor injury deducting 5 points,<br>more than 2 cases deduct all points.<br>1宗輕微工傷事故扣5分，超過2宗扣除所有分數 | 20 points<br>20分                    |
| 0 major injury case each month<br>每月0宗重大傷害事故                                                                                                                                                                     | Any major injury deducting all points<br>一旦發生重大傷害事故，扣除所有分數                                             | 30 points<br>30分                    |
| 0 major accidents such as fire, or those resulting in more than RMB10,000 loss, or life injuries, or any accidents resulting in significant operational impacts<br>0宗重大事故，如火災，或造成人民幣10,000元以上或傷亡的事故，或造成重大經營影響的事故 | Any listed accidents deducting all points<br>一旦發生任何所列事故，扣除所有分數                                         | 50 points<br>50分                    |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

Other metrics such as injury and fatal incident rates, lost days due to injuries were also kept at the group level. The Group treats workplace health and safety as a continuous improving process, and we frequently review and improve safety management system processes to achieve injury-free workplace.

集團層面亦記錄傷亡事故率、因工傷損失工作日數等其他指標。本集團視工作場所健康及安全為持續改善過程，且我們不斷檢討及改善安全管理流程，確保工作場所零工傷。

#### Occupational Health and Safety Data

#### 職業健康與安全數據

|                              |           | Scud Electronics<br>飛毛腿電子 | Scud Battery<br>飛毛腿電池 |
|------------------------------|-----------|---------------------------|-----------------------|
| Work related fatality        | 與工作相關的死亡  | 0                         | 0                     |
| Lost days due to work injury | 因工傷損失工作日數 | 23                        | 135                   |
| Work injury cases <3 days    | 工傷事故<3天   | 1                         | 0                     |
| Work injury cases >3 days    | 工傷事故>3天   | 3                         | 4                     |

To the best of the information and knowledge of the directors of the Company, during the Reporting Period there was no material non-compliance with the applicable laws and regulations relating to occupational health and safety which had a material impact on the Group.

就本公司董事深知及盡悉，於報告期間，概無任何重大違反對本集團有重大影響的職業健康及安全相關的適用法律及法規。

#### (iii) Development and Training

The Group follows internal Regulations on Training Management to monitor the employees' development and training practices. Other than general trainings on topics such as OHS, management systems, the following specific types of trainings were carried out:

- Job competency: training for updating/expanding employee knowledge, improving job skills, promoting work efficiency.
- Special skills/qualification training: training for special operators, whom need to participate in the training organised by professional training institutions, and obtain external qualification certificates.
- Key position personnel training: training for staff of key production positions, they will need to pass the internal qualification examination.
- Any temporary internal training: directly fill in "training implementation schedule", and select "new demand for the implementation basis".
- Any unplanned external training: the application form will be filled by departments or individuals, submitted to the general manager of the subsidiary for approval.

#### (iii) 發展及培訓

本集團採用內部培訓管理條例，監控僱員發展及培訓常規。除OHS、管理制度等一般培訓外，本集團亦提供以下特別培訓：

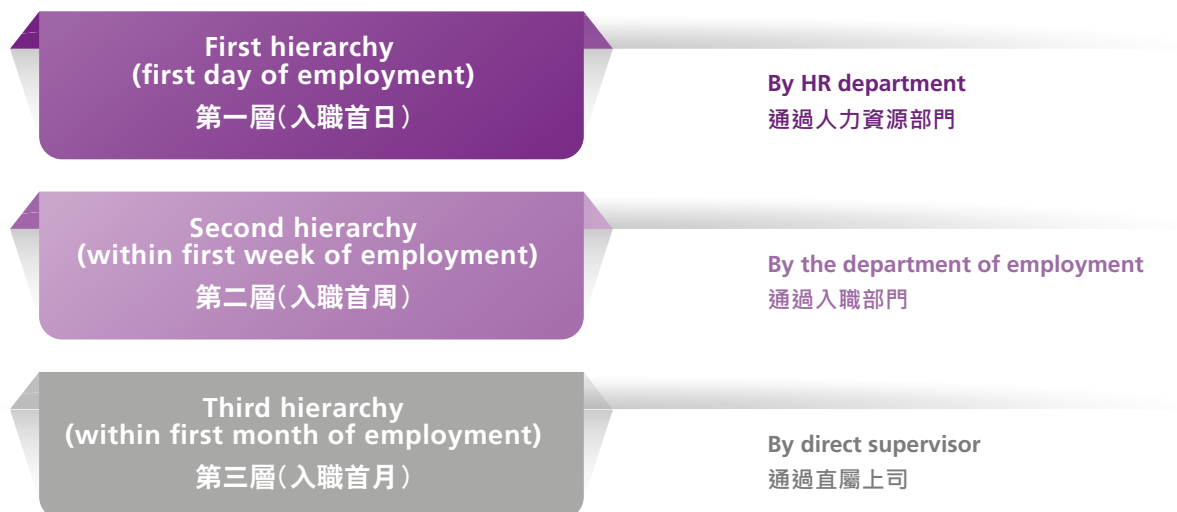
- 工作能力：更新／補充僱員知識、改善工作技能及提高工作效率的培訓。
- 特殊技能／資格培訓：特殊操作人員培訓，參加培訓的人員須參加專業培訓機構組織的培訓並取得外部資格證書。
- 重要崗位人員培訓：重要生產崗位人員培訓，參加培訓的人員須通過內部資格考試。
- 任何內部臨時培訓：直接填寫「培訓實施計劃表」及選擇「新培訓需求基準」。
- 任何計劃外的外部培訓：由部門或個人填寫申請表，並提交附屬公司總經理審批。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

For new employees in particular, three hierarchies of trainings were carried out. On their first day, the HR Department will introduce them the development history of the Company, the enterprise culture, the OHS policies, anti-bribery, anti-corruption, counter-terrorism etc. they will also be visiting the factory and understanding the layout of the Company. Secondly, at departmental training, the process flow, production characteristics, risk factors etc. will be carried out. And finally, at individual working group, training will be conducted by their direct supervisors including technical skills and operating procedures etc.

尤其對於新僱員，本集團實施三個層次的培訓。入職第一天，人力資源部將向彼等介紹公司的發展歷史、企業文化、OHS政策、反賄賂、反腐敗、反恐等，且彼等還將參觀工廠、了解公司的佈局。第二，將進行工藝流程、生產參數、風險因素等部門培訓。最後，各自工作組的培訓將由直接主管實施，包括技能及操作程序等。



In 2017, the Group completed a total of 32,437 training hours for 10,588 employees.

於2017年，本集團共為10,588名僱員提供共計32,437小時培訓。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

|                                       |                                                                | Scud<br>Electronics<br>飛毛腿電子 | Scud<br>Battery<br>飛毛腿電池 | Total<br>總計 |
|---------------------------------------|----------------------------------------------------------------|------------------------------|--------------------------|-------------|
| Number of employee receiving training | 參加培訓的僱員人數                                                      | 6,328                        | 4,260                    | 10,588      |
| Total training hours                  | 總培訓小時數                                                         | 26,135.5                     | 6,301.5                  | 32,437      |
| <b>By employee category</b>           | <b>按僱員類別</b>                                                   |                              |                          |             |
| Senior management<br>高級管理人員           | Number of employees receiving training<br>參加培訓的僱員人數            | 8                            | 8                        | 16          |
|                                       | average training hours completed per employee<br>每名僱員完成受訓的平均時數 | 4.95                         | 5.63                     | 5.25        |
| Middle management<br>中級管理人員           | Number of employees receiving training<br>參加培訓的僱員人數            | 595                          | 190                      | 785         |
|                                       | average training hours completed per employee<br>每名僱員完成受訓的平均時數 | 19.44                        | 9.31                     | 16.30       |
| Frontline and other staff<br>前線及其他員工  | Number of employees receiving training<br>參加培訓的僱員人數            | 5,725                        | 4,062                    | 9,787       |
|                                       | average training hours completed per employee<br>每名僱員完成受訓的平均時數 | 14.37                        | 9.91                     | 13.21       |
| <b>By gender</b>                      | <b>按性別</b>                                                     |                              |                          |             |
| Male<br>男                             | Number of employees receiving training<br>參加培訓的僱員人數            | 4,184                        | 2,491                    | 6,675       |
|                                       | average training hours completed per employee<br>每名僱員完成受訓的平均時數 | 13.95                        | 9.60                     | 12.85       |
| Female<br>女                           | Number of employees receiving training<br>參加培訓的僱員人數            | 2,144                        | 1,769                    | 3,913       |
|                                       | average training hours completed per employee<br>每名僱員完成受訓的平均時數 | 16.14                        | 10.13                    | 14.41       |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### (iv) Labour Standard

Background check was conducted for every new employee during the recruitment process to ensure compliance with the any applicable labour laws in China, such as the Labor Law of the PRC. There were no children nor forced labour in the Group's operations in the Reporting Period. The Group applies following hierarchies to strictly follow labour standards:

1. Control at the system level: According to the Group's human resource management control process, child and forced labour is strictly prohibited, and the responsibilities of the relevant department and personnel in the various recruitment process are clearly stated.
2. Control with high-tech: Before signing the contract, the employees' personal information identification system was initiated, and the age audit of the employees was performed.
3. The humanistic care: An employee care center was established to help address the employees' concerns, objectively and impartially react on the feedback from staff, and take actions for any violation reported and confirmed.
4. Reference of third party information: After obtaining the consent of the employees, the Company checks the authenticity of the information provided by the employees by checking with independent third parties and/or the employees' past employers.

#### (iv) 勞工準則

每名新員工在招聘過程中將接受背景調查，確保符合中國的任何適用勞動法律，如中國勞動法。於報告期間，本集團的經營概無使用童工或強制勞工情況。本集團通過以下層次管理嚴格遵守勞工準則：

1. 制度層面控制：根據集團的人力資源管理控制程序，嚴格禁止任何童工及強制勞工、且明確規定相關部門及人員在各種招聘過程中的責任。
2. 高科技控制：簽署合約之前，僱員的個人資料識別系統啟動，對僱員進行年齡審核。
3. 人文關懷：建立僱員關懷中心，幫助僱員解決顧慮、客觀公正地對待員工的反饋並對舉報並經確認的違規行為採取行動。
4. 參考第三方資料：取得僱員同意後，公司與獨立第三方及／或僱員的前僱主核實僱員提供資料的真實性。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

#### 2. Operating Practices

##### (i) Supply Chain Management

The purchasing policy was not updated in 2017. The purchasing of tantalum, tin, tungsten and gold ("3TG") minerals were avoided as human rights issues are directly and/or indirectly linked to the extraction and trade of these minerals. Based on the principles of openness, fairness and honesty, suppliers are selected and evaluated with consideration of their legitimacy, cost, management system, production and supply capacity, technology and quality.

The social and environmental impacts of suppliers are managed under the Responsible Business Alliance (RBA) program (the formerly Electronic Industry Citizenship Coalition (EICC) program). The RBA facilitates collaboration and dialogue among various stakeholders toward achieving the RBA mission of a responsible global electronics supply chain. In corollary, the Group's compliance with the RBA standards continues to ensure that working conditions in the upstream suppliers are safe, workers are treated with respect and dignity, and manufacturing processes are environmentally responsible.

In 2017, major suppliers of the Group were sourced from Mainland China, Hong Kong, Taiwan, and the Republic of Korea.

#### 2. 營運慣例

##### (i) 供應鏈管理

採購政策於2017年未有任何更新。由於人權問題直接及／或間接地與該等礦物的開採及貿易相關，因此避免採購鉭、錫、鎢及黃金。根據公開、公平、公正的原則遴選及評估供應商，主要考慮彼等的合法性、成本、管理體系、生產及供應能力、技術及質量。

供應商對社會及環境的影響根據責任商業聯盟行為準則(原電子行業公民聯盟行為準則)進行管治。責任商業聯盟促使各持份者之間的合作及對話，以實現責任商業聯盟負責全球電子供應鏈的使命。由此推論，本集團遵守責任商業聯盟行為準則持續保證了上游供應商工作環境的安全、員工受到尊重和尊嚴的對待以及製造過程對環境負責。

於2017年，本集團的主要供應商位於中國大陸、香港、台灣及韓國。

| Geographical region   | 地理區域      | Total number of suppliers by region |                       |                 |
|-----------------------|-----------|-------------------------------------|-----------------------|-----------------|
|                       |           | Scud Electronics<br>飛毛腿電子           | Scud Battery<br>飛毛腿電池 | 按區域劃分的<br>供應商總數 |
| Mainland China        | 中國大陸      | 162                                 | 185                   | 347             |
| Hong Kong             | 香港        | 2                                   | 35                    | 37              |
| Taiwan                | 台灣        | 1                                   | 3                     | 4               |
| The Republic of Korea | 韓國        | 3                                   | 0                     | 3               |
| <b>Total</b>          | <b>總計</b> | <b>168</b>                          | <b>223</b>            | <b>391</b>      |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

**(ii) Product Responsibility**

No non-compliance with relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labeling and privacy matters relating to products and services provided can be identified during the Reporting Period.

**Product Packaging and Advertisement**

Packaging of our sold products has clear indication to ensure safe handling during transportation, to avoid any false or misleading contents to misguide consumers. Safety requirements are labelled on product packaging when applicable. The Control Procedure on Information Communication guide relevant activities, in addition to following national standards: GB191-2000 Packaging: Pictorial Marking for Handling of Goods, GB18455-2001 Packaging Recycle Mark, GBT18455-2010 Packaging Recycling Marking.

The Group's Code of Conduct for Business Ethics guides commercial advertisement. In particular, when doing advertisement, inappropriate elements and/or acts should be avoided, which include but not limited to:

- biased propaganda or exaggeration of certain defects in comparable products or services, and the use of contrasts, associations, etc., to reflect others;
- the involvement of counterfeit trademarks unapproved by relevant department in various statements or notices;
- unauthorised use of other well-known goods and service marks as a foil to promote own products and services;
- using words or promises that are ambiguous to consumers;

**(ii) 產品責任**

於報告期間，概無識別對本集團有重大影響的有關健康及安全、廣告、商標及涉及提供的產品及服務的隱私事宜的相關法律法規違規。

**產品包裝及廣告**

我們所售產品的包裝上具有明確指示，以確保於運輸過程中得到安全處理，及避免任何錯誤或失誤內容對客戶產生誤導。於適用時於產品包裝上貼上安全要求標籤。除國家標準：GB191-2000包裝：貨物包裝儲運圖示標誌，GB18455-2001包裝回收標誌，GBT18455-2010包裝回收標誌以外，均由信息溝通控制程序指引相關活動。

本集團以其商業道德行為準則對商業廣告提供指引。尤其是，於廣告進行時，應避免以下不當元素及／或行為，包括但不限於：

- 對可比較產品或服務中的某些缺陷片面地宣傳或誇大，以及使用對比、關連等方式以映射其他人；
- 於各種聲明或通知中出現未經相關部門批准的偽冒商標；
- 未經授權使用其他知名商品及服務商標作為襯托以推廣自有產品及服務；
- 對消費者使用含糊不清的詞彙或承諾；

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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- using unlawful, unscientific and unfair evaluation or awards;
- Garbling, stealing and/or hiding main facts in relevant data.

All relevant activities are in compliance with relevant laws and regulations including “Anti-Unfair Competition Law of the PRC”; “Advertising Law of the PRC”, “Law of the PRC on the Protection of Consumer Rights and Interests”, “Regulations on the Ethics of Advertising Activities”. No false nor misleading contents shall be contained within any advertisement.

#### Quality Control and Quality Assurance

The Group updated its Control Procedure on Non-conformance Products, clarified the responsibility of each department to ensure minimum defects and corrective actions were taken in a timely manner.

- Quality Department: overall supervision to identify, review, handle and track the non-conformance materials and products;
- Warehousing Department: identifying, isolating, and feedback on non-conformance;
- Engineering Department: root cause analysis of non-conformance products;
- Production Control Department: sorting, re-working, scraping on non-conformance;
- Manufacturing department: identification, isolation, feedback, correction and improvement of non-conformance products.

- 使用非法、非科學及不公平評估或獎勵；
- 篡改、剽竊及／或隱藏相關數據中的主要事實。

所有相關活動皆符合相關法律及法規，包括「中華人民共和國反不正當競爭法」、「中國廣告法」、「中華人民共和國消費者權益保護法」及「廣告活動道德規範」。廣告內容不得含有虛假或誤導性內容。

#### 質量控制及質量保證

本集團更新了其不合格產品控制程序，明確了各部門的責任，以確保將缺陷降至最低並及時採取糾正措施。

- 質量部：整體監督，以識別、審查、處理及跟蹤不合格材料及產品；
- 倉儲部：識別、隔離不合格產品並提供反饋；
- 工程部：對不合格產品進行根本原因分析；
- 生產控制部：對不合格產品進行分類、再加工、報廢；
- 製造部：識別、隔離、反饋、修改及改善不合格產品。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Specifically, the Group adopts targeting procedures for dealing with following non-conformance materials and products:

尤其是，本集團採納針對性措施，處理以下不合格材料及產品：

| Point of Occurrence<br>發生點                               | Control Methods<br>控制方法                                                                                                                                     |
|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Raw materials and/or out-sourcing products<br>原材料及／或採購產品 | Supplier Corrective and Preventive Measures<br>供應商修正及預防措施                                                                                                   |
| Non-conformance from processing<br>加工不合格                 | In process Quality Control Operation Management Method<br>過程品質控制操作管理方法                                                                                      |
| Finished products non-conformance<br>產成品不合格              | Final Quality Control Operation Management Method;<br>Outgoing Quality Control Operation Management Method<br>最終檢查驗證操作管理方法；出貨品質控制操作管理方法                     |
| Products recalls<br>產品召回                                 | Return Analysis Report<br>返回分析報告                                                                                                                            |
| Overdue Products<br>過期產品                                 | Specification for Material Storage Environment<br>and Storage Period; Outgoing Quality Control<br>Operation Management Method<br>材料存儲環境及存儲期限規範；出貨品質控制操作管理方法 |
| Hazardous materials control<br>有害材料控制                    | Restriction of Hazardous Substances (RoHS Directive),<br>waste batteries (91/157/EEC)<br>限制有害物質(RoHS指令)、廢電池(91/157/EEC)                                     |

In 2017, the Group had an average recall rate of 8.04% for Scud Electronics, and 1.44% for Scud Battery. It should be noted that the following product recall table implies those returned from the test that not reaching the customer's criteria, it did not imply a whole batch recall (e.g., for the 100% recall rate). Once the goods are returned, they are re-screened, and the qualified ones would be re-shipped, while those inferior ones would be re-modelled and re-manufactured.

於2017年，本集團飛毛腿電子及飛毛腿電池的平均召回率分別為8.04%及1.44%。務請注意，下列產品召回表格中的產品為在測試中未達到客戶標準而退還的產品，並未顯示整批召回產品（例如，100%的召回率）。一旦商品被退還，將被重新篩選，合格的產品將重新運出，而劣質品將重新建模並重新製造。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

| Product category<br>產品類別               | Scud Electronics<br>飛毛腿電子 | Product category<br>產品類別               | Scud Electronics<br>飛毛腿電子 |
|----------------------------------------|---------------------------|----------------------------------------|---------------------------|
| <b>Product 1</b><br><b>產品1</b>         |                           | <b>Product 8</b><br><b>產品8</b>         |                           |
| Total products sold (pcs)<br>已售產品總數(件) | 32,568                    | Total products sold (pcs)<br>已售產品總數(件) | 989,850                   |
| Products recalled (pcs)<br>已召回產品(件)    | 263                       | Products recalled (pcs)<br>已召回產品(件)    | 99                        |
| Recall rate<br>召回率                     | 0.81%                     | Recall rate<br>召回率                     | 0.01%                     |
| <b>Product 2</b><br><b>產品2</b>         |                           | <b>Product 9</b><br><b>產品9</b>         |                           |
| Total products sold (pcs)<br>已售產品總數(件) | 30,360                    | Total products sold (pcs)<br>已售產品總數(件) | 959,034                   |
| Products recalled (pcs)<br>已召回產品(件)    | 1,912                     | Products recalled (pcs)<br>已召回產品(件)    | 149                       |
| Recall rate<br>召回率                     | 6.30%                     | Recall rate<br>召回率                     | 0.02%                     |
| <b>Product 3</b><br><b>產品3</b>         |                           | <b>Product 10</b><br><b>產品10</b>       |                           |
| Total products sold (pcs)<br>已售產品總數(件) | 10,800                    | Total products sold (pcs)<br>已售產品總數(件) | 942,810                   |
| Products recalled (pcs)<br>已召回產品(件)    | 400                       | Products recalled (pcs)<br>已召回產品(件)    | 300.00%                   |
| Recall rate<br>召回率                     | 3.70%                     | Recall rate<br>召回率                     | 0.00%                     |
| <b>Product 4</b><br><b>產品4</b>         |                           | <b>Product 11</b><br><b>產品11</b>       |                           |
| Total products sold (pcs)<br>已售產品總數(件) | 6,000                     | Total products sold (pcs)<br>已售產品總數(件) | 1,895,651                 |
| Products recalled (pcs)<br>已召回產品(件)    | 13                        | Products recalled (pcs)<br>已召回產品(件)    | 6,167                     |
| Recall rate<br>召回率                     | 0.22%                     | Recall rate<br>召回率                     | 0.33%                     |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

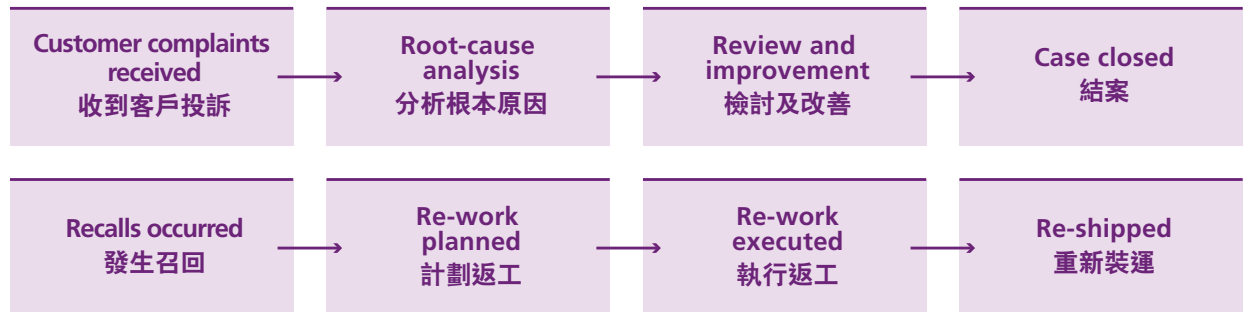
| Product category<br>產品類別                                                                                                              | Scud Electronics<br>飛毛腿電子 | Product category<br>產品類別                                                                                                                | Scud Electronics<br>飛毛腿電子 |
|---------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------------|
| <b>Product 5</b><br><b>產品5</b><br>Total products sold (pcs)<br>已售產品總數(件)<br>Products recalled (pcs)<br>已召回產品(件)<br>Recall rate<br>召回率 |                           | <b>Product 12</b><br><b>產品12</b><br>Total products sold (pcs)<br>已售產品總數(件)<br>Products recalled (pcs)<br>已召回產品(件)<br>Recall rate<br>召回率 |                           |
| 360                                                                                                                                   |                           | 648,388                                                                                                                                 |                           |
| 360                                                                                                                                   |                           | 3,572                                                                                                                                   |                           |
| 100.00%                                                                                                                               |                           | 0.55%                                                                                                                                   |                           |
| <b>Product 6</b><br><b>產品6</b><br>Total products sold (pcs)<br>已售產品總數(件)<br>Products recalled (pcs)<br>已召回產品(件)<br>Recall rate<br>召回率 |                           | <b>Product 13</b><br><b>產品13</b><br>Total products sold (pcs)<br>已售產品總數(件)<br>Products recalled (pcs)<br>已召回產品(件)<br>Recall rate<br>召回率 |                           |
| 1,232,202                                                                                                                             |                           | 2,273,855                                                                                                                               |                           |
| 6                                                                                                                                     |                           | 5,862                                                                                                                                   |                           |
| 0.00%                                                                                                                                 |                           | 0.26%                                                                                                                                   |                           |
| <b>Product 7</b><br><b>產品7</b><br>Total products sold (pcs)<br>已售產品總數(件)<br>Products recalled (pcs)<br>已召回產品(件)<br>Recall rate<br>召回率 |                           | <b>Product 14</b><br><b>產品14</b><br>Total products sold (pcs)<br>已售產品總數(件)<br>Products recalled (pcs)<br>已召回產品(件)<br>Recall rate<br>召回率 |                           |
| 1,193,313                                                                                                                             |                           | 1,776,967                                                                                                                               |                           |
| 3,388                                                                                                                                 |                           | 1,950                                                                                                                                   |                           |
| 0.28%                                                                                                                                 |                           | 0.11%                                                                                                                                   |                           |
| Product category<br>產品類別                                                                                                              | Scud Battery<br>飛毛腿電池     | Product category<br>產品類別                                                                                                                | Scud Battery<br>飛毛腿電池     |
| <b>Product 1</b><br><b>產品1</b><br>Total products sold (pcs)<br>已售產品總數(件)<br>Products recalled (pcs)<br>已召回產品(件)<br>Recall rate<br>召回率 |                           | <b>Product 2</b><br><b>產品2</b><br>Total products sold (pcs)<br>已售產品總數(件)<br>Products recalled (pcs)<br>已召回產品(件)<br>Recall rate<br>召回率   |                           |
| 1,419,200,000                                                                                                                         |                           | 318,489                                                                                                                                 |                           |
| 29,600,000                                                                                                                            |                           | 2,547                                                                                                                                   |                           |
| 2.09%                                                                                                                                 |                           | 0.80%                                                                                                                                   |                           |

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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The flowcharts below set out the procedures for dealing with customer complaints and recalls.

下文流程表載列處理客戶投訴及召回的程序。



#### Intellectual Property Right

The Control Procedure on Intellectual property (IP) Assessment and Protection guides the protection of IP rights of the Group and our business partners. The Group has included IP right clause in the employee contract and employees are required to sign the Non-disclosure Agreement when joining the Group. The Group has provided intellectual property training to its employees.

Other than internal management of IP rights targeting employees, the Group also signed Confidential Agreement with business partners. IP right clause are written in various contracts to mutually protect the Group and our business partners' patent, technology secret, trademarks, trade secret, copyrights and other IP rights.

In case of any incidents of breach of the agreement by any entity, which leads to a significant loss or consequences of the Group, the responsible party will be penalised for no less than RMB30,000, and any expenses related to investigation and lawsuit, if applicable.

#### 知識產權

知識產權評估及保護之控制程序指引保護本集團及我們的業務夥伴之知識產權。本集團於僱員合約中納入知識產權條款，且僱員在加入本集團時須簽署保密協議。本集團已向僱員提供知識產權培訓。

除針對僱員的知識產權內部管理外，本集團亦與業務夥伴簽署保密協議。知識產權條款被寫入各合約中以相互保護本集團及我們的業務夥伴的專利、技術秘密、商標、商業秘密、版權及其他知識產權。

如任何實體違反該協議，導致本集團遭受重大損失或後果，責任方將面臨不低於人民幣30,000元的處罰並須承擔與調查及訴訟相關的任何費用（如適用）。

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#### Data Protection

The HR Department is fully committed to the privacy protection of employees, suppliers, customers and consumers. For instance, the Staff Manual clearly stated that “No employee may disclose personal salary or probe the salary of others”. In case a department needs to obtain salary data for work-related needs, an approval form shall be signed by the manager of the subsidiary before the HR Department will release such data.

#### (iii) Anti-corruption

All employees, suppliers, and clients are fully regulated under the Group's Anti-Corruption and Anti-Bribery Regulation, and SCUD's Business Code of Ethics. In addition, every party shall conform to the “Anti-Unfair Competition Law of the PRC”, “Criminal Law of the PRC”, and other laws, regulations and regulatory documents related to commercial bribery.

Taking a Risk Assessment approach, all departments will complete an Economic Activity Identification Form to identify relevant parties and stakeholders of the department, and the risks of bribery undertaken by the personnel of the department. Employees are required to fill in the Anti-Corruption and Anti-Bribery Self-checklist once every six months to ensure self-discipline and prevent any corruption, bribery, extortion, fraud, money laundering, or other unlawful activities.

No corruption cases were reported or found in 2017 within the Group. No concluded legal case regarding corrupt practices were brought against the Group or its employees in 2017.

#### 資料保護

人力資源部全面致力於保護僱員、供應商、顧客及客戶的隱私。例如，員工手冊明確規定「任何僱員均不得洩露個人工資或打探其他僱員的工資」。如部門因工作需要須獲取工資數據，人力資源部在提供相關數據之前須經附屬公司經理批准。

#### (iii) 反貪污

所有僱員、供應商及客戶均受本集團反貪污及反賄賂條例及飛毛腿商業道德準則規管。此外，各方應遵守「中國反不正當競爭法」、「中國刑法」等法律法規及與商業賄賂相關的監管文件。

如採用風險評估方法，各部門將填寫經濟活動確定表格，以確定部門相關各方及持份者以及部門人員行賄受賄的風險。僱員則須每六個月填寫一次反貪污及反賄賂自查表，確保自律及防止任何腐敗、賄賂、敲詐、欺騙、洗錢或其他非法活動。

於2017年，本集團內部概無報告或發現任何腐敗行為。於2017年，概無針對本集團或其僱員的已審結腐敗相關司法案件。

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#### 3. Community Investment

2017 is the 20th anniversary for the Group and this year's cultural activities focused on the celebration of our 20 years of expansion. The Group continues to invest extensively to promote the corporate culture and increase the employees' belongingness. A total of 25 corporate cultural programs have been planned and 19 were successfully implemented throughout the year. The Group had about 1 – 3 cultural events each month, with some corresponding to traditional Chinese holidays. Events include hiking, badminton, billiard, basketball games, the 20th anniversary party and old staff commendation meeting.

The Group also encourages the employees to participate in philanthropic activities. A total of 56 public welfare projects were kept in official record, including blood donation, donating winter clothing, volunteer for the elderly. In addition, the Group regularly contribute to charities concerned with education in various rural areas in Fujian, Guizhou, Gansu, Henan, Jiangxi province.

#### 3. 社區投資

2017年為本集團的成立20週年且年內的文化活動圍繞20年發展的慶祝方面。本集團繼續廣泛投資以促進企業文化及增強員工的歸屬感。已規劃25項企業文化項目以及年內已成功實施19項。本集團每月舉辦1至3項文化活動，部分為相應中國傳統節日。活動包括徒步旅行、羽毛球、籃球賽、20週年晚會以及老員工表彰大會。

本集團鼓勵員工參與慈善活動。已正式舉辦共計56項公共福利項目，包括獻血、捐獻冬衣及敬老志願者活動。此外，本集團定期向福建、貴州、甘肅、河南、江西省多個農村地區的教育慈善機構捐款。

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| “Comply or explain”<br>Provisions  | General Disclosure<br><br>Information on:<br>a) the policies; and<br>b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.                                                                                                                                                                                              | 118                   |
| 「遵守或解釋」規定                          | 一般披露<br><br>有關防止賄賂、勒索、欺詐及洗黑錢的：<br>a) 政策；及<br>b) 遵守對發行人有重大影響的相關法律及規例的資料。                                                                                                                                                                                                                                                                                                                                                     |                       |
| Recommended<br>Disclosures<br>推薦披露 | KPI B7.1<br>關鍵績效指標B7.1<br><br>Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.<br><br>於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。<br><br>KPI B7.2<br>關鍵績效指標B7.2<br><br>Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.<br><br>描述防範措施及舉報程序，以及相關執行及監察方法。 | N/A<br>不適用<br><br>118 |

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

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|                                                | <b>Aspect B8: Community Investment</b><br>層面B8：社區投資                                                                                                                                                                                                               |            |
| “Comply or explain”<br>Provisions<br>「遵守或解釋」規定 | General Disclosure<br>一般披露<br><br>Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.<br>有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。 | 119        |
| Recommended<br>Disclosures<br>推薦披露             | KPI B8.1              Focus areas of contribution.<br>關鍵績效指標B8.1   專注貢獻範疇。                                                                                                                                                                                        | 119        |
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## INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



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**TO THE SHAREHOLDERS OF SCUD GROUP LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**致飛毛腿集團有限公司股東**

*(於開曼群島註冊成立之有限公司)*

**QUALIFIED OPINION**

We have audited the consolidated financial statements of SCUD Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 136 to 246, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other 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, except for the possible effects of the matter described in the "Basis for Qualified Opinion" section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**保留意見**

本核數師(以下簡稱「我們」)已審核列載於第136頁至第246頁飛毛腿集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2017年12月31日的綜合財務狀況表，以及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，除本報告「保留意見之基準」一節所述之事情之可能影響外，該綜合財務報表已根據國際財務報告準則真實而公平地反映貴集團於2017年12月31日的綜合財務狀況，以及於截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露要求妥為編製。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### BASIS FOR QUALIFIED OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants ("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 qualified opinion.

#### Opening inventories of the comparative year

We were engaged to perform the audit of the consolidated financial statement of the Group for the year ended 31 December 2016 in August 2016 and we were therefore not able to attend the physical inventory count conducted by the Group for its inventories as at 31 December 2015. We were not able to satisfy ourselves concerning those inventory quantities by alternative means. Since opening inventories affect the determination of the financial performance and cash flows, we are unable to determine whether any adjustment might have been necessary in respect of the financial performance reported in the consolidated statement of profit or loss and other comprehensive income and the net cash flows from operating activities reported in the consolidated statement of cash flows of the Group for the year ended 31 December 2016. Our audit opinion on the consolidated financial statements of the Group for the year ended 31 December 2016 was modified accordingly. Our audit opinion on the consolidated financial statements of the Group for the current year ended 31 December 2017 is also modified because of the possible effect of the above matter on the comparability of the current year's figures and the corresponding figures.

### 保留意見之基準

我們根據香港會計師公會(「香港會計師公會」)頒佈之香港審計準則(「香港審計準則」)進行審計。我們在該等準則下之責任於我們的報告「核數師就審計綜合財務報表須承擔的責任」一節中進一步詳述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充分及適當地為我們的審計意見提供基準。

#### 可比較年度的年初存貨

我們於2016年8月獲委聘對貴集團截至2016年12月31日止年度的綜合財務報表進行審計，因此，我們未能出席貴集團於2015年12月31日對其存貨進行的實際存貨盤點。我們未能以我們信納的其他方式確定有關存貨的數量。由於期初存貨影響財務表現及現金流量的釐定，我們無法確定是否可就貴集團截至2016年12月31日止年度之綜合損益及其他全面收益表所呈報的財務表現以及綜合現金流量表所呈報之經營活動所得現金流量淨額作出任何必要調整。吾等就貴集團截至2016年12月31日止年度之綜合財務報表出具相關保留意見。吾等就貴集團截至2017年12月31日止年度之綜合財務報表所作出之審計意見亦因上述事項可能對貴集團本年度及相應年度之可比較數字的影響而作出保留。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

##### 1. Impairment assessment of property, plant and equipment and intangible assets

(Refer to notes 5(v), 5(vi), 15 and 16 to the consolidated financial statements)

As at 31 December 2017, the Group had property, plant and equipment and intangible assets with carrying amount of approximately RMB297 million and RMB2 million respectively. The directors of the Company have performed an impairment assessment on the cash generating units in which these assets belonged to in accordance with the Group's accounting policies and concluded that, except for the written off of property, plant and equipment with net carrying amount of RMB3,344,000, there was no impairment loss for the year ended 31 December 2017.

Estimation of the recoverable amounts of the cash generating units required the exercise of significant management judgement.

##### Our response

Our key procedures in relation to the directors' impairment assessment included:

- Assessing the appropriateness of methodology used for assessing the recoverable amounts; and
- Assessing the reasonableness of the underlying key assumptions used.

#### 關鍵審計事項

根據本核數師的專業判斷，關鍵審計事項為我們審計於本期間的綜合財務報表中最重要的事項。我們在審計綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。在這方面，我們並無任何報告。

##### 1. 物業、廠房及設備以及無形資產的減值評估

(請參閱綜合財務報表附註5(v)、5(vi)、15及16)

於2017年12月31日，貴集團擁有的物業、廠房及設備以及無形資產的賬面值分別約人民幣297,000,000元及人民幣2,000,000元。貴公司董事已根據貴集團的會計政策對該等資產所屬之現金產生單位進行減值評估，並得出截至2017年12月31日止年度並未產生減值虧損（除撇銷物業、廠房及設備之賬面淨值人民幣3,344,000元外）的結論。

現金產生單位的估計可收回金額須進行重大管理層判斷。

##### 我們的應對措施

我們就董事會之減值評估所進行之關鍵程序包括：

- 評估用於評估可回收金額之方法之適當性；及
- 評估所使用之有關主要假設之合理性。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### 2. Impairment assessment of trade and notes receivables

(Refer to notes 4(h), 5(iii) and 19 to the consolidated financial statements)

As at 31 December 2017, the Group had trade and notes receivables with net carrying amount of approximately RMB1,713 million and a net impairment loss reversal of approximately RMB47 million was recognised for the year ended 31 December 2017.

The directors of the Company have performed an impairment assessment on the trade and notes receivables in accordance with the Group's accounting policies which required the exercise of significant management judgement in considering factors such as the credit history including default or delay in payments, ageing analysis, settlement records during the year and subsequent settlements after the year end.

#### Our response

Our key procedures in relation to the directors' impairment assessment included:

- Understanding the Group's relationship and transaction history with the customers;
- Reviewing the ageing analysis of the trade and notes receivables;
- Reviewing payment patterns during the year and amount of subsequent settlements after the year end made by the customers;
- Assessing the reasonableness of the Group's estimation of recoverability of trade and notes receivables with reference to factors considered by the directors.

### 2. 應收貿易款項及應收票據的減值評估

(請參閱綜合財務報表附註4(h)、5(iii)及19)

於2017年12月31日，貴集團應收貿易款項及應收票據賬面淨值約為人民幣1,713,000,000元及於截至2017年12月31日止年度期間確認減值虧損淨額撥回約人民幣47,000,000元。

貴公司董事已根據貴集團會計政策就應收貿易款項及應收票據進行減值評估，其要求於考慮如信貸歷史(包括付款違約或延遲、賬齡分析、年內結付記錄及年後的後續回款)等因素時進行重大管理層判斷。

#### 我們的應對措施

我們有關董事減值評估的關鍵程序包括：

- 了解貴集團與客戶的關係及交易歷史；
- 審閱應收貿易款項及應收票據的賬齡分析；
- 審閱客戶年內的付款方式及年後作出的後續回款金額；
- 經參考董事考慮的因素，評估貴集團對應收貿易款項及應收票據可回收性估計的合理性。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### OTHER INFORMATION IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include 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.

### DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

### 於本年報中的其他資料

貴公司董事須對其他資料負責。其他資料包括貴公司年報內所載資料，但並未包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們並無任何報告。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港《公司條例》的披露規定擬備該等真實而公平的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在擬備綜合財務報表時，董事負責評估貴集團的持續經營能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

董事亦負責監督貴集團的財務報告過程。審核委員會協助董事履行其監督貴集團的財務報告過程的職責的責任。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### 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. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, we exercise professional judgment and maintain professional skepticism 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.

### 核數師就審計綜合財務報表須承擔的 責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證並作出包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，我們按照委聘書條款僅向整體股東報告，除此之外別無其他目的。我們概不就本報告之內容，向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證根據香港審計準則進行的審計工作總能發現存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘若於合理預期情況下，彼等單獨或整體可能影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審計時，我們運用專業判斷，於整個審計過程中抱持專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致重大錯誤陳述的風險，因應該等風險設計及執行審計程序，以及獲得充足及適當審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計有關的內部控制，以設計恰當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所用會計政策的恰當性及所作會計估計及相關披露的合理性。

## INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

- 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.
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據獲取的審計憑證，確定是否存在有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘若我們認為存在重大不確定因素，我們需於核數師報告中提請使用者注意綜合財務報表中的相關披露。假若相關披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所獲得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 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.
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 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.
- 就貴集團內實體或業務活動的財務資料獲得充足、適當的審計憑證，以就綜合財務報表發表意見。我們須負責指導、監督及執行貴集團的審計工作。我們須為審計意見承擔全部責任。

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.

除其他事項外，我們與審計委員會溝通了審計工作的計劃範圍、時間安排及重大審計發現等，包括我們於審計中識別出內部控制的任何重大缺陷。

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.

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

From the matters communicated with the directors, 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.

從與董事溝通的事項中，我們確定該等事項對本期間綜合財務報表的審計最為重要，便會構成關鍵審計事項。我們於核數師報告中描述此等事項，除非法律法規不允許對此等事項作出公開披露，或在極端罕見的情況下，由於合理預期於我們報告中溝通此等事項而造成的負面後果超過其產生的公眾利益，我們將不會在報告中溝通該事項。

**BDO Limited***Certified Public Accountants***Tsui Ka Che, Norman**

Practising Certificate no. P05057

Hong Kong, 3 August 2018

**香港立信德豪會計師事務所有限公司***執業會計師***徐家賜**

香港執業證書編號P05057

香港，2018年8月3日

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2017 截至2017年12月31日止年度

|                                                               |                     | Notes<br>附註 | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------------------------|---------------------|-------------|--------------------------|--------------------------|
| Turnover                                                      | 營業額                 | 6           | 5,801,566                | 6,061,477                |
| Cost of sales                                                 | 銷售成本                |             | (5,392,314)              | (5,503,647)              |
| Gross profit                                                  | 毛利                  |             | 409,252                  | 557,830                  |
| Other revenue                                                 | 其他收益                | 7           | 115,907                  | 63,074                   |
| Selling and distribution expenses                             | 銷售及分銷開支             |             | (86,208)                 | (72,533)                 |
| Administrative expenses                                       | 行政開支                |             | (289,209)                | (367,566)                |
| Other operating expenses                                      | 其他經營開支              |             | (84,838)                 | (392,507)                |
| Finance costs                                                 | 融資成本                | 11          | (44,614)                 | (26,564)                 |
| Gain on disposal of subsidiaries                              | 出售附屬公司產生的收益         | 36          | —                        | 64,145                   |
| Profit/(loss) before income tax                               | 除所得稅前溢利／(虧損)        | 8           | 20,290                   | (174,121)                |
| Income tax                                                    | 所得稅                 | 12          | (409)                    | 49,288                   |
| Profit/(loss) for the year                                    | 本年度溢利／(虧損)          |             | 19,881                   | (124,833)                |
| <b>Other comprehensive income for the year, net of tax:</b>   | <b>本年度稅後其他全面收益：</b> |             |                          |                          |
| Items that may be reclassified subsequently to profit or loss | 於後續期間擬重新歸類至損益的項目    |             |                          |                          |
| – Exchange differences on translating foreign operations      | – 換算海外業務之匯兌差額       |             | 6,951                    | (10,712)                 |
| Other comprehensive income for the year, net of tax           | 本年度稅後其他全面收益         |             | 6,951                    | (10,712)                 |
| <b>Total comprehensive income for the year</b>                | <b>本年度全面收益總額</b>    |             | <b>26,832</b>            | <b>(135,545)</b>         |
| Profit/(loss) for the year attributable to:                   | 下列人士應佔本年度溢利／(虧損)：   |             |                          |                          |
| Owners of the Company                                         | 本公司擁有人              |             | 21,125                   | (118,951)                |
| Non-controlling interests                                     | 非控股權益               |             | (1,244)                  | (5,882)                  |
|                                                               |                     |             | 19,881                   | (124,833)                |
| Total comprehensive income attributable to:                   | 下列人士應佔全面收益總額：       |             |                          |                          |
| Owners of the Company                                         | 本公司擁有人              |             | 28,076                   | (129,663)                |
| Non-controlling interests                                     | 非控股權益               |             | (1,244)                  | (5,882)                  |
|                                                               |                     |             | 26,832                   | (135,545)                |
| Earnings/(losses) per share                                   | 每股盈利／(虧損)           |             |                          |                          |
| – Basic and diluted (RMB cents)                               | – 基本及攤薄(人民幣分)       | 14          | 1.94                     | (10.91)                  |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2017 於2017年12月31日

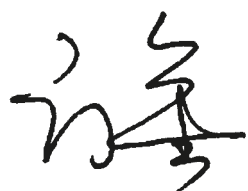
|                                                         |                  | Notes<br>附註 | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------------------|------------------|-------------|--------------------------|--------------------------|
| <b>Non-current assets</b>                               | <b>非流動資產</b>     |             |                          |                          |
| Property, plant and equipment                           | 物業、廠房及設備         | 15          | 296,588                  | 288,377                  |
| Intangible assets                                       | 無形資產             | 16          | 2,254                    | 3,124                    |
| Prepayments, deposits and other receivables             | 預付款項、按金及其他應收款項   | 20          | 18,912                   | 21,310                   |
| Deferred tax assets                                     | 遞延稅項資產           | 29          | 147,182                  | 141,451                  |
| Total non-current assets                                | 非流動資產總額          |             | 464,936                  | 454,262                  |
| <b>Current assets</b>                                   | <b>流動資產</b>      |             |                          |                          |
| Inventories                                             | 存貨               | 17          | 571,782                  | 462,644                  |
| Trade and notes receivables                             | 應收貿易款項及應收票據      | 19          | 1,712,754                | 1,650,416                |
| Prepayments, deposits and other receivables             | 預付款項、按金及其他應收款項   | 20          | 120,112                  | 244,493                  |
| Amounts due from related parties                        | 應收關連人士款項         | 21          | 246,179                  | 146,817                  |
| Current tax recoverable                                 | 可收回即期稅項          |             | 9,423                    | 5,443                    |
| Pledged bank deposits                                   | 已抵押銀行存款          | 22          | 645,388                  | 552,962                  |
| Bank balances and cash                                  | 銀行結餘及現金          | 23          | 146,304                  | 170,305                  |
| Total current assets                                    | 流動資產總額           |             | 3,451,942                | 3,233,080                |
| <b>Current liabilities</b>                              | <b>流動負債</b>      |             |                          |                          |
| Trade and notes payables                                | 應付貿易款項及應付票據      | 24          | 2,291,820                | 2,114,370                |
| Other payables, receipts in advance and accrued charges | 其他應付款項、預收款項及應計費用 | 25          | 249,351                  | 207,731                  |
| Provision for warranty                                  | 產品保修準備金          | 26          | 411                      | 1,943                    |
| Bank loans – current portion                            | 銀行貸款 – 流動部分      | 27          | 410,379                  | 415,094                  |
| Other loans – current portion                           | 其他貸款 – 流動部分      | 27          | 3,253                    | 7,466                    |
| Obligations under finance lease – current portion       | 融資租賃負債 – 流動部分    | 27          | 2,350                    | 5,455                    |
| Amount due to a director                                | 應付董事款項           | 28          | 5,611                    | 5,839                    |
| Amounts due to related parties                          | 應付關連人士款項         | 21          | 5,733                    | 9,653                    |
| Total current liabilities                               | 流動負債總額           |             | 2,968,908                | 2,767,551                |
| <b>Net current assets</b>                               | <b>流動資產淨值</b>    |             | 483,034                  | 465,529                  |
| <b>Total assets less current liabilities</b>            | <b>資產總額減流動負債</b> |             | 947,970                  | 919,791                  |
| <b>Non-current liabilities</b>                          | <b>非流動負債</b>     |             |                          |                          |
| Other loans – non-current portion                       | 其他貸款 – 非流動部分     | 27          | 5,178                    | –                        |
| Obligations under finance lease – non-current portion   | 融資租賃負債 – 非流動部分   | 27          | –                        | 2,350                    |
| Deferred tax liabilities                                | 遞延稅項負債           | 29          | 5,360                    | 6,854                    |
| Total non-current liabilities                           | 非流動負債總額          |             | 10,538                   | 9,204                    |
| <b>Net assets</b>                                       | <b>淨資產</b>       |             | 937,432                  | 910,587                  |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2017 於2017年12月31日

|                                                         |                   | Notes<br>附註 | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------------------|-------------------|-------------|--------------------------|--------------------------|
| <b>Capital and reserves</b>                             | <b>資本及儲備</b>      |             |                          |                          |
| Share capital                                           | 股本                | 30          | <b>107,590</b>           | 107,590                  |
| Reserves                                                | 儲備                | 31          | <b>818,593</b>           | 790,504                  |
| <b>Equity attributable to owners<br/>of the Company</b> | <b>本公司擁有人應佔權益</b> |             | <b>926,183</b>           | 898,094                  |
| <b>Non-controlling interests</b>                        | <b>非控股權益</b>      | 32          | <b>11,249</b>            | 12,493                   |
| <b>Total equity</b>                                     | <b>總權益</b>        |             | <b>937,432</b>           | 910,587                  |



FANG JIN

方金

DIRECTOR

董事



GUO QUAN ZENG

郭泉增

DIRECTOR

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2017 截至2017年12月31日止年度

|                                                    |                        | Share capital | Share premium | Capital reserve | Statutory reserve fund | Enterprise expansion fund | Translation reserve | Share option reserve | Accumulated losses | Attributable to owners of the Company | Non-Controlling Interests | Total equity |
|----------------------------------------------------|------------------------|---------------|---------------|-----------------|------------------------|---------------------------|---------------------|----------------------|--------------------|---------------------------------------|---------------------------|--------------|
|                                                    |                        | 股本            | 股份溢價          | 資本儲備            | 法定公積金                  | 企業發展基金                    | 匯兌儲備                | 購股權儲備                | 累計虧損               | 應佔部分                                  | 非控股權益                     | 總權益          |
|                                                    |                        | RMB'000       | RMB'000       | RMB'000         | RMB'000                | RMB'000                   | RMB'000             | RMB'000              | RMB'000            | RMB'000                               | RMB'000                   | RMB'000      |
|                                                    |                        | 人民幣千元         | 人民幣千元         | 人民幣千元           | 人民幣千元                  | 人民幣千元                     | 人民幣千元               | 人民幣千元                | 人民幣千元              | 人民幣千元                                 | 人民幣千元                     | 人民幣千元        |
| At 1 January 2016                                  | 於2016年1月1日             | 107,590       | 619,288       | 186,215         | 114,597                | 58,136                    | (64,734)            | 14,811               | (10,153)           | 1,025,750                             | 28,863                    | 1,054,613    |
| Loss for the year                                  | 本年度虧損                  | -             | -             | -               | -                      | -                         | -                   | -                    | (118,951)          | (118,951)                             | (5,882)                   | (124,833)    |
| Other comprehensive income                         | 其他全面收益                 | -             | -             | -               | -                      | -                         | (10,712)            | -                    | -                  | (10,712)                              | -                         | (10,712)     |
| Total comprehensive income for the year            | 本年度全面收益總額              | -             | -             | -               | -                      | -                         | (10,712)            | -                    | (118,951)          | (129,663)                             | (5,882)                   | (135,545)    |
| Capital reduction of a non-wholly owned subsidiary | 非全資附屬公司股本扣減            | -             | -             | -               | -                      | -                         | -                   | -                    | 2,007              | 2,007                                 | (15,927)                  | (13,920)     |
| Disposal of subsidiaries (Note 36)                 | 出售附屬公司(附註36)           | -             | -             | -               | -                      | -                         | -                   | -                    | -                  | -                                     | 5,439                     | 5,439        |
| At 31 December 2016 and 1 January 2017             | 於2016年12月31日及2017年1月1日 | 107,590       | 619,288       | 186,215         | 114,597                | 58,136                    | (75,446)            | 14,811               | (127,097)          | 898,094                               | 12,493                    | 910,587      |
| Profit/(loss) for the year                         | 本年度溢利/(虧損)             | -             | -             | -               | -                      | -                         | -                   | -                    | 21,125             | 21,125                                | (1,244)                   | 19,881       |
| Other comprehensive income                         | 其他全面收益                 | -             | -             | -               | -                      | -                         | 6,951               | -                    | -                  | 6,951                                 | -                         | 6,951        |
| Total comprehensive income for the year            | 本年度全面收益總額              | -             | -             | -               | -                      | -                         | 6,951               | -                    | 21,125             | 28,076                                | (1,244)                   | 26,832       |
| Appropriations                                     | 分配                     | -             | -             | -               | 5,459                  | 2,729                     | -                   | -                    | (8,188)            | -                                     | -                         | -            |
| Equity settled share-based transactions            | 權益結算以股份為基礎之交易          | -             | -             | -               | -                      | -                         | -                   | (14,811)             | 14,811             | -                                     | -                         | -            |
| Deregistration of a subsidiary                     | 註銷一間附屬公司               | -             | -             | -               | -                      | -                         | -                   | -                    | 13                 | 13                                    | -                         | 13           |
| At 31 December 2017                                | 於2017年12月31日           | 107,590       | 619,288       | 186,215         | 120,056                | 60,865                    | (68,495)            | -                    | (99,336)           | 926,183                               | 11,249                    | 937,432      |

## Notes:

## Share premium

The share premium account represents the excess of the issue price net of any issuance expenses over the par value of the shares issued and has been credited to the share premium account of the Company. The application of the share premium account is governed by Section 34 under the Companies Law of the Cayman Islands.

## Capital reserve

The capital reserve of the Group represents the difference between the nominal amount of the shares issued by the Company and the aggregate amount of the paid-in capital of subsidiaries acquired plus the consideration received by the Company pursuant to the Group Reorganisation in preparation of the listing of the Company's shares.

## 附註：

## 股份溢價

股份溢價賬指發行價(扣除任何發行開支)超出所發行股份面值之數額，並已計入本公司之股份溢價賬。動用股份溢價賬須受開曼群島公司法第34條所管制。

## 資本儲備

本集團之資本儲備代表本公司已發行股份之面額與收購附屬公司之實收資本總額加上根據為準備本公司股份上市之集團重組而本公司所收代價之差額。

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2017 截至2017年12月31日止年度

Statutory reserve fund and enterprise expansion fund

Pursuant to relevant laws and regulations in the People's Republic of China (the "PRC") applicable to foreign investment enterprises and the Articles of Association of the PRC subsidiaries of the Company, these PRC subsidiaries are required to maintain two statutory reserves, namely a statutory reserve fund and an enterprise expansion fund which are non-distributable.

Scud (Fujian) Electronics Co., Ltd. ("Scud Electronics"), Scud Battery Co., Ltd. ("Scud Battery"), Shenzhen Hongde Battery Co., Ltd. ("Shenzhen Hongde"), Fujian Green Energy Co., Ltd. ("Fujian Green Energy"), Dongguan Hongde Battery Co., Ltd. ("Dongguan Hongde"), Scud Power System Co., Ltd. ("Scud Power System") (together the "PRC Subsidiaries") are required to transfer 10% of their respective profit after income tax as reported in the PRC statutory financial statements to the statutory reserve fund until the balance reaches 50% of their respective registered capital. Pursuant to the Articles of Association of the PRC Subsidiaries, they are also required to make appropriation from their respective profit after income tax as reported in the PRC statutory financial statements to the enterprise expansion fund at rates determined by their respective boards of directors.

The statutory reserve fund may be used to make up prior year losses incurred and, with the approval from the relevant government authorities, to increase capital for expansion of production of the PRC Subsidiaries. The enterprises expansion fund, subject to the approval by the relevant government authorities, may also be used to increase capital of the PRC Subsidiaries.

Translation reserve

Gain/losses arising on translating the net assets of foreign operations into presentation currency.

Share option reserve

Cumulative expenses recognised on the granting of share options to the employees over the vesting period.

Accumulated losses

No dividend is proposed for the year ended 31 December 2017 and 2016. As at 31 December 2017, the balance of accumulated losses of the Group was RMB99,336,000 (2016: RMB127,097,000).

法定公積金及企業發展基金

根據有關適用於海外投資企業之中華人民共和國（「中國」）法律及法規及本公司於中國附屬公司組織章程細則，該等中國附屬公司須維持兩項法定儲備，即法定公積金及企業發展基金（均為不可分派儲備）。

飛毛腿（福建）電子有限公司（「飛毛腿電子」）、飛毛腿電池有限公司（「飛毛腿電池」）、深圳市鴻德電池有限公司（「深圳鴻德」）、福建綠動能源有限公司（「福建綠動能源」）、東莞市鴻德電池有限公司（「東莞鴻德」）、飛毛腿電源系統有限公司（「飛毛腿電源」）（統稱為「中國附屬公司」）均須於中國法定財務報表所呈報之除所得稅後溢利轉讓10%至法定公積金，直至有關結餘達至註冊股本50%。根據中國附屬公司之組織章程細則，以上公司亦須於中國法定財務報表所呈報之除所得稅後溢利，按其各自的董事會決定之比率，撥款至企業發展基金。

法定公積金經有關政府機關批准後，可用於彌補先前年度帶來之虧損，及用於增加中國附屬公司之生產擴展資本。企業發展基金經有關政府機關批准後，亦可用作增加中國附屬公司之資本。

匯兌儲備

匯兌海外業務淨資產為呈列貨幣所產生之收入／虧損。

購股權儲備

於歸屬期內向僱員授予購股權時確認的累計開支。

累計虧損

截至2017年及2016年12月31日止年度，概無建議宣派股息。於2017年12月31日，本集團累計虧損結餘為人民幣99,336,000元（2016年：人民幣127,097,000元）。

## CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2017 截至2017年12月31日止年度

|                                                                                                  |                           | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|--------------------------------------------------------------------------------------------------|---------------------------|--------------------------|--------------------------|
| <b>Cash flows from operating activities</b>                                                      | <b>經營活動所得現金流量</b>         |                          |                          |
| Profit/(loss) before income tax                                                                  | 除所得稅前溢利／(虧損)              | 20,290                   | (174,121)                |
| Adjustments for:                                                                                 | 調整項目：                     |                          |                          |
| Interest income                                                                                  | 利息收入                      | (8,534)                  | (15,073)                 |
| Finance costs                                                                                    | 融資成本                      | 44,614                   | 26,564                   |
| Amortisation of intangible assets                                                                | 無形資產攤銷                    | 1,404                    | 1,563                    |
| Depreciation of property, plant and equipment                                                    | 物業、廠房及設備折舊                | 46,563                   | 50,391                   |
| Loss on disposal of property, plant and equipment                                                | 出售物業、廠房及設備虧損              | 7,536                    | 8,146                    |
| Write-off of property, plant and equipment                                                       | 物業、廠房及設備撇銷                | 3,344                    | 1,951                    |
| Impairment loss recognised on trade and notes receivables                                        | 就應收貿易款項及應收票據確認之減值虧損       | 12,402                   | 319,083                  |
| Impairment loss recognised on prepayments, deposits and other receivables                        | 就預付款項、按金及其他應收款項確認之減值虧損    | 12,385                   | 57,520                   |
| Reversal of impairment loss on trade and notes receivables previously recognised                 | 過往確認之應收貿易款項及應收票據減值虧損撥回    | (59,005)                 | —                        |
| Reversal of impairment loss on prepayments, deposits and other receivables previously recognised | 過往確認之預付款項、按金及其他應收款項減值虧損撥回 | (16,909)                 | —                        |
| Write-off of trade and notes receivables                                                         | 撇銷貿易應收款項及應收票據             | (1,367)                  | —                        |
| Write-off of prepayments, deposits and other receivables                                         | 撇銷預付款項、按金及其他應收款項          | (1,479)                  | —                        |
| Write-down/(reversal of write-down) of inventories                                               | 存貨撇減／(撇減撥回)               | 3,644                    | (284,200)                |
| Write-off of inventories                                                                         | 存貨撇銷                      | 42,836                   | —                        |
| Deregistration of a subsidiary                                                                   | 註銷附屬公司                    | 13                       | —                        |
| Gain on disposal of subsidiaries                                                                 | 出售附屬公司收益                  | —                        | (64,145)                 |
| Operating profit/(loss) before changes in working capital                                        | 營運資金變動前的經營溢利／(虧損)         | 107,737                  | (72,321)                 |
| Sale proceeds from disposal of financial assets at fair value through profit or loss             | 處置按公平值計入損益表之財務資產所得款項      | —                        | 60,000                   |
| (Increase)/decrease in inventories                                                               | 存貨(增加)／減少                 | (155,618)                | 377,368                  |
| Increase in trade and notes receivables                                                          | 應收貿易款項及應收票據增加             | (14,368)                 | (764,990)                |
| Decrease in prepayments, deposits and other receivables                                          | 預付款項、按金及其他應收款項減少          | 132,782                  | 519                      |
| Increase in amounts due from related parties                                                     | 應收關連人士款項增加                | (99,362)                 | (90,103)                 |
| Increase in trade and notes payables                                                             | 應付貿易款項及應付票據增加             | 177,450                  | 403,200                  |
| Increase in other payables, receipts in advance and accrued charges                              | 其他應付款項、預收款項及應計費用增加        | 41,620                   | 32,432                   |
| (Decrease)/increase in provision for warranty                                                    | 產品保修準備金(減少)／增加            | (1,532)                  | 73                       |
| <b>Cash generated from/(used in) operations</b>                                                  | <b>營運產生／(所用)現金</b>        | <b>188,709</b>           | <b>(53,822)</b>          |
| Interest paid                                                                                    | 已付利息                      | (44,614)                 | (26,564)                 |
| Income tax paid                                                                                  | 已付所得稅                     | (11,614)                 | (32,515)                 |

## CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2017 截至2017年12月31日止年度

|                                                               |                         | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------------------------|-------------------------|--------------------------|--------------------------|
| <b>Net cash generated from/(used in) operating activities</b> | <b>營運活動所產生／(所用)現金淨額</b> | <b>132,481</b>           | <b>(112,901)</b>         |
| <b>Investing activities</b>                                   | <b>投資活動</b>             |                          |                          |
| Interest received                                             | 已收利息                    | 8,534                    | 15,073                   |
| (Increase)/decrease in pledged deposits                       | 已抵押存款(增加)／減少            | (92,426)                 | 37,456                   |
| Proceeds from disposal of available-for-sale financial assets | 出售可供出售財務資產之所得款項         | —                        | 1,000                    |
| Payments to acquire property, plant and equipment             | 購買物業、廠房及設備款項            | (65,654)                 | (58,330)                 |
| Payments to acquire intangible assets                         | 購買無形資產款項                | (534)                    | (1,738)                  |
| Decrease in time deposits                                     | 定期存款減少                  | —                        | 140,000                  |
| Net cash inflow arising from disposal of subsidiaries         | 出售附屬公司產生之現金流入淨額         | —                        | 3,306                    |
| Capital reduction of a non-wholly-owned subsidiary            | 非全資附屬公司資金減少             | —                        | (13,920)                 |
| <b>Net cash (used in)/generated from investing activities</b> | <b>投資活動(所用)／所產生現金淨額</b> | <b>(150,080)</b>         | <b>122,847</b>           |
| <b>Financing activities</b>                                   | <b>融資活動</b>             |                          |                          |
| Bank loans raised                                             | 籌集銀行貸款                  | 520,248                  | 970,678                  |
| Other loans raised                                            | 籌集其他貸款                  | 9,999                    | —                        |
| Repayment of bank loans                                       | 償還銀行貸款                  | (518,815)                | (885,087)                |
| Repayment of other loans                                      | 償還其他貸款                  | (9,034)                  | (11,368)                 |
| Repayment of obligations under finance leases                 | 償還融資租賃負債                | (5,455)                  | (5,202)                  |
| Decrease in amount due to a director                          | 應付董事款項減少                | (228)                    | (99,681)                 |
| Decrease in amounts due to related parties                    | 應付關連人士款項減少              | (3,920)                  | (56,028)                 |
| <b>Net cash used in financing activities</b>                  | <b>融資活動所用現金淨額</b>       | <b>(7,205)</b>           | <b>(86,688)</b>          |
| <b>Net decrease in cash and cash equivalents</b>              | <b>現金及現金等價項目淨額減少</b>    | <b>(24,804)</b>          | <b>(76,742)</b>          |
| <b>Cash and cash equivalents at beginning of year</b>         | <b>年初現金及現金等價項目</b>      | <b>170,305</b>           | <b>249,430</b>           |
| <b>Effect of foreign exchange rate changes</b>                | <b>匯率變動影響</b>           | <b>803</b>               | <b>(2,383)</b>           |
| <b>Cash and cash equivalents at end of year</b>               | <b>年末現金及現金等價項目</b>      | <b>146,304</b>           | <b>170,305</b>           |
| <b>Analysis of the balances of cash and cash equivalents</b>  | <b>現金及現金等價項目結餘分析</b>    |                          |                          |
| Bank balances and cash                                        | 銀行結餘及現金                 | 146,304                  | 170,305                  |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 1. GENERAL

SCUD Group Limited (the “Company”) is a public limited company incorporated in the Cayman Islands on 20 July 2006 as an exempted company with limited liability and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 21 December 2006.

The Company’s principal activity is investment holding and its subsidiaries are principally engaged in manufacture and sale of lithium-ion battery modules and related accessories for mobile phones and digital electronic appliances, while also engaging in manufacture and sale of lithium-ion bare battery cells.

### 1. 一般資料

飛毛腿集團有限公司(「本公司」)於2006年7月20日在開曼群島註冊成立為獲豁免之上市有限公司，其股份於2006年12月21日在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司的主要業務為投資控股，及其附屬公司主要從事提供手機及數碼類電子產品所用之鋰離子電池模組及有關配件之生產及銷售，亦從事鋰離子電芯之生產及銷售。

### 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

#### (a) Adoption of new/revised IFRSs – effective 1 January 2017

Amendments to IAS 7  
國際會計準則第7號(修訂本)  
Amendments to IAS 12  
國際會計準則第12號(修訂本)  
Annual Improvements to  
IFRSs 2014-2016 Cycle  
國際財務報告準則2014年—  
2016年週期的年度改進

Disclosure Initiative  
披露動議

Recognition of Deferred Tax Assets for Unrealised Losses  
就未變現虧損確認遞延稅項資產

Amendments to IFRS 12, Disclosure of Interests in Other Entities  
國際財務報告準則第12號，於其他實體的權益披露

#### *Amendments to IAS 7 – Disclosure Initiative*

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

The adoption of the amendments has led to the additional disclosure presented in the note to the cash flow statement, Note 38.

### 2. 採納國際財務報告準則(「國際財務報告準則」)

#### (a) 採納新訂／經修訂國際財務報告準則—自2017年1月1日生效

#### *國際會計準則第7號(修訂本)—披露動議*

有關修訂引入一項額外披露，將使財務報表使用者能夠評價融資活動產生的負債變動。

採納修訂已導致附註38內現金流量表附註所列示之額外披露。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)****(a) Adoption of new/revised IFRSs – effective 1 January 2017 (Continued)*****Amendments to IAS 12 – Recognition of Deferred Tax Assets for Unrealised Losses***

The amendments relate to the recognition of deferred tax assets and clarify some of the necessary considerations, including how to account for deferred tax assets related to debt instruments measured of fair value.

The adoption of the amendments has no impact on these financial statements as the clarified treatment is consistent with the manner in which the Group has previously recognised deferred tax assets.

***Annual Improvements to IFRSs 2014-2016 Cycle – Amendments to IFRS 12, Disclosure of Interests in Other Entities***

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to IFRS 12, Disclosure of Interests in Other Entities, to clarify that the disclosure requirements of IFRS 12, other than the requirements to disclose summarised financial information, also apply to an entity's interests in other entities classified as held for sale or discontinued operations in accordance with IFRS 5, Non-Current Assets Held for Sale and Discontinued Operations.

The adoption of the amendments to IFRS 12 has no impact on these financial statements as the latter treatment is consistent with the manner in which the Group has previously dealt with disclosures relating to its interests in other entities classified as held for sale or discontinued operations in accordance with IFRS 5.

**2. 採納國際財務報告準則(「國際財務報告準則」)(續)****(a) 採納新訂／經修訂國際財務報告準則－自2017年1月1日生效(續)*****國際會計準則第12號(修訂本)－就未變現虧損確認遞延稅項資產***

有關修訂乃確認遞延稅項資產及澄清若干必要考慮，包括如何計算以公平值計量的債務工具相關的遞延稅項資產入賬。

採納修訂對該等財務報表並無影響，由於澄清之處理方式與本集團過往確認遞延稅項資產之方式一致。

***國際財務報告準則2014年－2016年週期之年度改進－國際財務報告準則第12號(修訂本)，於其他實體的權益披露***

據年度改進過程頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切的修改。彼等包括對國際財務報告準則第12號，於其他實體的權益披露的修訂，以澄清國際財務報告準則第12號之披露規定，除要求披露財務資料概要，亦適用於根據國際財務報告準則第5號持作出售及已終止經營業務分類為持作出售或已終止經營業務的於其他實體的實體權益。

採納國際財務報告準則第12號之修訂本對該等財務報表並無影響，由於後者之處理方法與本集團過往處理有關根據國際財務報告準則第5號分類為持作出售或已終止經營業務的於其他實體的權益所使用之方式一致。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### (b) New/revised IFRSs that have been issued but are not yet effective

The following new/revised IFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Annual Improvements to IFRSs 2014-2016 Cycle  
國際財務報告準則2014年－2016年週期之年度改進

Annual Improvements to IFRSs 2014-2016 Cycle  
國際財務報告準則2014年－2016年週期之年度改進

Annual Improvements to IFRSs 2015-2017 Cycle  
國際財務報告準則2015年－2017年週期之年度改進

Annual Improvements to IFRSs 2015-2017 Cycle  
國際財務報告準則2015年－2017年週期之年度改進

Annual Improvements to IFRSs 2015-2017 Cycle  
國際財務報告準則2015年－2017年週期之年度改進

Annual Improvements to IFRSs 2015-2017 Cycle  
國際財務報告準則2015年－2017年週期之年度改進

Amendments to IFRS 2  
國際財務報告準則第2號(修訂本)

IFRS 9  
國際財務報告準則第9號

Amendments to IFRS 9  
國際財務報告準則第9號(修訂本)

IFRS 15  
國際財務報告準則第15號

Amendments to IFRS 15  
國際財務報告準則第15號(修訂本)

IFRS 16  
國際財務報告準則第16號

IFRIC 22  
國際財務報告詮釋委員會第22號

IFRIC 23  
國際財務報告詮釋委員會第23號

Amendments to IFRS 10 and IAS 28  
國際財務報告準則第10號及  
國際會計準則第28號(修訂本)

### 2. 採納國際財務報告準則(「國際財務報告準則」)(續)

#### (b) 已發行但尚未生效之新訂／經修訂國際財務報告準則

以下與本集團財務報表有關之新訂／經修訂國際財務報告準則已發行但尚未生效，且並未獲本集團提早採納。本集團目前擬於彼等生效日期應用該等變動。

Amendments to IFRS 1, First-time adoption of International Financial Reporting Standards<sup>1</sup>  
國際財務報告準則第1號(修訂本)首次採納國際財務報告準則<sup>1</sup>

Amendments to IAS 28, Investments in Associates and Joint Ventures<sup>2</sup>  
國際會計準則第28號(修訂本)於聯營公司及合營企業的投資<sup>2</sup>

Amendment to IFRS 3 Business Combinations<sup>2</sup>  
國際財務報告準則第3號(修訂本)業務合併<sup>2</sup>

Amendment to IFRS 11 Joint Arrangements<sup>2</sup>  
國際財務報告準則第11號(修訂本)合營安排<sup>2</sup>

Amendment to IAS 12 Income Taxes<sup>2</sup>  
國際會計準則第12號(修訂本)所得稅<sup>2</sup>

Amendment to IAS 23 Borrowing Costs<sup>2</sup>  
國際會計準則第23號(修訂本)借貸成本<sup>2</sup>

Classification and Measurement of Share-Based Payment Transactions<sup>1</sup>  
以股份為基礎之付款交易分類及計量<sup>1</sup>

Financial Instruments<sup>1</sup>  
財務工具<sup>1</sup>

Prepayment Features with Negative Compensation<sup>2</sup>  
負值補償之預付特點<sup>2</sup>

Revenue from Contracts with Customers<sup>1</sup>  
客戶合同收益<sup>1</sup>

Revenue from Contracts with Customers (Clarifications to IFRS 15)<sup>1</sup>  
客戶合同收益(國際財務報告準則第15號之澄清)<sup>1</sup>

Leases<sup>2</sup>  
租賃<sup>2</sup>

Foreign Currency Transactions and Advance Consideration<sup>1</sup>  
外幣交易及預付代價<sup>1</sup>

Uncertainty over Income Tax Treatments<sup>2</sup>  
所得稅處理的不確定性<sup>2</sup>

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>3</sup>  
投資者及其聯營公司或合營企業出售或注入資產<sup>3</sup>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)****(b) New/revised IFRSs that have been issued but are not yet effective (Continued)**

- 1 Effective for annual periods beginning on or after 1 January 2018
- 2 Effective for annual periods beginning on or after 1 January 2019
- 3 The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments of the amendments continue to be permitted.

***Annual Improvements to IFRSs 2014-2016 Cycle – Amendments to IFRS 1, First-time Adoption of International Financial Reporting Standards***

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to IFRS 1, First-time Adoption of International Financial Reporting Standards, removing transition provision exemptions relating to accounting periods that had already passed and were therefore no longer applicable.

***Annual Improvements to IFRSs 2014-2016 Cycle – Amendments to IAS 28, Investments in Associates and Joint Ventures***

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to IAS 28, Investments in Associates and Joint Ventures, clarifying that a Venture Capital organisation's permissible election to measure its associates or joint ventures at fair value is made separately for each associate or joint venture.

**2. 採納國際財務報告準則(「國際財務報告準則」)(續)****(b) 已發行但尚未生效之新訂／經修訂國際財務報告準則(續)**

- 1 於2018年1月1日或之後開始的年度期間生效
- 2 於2019年1月1日或之後開始的年度期間生效
- 3 修訂本原擬於2016年1月1日或之後開始的期間生效。生效日期當前已延遲／取消。提早應用修訂仍或批准。

***國際財務報告準則2014年－2016年週期之年度改進－國際財務報告準則第1號(修訂本)首次採納國際財務報告準則***

據年度改進過程頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切的修改。其中包括對國際財務報告準則第1號，首次採納國際財務報告準則之修訂，當中刪去與已結束因而不適用之會計期間有關的過渡條文豁免。

***國際財務報告準則2014年－2016年週期之年度改進－國際會計準則第28號(修訂本)於聯營公司及合營企業的投資***

根據年度改進過程頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切的修改。其中包括對國際會計準則第28號，於聯營公司及合營公司之投資之修訂本，該修訂本澄清風險資本機構可選擇按公平值計量聯營公司或合營公司時，可對每間聯營公司或合營公司分別作出有關選擇。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

### (b) New/revised IFRSs that have been issued but are not yet effective (Continued)

#### *Annual Improvements to IFRSs 2015-2017 Cycle – Amendments to IFRS 3 Business Combinations*

The amendment clarifies that a company remeasures its previously held interest in a joint operation that is a business when it obtains control of the business. Paragraph 42A is added to clarify this requirement.

#### *Annual Improvements to IFRSs 2015-2017 Cycle – Amendments to IFRS 11 Joint Arrangements*

The amendment clarifies that a company that participates in but does not have joint control over a joint operation, does not remeasure its previously held interest in the joint operation which is a business when it obtains joint control of the business. Paragraph B33CA is added to IFRS 11 to clarify this requirement.

#### *Annual Improvements to IFRSs 2015-2017 Cycle – Amendments to IAS 12 Income Tax*

The amendment clarifies that a company accounts for all income tax consequences of dividend payments in the same way as the entity recognised the originating transaction or event that generated the distributable profit giving rise to the dividend. Paragraph 57A to IAS 12 is added to clarify this point.

#### *Annual Improvements to IFRSs 2015-2017 Cycle – Amendments to IAS 23 Borrowing Costs*

The amendment clarifies that when a qualifying asset is ready for its intended use or sale and (some of) the related specific borrowing remains outstanding, that borrowing is treated as general borrowings. Paragraph 14 of IAS 23 is amended to convey this principle.

## 2. 採納國際財務報告準則(「國際財務報告準則」)(續)

### (b) 已發行但尚未生效之新訂／經修訂國際財務報告準則(續)

#### *國際財務報告準則2015年－2017年週期之年度改進－國際財務報告準則第3號(修訂本)業務合併*

該修訂本澄清公司於取得業務控制權時重新計量其先前持有的構成業務的共同經營權益。第42A段經添加以澄清此要求。

#### *國際財務報告準則2015年－2017年週期之年度改進－國際財務報告準則第11號(修訂本)合營安排*

該修訂本澄清參與但並無共同控制共同經營的公司，在取得業務共同控制權時無需重新計量其先前持有的構成業務的共同經營權益。國際財務報告準則第11號添加第B33CA段以澄清此要求。

#### *國際財務報告準則2015年－2017年週期之年度改進－國際會計準則第12號(修訂本)所得稅*

該修訂本澄清公司應按實體確認產生可用於股息分派的可分派溢利的發起交易或事件的相同方式，入賬所有股息付款的所得稅後果。國際會計準則第12號添加第57A段以澄清此觀點。

#### *國際財務報告準則2015年－2017年週期之年度改進－國際會計準則第23號(修訂本)借貸成本*

該修訂本澄清當合資格資產可作擬定用途或出售而(部分)相關特定借貸仍未償還時，有關借貸按一般借貸處理。國際會計準則第23號第14段經修訂以傳達此原則。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)****(b) New/revised IFRSs that have been issued but are not yet effective (Continued)*****Amendments to IFRS 2 – Classification and Measurement of Share-Based Payment Transactions***

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

***IFRS 9 – Financial Instruments***

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

**2. 採納國際財務報告準則(「國際財務報告準則」)(續)****(b) 已發行但尚未生效之新訂／經修訂國際財務報告準則(續)*****國際財務報告準則第2號(修訂本) – 以股份為基礎之付款交易分類及計量***

該等修訂訂明歸屬及非歸屬條件對現金結算股份付款計量的影響；因預扣稅責任具有淨額結算特徵的股份付款交易；以及使交易類別由現金結算變更為以股本結算之股份付款條款及條件的修訂的會計處理規定。

***國際財務報告準則第9號 – 財務工具***

國際財務報告準則第9號就財務資產的分類及計量引進新要求。如果持有債務工具的商業模式的目的為持有資產以收取合約現金流(商業模式測試)，及如果債務工具載有合約條款而其產生僅僅是對本金及尚未償還本金的利息的支付的現金流(合約現金流特徵測試)，則有關債務工具一般按攤銷成本計量。有關通過合約現金流特徵測試的債務工具，倘若實體商業模式的目標為持有及收取合約現金流及出售財務資產，則該債務工具以公平價值計量且其變動計入其他全面收益。實體於初始確認時可以做出不可撤銷的選擇，以公平價值計量且其變動計入其他全面收益的方式計量不是為交易而持有的權益工具。所有其他債務及權益工具均按公平價值於損益賬列賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

#### (b) New/revised IFRSs that have been issued but are not yet effective (Continued)

##### *IFRS 9 – Financial Instruments (Continued)*

IFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in IAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

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

##### *Amendments to IFRS 9 – Prepayment Features with Negative Compensation*

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at fair value through other comprehensive income if specified conditions are met – instead of at fair value through profit or loss.

### 2. 採納國際財務報告準則(「國際財務報告準則」)(續)

#### (b) 已發行但尚未生效之新訂／經修訂國際財務報告準則(續)

##### *國際財務報告準則第9號－財務工具(續)*

國際財務報告準則第9號就所有並非按公平價值於損益賬列賬的財務資產載有新的預期虧損減值模式以代替國際會計準則第39號內的已發生虧損模式，並載有的一般套期會計要求，讓實體更能在財務報表內反映其風險管理活動。

國際財務報告準則第9號貫徹國際會計準則第39號有關財務負債確認、分類及計量規定，惟按公平價值於損益賬列賬的財務負債除外，該負債信貸風險變動應佔的公平價值變動金額於其他全面收益確認，除非在其他全面收益呈列該負債的信貸風險變動影響會導致或擴大損益上的會計錯配。此外，國際財務報告準則第9號保留國際會計準則第39號有關取消確認財務資產及財務負債的規定。

##### *國際財務報告準則第9號(修訂本)－負值補償之預付特點*

有關修訂澄清，倘符合指定條件，負值補償的可預付財務資產可按攤銷成本或透過其他全面收益按公平價值列賬之方式計量－而非透過損益按公平價值列賬之方式計量。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)****(b) New/revised IFRSs that have been issued but are not yet effective (Continued)****IFRS 15 – Revenue from Contracts with customers**

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

IFRS 15 requires the application of a 5 steps approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

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

The Group does not expect that the adoption of IFRS 15 will have an impact on the pattern of revenue and profit recognition as there is only one performance obligation identified in the contracts with customers and the performance obligation is satisfied at point of time. The impact to the Group is expected to include more comprehensive disclosure as required by the new standard. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 15 until the Group has performed a detailed review.

**2. 採納國際財務報告準則(「國際財務報告準則」)(續)****(b) 已發行但尚未生效之新訂／經修訂國際財務報告準則(續)****國際財務報告準則第15號－客戶合同收益**

本項新準則設立一個單獨的收益確認框架。該框架的核心原則為實體應確認收益以用金額描述轉讓承諾商品或服務予客戶，該金額反映預期該實體有權就交換該等商品及服務所收取的代價。國際財務報告準則第15號取代現行收益確認指引(包括國際會計準則第18號「收益」、國際會計準則第11號「建築合約」及相關詮釋)。

國際財務報告準則第15號要求透過5個步驟釐定收入：

- 第1步：識別與客戶訂立的合約
- 第2步：識別合約內的履約責任
- 第3步：釐定交易價格
- 第4步：將交易價格分配至合約內的履約責任
- 第5步：於實體達成履約責任時確認收入

國際財務報告準則第15號包含與特定收益相關的特定指引，該等指引或會更改國際財務報告準則現時應用之方法。該準則亦對收益相關的披露作出大幅質化與量化改進。

本集團預期採納國際財務報告準則第15號將不會對收益及溢利的確認模式造成影響，因為與客戶的合約只有一個履約責任，而該履約責任則於某個時間點達成。對本集團的影響預期將包括新準則所規定作出更全面的披露。然而，直至本集團進行詳細審查前，對國際財務報告準則第15號的影響進行合理估計概不可行。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

### (b) New/revised IFRSs that have been issued but are not yet effective (Continued)

#### *Amendments IFRS 15 – Revenue from Contracts with Customers (Clarifications to IFRS 15)*

The amendments to IFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

#### *IFRS 16 – Leases*

IFRS 16, which upon the effective date will supersede IAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more 12 months, unless the underlying asset is of low value. Specifically, under IFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, IAS 17.

## 2. 採納國際財務報告準則(「國際財務報告準則」)(續)

### (b) 已發行但尚未生效之新訂／經修訂國際財務報告準則(續)

#### *國際財務報告準則第15號(修訂本) – 來自客戶合約之收入(國際財務報告準則第15號之澄清)*

國際財務報告準則第15號(修訂本)包括澄清對履行責任之識別方式；應用委託人或代理人；知識產權許可；及過渡規定。

#### *國際財務報告準則第16號 – 租賃*

國際財務報告準則第16號於生效日期將取代國際會計準則第17號「租賃」及相關詮釋，引入單一承租人會計處理模式並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產。具體而言，根據國際財務報告準則第16號，承租人須確認使用權資產(表示其有權使用相關租賃資產)及租賃負債(表示其有責任支付租賃款項)。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，在現金流量表中呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可註銷租賃付款，亦包括承租人合理肯定會行使選擇權延續租賃或行使中止租賃選擇權之情況下，將於選擇權期間內作出之付款。就根據前訂準則國際會計準則第17號分類為經營租賃之租賃而言，此會計處理方法與承租人會計法顯著不同。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)****(b) New/revised IFRSs that have been issued but are not yet effective (Continued)****IFRS 16 – Leases (Continued)**

In respect of the lessor accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

**IFRIC 22 – Foreign Currency Transactions and Advance Consideration**

The Interpretation provides guidance on determining the date of the transaction for determining an exchange rate to use for transactions that involve advance consideration paid or received in a foreign currency and the recognition of a non-monetary asset or non-monetary liability. The Interpretations specifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part thereof) is the date on which the entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

**IFRIC 23 – Uncertainty over Income Tax Treatments**

The Interpretation supports the requirements of IAS 12, Income Taxes, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes. Under the Interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the “most likely amount” or the “expected value” approach, whichever better predicts the resolution of the uncertainty.

**2. 採納國際財務報告準則(「國際財務報告準則」)(續)****(b) 已發行但尚未生效之新訂／經修訂國際財務報告準則(續)****國際財務報告準則第16號－租賃(續)**

就出租人會計法而言，國際財務報告準則第16號大致沿用國際會計準則第17號之出租人會計法規定。因此，出租人繼續將其租賃分類為經營租賃及融資租賃，並且對兩類租賃進行不同會計處理。

**國際財務報告詮釋委員會第22號－外幣交易及預付代價**

該詮釋就如何為釐定用於涉及以外幣支付或收取預付代價的交易的匯率而釐定交易日期，以及如何確認非貨幣資產或非貨幣負債提供指引。該等詮釋明確指出，釐定首次確認相關資產、開支或收益(或當中部分)所使用之匯率之交易日期為實體首次確認支付或收取預付代價產生的非貨幣資產或非貨幣負債之日。

**國際財務報告詮釋委員會第23號－所得稅處理的不確定性**

該詮釋透過就如何反映所得稅會計處理涉及之不確定性因素之影響提供指引，為國際會計準則第12號所得稅的規定提供支持。根據該詮釋，實體須釐定分開或集中考慮各項不確定稅項處理，以更佳預測不確定性因素的解決方法。實體亦須假設稅務機關將會查驗其有權檢討的金額，並在作出上述查驗時全面知悉所有相關資料。如實體釐定稅務機關可能會接受一項不確定稅項處理，則實體應按與其稅務申報相同的方式計量即期及遞延稅項。倘實體釐定稅務機關不可能會接受一項不確定稅項處理，則採用「最可能金額」或「預期值」兩個方法中能更佳預測不確定性因素解決方法的方法來反映釐定稅項涉及的不確定性因素。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

#### 2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

##### (b) New/revised IFRSs that have been issued but are not yet effective (Continued)

###### *Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors' interests in the joint venture or associate.

The Group has already commenced an assessment of the impact of adopting the above standards and amendments to existing standards to the Group. Except for those disclosed above, the Group has so far concluded that the application of these new pronouncements will have no material impact on the Group's financial statements.

#### 2. 採納國際財務報告準則(「國際財務報告準則」)(續)

##### (b) 已發行但尚未生效之新訂／經修訂國際財務報告準則(續)

###### *國際財務報告準則第10號及國際會計準則第28號(修訂本) – 投資者及其聯營公司或合營企業出售或注入資產*

該等修訂釐清實體向其聯營公司或合營企業出售或注入資產時確認收益或虧損之程度。倘交易涉及一項業務，則須確認全數收益或虧損；反之，倘交易涉及不構成一項業務之資產，則確認之收益或虧損僅以不相關投資者於合營企業或聯營公司之權益為限。

本集團已開始評估採納上述準則及現有準則修訂本對本集團之影響。除上文所披露者外，本集團當前認為應用該等新聲明將不會對本集團財務報表產生重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**3. BASIS OF PRESENTATION****(a) Statement of compliance**

The financial statements have been prepared in accordance with all applicable IFRSs, International Accounting Standards (“IASs”) issued by the IASB and Interpretations issued by the International Financial Reporting Interpretations Committee of the IASB (hereinafter collectively referred to as the “IFRS”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**(b) Basis of measurement**

The financial statements have been prepared under the historical cost basis except for certain properties and financial instruments, which are measured at fair values as explained in the accounting policies set out below.

**(c) Functional and presentation currency**

The financial statements are presented in Chinese Renminbi (“RMB”), which is the same as the functional currency of the Company.

**3. 呈列基準****(a) 合規聲明**

財務報表乃根據所有適用國際財務報告準則、國際會計準則委員會頒佈的國際會計準則(「國際會計準則」)及國際會計準則委員會轄下的國際財務報告詮釋委員會頒佈的詮釋(統稱「國際財務報告準則」)以及香港公司條例之披露要求而編製。此外，財務報表包括香港聯合交易所有限公司證券上市規則規定的適用披露。

**(b) 計量基準**

財務報表乃根據歷史成本基準編製，惟若干物業及金融工具按公平值計量除外(如下文所載會計政策所闡述)。

**(c) 功能及呈列貨幣**

財務報表乃以人民幣(「人民幣」)呈列，其與本公司的功能貨幣相同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries ("the Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by IFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

### 4. 重大會計政策

#### (a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司（「本集團」）的財務報表。集團公司內各公司間的交易及結餘連同未變現溢利於編製綜合財務報表時悉數對銷。未變現虧損亦予以對銷，惟相關交易有證據顯示所轉讓資產出現減值則除外，於此情況下，虧損於損益確認。

年內收購或出售附屬公司的結果自收購日期起或至出售日期止（如適用）載於綜合全面收益表。必要時，須對附屬公司財務報表作出調整，以使其會計政策與本集團其他成員公司的會計政策貫徹一致。

收購附屬公司或業務乃以收購法入賬。收購成本按本集團（作為收購方）所轉移資產、所產生負債及所發行股權於收購日期的公平值總額計量。所收購可識別資產及所承擔負債主要按收購日期公平值計量。本集團過往持有被收購方的股權按收購日期公平值重新計量，所產生收益或虧損於損益確認。本集團可按每宗交易按公平值或按被收購方可識別資產淨值的應佔比例計量佔於附屬公司目前擁有權權益的非控股權益。除非國際財務報告準則規定另一項計量基準，否則所有其他非控股權益按公平值計量。所產生收購相關成本列作開支，除非有關成本於發行股本工具時產生，否則有關成本會於權益中扣除。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)***(Continued)***(a) Business combination and basis of consolidation***(Continued)*

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

**(b) Subsidiaries**

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

**(a) 業務合併及綜合基準(續)**

收購方將予轉讓的任何或然代價均按收購日期公平值確認。其後對代價作出之調整，僅計量期(最長為收購日期起計12個月)內取得有關於收購日期公平值的新資料產生時，方通過商譽確認。分類為資產或負債的或然代價的所有其他其後調整均於損益內確認。

倘本集團失去附屬公司控制權，出售損益乃按下列兩者的差額計算：(i)所收取代價公平值與任何保留權益公平值總額，及(ii)附屬公司資產(包括商譽)及負債與任何非控股權益過往的賬面金額。有關附屬公司於其他全面收入確認的過往金額按出售相關資產或負債時所規定的相同方式入賬。

收購後，代表於附屬公司目前擁有權益的非控股權益賬面金額為該等權益於初步確認時的金額加有關非控股權益應佔權益的其後變動。總全面收益乃歸屬於該等非控股權益，即使這會導致該等非控股權益出現虧絀結餘。

**(b) 附屬公司**

附屬公司為本公司可行使控制權的投資對象。以下三個因素全部滿足時，本公司控制該投資對象：對投資對象的權力、來自投資對象可變回報的風險或權利及利用其權力影響該等可變回報的能力。當有事實及情況顯示任何該等控制因素可能出現變動時，控制權會被重新評估。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (b) Subsidiaries (Continued)

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

#### (c) Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Associates are accounted for using the equity method whereby they are initially recognised at cost Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

### 4. 重大會計政策(續)

#### (b) 附屬公司(續)

本公司財務狀況表中，投資附屬公司按成本減減值虧損(如有)列賬。附屬公司的業績由本公司基於所收股息及應收款項入賬。

#### (c) 聯營公司

聯營公司為本集團對其擁有重大影響力的實體，既非附屬公司，亦非合營安排。重大影響力指有權力參與投資對象的財務及經營決策，但並非對該等政策擁有控制或聯合控制權。

聯營公司乃採用權益法入賬，據此聯營公司按成本初步確認，此後彼等賬面值於聯營公司的資產淨值內調整以反映本集團應佔收購後變動，惟超過本集團於聯營公司的權益的虧損不會確認，除非有責任彌補該等虧損。

本集團與其聯營公司之間的交易產生的損益僅於不相關投資人於聯營公司擁有權益時方才確認。該等交易產生的投資人分佔聯營公司溢利及虧損與聯營公司的賬面值對銷。倘未變現虧損證明資產轉移的減值，則即時於損益確認。

聯營公司乃採用權益法入賬，據此聯營公司初步按成本確認。聯營公司已付任何溢價高於已收購本集團應佔可識別資產、負債及或然負債的公平值撥充資本，計入聯營公司的賬面值。倘客觀證據證明聯營公司投資有減值，則投資的賬面值與其他非財務資產以相同方式檢測。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)

(Continued)

## (c) Associates (Continued)

In the Company's statement of financial position, investments in associates are carried at cost less impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year.

## (d) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

## (c) 聯營公司(續)

本公司財務狀況表中，投資聯營公司按成本減減值虧損(如有)列賬。聯營公司的業績由本公司基於在年內所收股息及應收款項入賬。

## (d) 商譽

商譽初步按成本確認，即所轉讓代價與就非控股權益所確認金額之總和高出所收購可識別資產、負債及或然負債公平值之超額部分。

倘可識別資產、負債及或然負債之公平值高於已付代價之公平值，則超出部分經重估後於收購日期在損益確認。

商譽按成本減減值虧損計量。就減值測試而言，因收購而產生之商譽獲分配至預期受惠於收購所產生協同效益之各個相關現金產生單位。獲分配商譽之現金產生單位每年及於有跡象顯示單位可能出現減值時測試減值。

就某財政年度內進行收購所產生之商譽而言，於該財政年度結束前就獲分配商譽之現金產生單位進行減值測試。倘現金產生單位之可收回金額少於單位賬面值，則首先將減值虧損分配至該單位所獲分配之任何商譽以減少其賬面值，其後以該單位內各資產賬面值為基準按比例分配至該單位之其他資產。商譽任何減值虧損於損益確認，不會於其後期間撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (e) Property, plant and equipment

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

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

|                                                                    |                     |
|--------------------------------------------------------------------|---------------------|
| Leasehold land and buildings held for own use under finance leases | Over the lease term |
| Plant and machinery                                                | 10%                 |
| Motor vehicles                                                     | 20%                 |
| Electronic equipment, furniture and fixtures                       | 20%                 |
| Moulds                                                             | 20%-33.33%          |
| Leasehold improvements                                             | 10%                 |

### 4. 重大會計政策(續)

#### (e) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損列賬。

物業、廠房及設備的成本包括其購買價以及購置項目的直接應佔成本。

如項目相關的未來經濟利益將可能流入本集團，而項目成本能可靠地計算，則其後成本方會計入資產的賬面值或確認為一項獨立資產(按適用者)。重置部分的賬面值會被取消確認。所有其他維修及保養費用均於產生的財政期間內在損益確認為開支。

物業、廠房及設備會進行折舊，藉以於其估計可使用年期以直線法撇銷扣除預期剩餘價值後的成本或估值。可使用年期、剩餘價值及折舊方法均於每個報告期末審閱，如屬恰當，則會作出調整。可使用年期如下：

|            |            |
|------------|------------|
| 融資租賃項下之租賃  | 於租期內       |
| 土地及持作自用樓宇  |            |
| 廠房及機器      | 10%        |
| 汽車         | 20%        |
| 電子設備、傢俬及裝置 | 20%        |
| 模具         | 20%-33.33% |
| 租賃物業裝修     | 10%        |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)

(Continued)

## (e) Property, plant and equipment (Continued)

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

## (f) Leasing

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

*The Group as lessee*

Assets held under finance leases are initially recognised as assets at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

## (e) 物業、廠房及設備(續)

在建工程按成本減去減值虧損入賬。成本包括直接建設成本及於建設及安裝期間被資本化的借貸成本。當將資產準備用於其擬定用途的幾乎所有必要活動均完成時，該等成本不再資本化，而在建工程被轉入物業、廠房及設備的適當類別。在建工程於完成及準備好作擬定用途前不計提折舊撥備。

資產的賬面值如高於其估計可收回金額，則會被即時撇減至其可收回金額。

出售物業、廠房及設備項目的收益或虧損為銷售所得款項淨額與其賬面值之間的差額，並在出售時於損益確認。

## (f) 租賃

當租賃條款將擁有權的絕大部分風險及回報轉移至承租人，則該等租賃會被分類為融資租賃。所有其他租賃乃分類為經營租賃。

*本集團作為承租人*

根據融資租賃持有的資產按其公平值或(如屬較低者)最低租賃付款的現值初步確認為資產。相應租賃承擔列作負債。租賃付款分析為資本及利息。利息部分於租期內在損益扣除，其計算是為得出租賃負債的一個固定比例。資本部分會削減應付予出租人的結餘。

根據經營租賃應付的租金總額按直線法於租期內在損益中確認。已收租金優惠於租期內確認為租金開支總額的組成部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (g) Intangible assets

##### (i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows. Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses. The amortisation expense is recognised in profit or loss and included in administrative expenses.

|          |           |
|----------|-----------|
| Software | 3-5 years |
|----------|-----------|

##### (ii) Internally generated intangible assets (research and development costs)

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product;
- sale of the product will generate future economic benefits; and expenditure on the project can be measured reliably.

### 4. 重大會計政策(續)

#### (g) 無形資產

##### (i) 已收購的無形資產

獨立收購之無形資產初步按成本確認。於業務合併中購入之無形資產成本為於收購日期之公平價值。其後，使用年限有限的無形資產按成本減累計攤銷及累計減值虧損列賬。

攤銷乃按有關使用年期以直線基準計提撥備如下。可使用年期無限的無形資產乃按成本減任何累計減值虧損列賬。攤銷費用於損益內確認並計入行政開支。

|    |      |
|----|------|
| 軟件 | 3至5年 |
|----|------|

##### (ii) 內部產生之無形資產(研發費用)

內部開發產品開支，在出現下列情況時可被撥充資本：

- 在技術上可開發產品以供銷售；
- 有足夠資源完成開發；
- 有意完成和銷售產品；
- 本集團有能力銷售產品；
- 銷售產品會產生未來經濟利益；及可準確計量項目支出。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)

(Continued)

## (g) Intangible assets (Continued)

## (ii) Internally generated intangible assets (research and development costs) (Continued)

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss and included in cost of sales.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

## (iii) Impairment

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

## (h) Financial Instruments

## (i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

## (g) 無形資產(續)

## (ii) 內部產生之無形資產(研發費用)(續)

撥充資本的開發成本會按本集團預期從銷售該研發之產品的年期攤銷。攤銷開支在損益內確認並計入銷售成本內。

開發支出不能滿足以上的條件，於內部項目研發階段所產生的支出會於損益中確認為支出。

## (iii) 減值

可使用年期無限的無形資產及尚未可供使用的無形資產每年進行減值測試，方法為比較其賬面值與可收回金額，而不論是否出現任何可能減值的跡象。倘估計資產的可收回金額低於其賬面值，則資產賬面值須減低至其可收回金額。

## (h) 金融工具

## (i) 財務資產

本集團於初步確認時按收購資產的目的分類其財務資產。按公平值計入損益的財務資產初步按公平值計量，所有其他財務資產初步則按公平值加收購該財務資產直接應佔交易成本計量。以正常途徑收購或出售的財務資產乃按交易日確認及取消確認。正常買賣指按條款要求於指定時間內交付資產的合同買賣財務資產，有關指定時間一般乃由相關市場法規或慣例設定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (h) Financial Instruments (Continued)

##### (i) Financial assets (Continued)

###### Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

###### Financial assets at fair value through profit or loss

These assets include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

###### Available-for-sale financial assets

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

### 4. 重大會計政策(續)

#### (h) 金融工具(續)

##### (i) 財務資產(續)

###### 貸款及應收款項

該等資產為固定或待付款且並無在活躍市場報價的非衍生財務資產。貸款及應收款項主要透過向顧客(貿易債務人)提供貨品及服務產生，當中亦包括其他類別的合同貨幣資產。於最初確認時，貸款及應收款項乃採用實際利息法按已攤銷成本扣除任何已識別減值虧損列賬。

###### 按公平值計入損益之財務資產

該等資產包括持作買賣的財務資產。倘收購的目的為於短期內放售，則財務資產歸類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟其獲指定為實際對沖工具或財務擔保合約。

初步確認後，按公平值計入損益之財務資產按公平值計量，而公平值的變動則於出現變動期間於損益中確認。

###### 可供出售財務資產

可供出售財務資產為指定為可供出售或並無計入財務資產其他類別之非衍生財務資產。於首次確認後，該等資產乃按公平值列賬，其公平值變動乃於其他全面收益確認，惟減值虧損及貨幣工具之匯兌收益及虧損於損益內確認除外。

就於活躍市場並無報價且其公平值無法可靠計量之可供出售股權投資及與該等無報價股本工具掛鉤及必須透過交付該等工具進行結算之衍生工具而言，該等資產按成本扣除任何已識別之減值虧損計量。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)

(Continued)

## (h) Financial Instruments (Continued)

## (ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

## For Loans and receivables

An impairment loss is recognised in profit or loss and directly reduces the carrying amount of financial asset when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

## For Available-for-sale financial assets

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

## (h) 金融工具(續)

## (ii) 財務資產的減值虧損

本集團會於各報告期末評估財務資產有否出現減值的客觀跡象。倘有客觀減值跡象顯示於財務資產初步確認後發生的一項或多項事件對財務資產的估計未來現金流量造成能夠可靠估計的影響，則財務資產出現減值。減值的跡象可包括：

- 債務人出現重大財務困難；
- 違反合同，如拖欠或欠付利息或本金付款；
- 因債務人有財務困難而授予寬免；
- 債務人很可能破產或進行其他財務重組。

## 就貸款及應收款項而言

倘有客觀跡象顯示資產出現減值，則減值虧損於虧損益賬中確認及直接降低財務資產之賬面值，並按資產賬面值與按原本實際利率貼現的估計未來現金流量的現值之間的差額計量。財務資產之賬面值透過使用備抵賬削減。當財務資產的任何部分被釐定為不可收回時，與有關財務資產之備抵賬沖銷。

## 就可供出售財務資產而言

如公平值下跌構成減值之客觀證據，則虧損之金額從權益中剔除並於損益確認。

就可供出售債務投資而言，倘該投資之公平值之增加可客觀上與確認減值虧損後發生之事件相關聯，則任何減值虧損將隨後獲撥回至損益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)

(Continued)

#### (h) Financial Instruments (Continued)

##### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

##### Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preference shares and the debt element of convertible loan note issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

##### (iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

#### (h) 金融工具(續)

##### (iii) 財務負債

本集團視乎負債產生之目的將其財務負債分類。於損益按公平值處理之財務負債乃按公平值計量及按攤銷成本處理之財務負債最初以公平值計量，扣除直接應佔成本。

##### 按攤銷成本計算的財務負債

按攤銷成本計算的財務負債包括貿易及其他應付款項、借款、若干優先股及本集團發行之可轉換貸款票據之債務部分，其後按實際利率法按攤銷成本計量。相關利率開支於損益中確認。

##### (iv) 實際利率法

實際利率法為計算財務資產或財務負債攤銷成本及於有關期間內分配利息收入或利息支出的方法。實際利率為財務資產或負債於預計年期或於較短時間(如適用)內準確貼現估計未來現金收入或付款的利率。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)

(Continued)

## (h) Financial Instruments (Continued)

## (v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with IAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

## (i) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

## (h) 金融工具(續)

## (v) 取消確認

本集團在與財務資產有關的未來現金流量合同權利屆滿或財務資產已轉讓且該轉讓符合國際會計準則第39號的取消確認標準時，取消確認財務資產。

當有關合同的指定責任獲解除、註銷或到期，則取消確認財務負債。

倘由於重新磋商負債之條款，本集團向債權人發行其自身權益工具以支付全部或部分之財務負債，則已發行之權益工具為已付代價並於抵銷財務負債或其部分日期按彼等之公平值初步確認及計量。倘已發行權益工具之公平值不能可靠計量，則權益工具將計量以反映所抵銷財務負債之公平值。所抵銷財務負債或其部分之賬面值與已付代價之差額於本年度損益中確認。

## (i) 存貨

存貨最初按成本確認，其後按成本及可變現淨值之較低者確認。成本包括所有採購成本、轉移成本及將存貨送達至其目前地點及狀況所產生之其他成本。成本按加權平均法計算。可變現淨值相當於一般業務過程中之估計售價減去作出銷售所需之估計成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (j) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent short-term, highly liquid investments which are readily convertible into known amounts of cash and which were within three months of maturity when acquired.

#### (k) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and is reduced for estimated customer returns, rebates and other similar allowances, as follows:

##### (i) Sales of goods

Revenue from sales of goods is recognised when goods are delivered and title has passed, which means that all the following conditions are satisfied:

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

##### (ii) Interest income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

### 4. 重大會計政策(續)

#### (j) 現金及現金等價項目

就本現金流量綜合報表而言，現金及現金等價項目為可隨時轉換為已知現金金額之短期高流動性投資，並於收購後三個月內到期。

#### (k) 收益確認

收益按已收或應收代價的公平值計量，收益已就以下估計客戶退貨、折扣及其他類似備抵作出扣減：

##### (i) 貨品銷售

來自貨品銷售的收益於貨品付運及所有權轉讓並達成以下所有條件時確認：

- 本集團已將貨品擁有權的重大風險及回報轉讓至買方；
- 本集團並無保留一般與擁有權有關的已售貨品之持續管理權或實際控制權；
- 收益金額可以可靠量度；
- 與交易有關之經濟利益將可能流入至本集團；及
- 就交易產生或將產生之費用能夠可靠計量。

##### (ii) 利息收入

利息收入使用實際利率法，按累計基準，應用透過財務工具的預期可使用年期將估計未來現金收入折現至該財務資產的賬面淨值的比率予以確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)

(Continued)

## (k) Revenue recognition (Continued)

## (iii) Processing income

Processing income is recognised when processing services are provided.

## (l) Income tax

Income tax for the year comprises current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

## (k) 收益確認(續)

## (iii) 加工收入

加工收入乃於提供加工服務後確認。

## (l) 所得稅

年內的所得稅包括當期稅項及遞延稅項。

當期稅項乃根據日常業務之溢利或虧損，就所得稅而言毋須課稅或不可扣減之項目作出調整，按報告期末已制定或大致制定之稅率計算。

遞延稅項乃因就財務報告而言資產與負債之賬面值與就稅務而言之相應金額之暫時差額而確認。除不影響會計或應課稅溢利之商譽及已確認資產及負債外，就所有暫時差額確認遞延稅項負債。倘應課稅溢利有機會可供扣減暫時差額，則確認遞延稅項資產。遞延稅項乃按適用於資產或負債之賬面值獲變現或結算之預期方式及於報告期末已制定或大致上制定之稅率計量。

遞延稅項負債乃按因於附屬公司、聯繫人士及聯合控制實體之投資而引致之應課稅暫時差額而確認，惟若本集團可控制暫時差額之逆轉，以及暫時差額可能不會於可見將來逆轉則除外。

所得稅於損益確認，惟倘其與於其他全面收益確認的項目有關，則該等稅項亦於其他全面收益確認；或倘其與直接於權益確認的項目有關，則該等稅項亦直接於權益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (m) Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate(s) (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. RMB) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of group entities’ separate financial statements on the translation of long-term monetary items forming part of the Group’s net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

### 4. 重大會計政策(續)

#### (m) 外幣

集團實體以其經營所在主要經濟環境貨幣(「功能貨幣」)以外之貨幣進行之交易，按進行交易時之適用匯率入賬。外幣貨幣資產及負債則以各報告期末之適用匯率換算。按公平值以外幣入賬之非貨幣項目則按釐定公平值當日之匯率換算。外幣列值以歷史成本計量之非貨幣項目則不予重新換算。

結算貨幣項目及換算貨幣項目產生之匯兌差額於產生期間在損益確認。換算非貨幣項目所產生之匯兌差額按公平值計入期間之損益，惟換算有關損益在其他全面收益確認之非貨幣項目所產生之匯兌差額除外，而有關差額亦在其他全面收益中確認。

於整合時，海外業務的收支項目以年內平均匯率換算為本集團的呈列貨幣(即人民幣)，除非期內匯率大幅波動，在此情況下，則按進行該等交易時的相若匯率換算。所有海外業務的資產及負債均以報告期末的適用匯率換算。所產生的匯兌差額(如有)於其他全面收益確認，並於權益內累計入賬為外匯儲備(應付少數股東權益(如適用))。於換算構成本集團於所涉海外業務的部分投資淨額的長期貨幣項目時，在集團實體獨立財務報表的損益內確認的匯兌差額則重新分類至其他全面收益，並於權益內累計入賬為外匯儲備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)

(Continued)

## (m) Foreign currency (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

## (n) Employee benefits

## (i) Short term employee benefits

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

## (ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

## (iii) Termination benefits

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

## (m) 外幣(續)

於2005年1月1日或之後收購海外業務產生之已收購可識別資產商譽及公平值調整，被視為該海外業務之資產及負債，並按報告期末適用之匯率重新換算。由此產生之匯兌差額於匯兌儲備確認。

## (n) 僱員福利

## (i) 短期僱員福利

短期僱員福利乃指預計在僱員提供了相關服務的年度呈報期末後十二個月以前將全數結付的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度內確認。

## (ii) 定額供款退休計劃

向定額供款退休計劃之供款於僱員提供服務時在損益中確認為開支。

## (iii) 離職福利

離職福利乃於本集團不能撤回所提供的福利時及本集團確認涉及離職福利付款的重組成本時(以較早者為準)確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (o) Impairment of other assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- Interests in leasehold land held for own use under operating leases; and
- Investments in subsidiaries and an associate.

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expenses immediately, unless the relevant asset is carried at a revalued amount under another IFRS, in which case the impairment loss is treated as a revaluation decrease under that IFRS.

#### (p) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the services received is measured by reference to the fair value of the options at the date of grant. Such fair value is recognised in profit or loss over the vesting period with a corresponding increase in the share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all non-market vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

### 4. 重大會計政策(續)

#### (o) 其他資產減值

本集團於各報告期末審閱下列資產的賬面值，以確定是否有任何跡象顯示該等資產已經出現減值虧損或過往已確認的減值虧損是否已不存在或已減少：

- 物業、廠房及設備；
- 經營租賃項下業主自用租賃土地權益；及
- 於附屬公司及聯營公司的權益。

倘資產之可回收金額(即為其公平值減銷售成本與使用價值兩者的較高者)低於其賬面值，則該項資產之賬面值須降低至其可回收金額。減值虧損將即時確認為開支，惟根據國際財務報告準則，倘有關資產乃按重估數額入賬，則根據國際財務報告準則有關減值虧損將視為重估減值。

#### (p) 以股份為基礎之付款

凡向僱員及提供類似服務之其他人士授出購股權，所接獲服務之公平值乃參考購股權於授出當日之公平值計量。該公平值於歸屬期間在損益內確認，並於權益內之購股權儲備中作相應增加。非關乎市場之歸屬條件會一併考慮，方法為調整於各報告期末預期歸屬之股本工具數目，使於歸屬期間確認之累積數額，最終根據最後歸屬之購股權數目確認。市場歸屬條件為授出購股權之公平值計算因素之一。只要其他歸屬條件符合，不論市場歸屬條件是否符合，均會作出扣除。累計開支不會因市場歸屬條件未能達成而調整。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)***(Continued)***(p) Share-based payments (Continued)**

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

The Group also operates a phantom share option scheme which is determined to be a cash-settled share-based payment transaction with employees. An option pricing model is used to measure the Group's liability at grant date and subsequently at the end of each reporting period, taking into account the terms and conditions on which the bonus is awarded and the extent to which employees have rendered service. Movements in the liability (other than cash payments) are recognised in profit or loss.

**(q) Borrowing costs**

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

**(r) Government grants**

Government grants are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

**(p) 以股份為基礎之付款(續)**

凡購股權之條款及條件在歸屬前修訂，在修訂前及修訂後立即計量之購股權公平值之增加，亦於餘下歸屬期間內於損益內確認。

本集團亦設有虛擬購股權計劃，其釐定為與僱員進行的現金結算以股份為基礎之付款交易。購股權定價模式乃用於計量本集團於授出日期及其後各報告期末之負債，並計入批授紅利之條款及條件，以及僱員提供服務程度。負債之變動(不包括現金付款)於損益內確認。

**(q) 借貸成本**

與收購事項、工程或生產需要長時間方可作擬定用途或銷售之合資格資產直接相關之借貸成本，均會資本化作為該等資產成本之一部分。將有待用於該等資產之特定借貸作短期投資所賺取之收入會於資本化借貸成本中扣除。所有其他借貸成本均於產生時於期內損益中確認。

**(r) 政府津貼**

倘可合理確定能夠收取政府津貼，而本集團將遵守當中所附帶條件，則政府津貼將獲確認。補償本集團所產生開支的津貼會於產生開支的同一期間，有系統地於損益賬中確認為收益。補償本集團資產成本的津貼會於相關資產賬面值中扣除，其後於該項資產的可用年期以減少折舊開支方式於損益賬中實際確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (s) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

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

#### (t) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of key management personnel of the Group or the Company's parent.

(b) An entity is related to the Group if any of the following conditions apply:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.

### 4. 重大會計政策(續)

#### (s) 撥備及或然負債

當本集團因過往事件須負上法律或推定責任而可能導致流出經濟利益，且該經濟利益能夠合理估計時，則會就未能確定時間或金額的負債確認撥備。

倘不太可能需要流出經濟利益，或該金額未能可靠估計，則該責任將披露為或然負債，惟流出經濟利益的機會極微則除外。僅以發生或無發生一項或多項日後事件方可確定是否存在的可能責任，亦會披露為或然負債，惟流出經濟利益的機會極微則除外。

#### (t) 關連人士

(a) 倘屬以下人士，則該人士或該人士的近親家庭成員與本集團有關聯：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本公司母公司的主要管理層成員。

(b) 倘符合下列任何條件，則該實體與本集團有關聯：

- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一家實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團成員公司的聯營公司或合營企業)。
- (iii) 兩家實體均為同一第三方的合營企業。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES 4. 重大會計政策(續)

(Continued)

## (t) Related parties (Continued)

(b) (Continued)

- (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 the employees of 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 key management personnel of the entity (or of a parent of the entity).
- (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 group's parent.

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

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

## (t) 關連人士(續)

(b) (續)

- (iv) 一家實體為第三方實體的合營企業，而另一實體為同一第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關聯的實體就僱員利益而設的離職後福利計劃。
- (vi) 實體受(a)所指定人士控制或共同控制。
- (vii) (a)(i)所指人士對實體有重大影響力或屬該實體(或該實體母公司)的主要管理層成員。
- (viii) 實體，或其所屬集團的任何成員向集團或集團的母公司提供主要管理人員服務。

一名人士的近親家庭成員指預期在與實體的交易中可影響該人士或受該人士影響的家庭成員，包括：

- (i) 該人士的子女及配偶或家庭伴侶；
- (ii) 該人士配偶或家庭伴侶的子女；及
- (iii) 該人士或該人士的配偶或家庭伴侶的受養人。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

#### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of consolidated financial statements in conformity with IFRS requires the directors to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

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

The directors have considered the development, selection and disclosure of the Group's critical accounting policies and estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets or liabilities are as follows:

##### (i) Useful lives and depreciation of property, plant and equipment

The Group determines the estimated useful lives and related depreciation charges of its property, plant and equipment. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group will increase the depreciation charge where useful lives are less than previously estimated lives, and will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation charges in future periods.

#### 5. 重要會計判斷及估計不確定因素之主要來源

編製符合國際財務報告準則的綜合財務報表要求董事對其他來源不明顯的資產及負債的賬面價值作出判斷、估計及假設。估計及相關假設乃基於歷史經驗及其他被視為相關的因素。實際結果可能有別於此等估計。

該等估計及相關假設會持續檢討。修訂會計估計時，倘有關修訂只影響修訂估計的期間，則在該期間確認；倘有關修訂影響到本期及以後期間，則在修訂期間及以後期間確認。

董事已考慮本集團主要會計政策及估計之發展、選擇及披露。導致需對資產或負債賬面值作出重大調整之主要風險有關之估計及假設如下：

##### (i) 物業、廠房及設備之可使用年期及折舊

本集團釐定物業、廠房及設備之估計可使用年期以及相關折舊開支。該等估計乃根據性質及功能相近之物業、廠房及設備實際可使用年期之過往經驗而作出。倘可使用年期較之前之估計為短，則本集團將會提高折舊開支，並會將已報廢或出售之技術上過時或非策略資產撇銷或撇減。實際經濟年期可能與估計之可使用年期不同。定期檢討可使上述資產之可折舊年期出現變動，因而引致本集團在未來期間之折舊開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY** (Continued)**(ii) Net realisable value of inventories**

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

**(iii) Allowances for bad and doubtful receivables**

The Group makes allowances for bad and doubtful receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of the customers and other debtors and the current market condition. The directors reassess the allowance at the end of the reporting period.

**(iv) Warranty claims**

The Group generally offers half-year warranties for its own-brand name products sold. The directors estimate the related provision for future warranty claims based on historical warranty claim information, as well as recent trends that might suggest that past cost information may differ from future claims. Factors that could impact the estimated claim information include the success of the Group's productivity and quality initiatives, as well as parts and labour costs.

**(v) Impairment of intangible assets**

Determining whether an intangible asset is impaired requires an estimation of the value in use. The value in use calculation requires the Group to estimate the future cash flows expected to arise and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, an impairment loss may arise. Details of the impairment testing are provided in Note 16.

**5. 重要會計判斷及估計不確定因素之主要來源(續)****(ii) 存貨之可變現淨值**

存貨之可變現淨值乃於日常業務過程中作出之估計售價減估計完成成本及可變出售開支。此等估計乃根據現時市況及類似性質之製造及出售產品之過往經驗而作出，並會因應客戶品味及競爭對手就任何行業衰退所作行動而有重大變化。董事於各報告期末重新評估估計。

**(iii) 應收款項之呆壞賬撥備**

本集團按照追收可收回款項之評估對應收款項之呆壞賬作出撥備。有關評估乃根據客戶之過往記賬記錄及其他應收款及現行市況釐定。董事於各報告期末重新評估撥備。

**(iv) 保用申索**

本集團一般為其已出售的自有品牌產品提供半年保用。董事根據過往保用申索資料以及顯示過往成本資料可能有別於未來申索的近期趨勢估計未來保用申索的相關撥備。可能影響估計申索資料的因素包括本集團的生產力及質量措施是否成功以及部件及勞工成本。

**(v) 無形資產減值**

釐定無形資產是否減值需估計使用價值。於計算使用價值時，本集團需估計該現金產生單位產生之未來現金流量，並以適當之貼現率計算其現值。實際現金流量低於預期，則可能產生減值虧損。有關減值測試之詳情於附註16提供。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### (vi) Impairment of property, plant and equipment

The Group assesses whether there are any indicators of impairment for property, plant and equipment at the end of each reporting period. Property, plant and equipment 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 to sell and its value in use. The calculation of the fair value less costs to sell 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, the directors 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.

#### (vii) Deferred tax assets

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

The Group has tax losses carry forwards amounting to approximately RMB23,993,000 (2016: RMB85,057,000) which relate to subsidiaries that have a history of losses and may not be used to offset taxable income elsewhere in the Group. These subsidiaries have no temporary taxable differences which could partly support the recognition of deferred tax assets. Also, there are no tax planning opportunities available that would further provide a basis for recognition.

### 5. 重要會計判斷及估計不確定因素之主要來源(續)

#### (vi) 物業、廠房及設備減值

本集團會於各報告期末評估物業、廠房及設備是否出現任何減值跡象。物業、廠房及設備在有跡象顯示賬面值可能無法收回時作出減值測試。當資產或現金產生單位的賬面值超逾其可收回金額(其公平值減出售成本與其使用價值中的較高者)時，即出現減值。公平值減出售成本乃根據同類資產進行公平交易時從具約束力的銷售交易中可獲得的數據或可觀察市價減出售該資產的增量成本計算。進行使用價值計算時，董事必須估計來自資產或現金產生單位的預期未來現金流量，並選擇合適的貼現率以計算該等現金流量的現值。

#### (vii) 遞延稅項資產

所有未被動用稅項虧損乃被確認為遞延稅項資產，惟以應課稅盈利可用作抵扣可動用之虧損為限。董事須根據未來應課稅盈利之可能時間及數額連同應課稅計劃策略作出重大判斷，以釐定可予確認之遞延稅項資產金額。

本集團有結轉稅項虧損約人民幣23,993,000元(2016年：人民幣85,057,000元)。此等虧損涉及經常錄得虧損的附屬公司及未必可用以抵銷本集團其他地方的應課稅收入。此等附屬公司並無可部分支持確認遞延稅項資產的暫時應課稅差額。此外，並無稅項計劃機會以進一步提供確認基準。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY** (Continued)**(vii) Deferred tax assets** (Continued)

If the Group was able to recognise all unrecognised deferred tax assets, profits would increase by approximately RMB5,998,000 (2016: loss would decrease by approximately RMB19,041,000).

Further details on deferred taxes are disclosed in Note 29.

**5. 重要會計判斷及估計不確定因素之主要來源(續)****(vii) 遞延稅項資產(續)**

如本集團能把所有未確認的遞延稅資產確認，盈利將增加約人民幣5,998,000元（2016年：虧損將減少約人民幣19,041,000元）。

有關遞延稅項的進一步詳情於附註29披露。

**6. TURNOVER AND SEGMENT INFORMATION****(a) Turnover**

Turnover represents gross invoiced sales, less returns and trade discounts.

**(b) Reportable segments**

The Group has adopted IFRS 8 “Operating Segments” with effect from 1 January 2009. IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision makers in order to allocate resources to segments and to assess their performance.

The Group is engaged in the business of the Group’s own brand “SCUD飛毛腿” (“Own-brand business”), original design manufacturing (“ODM business”) as well as bare battery cells (“Bare battery cells business”). The chief operating decision makers (i.e. the Company’s directors) review the segment information of these businesses and based on it to allocate resources to segments and to assess their performance. The Group’s reportable segments are set out below:

**6. 營業額及分部資料****(a) 營業額**

營業額指發貨單銷售總額減退貨及貿易折扣。

**(b) 申報分部**

本集團採納了於2009年1月1日生效之國際財務報告準則第8號「經營分部」。國際財務報告準則第8號要求在本集團內部報告基礎上界定經營分部，該等內部報告需經主要經營決策者定期審閱，以便分配分部資源及評估分部業績。

本集團目前經營自有品牌「SCUD飛毛腿」（「自有品牌業務」）、原廠設計及配套（「ODM業務」）及電芯（「電芯業務」）業務，而主要經營決策者（即本公司董事）亦審閱有關該等業務之分部資料，並據此以分配分部資源及評估其業績。本集團申報分部載列如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

#### 6. TURNOVER AND SEGMENT INFORMATION

(Continued)

##### (b) Reportable segments (Continued)

ODM business – Manufacture and supply of lithium-ion battery modules, power banks, motive battery and related accessories for branded mobile phone and tablets and EV manufacturers within and outside China.

Own-brand business – Manufacture and sale of “SCUD飛毛腿” brand lithium-ion battery modules, power banks, power management module, motive battery, smart wearable devices battery and related accessories for mobile phones and digital electronic appliances.

Bare battery cell business – Manufacture and sale of lithium-ion bare battery cells for mobile phones, tablets and power banks.

Others – Sales of raw materials and work-in-progress and processing income.

#### 6. 營業額及分部資料(續)

##### (b) 申報分部(續)

ODM業務－為中國境內外品牌手機、平板電腦及電動車製造商生產及供應鋰離子電池模組、移動電源、動力電池及相關配件。

自有品牌業務－製造及銷售「SCUD飛毛腿」品牌鋰離子電池模組、移動電源、電源管理模組、動力電池、智能穿戴設備電池以及手機和數碼電子設備的相關配件。

電芯業務－製造及銷售適用於手機、平板電腦及移動電源的鋰離子電芯。

其他－銷售原材料及半成品及加工收入。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 6. TURNOVER AND SEGMENT INFORMATION 6. 營業額及分部資料(續)

(Continued)

#### (b) Reportable segments (Continued)

Segment information about these businesses is presented as follows:

#### (b) 申報分部(續)

有關該等業務的分部資料呈列如下：

#### Segment revenue and results

#### 分部收益及業績

|                               |           | 2017         |                    |                            |           |           |
|-------------------------------|-----------|--------------|--------------------|----------------------------|-----------|-----------|
|                               |           | ODM business | Own-brand business | Bare battery cell business | Others    | Total     |
|                               |           | ODM業務        | 自有品牌業務             | 電芯業務                       | 其他        | 總計        |
|                               |           | RMB'000      | RMB'000            | RMB'000                    | RMB'000   | RMB'000   |
|                               |           | 人民幣千元        | 人民幣千元              | 人民幣千元                      | 人民幣千元     | 人民幣千元     |
| Total Turnover                | 總營業額      | 4,888,237    | 839,768            | 373,423                    | 635,560   | 6,736,988 |
| Less: Intersegment sales      | 減：內部銷售    | (5,181)      | (678,031)          | (125,213)                  | (126,997) | (935,422) |
| Turnover                      | 營業額       | 4,883,056    | 161,737            | 248,210                    | 508,563   | 5,801,566 |
| Segment profit/(loss)         | 分部溢利／(虧損) | 48,472       | 3,163              | (3,357)                    | 22,390    | 70,668    |
| Unallocated income            | 未分配收入     |              |                    |                            |           |           |
| – Bank interest income        | – 銀行利息收入  |              |                    |                            |           | 8,534     |
| – Rental income               | – 租金收入    |              |                    |                            |           | 554       |
| – Others                      | – 其他      |              |                    |                            |           | 200       |
| Unallocated expenses          | 未分配開支     |              |                    |                            |           |           |
| – Auditor's remuneration      | – 核數師酬金   |              |                    |                            |           | (3,361)   |
| – Legal and professional fees | – 法律及專業費用 |              |                    |                            |           | (2,861)   |
| – Staff costs                 | – 員工成本    |              |                    |                            |           | (3,779)   |
| – Others                      | – 其他      |              |                    |                            |           | (5,051)   |
| – Finance costs               | – 融資成本    |              |                    |                            |           | (44,614)  |
| Profit before income tax      | 除所得稅前溢利   |              |                    |                            |           | 20,290    |
| Income tax                    | 所得稅       |              |                    |                            |           | (409)     |
| Profit for the year           | 本年度溢利     |              |                    |                            |           | 19,881    |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 6. TURNOVER AND SEGMENT INFORMATION 6. 營業額及分部資料(續)

(Continued)

## (b) Reportable segments (Continued)

## Segment revenue and results (Continued)

## (b) 申報分部(續)

## 分部收益及業績(續)

|                                    |            | 2016         |                    |                            |           |           |
|------------------------------------|------------|--------------|--------------------|----------------------------|-----------|-----------|
|                                    |            | ODM business | Own-brand business | Bare battery cell business | Others    | Total     |
|                                    |            |              | 自有                 |                            |           |           |
|                                    |            | ODM業務        | 品牌業務               | 電芯業務                       | 其他        | 總計        |
|                                    |            | RMB'000      | RMB'000            | RMB'000                    | RMB'000   | RMB'000   |
|                                    |            | 人民幣千元        | 人民幣千元              | 人民幣千元                      | 人民幣千元     | 人民幣千元     |
| Total Turnover                     | 總營業額       | 4,836,010    | 681,025            | 379,496                    | 504,396   | 6,400,927 |
| Less: Intersegment sales           | 減：內部銷售     | (47,612)     | (624)              | (93,362)                   | (197,852) | (339,450) |
| Turnover                           | 營業額        | 4,788,398    | 680,401            | 286,134                    | 306,544   | 6,061,477 |
| Segment loss                       | 分部虧損       | (118,872)    | (63,144)           | (17,672)                   | (15,160)  | (214,848) |
| Unallocated income                 | 未分配收入      |              |                    |                            |           |           |
| – Bank interest income             | – 銀行利息收入   |              |                    |                            |           | 15,068    |
| – Rental income                    | – 租金收入     |              |                    |                            |           | 928       |
| – Gain on disposal of subsidiaries | – 出售附屬公司收入 |              |                    |                            |           | 64,145    |
| – Others                           | – 其他       |              |                    |                            |           | 1,854     |
| Unallocated expenses               | 未分配開支      |              |                    |                            |           |           |
| – Auditor's remuneration           | – 核數師酬金    |              |                    |                            |           | (1,329)   |
| – Legal and professional fees      | – 法律及專業費用  |              |                    |                            |           | (7,572)   |
| – Staff costs                      | – 員工成本     |              |                    |                            |           | (3,929)   |
| – Others                           | – 其他       |              |                    |                            |           | (1,874)   |
| – Finance costs                    | – 融資成本     |              |                    |                            |           | (26,564)  |
| Loss before income tax             | 除所得稅前虧損    |              |                    |                            |           | (174,121) |
| Income tax                         | 所得稅        |              |                    |                            |           | 49,288    |
| Loss for the year                  | 本年度虧損      |              |                    |                            |           | (124,833) |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 6. TURNOVER AND SEGMENT INFORMATION 6. 營業額及分部資料(續)

(Continued)

## (b) Reportable segments (Continued)

## Assets and liabilities

## (b) 申報分部(續)

## 資產及負債

|                                               |                | 2017         |                    |                            |           |
|-----------------------------------------------|----------------|--------------|--------------------|----------------------------|-----------|
|                                               |                | ODM business | Own-brand business | Bare battery cell business | Total     |
|                                               |                |              | 自有                 |                            |           |
|                                               |                | ODM業務        | 品牌業務               | 電芯業務                       | 總計        |
|                                               |                | RMB'000      | RMB'000            | RMB'000                    | RMB'000   |
|                                               |                | 人民幣千元        | 人民幣千元              | 人民幣千元                      | 人民幣千元     |
| Segment assets                                | 分部資產           | 2,908,425    | 752,017            | 252,451                    | 3,912,893 |
| Unallocated corporate assets                  | 未分配公司資產        |              |                    |                            |           |
| – Bank balances and cash                      | – 銀行結餘及現金      |              |                    |                            | 3,184     |
| – Prepayments, deposits and other receivables | – 預付款項按金及其他收款項 |              |                    |                            | 205       |
| – Others                                      | – 其他           |              |                    |                            | 596       |
| Consolidated total assets                     | 綜合資產總額         |              |                    |                            | 3,916,878 |
| Segment liabilities                           | 分部負債           | 2,037,826    | 724,215            | 194,520                    | 2,956,561 |
| Unallocated corporate liabilities             | 未分配公司負債        |              |                    |                            |           |
| – Other payables                              | – 其他應付款項       |              |                    |                            | 15,922    |
| – Amount due a to director                    | – 應付董事款項       |              |                    |                            | 400       |
| – Deferred tax liabilities                    | – 遞延稅項負債       |              |                    |                            | 5,360     |
| – Others                                      | – 其他           |              |                    |                            | 1,203     |
| Consolidated total liabilities                | 綜合負債總額         |              |                    |                            | 2,979,446 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 6. TURNOVER AND SEGMENT INFORMATION 6. 營業額及分部資料(續)

(Continued)

## (b) Reportable segments (Continued)

Assets and liabilities (Continued)

## (b) 申報分部(續)

資產及負債(續)

|                                                           |                    | 2016         |                    |                            | Total     |
|-----------------------------------------------------------|--------------------|--------------|--------------------|----------------------------|-----------|
|                                                           |                    | ODM business | Own-brand business | Bare battery cell business |           |
|                                                           |                    |              | 自有                 |                            |           |
|                                                           |                    | ODM業務        | 品牌業務               | 電芯業務                       | 總計        |
|                                                           |                    | RMB'000      | RMB'000            | RMB'000                    | RMB'000   |
|                                                           |                    | 人民幣千元        | 人民幣千元              | 人民幣千元                      | 人民幣千元     |
| Segment assets                                            | 分部資產               | 2,868,228    | 534,113            | 283,122                    | 3,685,463 |
| Unallocated corporate assets                              | 未分配公司資產            |              |                    |                            |           |
| – Bank balance and cash                                   | – 銀行結餘及現金          |              |                    |                            | 643       |
| – Prepayments, deposits and other receivables             | – 預付款項、按金及其他應收款項   |              |                    |                            | 1,236     |
| Consolidated total assets                                 | 綜合資產總額             |              |                    |                            | 3,687,342 |
| Segment liabilities                                       | 分部負債               | 2,236,541    | 300,303            | 219,299                    | 2,756,143 |
| Unallocated corporate liabilities                         | 未分配公司負債            |              |                    |                            |           |
| – Other payables, receipts in advance and accrued changes | – 其他應付款項、預收款項及應計費用 |              |                    |                            | 14,623    |
| – Amount due to a director                                | – 應付董事款項           |              |                    |                            | 629       |
| – Deferred tax liabilities                                | – 遞延稅項負債           |              |                    |                            | 5,360     |
| Consolidated total liabilities                            | 綜合負債總額             |              |                    |                            | 2,776,755 |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 6. TURNOVER AND SEGMENT INFORMATION 6. 營業額及分部資料(續)

(Continued)

## (c) Other information

## (c) 其他資料

|                                                                                                  |                           | 2017         |                    |                            |         |          |
|--------------------------------------------------------------------------------------------------|---------------------------|--------------|--------------------|----------------------------|---------|----------|
|                                                                                                  |                           | ODM business | Own-brand business | Bare battery cell business | Others  | Total    |
|                                                                                                  |                           | ODM業務        | 自有品牌業務             | 電芯業務                       | 其他      | 總計       |
|                                                                                                  |                           | RMB'000      | RMB'000            | RMB'000                    | RMB'000 | RMB'000  |
|                                                                                                  |                           | 人民幣千元        | 人民幣千元              | 人民幣千元                      | 人民幣千元   | 人民幣千元    |
| Depreciation of property, plant and equipment                                                    | 物業、廠房及設備折舊                | 24,750       | 14,636             | 7,027                      | 150     | 46,563   |
| Loss on disposal of property, plant and equipment                                                | 出售物業、廠房及設備虧損              | 4,208        | 3,116              | 212                        | -       | 7,536    |
| Write-off of property, plant and equipment                                                       | 物業、廠房及設備撇銷                | 2,144        | -                  | 1,200                      | -       | 3,344    |
| Amortisation of intangible assets                                                                | 無形資產攤銷                    | -            | 129                | 12                         | 1,263   | 1,404    |
| Impairment loss recognised on trade and note receivables                                         | 就應收貿易款項及應收票據確認之減值虧損       | 8,713        | 2,128              | 1,561                      | -       | 12,402   |
| Write-off of trade and notes receivables                                                         | 撇銷應收貿易款項及應收票據             | 60           | 1,307              | -                          | -       | 1,367    |
| Impairment loss recognised on prepayments, deposits and other receivables                        | 就預付款項、按金及其他應收款項確認之減值虧損    | 1,211        | 4,902              | 6,272                      | -       | 12,385   |
| Write-off of prepayments, deposits and other receivables                                         | 撇銷預付款項、按金及其他應收款項          | 395          | 1,084              | -                          | -       | 1,479    |
| Reversal of impairment loss on trade and note receivables previously recognised                  | 過往確認之應收貿易款項及應收票據減值虧損撥回    | (19,081)     | (38,977)           | (947)                      | -       | (59,005) |
| Reversal of impairment loss on prepayments, deposits and other receivables previously recognised | 過往確認之預付款項、按金及其他應收款項減值虧損撥回 | (6,556)      | (1,596)            | (8,757)                    | -       | (16,909) |
| Write-down of inventories                                                                        | 存貨撇減                      | -            | -                  | 3,644                      | -       | 3,644    |
| Write-off of inventories                                                                         | 存貨撇銷                      | 32,530       | 10,306             | -                          | -       | 42,836   |
| Research and development costs                                                                   | 研發費用                      | 128,580      | 15,750             | 10,505                     | -       | 154,835  |
| Income tax                                                                                       | 所得稅                       | 7,274        | (9,052)            | 1,135                      | 1,052   | 409      |
| Additions to property, plant and equipment                                                       | 物業、廠房及設備添置                | 43,704       | 19,874             | 1,679                      | 397     | 65,654   |
| Additions to intangible assets                                                                   | 無形資產添置                    | -            | -                  | 26                         | 508     | 534      |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**6. TURNOVER AND SEGMENT INFORMATION**

(Continued)

**(c) Other information (Continued)****6. 營業額及分部資料(續)****(c) 其他資料(續)**

|                                                                           |                        | 2016         |                    |                            |         |           |
|---------------------------------------------------------------------------|------------------------|--------------|--------------------|----------------------------|---------|-----------|
|                                                                           |                        | ODM business | Own-brand business | Bare battery cell business | Others  | Total     |
|                                                                           |                        | ODM業務        | 自有品牌業務             | 電芯業務                       | 其他      | 總計        |
|                                                                           |                        | RMB'000      | RMB'000            | RMB'000                    | RMB'000 | RMB'000   |
|                                                                           |                        | 人民幣千元        | 人民幣千元              | 人民幣千元                      | 人民幣千元   | 人民幣千元     |
| Depreciation of property, plant and equipment                             | 物業、廠房及設備折舊             | 22,512       | 17,908             | 8,557                      | 1,414   | 50,391    |
| Loss on disposal of property, plant and equipment                         | 出售物業、廠房及設備虧損           | 2,583        | 5,295              | 268                        | –       | 8,146     |
| Write-off of property, plant and equipment                                | 撇銷物業、廠房及設備             | 979          | 103                | 869                        | –       | 1,951     |
| Amortisation of intangible assets                                         | 無形資產攤銷                 | –            | –                  | 13                         | 1,550   | 1,563     |
| Impairment loss recognised on trade and notes receivables                 | 就應收貿易款項及應收票據確認之減值虧損    | 281,011      | 31,488             | 2,116                      | 4,468   | 319,083   |
| Impairment loss recognised on prepayments, deposits and other receivables | 就預付款項、按金及其他應收款項確認之減值虧損 | 34,301       | 10,980             | 5,100                      | 7,139   | 57,520    |
| Reversal of write-down of inventories                                     | 撇減存貨撥回                 | –            | (284,200)          | –                          | –       | (284,200) |
| Research and development costs                                            | 研發費用                   | 171,193      | 24,558             | 10,752                     | 2,265   | 208,768   |
| Income tax                                                                | 所得稅                    | (35,989)     | (12,765)           | (1,025)                    | 491     | (49,288)  |
| Additions to property, plant and equipment                                | 物業、廠房及設備添置             | 52,787       | 4,790              | 2,952                      | 2,771   | 63,300    |
| Additions to intangible assets                                            | 無形資產添置                 | –            | 397                | –                          | 1,341   | 1,738     |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 6. TURNOVER AND SEGMENT INFORMATION 6. 營業額及分部資料(續)

(Continued)

#### (d) Turnover from major products

The Group's turnover from its major products were as follows:

#### (d) 主要產品之營業額

來自本集團主要產品之營業額如下：

|                                    |                | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|------------------------------------|----------------|--------------------------|--------------------------|
| <b>ODM business:</b>               | <b>ODM業務：</b>  |                          |                          |
| Mobile phone battery               | 手機電池           | 4,725,050                | 4,540,473                |
| Power bank                         | 移動電源           | 128,813                  | 164,276                  |
| Motive battery                     | 動力電池           | 14,577                   | 59,914                   |
| Others                             | 其他             | 14,616                   | 23,735                   |
| ODM business                       | ODM業務          | 4,883,056                | 4,788,398                |
| <b>Own-brand business:</b>         | <b>自有品牌業務：</b> |                          |                          |
| Power bank                         | 移動電源           | 80,203                   | 395,973                  |
| Power management module            | 電源管理模組         | 41,738                   | 181,424                  |
| Mobile phone battery               | 手機電池           | 19,997                   | 31,514                   |
| Motive battery                     | 動力電池           | 1,813                    | 46,667                   |
| Smart wearable devices battery     | 智能穿戴設備電池       | 1,220                    | 6,006                    |
| Others                             | 其他             | 16,766                   | 18,817                   |
| Own-brand business                 | 自有品牌業務         | 161,737                  | 680,401                  |
| <b>Bare battery cell business:</b> | <b>電芯業務：</b>   |                          |                          |
| Lithium-ion bare battery cells     | 鋰離子電芯          | 248,210                  | 286,134                  |
| <b>Others</b>                      | <b>其他</b>      | <b>508,563</b>           | <b>306,544</b>           |
| <b>Total turnover</b>              | <b>總營業額</b>    | <b>5,801,566</b>         | <b>6,061,477</b>         |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 6. TURNOVER AND SEGMENT INFORMATION

(Continued)

## (e) Geographical information

Analysis of the Group's turnover and results as well as analysis of the Group's carrying amount of each relevant segment's assets and additions to property, plant and equipment and intangible assets by geographical market have not been presented as they are substantially generated from or situated in the PRC.

## (f) Information about major customers

Revenue from major customers, each of them accounted for 10% or more of the Group's revenue, are set out below:

## 6. 營業額及分部資料(續)

## (e) 地區資料

本集團並無呈列按地區市場劃分的本集團營業額及業績分析以及本集團每個分部的相關資產及添置物業、廠房及設備及無形資產的賬面值分析，原因為其大部分於中國產生或位於中國。

## (f) 主要客戶資料

來自主要客戶之收益(彼等各佔本集團收益10%或以上)載列如下：

|            |     | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元          |
|------------|-----|--------------------------|-----------------------------------|
| Customer A | 客戶A | 1,298,782                | 1,679,156                         |
| Customer B | 客戶B | 792,064                  | 862,479                           |
| Customer C | 客戶C | 717,430                  | N/A <sup>1</sup> 不適用 <sup>1</sup> |

<sup>1</sup> The corresponding revenue did not contribute over 10% of the total revenue of the Group.

<sup>1</sup> 相應收益並未佔本集團收益總額10%以上。

## 7. OTHER REVENUE

## 7. 其他收益

|                                                                                                  |                           | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|--------------------------------------------------------------------------------------------------|---------------------------|--------------------------|--------------------------|
| Government grants                                                                                | 政府津貼                      | 13,388                   | 19,345                   |
| Interest income                                                                                  | 利息收入                      | 8,534                    | 15,073                   |
| Net foreign exchange gain                                                                        | 匯兌收益淨額                    | —                        | 11,890                   |
| Sale of scrap materials                                                                          | 銷售廢料                      | —                        | 4,110                    |
| Compensation from suppliers                                                                      | 供應商補償                     | 1,816                    | 1,658                    |
| Reversal of impairment loss on trade and notes receivables previously recognised                 | 過往確認之應收貿易款項及應收票據減值虧損撥回    | 59,005                   | —                        |
| Reversal of impairment loss on prepayments, deposits and other receivables previously recognised | 過往確認之預付款項、按金及其他應收款項減值虧損撥回 | 16,909                   | —                        |
| Sundry income                                                                                    | 雜項收入                      | 16,255                   | 10,998                   |
|                                                                                                  |                           | 115,907                  | 63,074                   |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 8. PROFIT/(LOSS) BEFORE INCOME TAX

This is arrived at after charging/(crediting):

## 8. 除所得稅前溢利／（虧損）

已扣除／（計入）下列項目：

|                                                                                                                                                        |                                                                     | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|--------------------------|--------------------------|
| Auditor's remuneration:                                                                                                                                | 核數師酬金：                                                              |                          |                          |
| – current year                                                                                                                                         | – 本年度                                                               | 3,361                    | 2,212                    |
| Depreciation of property, plant and equipment (including depreciation recorded in research and development costs of RMB8,655,000 (2016: RMB7,273,000)) | 物業、廠房及設備折舊<br>(包括於研發費用中錄得的折舊人民幣8,655,000元<br>(2016年：人民幣7,273,000元)) | 46,563                   | 50,391                   |
| Amortisation of intangible assets                                                                                                                      | 無形資產攤銷                                                              | 1,404                    | 1,563                    |
| Impairment loss recognised on trade and notes receivables                                                                                              | 就應收貿易款項及應收票據確認之減值虧損                                                 | 12,402                   | 319,083                  |
| Impairment loss recognised on prepayments, deposits and other receivables                                                                              | 就預付款項、按金及其他應收款項確認之減值虧損                                              | 12,385                   | 57,520                   |
| Write-off of trade and notes receivables                                                                                                               | 撇銷應收貿易款項及應收票據                                                       | 1,367                    | –                        |
| Write-off of prepayments, deposits and other receivables                                                                                               | 撇銷預付款項、按金及其他應收款項                                                    | 1,479                    | –                        |
| Write-down/(reversal of write-down) of inventories                                                                                                     | 存貨撇減／（撇減撥回）                                                         | 3,644                    | (284,200)                |
| Write-off of inventories                                                                                                                               | 存貨撇銷                                                                | 42,836                   | –                        |
| Loss on disposals of property, plant and equipment                                                                                                     | 出售物業、廠房及設備虧損                                                        | 7,536                    | 8,146                    |
| Write-off of property, plant and equipment                                                                                                             | 撇銷物業、廠房及設備                                                          | 3,344                    | 1,951                    |
| Cost of inventories recognised as expenses                                                                                                             | 確認為開支之存貨成本                                                          | 5,356,604                | 5,421,220                |
| Cost of processing income                                                                                                                              | 加工收入之成本                                                             | 35,710                   | 82,427                   |
| Operating lease rentals for office premises                                                                                                            | 辦公室經營租賃租金                                                           | 19,824                   | 28,457                   |
| Research and development costs                                                                                                                         | 研發費用                                                                | 154,835                  | 208,768                  |
| Staff costs (Note 9)                                                                                                                                   | 員工成本(附註9)                                                           | 334,656                  | 362,172                  |
| Gain on disposal of subsidiaries                                                                                                                       | 出售附屬公司產生的收益                                                         | –                        | (64,145)                 |
| Loss on deregistration of a subsidiary                                                                                                                 | 註銷附屬公司產生的虧損                                                         | 13                       | –                        |
| Net foreign exchange loss/(gain)                                                                                                                       | 匯兌虧損／（收益）淨額                                                         | 622                      | (11,890)                 |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 9. STAFF COSTS

## 9. 員工成本

|                                                              |               | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|--------------------------------------------------------------|---------------|--------------------------|--------------------------|
| Directors' remuneration (Note 10)                            | 董事酬金(附註10)    | 3,812                    | 3,537                    |
| Other staff costs                                            | 其他員工成本        | 380,354                  | 409,744                  |
| Retirement benefits scheme contributions                     | 退休福利計劃供款      | 13,717                   | 19,165                   |
| Less: Staff costs included in research and development costs | 減：計入研發費用的員工成本 | (63,227)                 | (70,274)                 |
|                                                              |               | 334,656                  | 362,172                  |

## 10. DIRECTORS' AND EMPLOYEES' REMUNERATION

## 10. 董事及僱員薪酬

- (a) Directors' emoluments disclosed pursuant to Section 383 of the Hong Kong Companies Ordinance (Cap. 622) (the Ordinance) and the Companies (Disclosure of information about Benefits of Directors) Regulation (Cap. 622G) (the Regulation) is as follows:

- (a) 根據香港公司條例(第622章)第383條(條例)及公司(披露董事利益資料)規例(第622G章)(條例)披露的董事酬金如下：

|                                                                     |                   | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------------------------------|-------------------|--------------------------|--------------------------|
| Salaries, housing allowances, other allowances and benefits in kind | 薪酬、房屋津貼、其他津貼及實物福利 | 2,460                    | 2,394                    |
| Fees                                                                | 袍金                | 1,308                    | 1,099                    |
| Other emoluments:                                                   | 其它酬金：             |                          |                          |
| Retirement benefits scheme contributions                            | 退休福利計劃供款          | 44                       | 44                       |
|                                                                     |                   | 3,812                    | 3,537                    |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

10. DIRECTORS' AND EMPLOYEES' REMUNERATION 10. 董事及僱員薪酬(續)  
(Continued)

(b) Details of emoluments paid by the Group to the directors are as follows:

(b) 本集團向董事支付的酬金詳情如下：

|                     |     | 2017                                                                |                            |            |
|---------------------|-----|---------------------------------------------------------------------|----------------------------|------------|
|                     |     | Salaries, housing allowances, other allowances and benefits in kind | Retirement benefits scheme | Total      |
|                     |     | Fees                                                                | contributions              | emoluments |
|                     |     | 薪酬、房屋津貼、其他津貼及實物福利                                                   | 退休福利計劃供款                   | 酬金總額       |
|                     |     | RMB'000                                                             | RMB'000                    | RMB'000    |
|                     |     | 人民幣千元                                                               | 人民幣千元                      | 人民幣千元      |
| Fang Jin            | 方金  | –                                                                   | –                          | 11         |
| Guo Quan Zeng       | 郭泉增 | 1,300                                                               | –                          | 1,311      |
| Feng Ming Zhu       | 馮明竹 | 600                                                                 | 208                        | 819        |
| Zhang Li            | 張黎  | 560                                                                 | 160                        | 731        |
| Hou Li              | 侯立  | –                                                                   | 160                        | 160        |
| Loke Yu             | 陸海林 | –                                                                   | 450                        | 450        |
| Wang Jing Zhong     | 王敬忠 | –                                                                   | 70                         | 70         |
| Wang Jian Zhang     | 王建章 | –                                                                   | 70                         | 70         |
| Heng Ja Wei, Victor | 邢家維 | –                                                                   | 190                        | 190        |
|                     |     | 2,460                                                               | 1,308                      | 3,812      |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

# 10. DIRECTORS' AND EMPLOYEES' REMUNERATION (Continued)

# 10. 董事及僱員薪酬(續)

(b) Details of emoluments paid by the Group to the directors are as follows: (Continued)

(b) 本集團向董事支付的酬金詳情如下:(續)

|                     |     | 2016                                                                |         |                                          |                  |
|---------------------|-----|---------------------------------------------------------------------|---------|------------------------------------------|------------------|
|                     |     | Salaries, housing allowances, other allowances and benefits in kind | Fees    | Retirement benefits scheme contributions | Total emoluments |
|                     |     | 薪酬、房屋津貼、其他津貼及實物福利                                                   | 袍金      | 退休福利計劃供款                                 | 酬金總額             |
|                     |     | RMB'000                                                             | RMB'000 | RMB'000                                  | RMB'000          |
|                     |     | 人民幣千元                                                               | 人民幣千元   | 人民幣千元                                    | 人民幣千元            |
| Fang Jin            | 方金  | –                                                                   | –       | 10                                       | 10               |
| Guo Quan Zeng       | 郭泉增 | 1,300                                                               | –       | 14                                       | 1,314            |
| Feng Ming Zhu       | 馮明竹 | 200                                                                 | 72      | 3                                        | 275              |
| Huang Yan           | 黃燕  | 67                                                                  | 134     | 7                                        | 208              |
| Zhang Li            | 張黎  | 800                                                                 | 189     | 10                                       | 999              |
| Hou Li              | 侯立  | 27                                                                  | 55      | –                                        | 82               |
| Loke Yu             | 陸海林 | –                                                                   | 446     | –                                        | 446              |
| Wang Jing Zhong     | 王敬忠 | –                                                                   | 70      | –                                        | 70               |
| Wang Jian Zhang     | 王建章 | –                                                                   | 70      | –                                        | 70               |
| Heng Ja Wei, Victor | 邢家維 | –                                                                   | 63      | –                                        | 63               |
|                     |     | 2,394                                                               | 1,099   | 44                                       | 3,537            |

During both years, none of the director has received any bonus payments paid by the Group.

於兩個年度內，概無董事收到本集團支付的任何獎金。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 10. DIRECTORS' AND EMPLOYEES' REMUNERATION (Continued) 10. 董事及僱員薪酬(續)

- (c) The five highest paid individuals include three directors for the year ended 31 December 2017 (2016: three), details of whose emoluments are set out above.

The emoluments of the remaining two (2016: two) non-director highest paid individuals are as follows:

- (c) 截至2017年12月31日止年度，五名最高薪酬人士包括三名(2016年：三名)董事，彼等酬金詳情載於上文。

其餘兩名(2016年：兩名)非董事最高薪酬人士酬金如下：

|                                               |               | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------------------------|---------------|--------------------------|--------------------------|
| Salaries, bonus, allowance and other benefits | 酬金、獎金、津貼及其他福利 | 2,471                    | 2,421                    |
| Retirement benefits scheme contributions      | 退休福利計劃供款      | 31                       | 30                       |
|                                               |               | 2,502                    | 2,451                    |

The emoluments of the remaining non-director, highest paid individuals are within the following bands:

其餘非董事最高薪酬人士的酬金介乎以下範圍：

|                                                                             |                                                         | 2017 | 2016 |
|-----------------------------------------------------------------------------|---------------------------------------------------------|------|------|
| Nil to RMB865,100 (equivalent to Nil to HK\$1,000,000)                      | 零至人民幣865,100元(相當於零至1,000,000港元)                         | 1    | 1    |
| RMB865,001 to RMB1,730,000 (equivalent to HK\$1,000,001 to HK\$2,000,000)   | 人民幣865,001元至人民幣1,730,000元(相當於1,000,001港元至2,000,000港元)   | —    | 1    |
| RMB1,730,001 to RMB2,162,500 (equivalent to HK\$2,000,001 to HK\$2,500,000) | 人民幣1,730,000元至人民幣2,162,500元(相當於2,000,001港元至2,500,000港元) | 1    | —    |

- (d) During both years, no emoluments were paid by the Group to the five highest paid individuals (including both directors and employees) or any directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during both years except that Mr. Fang Jin has voluntarily waived his salaries for both years.

- (d) 於兩個年度內，本集團概無向五名最高薪人士(包括董事及僱員)或本公司任何董事支付任何酬金，作為吸引加入本集團或加入本集團時的獎勵，或作為離職的補償。於兩個年度內，除方金先生自願放棄酬金外，並無董事放棄任何酬金。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 11. FINANCE COSTS

|                                             |          | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------|----------|--------------------------|--------------------------|
| Interest on bank borrowings                 | 銀行借款利息   | 18,123                   | 18,482                   |
| Interest on other loans                     | 其他貸款利息   | 216                      | 508                      |
| Interest on obligation under finance leases | 融資租賃責任利息 | 283                      | 432                      |
| Interest on discounted notes receivable     | 貼現應收票據利息 | 25,078                   | 6,531                    |
| Other finance costs                         | 其他融資成本   | 914                      | 611                      |
|                                             |          | 44,614                   | 26,564                   |

## 11. 融資成本

## 12. INCOME TAX

No provision for income tax has been made by the Company as it is not subject to tax in the Cayman Islands or other jurisdictions save for the PRC where it conducts its principal business operations.

No provision for Hong Kong Profits Tax has been made as the Group's profits were neither arising in nor derived from Hong Kong during both years, and all subsidiaries incorporated in Hong Kong incurred tax losses during the current and prior years.

Provision for PRC Enterprise Income Tax is calculated based on the estimated taxable income for PRC taxation purposes at the rate of taxation applicable for the year.

On 2 July 2013, Dongguan Hongde was recognised as ANTE for a period of 3-year and the certificate number is GR201344000058. It is subject to income tax at 15% accordingly. On 24 July 2014, Shenzhen Hongde was approved to continue as an ANTE for a period of 3-year and the certificate number is GR201444200634. It is subject to income tax at 15% accordingly. On 30 November 2016, Dongguan Hongde was approved to continue as an ANTE for a period of 3-year and the certificate number is GR201644000083. It is subject to income tax at 15% accordingly.

On 14 August 2014, Scud Electronics was approved to continue as an ANTE for a period of 3-year and the certificate number is GR201435000040. It is subject to income tax at 15% accordingly.

## 12. 所得稅

由於除於中國進行主要業務運營外，本公司無需繳納開曼群島或其他司法權區的稅項，故本公司並無作出所得稅撥備。

由於在兩年內本集團的溢利既非於香港產生，亦非來自香港，而所有於香港註冊成立的附屬公司均於本年度及過往年度錄得稅項虧損，故此並無就香港利得稅作出撥備。

中國企業所得稅撥備乃根據於有關年度適用稅率作中國稅項用途的估計應課稅收入而計算。

於2013年7月2日，東莞鴻德獲確認為高新技術企業，為期三年，證書編號為GR201344000058。其按15%的稅率繳納相應所得稅。於2014年7月24日，深圳鴻德獲准繼續為高新技術企業，為期三年，證書編號為GR201444200634。其按15%的稅率繳納相應所得稅。於2016年11月30日，東莞鴻德獲准繼續為高新技術企業，為期三年，證書編號為GR201644000083。其按15%的稅率繳納相應所得稅。

於2014年8月14日，飛毛腿電子獲准繼續為高新技術企業，為期三年，證書編號為GR201435000040。其按15%的稅率繳納相應所得稅。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 12. INCOME TAX (Continued)

On 30 September 2014, Scud Power (Shenzhen) Co., Ltd. ("Scud Shenzhen") was approved to continue as an ANTE for a period of 3-year and the certificate number is GR201444201487. It is subject to income tax at 15% accordingly.

On 21 November 2016, Shenzhen Nalon Battery Co., Ltd. ("Shenzhen Nalon") was approved as an ANTE for a period of 3-year and the certificate number is GR201644201656. It is subject to income tax at 15%.

Pursuant to the PRC Enterprise Income Tax Law, the remaining subsidiaries of the Group that established in the PRC are subject to PRC Enterprise Income Tax rate at 25%.

Details of the income tax (credit)/charge in the consolidated statement of profit or loss and other comprehensive income are as follows:

## 12. 所得稅(續)

於2014年9月30日，飛毛腿電源(深圳)有限公司(「深圳飛毛腿」)獲准繼續為高新技術企業，為期三年，證書編號為GR201444201487。其按15%的稅率繳納相應所得稅。

於2016年11月21日，深圳市朗能電池有限公司(「深圳朗能」)獲准為高新技術企業，為期三年，證書編號為GR201644201656。其按15%的稅率繳納相應所得稅。

根據中國企業所得稅法，本集團在中國成立的其餘附屬公司須按中國企業所得稅稅率25%繳稅。

計入綜合損益及其他全面收益表的所得稅(抵免)/支出詳情如下：

|                                       |                  | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------|------------------|--------------------------|--------------------------|
| Current tax – PRC                     | 即期稅項             |                          |                          |
| Enterprise Income Tax:                | 中國企業所得稅：         |                          |                          |
| – Tax for the year                    | – 本年度稅項          | 6,356                    | (11,488)                 |
| – Underprovision in prior years       | – 過往年度撥備不足       | 1,278                    | 645                      |
| Deferred tax – current year (Note 29) | 遞延稅項 – 本年度(附註29) | (7,225)                  | (38,445)                 |
| Income tax charge/(credit)            | 所得稅支出/(抵免)       | 409                      | (49,288)                 |

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## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 12. INCOME TAX (Continued)

The reconciliation between profit/(loss) before income tax and income tax in the consolidated statement of profit or loss and other comprehensive income is as follows:

## 12. 所得稅(續)

綜合損益及其他全面收益表中除所得稅前溢利／(虧損)與所得稅之對賬如下：

|                                                              |                   | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|--------------------------------------------------------------|-------------------|--------------------------|--------------------------|
| Profit/(loss) before income tax                              | 除所得稅前溢利／(虧損)      | 20,290                   | (174,121)                |
| Tax at tax rates applicable in the relevant jurisdictions    | 按適用於相關司法權區稅率計算的稅項 | 5,269                    | (38,964)                 |
| Tax effect of expenses not deductible for tax purposes       | 不可扣稅支出的稅務影響       | 28,148                   | 103,411                  |
| Tax effect of income not taxable for tax purposes            | 毋須課稅收入的稅務影響       | (35,669)                 | (113,124)                |
| Tax effect of tax losses not recognised                      | 未確認稅項虧損的稅務影響      | 2,978                    | 8,774                    |
| Underprovision in prior years                                | 過往年度撥備不足          | 1,278                    | 645                      |
| Effect of concessionary rate granted to the PRC subsidiaries | 授予中國附屬公司優惠稅率的影響   | (1,595)                  | (10,030)                 |
| Income tax charge/(credit)                                   | 所得稅支出／(抵免)        | 409                      | (49,288)                 |

## 13. DIVIDENDS

No dividend was declared for the years ended 31 December 2017 and 2016.

## 13. 股息

截至2017年及2016年12月31日止年度並無宣派股息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 14. EARNINGS/(LOSSES) PER SHARE

The calculation of the basic and diluted earnings/(losses) per share attributable to the owners of the Company is based on the following data:

## 14. 每股盈利／（虧損）

本公司擁有人應佔每股基本及攤薄盈利／（虧損）根據以下數據計算：

|                                                                                                                                                        |                                              | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------|--------------------------|
| Profit/(loss) for the purposes of basic and diluted earnings/(losses) per share (profit/(loss) for the year attributable to the owners of the Company) | 計算每股基本及攤薄盈利／（虧損）的溢利／（虧損）（本公司擁有人應佔本年度溢利／（虧損）） | 21,125                   | (118,951)                |

|                                                                                                             |                           | Number of ordinary shares<br>普通股數目 |                    |
|-------------------------------------------------------------------------------------------------------------|---------------------------|------------------------------------|--------------------|
|                                                                                                             |                           | 2017<br>'000<br>千股                 | 2016<br>'000<br>千股 |
| Weighted average number of ordinary shares for the purpose of basic and diluted earnings/(losses) per share | 計算每股基本及攤薄盈利／（虧損）的普通股加權平均數 | 1,090,001                          | 1,090,001          |

The computation of diluted losses per share for the year ended 31 December 2016 does not assume the conversion of potential ordinary shares in relation to certain share options granted as they are anti-dilutive. As at 31 December 2017, there is no potential ordinary share.

計算截至2016年12月31日止年度之每股攤薄虧損時，並無假設已轉換有關若干已授出的購股權之潛在普通股，因為其具有反攤薄影響。於2017年12月31日，並無潛在普通股。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

|                                              |                              | Land under<br>finance lease<br>融資租賃<br>項下土地<br>RMB'000<br>人民幣千元 | Building<br>樓宇<br>RMB'000<br>人民幣千元 | Plant and<br>machinery<br>廠房及機器<br>RMB'000<br>人民幣千元 | Motor<br>vehicles<br>汽車<br>RMB'000<br>人民幣千元 | Electronic<br>equipment,<br>furniture<br>and fixtures<br>電子設備、<br>傢私及裝置<br>RMB'000<br>人民幣千元 | Construction<br>in progress<br>在建工程<br>RMB'000<br>人民幣千元 | Moulds<br>improvements<br>租賃<br>物業裝修<br>RMB'000<br>人民幣千元 | Leasehold<br>improvements<br>租賃<br>物業裝修<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|----------------------------------------------|------------------------------|-----------------------------------------------------------------|------------------------------------|-----------------------------------------------------|---------------------------------------------|---------------------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|---------------------------------|
| <b>Cost</b>                                  | <b>成本</b>                    |                                                                 |                                    |                                                     |                                             |                                                                                             |                                                         |                                                          |                                                             |                                 |
| 1 January 2016                               | 2016年1月1日                    | 12,904                                                          | 106,797                            | 279,654                                             | 15,678                                      | 74,129                                                                                      | 4,150                                                   | 1,352                                                    | 71,652                                                      | 566,316                         |
| Additions                                    | 添置                           | -                                                               | -                                  | 41,881                                              | 717                                         | 16,934                                                                                      | 3,600                                                   | 23                                                       | 145                                                         | 63,300                          |
| Transfer from/to construction in progress    | 轉出/(入)在建工程                   | -                                                               | -                                  | 5,098                                               | -                                           | 676                                                                                         | (5,774)                                                 | -                                                        | -                                                           | -                               |
| De-recognition from disposal of subsidiaries | 來自出售附屬公司的終止確認                | -                                                               | -                                  | (21,325)                                            | (872)                                       | (1,591)                                                                                     | -                                                       | (60)                                                     | (4,934)                                                     | (28,782)                        |
| Disposals                                    | 出售                           | -                                                               | -                                  | (12,536)                                            | (251)                                       | (10,185)                                                                                    | -                                                       | (1,315)                                                  | -                                                           | (24,287)                        |
| Written off                                  | 撇銷                           | -                                                               | -                                  | (2,196)                                             | (265)                                       | (6,469)                                                                                     | (103)                                                   | -                                                        | (146)                                                       | (9,179)                         |
| <b>31 December 2016 and 1 January 2017</b>   | <b>2016年12月31日及2017年1月1日</b> | <b>12,904</b>                                                   | <b>106,797</b>                     | <b>290,576</b>                                      | <b>15,007</b>                               | <b>73,494</b>                                                                               | <b>1,873</b>                                            | <b>-</b>                                                 | <b>66,717</b>                                               | <b>567,368</b>                  |
| Additions                                    | 添置                           | -                                                               | -                                  | 47,309                                              | 743                                         | 14,347                                                                                      | 3,124                                                   | -                                                        | 131                                                         | 65,654                          |
| Transfer from/to construction in progress    | 轉出/(入)在建工程                   | -                                                               | -                                  | 505                                                 | -                                           | 20                                                                                          | (525)                                                   | -                                                        | -                                                           | -                               |
| Disposals                                    | 出售                           | -                                                               | -                                  | (4,189)                                             | (2,547)                                     | (9,752)                                                                                     | -                                                       | -                                                        | -                                                           | (16,488)                        |
| Written off                                  | 撇銷                           | -                                                               | -                                  | (24,077)                                            | -                                           | (5,047)                                                                                     | -                                                       | -                                                        | -                                                           | (29,124)                        |
| <b>31 December 2017</b>                      | <b>2017年12月31日</b>           | <b>12,904</b>                                                   | <b>106,797</b>                     | <b>310,124</b>                                      | <b>13,203</b>                               | <b>73,062</b>                                                                               | <b>4,472</b>                                            | <b>-</b>                                                 | <b>66,848</b>                                               | <b>587,410</b>                  |
| <b>Depreciation</b>                          | <b>折舊</b>                    |                                                                 |                                    |                                                     |                                             |                                                                                             |                                                         |                                                          |                                                             |                                 |
| 1 January 2016                               | 2016年1月1日                    | 2,467                                                           | 25,365                             | 120,185                                             | 9,775                                       | 40,757                                                                                      | -                                                       | 629                                                      | 67,421                                                      | 266,599                         |
| Charge for the year                          | 本年度開支                        | 251                                                             | 5,080                              | 28,665                                              | 1,276                                       | 12,543                                                                                      | -                                                       | 138                                                      | 2,438                                                       | 50,391                          |
| De-recognition from disposal of subsidiaries | 來自出售附屬公司的終止確認                | -                                                               | -                                  | (8,507)                                             | (352)                                       | (890)                                                                                       | -                                                       | (47)                                                     | (4,834)                                                     | (14,630)                        |
| Disposals                                    | 出售                           | -                                                               | -                                  | (6,871)                                             | (189)                                       | (8,361)                                                                                     | -                                                       | (720)                                                    | -                                                           | (16,141)                        |
| Written off                                  | 撇銷                           | -                                                               | -                                  | (1,209)                                             | (252)                                       | (5,621)                                                                                     | -                                                       | -                                                        | (146)                                                       | (7,228)                         |
| <b>31 December 2016 and 1 January 2017</b>   | <b>2016年12月31日及2017年1月1日</b> | <b>2,718</b>                                                    | <b>30,445</b>                      | <b>132,263</b>                                      | <b>10,258</b>                               | <b>38,428</b>                                                                               | <b>-</b>                                                | <b>-</b>                                                 | <b>64,879</b>                                               | <b>278,991</b>                  |
| Charge for the year                          | 本年度開支                        | 240                                                             | 5,091                              | 24,984                                              | 919                                         | 14,450                                                                                      | -                                                       | -                                                        | 879                                                         | 46,563                          |
| Disposals                                    | 出售                           | -                                                               | -                                  | (875)                                               | (2,352)                                     | (5,725)                                                                                     | -                                                       | -                                                        | -                                                           | (8,952)                         |
| Written off                                  | 撇銷                           | -                                                               | -                                  | (21,899)                                            | -                                           | (3,881)                                                                                     | -                                                       | -                                                        | -                                                           | (25,780)                        |
| <b>31 December 2017</b>                      | <b>2017年12月31日</b>           | <b>2,958</b>                                                    | <b>35,536</b>                      | <b>134,473</b>                                      | <b>8,825</b>                                | <b>43,272</b>                                                                               | <b>-</b>                                                | <b>-</b>                                                 | <b>65,758</b>                                               | <b>290,822</b>                  |
| <b>Net book value</b>                        | <b>賬面淨值</b>                  |                                                                 |                                    |                                                     |                                             |                                                                                             |                                                         |                                                          |                                                             |                                 |
| <b>31 December 2017</b>                      | <b>2017年12月31日</b>           | <b>9,946</b>                                                    | <b>71,261</b>                      | <b>175,651</b>                                      | <b>4,378</b>                                | <b>29,790</b>                                                                               | <b>4,472</b>                                            | <b>-</b>                                                 | <b>1,090</b>                                                | <b>296,588</b>                  |
| <b>31 December 2016</b>                      | <b>2016年12月31日</b>           | <b>10,186</b>                                                   | <b>76,352</b>                      | <b>158,313</b>                                      | <b>4,749</b>                                | <b>35,066</b>                                                                               | <b>1,873</b>                                            | <b>-</b>                                                 | <b>1,838</b>                                                | <b>288,377</b>                  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**15. PROPERTY, PLANT AND EQUIPMENT**

*(Continued)*

As at 31 December 2017, plant and machinery with a carrying amount of RMB16,460,000 (2016: RMB19,127,000), land under finance lease with a carrying amount of RMB71,261,000 (2016: RMB77,089,000) have been pledged by the Group in favour of a bank to secure a bank loan granted by a bank to the Group (Note 27).

As at 31 December 2017, the Group has pledged property, plant and equipment carried at approximately RMB31,535,000 (2016: RMB26,057,000) for other loans (Note 27).

As at 31 December 2017, plant and machinery with a carrying amount of RMB1,996,000 (2016: RMB2,263,000) has been pledged to a landlord as collaterals for electricity expenses payable.

**15. 物業、廠房及設備(續)**

於2017年12月31日，賬面值人民幣16,460,000元（2016年：人民幣19,127,000元）的廠房及機器，賬面值人民幣71,261,000元（2016年：人民幣77,089,000元）的融資租賃土地以由本集團抵押予銀行，以獲取銀行授予本集團之銀行貸款（附註27）。

於2017年12月31日，本集團已質押賬面值為約人民幣31,535,000元（2016年：人民幣26,057,000元）的物業、廠房及設備以獲得其他貸款（附註27）。

於2017年12月31日，賬面值為人民幣1,996,000元（2016年：人民幣2,263,000元）的廠房及機器已作為應付電費的抵押物抵押予業主。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 16. INTANGIBLE ASSETS

### 16. 無形資產

#### Software

軟件

RMB'000

人民幣千元

|                                              |                              |               |
|----------------------------------------------|------------------------------|---------------|
| <b>Cost</b>                                  | <b>成本</b>                    | <b>10,669</b> |
| 1 January 2016                               | 2016年1月1日                    |               |
| Additions                                    | 添置                           | 1,738         |
| De-recognition from disposal of subsidiaries | 來自出售附屬公司的終止確認                | (1,971)       |
| <b>31 December 2016 and 1 January 2017</b>   | <b>2016年12月31日及2017年1月1日</b> | <b>10,436</b> |
| Additions                                    | 添置                           | 534           |
| <b>31 December 2017</b>                      | <b>2017年12月31日</b>           | <b>10,970</b> |
| <b>Amortisation and impairment</b>           | <b>攤銷及減值</b>                 |               |
| 1 January 2016                               | 2016年1月1日                    | 7,080         |
| Charge for the year                          | 本年度開支                        | 1,563         |
| Disposals                                    | 出售                           | (1,331)       |
| <b>31 December 2016 and 1 January 2017</b>   | <b>2016年12月31日及2017年1月1日</b> | <b>7,312</b>  |
| Charge for the year                          | 本年度開支                        | 1,404         |
| <b>31 December 2017</b>                      | <b>2017年12月31日</b>           | <b>8,716</b>  |
| <b>Net book value</b>                        | <b>賬面淨值</b>                  |               |
| <b>31 December 2017</b>                      | <b>2017年12月31日</b>           | <b>2,254</b>  |
| 31 December 2016                             | 2016年12月31日                  | 3,124         |

Note:

- i) The amortisation charge recognised for the year is included in "Administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

附註：

- i) 本年度確認的攤銷開支乃計入綜合損益及其他全面收益表「行政開支」項下。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 17. INVENTORIES

## 17. 存貨

|                  |      | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|------------------|------|--------------------------|--------------------------|
| Raw materials    | 原材料  | 275,671                  | 285,140                  |
| Work in progress | 半成品  | 95,081                   | 60,729                   |
| Finished goods   | 製成品  | 200,952                  | 115,363                  |
| Goods in transit | 在途貨品 | 78                       | 1,412                    |
|                  |      | 571,782                  | 462,644                  |

During the year, a write-down of inventories of RMB3,644,000 (2016: reversal of write-down of inventories of RMB284,200,000) and a write-off of inventories of RMB42,836,000 (2016: RMB Nil) were recognised in profit or loss.

於本年度，存貨撇減人民幣3,644,000元(2016年：存貨撇減撥回人民幣284,200,000元)及存貨撇減人民幣42,836,000元(2016年：人民幣零元)已於損益中確認。

## 18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

## 18. 按公平值計入損益的財務資產

|                                       |                    | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------|--------------------|--------------------------|--------------------------|
| <b>Fund investment, at fair value</b> | <b>按公平值計提之基金投資</b> |                          |                          |
| At the beginning of the year          | 於年初                | —                        | 60,000                   |
| Disposal                              | 出售                 | —                        | (60,000)                 |
| At the end of the year                | 於年末                | —                        | —                        |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 19. TRADE AND NOTES RECEIVABLES

## 19. 應收貿易款項及應收票據

|                                            |         | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|--------------------------------------------|---------|--------------------------|--------------------------|
| Trade receivables                          | 應收貿易款項  | 2,011,083                | 1,941,182                |
| Notes receivables                          | 應收票據    | 52,937                   | 116,355                  |
|                                            |         | 2,064,020                | 2,057,537                |
| Less: Allowance for bad and doubtful debts | 減：呆壞賬撥備 | (351,266)                | (407,121)                |
|                                            |         | 1,712,754                | 1,650,416                |

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

根據發票日，在扣除撥備後於報告期末的應收貿易款項及應收票據的賬齡分析如下：

|                 |          | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------|----------|--------------------------|--------------------------|
| 0 to 60 days    | 0至60日    | 1,383,404                | 1,507,237                |
| 61 to 180 days  | 61至180日  | 208,602                  | 104,138                  |
| 181 to 365 days | 181至365日 | 120,748                  | 2,700                    |
| 1 to 2 years    | 一至兩年     | —                        | 5,071                    |
| 2 to 3 years    | 兩至三年     | —                        | 31,270                   |
|                 |          | 1,712,754                | 1,650,416                |

The average credit period granted on sale of goods ranged from 60 to 90 days.

給予銷售貨品的平均信貸期為介乎60至90日。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 19. TRADE AND NOTES RECEIVABLES (Continued)

Movements in allowance for bad and doubtful debts during the year were as follows:

|                                                     |             | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------------------------------|-------------|--------------------------|--------------------------|
| 1 January                                           | 1月1日        | 407,121                  | 98,424                   |
| Written off                                         | 撤銷          | (103)                    | –                        |
| Impairment losses recognised                        | 已確認減值虧損     | 12,402                   | 319,083                  |
| Reversal of impairment losses previously recognised | 過往確認之減值虧損撥回 | (59,005)                 | –                        |
| De-recognition upon disposal of subsidiaries        | 出售附屬公司後終止確認 | –                        | (10,386)                 |
| Exchange difference                                 | 匯兌差額        | (9,149)                  | –                        |
| 31 December                                         | 12月31日      | 351,266                  | 407,121                  |

The aged analysis of the trade and notes receivables that are past due but not impaired is as follows:

|                             |         | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------|---------|--------------------------|--------------------------|
| Less than 6 months past due | 逾期不足六個月 | 129,546                  | 39,449                   |
| Over 6 months past due      | 逾期六個月以上 | 33,794                   | 36,239                   |
|                             |         | 163,340                  | 75,688                   |

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

### 19. 應收貿易款項及應收票據(續)

年內呆壞賬撥備的變動如下：

|                                                     | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------------------------------|--------------------------|--------------------------|
| 1 January                                           | 407,121                  | 98,424                   |
| Written off                                         | (103)                    | –                        |
| Impairment losses recognised                        | 12,402                   | 319,083                  |
| Reversal of impairment losses previously recognised | (59,005)                 | –                        |
| De-recognition upon disposal of subsidiaries        | –                        | (10,386)                 |
| Exchange difference                                 | (9,149)                  | –                        |
| 31 December                                         | 351,266                  | 407,121                  |

逾期但並未減值的應收貿易款項及應收票據的賬齡分析如下：

|                             | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------|--------------------------|--------------------------|
| Less than 6 months past due | 129,546                  | 39,449                   |
| Over 6 months past due      | 33,794                   | 36,239                   |
|                             | 163,340                  | 75,688                   |

逾期但並未減值的應收貿易款項與多名獨立客戶有關，而彼等在本集團有良好的往績記錄。根據以往經驗，本公司董事認為因為其信用情況沒有重大改變，而其餘額亦應可全數收回，故不需為此等餘額進行減值撥備。

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For the year ended 31 December 2017 截至2017年12月31日止年度

**20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES**      **20. 預付款項、按金及其他應收款項**

|                                                                |                 | <b>2017</b><br><b>RMB'000</b><br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|----------------------------------------------------------------|-----------------|----------------------------------------|--------------------------|
| Advance to suppliers                                           | 向供應商墊款          | <b>203,339</b>                         | 321,232                  |
| VAT recoverable                                                | 可退回增值稅          | <b>2,267</b>                           | 10,331                   |
| Deposits paid for acquisition of property, plant and equipment | 購置物業、廠房及設備的已付按金 | <b>15,778</b>                          | 14,535                   |
| Deposits paid for finance lease arrangement                    | 就融資租賃安排支付之按金    | <b>3,134</b>                           | 6,775                    |
| Refundable deposits                                            | 可退回按金           | <b>3,578</b>                           | 10,149                   |
| Consideration receivable on disposal of subsidiaries           | 應收出售附屬公司代價      | —                                      | 7,000                    |
| Others                                                         | 其他              | <b>12,252</b>                          | 28,155                   |
|                                                                |                 | <b>240,348</b>                         | 398,177                  |
| Less: Allowance for bad and doubtful debts                     | 減：呆壞賬撥備         | <b>(101,324)</b>                       | (132,374)                |
| Total                                                          | 總計              | <b>139,024</b>                         | 265,803                  |
| Less: Current portion                                          | 減：流動部分          | <b>(120,112)</b>                       | (244,493)                |
| Non-current portion                                            | 非流動部分           | <b>18,912</b>                          | 21,310                   |

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## 20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

Movements in allowance for bad and doubtful debts during the year were as follows:

年內呆壞賬撥備的變動如下：

|                                                     |             | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------------------------------|-------------|--------------------------|--------------------------|
| 1 January                                           | 1月1日        | 132,374                  | 105,859                  |
| Impairment losses recognised                        | 已確認減值虧損     | 12,385                   | 57,520                   |
| Reversal of impairment losses previously recognised | 過往確認之減值虧損撥回 | (16,909)                 | —                        |
| Write-off                                           | 撤銷          | (26,526)                 | (819)                    |
| De-recognition – disposal of subsidiaries           | 終止確認—出售附屬公司 | —                        | (30,186)                 |
| 31 December                                         | 12月31日      | 101,324                  | 132,374                  |

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

以上資產並未逾期。以上結餘包括有關應收款項的財務資產而其近期並無違約記錄。

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For the year ended 31 December 2017 截至2017年12月31日止年度

## 21. AMOUNTS DUE FROM/TO RELATED PARTIES

The amounts due from/to related parties are unsecured, interest-free and repayable on demand.

The information disclosed pursuant to Section 383 of the Hong Kong Companies Ordinance (Cap.622) is as follows:

## 21. 應收／付關連人士款項

應收／付關連人士的款項為無抵押、免息且須按要求償還。

根據香港公司條例第383條(第622章)須披露的資料如下：

|                                                          |                      | Maximum<br>amount<br>outstanding<br>during the<br>year<br>年內未償還<br>最高金額<br>RMB'000<br>人民幣千元 | Balance at<br>31 December<br>2017<br>於2017年<br>12月31日<br>的結餘<br>RMB'000<br>人民幣千元 | Balance at<br>31 December<br>2016<br>於2016年<br>12月31日<br>的結餘<br>RMB'000<br>人民幣千元 |
|----------------------------------------------------------|----------------------|---------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| Scud Stock (Fujian) Co., Ltd. (Note i)                   | 福建飛毛腿股份有限公司(附註i)     | 79,926                                                                                      | 79,926                                                                           | 55,120                                                                           |
| EBTEB New Energy Technology Co., Ltd. (Note ii)          | 易佰特新能源科技有限公司(附註ii)   | 132,967                                                                                     | 132,967                                                                          | 88,212                                                                           |
| Fujian Youtong Industrial Co., Ltd. (Note iii)           | 福建友通實業有限公司(附註iii)    | 733                                                                                         | —                                                                                | 733                                                                              |
| Fujian Scud Senior Technician Training School (Note iii) | 福建飛毛腿高級技術培訓學校(附註iii) | 513                                                                                         | 513                                                                              | 267                                                                              |
| Fujian Scud Technology Co., Ltd. (Note iv)               | 福建飛毛腿科技有限公司(附註iv)    | 76                                                                                          | —                                                                                | 76                                                                               |
| Fujian Scud Power Technology Co., Ltd. (Note v)          | 福建飛毛腿動力科技有限公司(附註v)   | 22,713                                                                                      | 22,713                                                                           | 409                                                                              |
| Fuzhou Shanghe Electronics Co., Ltd. (Note v)            | 福州上和電子有限公司(附註v)      | 10,060                                                                                      | 10,060                                                                           | 2,000                                                                            |
|                                                          |                      |                                                                                             | 246,179                                                                          | 146,817                                                                          |

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For the year ended 31 December 2017 截至2017年12月31日止年度

**21. AMOUNTS DUE FROM/TO RELATED PARTIES** (Continued)

Notes:

- (i) Its directors and shareholders, Mr. Fang Jin and Mr. Guo Quan Zeng, are also the directors and shareholders of the Company.
- (ii) Its director is the son of, Mr. Fang Jin, a director and shareholder of the Company.
- (iii) Its director, Mr. Fang Jin, is also a director and shareholder of the Company.
- (iv) Its shareholder, Mr. Fang Jin, is also a director and shareholder of the Company.
- (v) Its director and major shareholder is the son of, Mr. Fang Jin, a director and shareholder of the Company.

**21. 應收／付關連人士款項** (續)

附註：

- (i) 其董事及股東方金先生及郭泉增先生亦為本公司之董事及股東。
- (ii) 其董事為方金先生(本公司董事及股東)之子。
- (iii) 其董事方金先生亦為本公司之董事及股東。
- (iv) 其股東為方金先生，其亦為本公司之董事及股東。
- (v) 其董事及主要股東為方金先生(本公司之董事及股東)之子。

**22. PLEDGE OF ASSETS**

At the end of the reporting period, the following assets have been pledged by the Group in favour of the banks as guarantees for the issuance of bank accepted notes for payments to suppliers and landlord as collaterals for electricity expenses payable and pledged for other loans:

**22. 資產抵押**

於報告期末，本集團已將以下資產抵押予銀行，作為向供應商付款而發出銀行承兌匯票之擔保、作為應付電費的抵押物抵押予業主及作為獲得其他貸款的抵押：

|                                         |                | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------------------|----------------|--------------------------|--------------------------|
| Property, plant and equipment (Note 15) | 物業、廠房及設備(附註15) | 121,252                  | 124,536                  |
| Bank deposits                           | 銀行存款           | 645,388                  | 552,962                  |
|                                         |                | <b>766,640</b>           | 677,498                  |

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## 綜合財務報表附註

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### 23. BANK BALANCES AND CASH AND THE DEPOSITS

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

The Chinese Renminbi ("RMB") is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Time deposits are made for periods depending on the immediate cash requirements of the Group and earn interest at the respective short-term time deposit rates. The directors consider that the fair values of the short-term deposits are not materially different from their carrying amounts because of the short maturity period. As at 31 December 2017 and 2016, the Group does not have any time deposit placed with banks and earn interest income at the respective time deposit rates.

### 23. 銀行結餘及現金及存款

銀行結餘及現金包括本集團持有的現金及原到期日為三個月或以下的短期銀行存款。

人民幣(「人民幣」)並不可自由兌換其他貨幣，然而，據中國外匯管理條例及結匯、售匯及付匯管理規定，本集團可經由被授權進行外幣兌換業務之銀行換算。

定期存款之期限，乃視乎本集團之即時現金需求而定，按各短期定期存款利率賺取利息。董事認為由於短期定期存款於短期內屆滿，因此其公平值與其賬面值並無重大差異。於2017年及2016年12月31日，本集團並無在銀行存放任何定期存款，並按各自定期存款利率賺取利息收入。

### 24. TRADE AND NOTES PAYABLES

### 24. 應付貿易款項及應付票據

|                |        | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|----------------|--------|--------------------------|--------------------------|
| Trade payables | 應付貿易款項 | 998,006                  | 1,001,410                |
| Notes payables | 應付票據   | 1,293,814                | 1,112,960                |
|                |        | 2,291,820                | 2,114,370                |

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## 綜合財務報表附註

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## 24. TRADE AND NOTES PAYABLES (Continued)

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

|                 |          | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------|----------|--------------------------|--------------------------|
| 0 to 60 days    | 0至60日    | 1,699,294                | 1,486,981                |
| 61 to 180 days  | 61至180日  | 512,443                  | 516,518                  |
| 181 to 365 days | 181至365日 | 33,608                   | 24,919                   |
| 1 to 2 years    | 一至兩年     | 18,445                   | 55,453                   |
| 2 to 3 years    | 兩至三年     | 15,886                   | 24,706                   |
| Over 3 years    | 三年以上     | 12,144                   | 5,793                    |
|                 |          | <b>2,291,820</b>         | <b>2,114,370</b>         |

Trade payables principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases ranged from 30 to 90 days.

## 24. 應付貿易款項及應付票據(續)

根據發票日，於報告期末應付貿易款項及應付票據的賬齡分析如下：

|                 | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------|--------------------------|--------------------------|
| 0 to 60 days    | 1,699,294                | 1,486,981                |
| 61 to 180 days  | 512,443                  | 516,518                  |
| 181 to 365 days | 33,608                   | 24,919                   |
| 1 to 2 years    | 18,445                   | 55,453                   |
| 2 to 3 years    | 15,886                   | 24,706                   |
| Over 3 years    | 12,144                   | 5,793                    |
|                 | <b>2,291,820</b>         | <b>2,114,370</b>         |

應付貿易款項主要包括貿易購貨及持續成本的未支付款項。貿易購貨的信貸期平均介乎30日至90日。

## 25. OTHER PAYABLES, RECEIPTS IN ADVANCE AND ACCRUED CHARGES

## 25. 其他應付款項、預收款項及應計費用

|                                                           |                | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------------------------------------|----------------|--------------------------|--------------------------|
| Deposits                                                  | 按金             | 37,030                   | 35,177                   |
| Payroll and welfare payables                              | 應付薪酬及福利        | 22,139                   | 34,955                   |
| Accrued expenses                                          | 應計開支           | 17,026                   | 7,751                    |
| Payables for acquisition of property, plant and equipment | 購置物業、廠房及設備應付款項 | 1,129                    | 11,908                   |
| Other tax payables                                        | 其他應付稅項         | 124,090                  | 63,437                   |
| Withholding tax liability                                 | 預付稅項負債         | 9,000                    | 9,000                    |
| Others                                                    | 其他             | 38,937                   | 45,503                   |
|                                                           |                | <b>249,351</b>           | <b>207,731</b>           |

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## 26. PROVISION FOR WARRANTY

## 26. 產品保修準備金

|                                              |             | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|----------------------------------------------|-------------|--------------------------|--------------------------|
| 1 January                                    | 1月1日        | 1,943                    | 1,870                    |
| Additions                                    | 添置          | –                        | 348                      |
| De-recognition upon disposal of subsidiaries | 出售附屬公司後終止確認 | –                        | (275)                    |
| Realisation                                  | 已變現         | (1,532)                  | –                        |
| At 31 December                               | 於12月31日     | 411                      | 1,943                    |

The provision for warranty represents management's best estimate of the Group's liability under a half-year warranty program granted on the own-brand batteries, based on prior experience and industry averages for defective products.

產品保修準備金指管理層根據過往經驗及業內次貨平均數目，就本集團授出的自有品牌電池半年保修計劃的負債作出的最佳估計。

## 27. BORROWINGS

## 27. 借款

|                                             |               | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------|---------------|--------------------------|--------------------------|
| Bank loans (Note (a)):                      | 銀行貸款(附註(a)):  |                          |                          |
| Secured bank loans                          | 已抵押銀行貸款       | 279,340                  | 163,404                  |
| Unsecured bank loans                        | 無抵押銀行貸款       | 131,039                  | 251,690                  |
|                                             |               | 410,379                  | 415,094                  |
| Other loans (Note (b))                      | 其他貸款(附註(b))   | 8,431                    | 7,466                    |
| Obligations under finance leases (Note (c)) | 融資租賃負債(附註(c)) | 2,350                    | 7,805                    |
|                                             |               | 421,160                  | 430,365                  |

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## 綜合財務報表附註

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## 27. BORROWINGS (Continued)

Notes:

- (a) The terms of repayment of the bank loans are as follows:

|                                                | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|------------------------------------------------|--------------------------|--------------------------|
| Current portion:<br>Within 1 year or on demand | 410,379                  | 415,094                  |

As at 31 December 2017, bank loans of approximately RMB279,340,000 (2016: RMB163,404,000) were secured by the Group's property, plant and equipment with an aggregate carrying amount of RMB16,460,000 (2016: RMB19,127,000) (Note 15), land under finance lease with a carrying amount of RMB71,261,000 (2016: RMB77,089,000) (Note 15), bank deposits of RMB645,388,000 (2016: RMB552,962,000) (Note 22) and by personal guarantee from the Company's director and controlling shareholder, Mr. Fang Jin, for certain bank loans of the Group up to an amount of RMB410,379,000 (2016: RMB242,698,000).

The average effective interest rates per annum (which are also equal to the contractual interest rates) on the Group's bank borrowings are as follows:

|                                                              | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|--------------------------------------------------------------|--------------------------|--------------------------|
| Average effective interest rate on fixed-<br>rate borrowings | 3.92%                    | 4.58%                    |

- (b) Other loans:

The Group obtained other loans from two financial institutions. These other loans are secured by certain plant and machinery of net carrying amount of RMB31,535,000 (2016: RMB26,057,000) (Note 15) bear fixed interest rate at 4.75% per annum and are repayable in three years.

The average effective interest rates per annum (which are also equal to the contractual interest rates) on the Group's other loans are at 4%.

## 27. 借款(續)

附註：

- (a) 銀行貸款還款年期如下：

於2017年12月31日，約人民幣279,340,000元(2016年：人民幣163,404,000元)的銀行貸款以本集團總賬面值人民幣16,460,000元(2016年：人民幣19,127,000元)(附註15)的物業、廠房及機械，賬面值人民幣71,261,000元(2016年：人民幣77,089,000元)(附註15)的融資租賃土地，人民幣645,388,000元(2016年：人民幣552,962,000元)(附註22)並由本公司董事及控股股東方金先生就向本集團提供金額最高達人民幣410,379,000元(2016年：人民幣242,698,000元)的若干銀行貸款作個人擔保。

本集團的銀行借款的平均實際年利率(亦相當於合約利率)如下：

- (b) 其他貸款

本集團從兩間金融機構獲得其他貸款。該等其他貸款由若干賬面淨值為人民幣31,535,000元(2016年：人民幣26,057,000元)(附註15)的廠房及機器抵押，固定年利率為4.75%及須於三年內償還。

本集團其他貸款的平均實際年利率(亦等於合約利率)為4%。

|                                                         | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------------------|--------------------------|--------------------------|
| Current portion:<br>Within 1 year or on demand          | 3,253                    | 7,466                    |
| Non-current portion:<br>After 1 year but within 2 years | 5,178                    | —                        |
| Total                                                   | 8,431                    | 7,466                    |

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## 27. BORROWINGS (Continued)

Notes: (Continued)

## (c) Obligations under finance leases:

The Group leases some of its plant and machineries. Such assets are generally classified as finance leases as the rental period amounts to the estimated useful economic life of the assets concerned and often the Group has the right to purchase the assets outright at the end of the minimum lease term by paying a nominal amount.

As at 31 December 2017, the Group has obligations under finance leases repayable as follows:

## 27. 借款(續)

附註：(續)

## (c) 融資租賃負債：

本集團出租其若干廠房及機械。由於租期相等於有關資產之估計可使用經濟期限，而本集團有權於最短租期結束後支付名義金額徹底收購有關資產，故該等資產通常分類為融資租賃。

於2017年12月31日，本集團擁有的應付融資租賃負債如下：

|                                                         |                   | 2017                                                         |                                                                         |                                                                             |
|---------------------------------------------------------|-------------------|--------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------|
|                                                         |                   | Total minimum lease payments<br>最低租賃付款總額<br>RMB'000<br>人民幣千元 | Interests of the minimum lease payments<br>最低租賃付款利息<br>RMB'000<br>人民幣千元 | Present value of the minimum lease payments<br>最低租賃付款現值<br>RMB'000<br>人民幣千元 |
| Current portion:<br>Within 1 year or on demand          | 流動部分：<br>一年內或按要求  | 2,378                                                        | 28                                                                      | 2,350                                                                       |
|                                                         |                   | 2016                                                         |                                                                         |                                                                             |
|                                                         |                   | Total minimum lease payments<br>最低租賃付款總額<br>RMB'000<br>人民幣千元 | Interests of the minimum lease payments<br>最低租賃付款利息<br>RMB'000<br>人民幣千元 | Present value of the minimum lease payments<br>最低租賃付款現值<br>RMB'000<br>人民幣千元 |
| Current portion:<br>Within 1 year or on demand          | 流動部分：<br>一年內或按要求  | 5,707                                                        | 252                                                                     | 5,455                                                                       |
| Non-current portion:<br>After 1 year but within 2 years | 非流動部分：<br>一年後但兩年內 | 2,378                                                        | 28                                                                      | 2,350                                                                       |
| Total                                                   | 總計                | 8,085                                                        | 280                                                                     | 7,805                                                                       |

The Group's obligations under finance leases are also secured by the guarantee of a director and substantial shareholder of the Company and a related company.

本集團融資租賃負債亦由本公司一名董事及主要股東及一家關連公司提供擔保。

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## 28. AMOUNT DUE TO A DIRECTOR

The amount due to a director is unsecured, interest-free and repayable on demand.

## 28. 應付董事款項

應付董事款項乃為無抵押、免息且須按要求償還。

## 29. DEFERRED TAX ASSETS AND LIABILITIES RECOGNISED

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

## 29. 已確認的遞延稅項資產及負債

於年內在綜合財務狀況表確認的遞延稅項資產／(負債)部分及變動如下：

|                                     |                       | Impairment<br>loss on trade<br>and other<br>receivables | Accelerated<br>accounting<br>depreciation | Provision for<br>warranty | Provision<br>for write<br>down to net<br>realisable<br>value | Undistributed<br>profits of<br>subsidiaries | Tax loss | Others  | Total   |
|-------------------------------------|-----------------------|---------------------------------------------------------|-------------------------------------------|---------------------------|--------------------------------------------------------------|---------------------------------------------|----------|---------|---------|
|                                     |                       | 應收貿易款項<br>及其他應收<br>款項減值虧損                               | 加速<br>會計折舊                                | 產品<br>保修準備金               | 撇減至可變<br>現淨值撥備                                               | 附屬公司<br>未分派溢利                               | 稅項虧損     | 其他      | 總計      |
|                                     |                       | RMB'000                                                 | RMB'000                                   | RMB'000                   | RMB'000                                                      | RMB'000                                     | RMB'000  | RMB'000 | RMB'000 |
|                                     |                       | 人民幣千元                                                   | 人民幣千元                                     | 人民幣千元                     | 人民幣千元                                                        | 人民幣千元                                       | 人民幣千元    | 人民幣千元   | 人民幣千元   |
| 1 January 2016                      | 2016年1月1日             | 32,283                                                  | 1                                         | 399                       | 69,059                                                       | (5,360)                                     | -        | (230)   | 96,152  |
| Credit/(charge) to profit or loss   | 於損益中計入／(扣除)           | 43,275                                                  | (118)                                     | 87                        | (68,800)                                                     | -                                           | 65,148   | (1,147) | 38,445  |
| 31 December 2016 and 1 January 2017 | 2016年12月31日及2017年1月1日 | 75,558                                                  | (117)                                     | 486                       | 259                                                          | (5,360)                                     | 65,148   | (1,377) | 134,597 |
| Credit/(charge) to profit or loss   | 於損益中計入／(扣除)           | 4,789                                                   | 117                                       | (383)                     | 1,325                                                        | -                                           | -        | 1,377   | 7,225   |
| 31 December 2017                    | 2017年12月31日           | 80,347                                                  | -                                         | 103                       | 1,584                                                        | (5,360)                                     | 65,148   | -       | 141,822 |

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**29. DEFERRED TAX ASSETS AND LIABILITIES RECOGNISED** (Continued)

For presentation purpose, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances for financial reporting purposes:

|                                                                                             |                      | <b>2017</b><br><b>RMB'000</b><br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------------------------------------------------------|----------------------|----------------------------------------|--------------------------|
| Net deferred tax assets recognised in the consolidated statement of financial position      | 於綜合財務狀況表內確認之遞延稅項資產淨值 | <b>147,182</b>                         | 141,451                  |
| Net deferred tax liabilities recognised in the consolidated statement of financial position | 於綜合財務狀況表內確認之遞延稅項負債淨值 | <b>(5,360)</b>                         | (6,854)                  |
|                                                                                             |                      | <b>141,822</b>                         | 134,597                  |

The Group has tax losses carry forwards amounting to approximately RMB23,993,000 (2016: RMB85,057,000) which relate to subsidiaries that have a history of losses and may not be used to offset taxable income elsewhere in the Group. These subsidiaries have no temporary taxable differences which could partly support the recognition of deferred tax assets. Also, there are no tax planning opportunities available that would further provide a basis for recognition.

If the Group was able to recognise all unrecognised deferred tax assets, profits would increase by approximately RMB5,998,000 (2016: loss would decrease by RMB19,041,000).

**29. 已確認的遞延稅項資產及負債(續)**

就呈列而言，若干遞延稅項資產及負債經已於綜合財務狀況表抵銷。以下為就財務報告而作出的遞延稅項結餘分析：

本集團有結轉稅項虧損約人民幣23,993,000元(2016年：人民幣85,057,000元)，此等虧損涉及曾錄得虧損的附屬公司及未必可用以抵銷本集團其他地方的應課稅收入。此等附屬公司並無可部分支持確認遞延稅項資產的應課稅暫時差額。此外，並無稅項計劃機會以進一步提供確認基準。

如本集團能把所有未確認的遞延稅項資產確認，盈利將增加約人民幣5,998,000元(2016年：虧損將減少人民幣19,041,000元)。

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**29. DEFERRED TAX ASSETS AND LIABILITIES RECOGNISED** (Continued)

According to Articles 3 and 37 of the PRC Enterprise Income Tax Law, distribution of dividends by a foreign investment enterprise in China to its non-tax resident foreign investor is subject to Enterprise Income Tax at source on a withholding basis. The standard withholding tax rate pursuant to Article 4 of the PRC Enterprise Income Tax Law is 20%. According to Article 27 of the PRC Enterprise Income Tax Law and Article 91 of the Detailed Implementation Rules of the PRC Enterprise Income Tax Law, the applicable withholding tax rate has been reduced to 10%. Under the Arrangement between the Mainland China and Hong Kong Special Administration Region (“HKSAR”) for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion, or Mainland China/HKSAR Double Taxation Agreement, Hong Kong tax residents which hold 25% or more of a PRC enterprise are entitled to a reduced dividend withholding tax rate of 5%.

In addition, according to Cai Shui [2008] No.1, a circular jointly issued by the Ministry of Finance and State Administration of Taxation on 22 February 2008, distribution of dividends out of pre 2008 retained profits by a foreign investment enterprise to its foreign investor in or after 2008 is exempted from Enterprise Income Tax, whereas distribution of dividends out of profits generated by a foreign investment enterprise in or after 2008 shall be subjected to Enterprise Income Tax in accordance with the relevant articles of the PRC Enterprise Income Tax Law and its Detailed Implementation Rules as described above. Accordingly, dividends receivable from certain subsidiaries in respect of profits earned since 1 January 2008 is subject to 5% withholding tax.

At 31 December 2017, the Group's share of aggregate amount of temporary differences associated with retained earnings of the Company's PRC subsidiaries was approximately RMB291,214,000 (2016: RMB291,214,000). Deferred tax liabilities have not been all provided for in the consolidated financial statements in respect of the Group's share of temporary differences attributable to retained profits of the Company's PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

**29. 已確認的遞延稅項資產及負債**(續)

根據中國企業所得稅法第3條及第37條，中國外商投資企業向非繳稅居民外國投資者分配派發之股息須以源頭扣繳方式繳納企業所得稅。根據中國企業所得稅法第4條，標準預扣稅率為20%。而根據中國企業所得稅法第27條及中國企業所得稅法實施條例第91條，上述適用預扣稅率減至10%。根據《內地和香港特別行政區（「香港特別行政區」）關於對所得避免雙重徵稅和防止偷漏稅的安排》，凡持有中國企業25%或以上權益的香港納稅居民，可按優惠稅率5%繳納股息預扣稅。

另外，根據財政部及國家稅務總局於2008年2月22日聯合頒佈的《關於企業所得稅若干優惠政策的通知》（財稅[2008]1號），2008年之前外商投資企業形成的累積未分配利潤，在2008年或之後分配給外國投資者的，可免徵企業所得稅；而2008年或之後年度外商投資企業的新增利潤分配，須依上述中國企業所得稅法有關條例及其詳細實施規則繳納企業所得稅。因此，若干附屬公司就自2008年1月1日開始獲得的溢利而應收股息須繳納5%的預扣稅。

於2017年12月31日，本集團應佔與本公司中國附屬公司保留盈利有關的暫時差額合共約人民幣291,214,000元（2016年：人民幣291,214,000元）。由於本集團可控制撥回暫時差額之時間，且暫時差額於可見將來將不會撥回，本集團並無就應佔本公司中國附屬公司保留盈利應佔之所有暫時差額於綜合財務報表作出遞延稅項負債撥備。

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## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 30. SHARE CAPITAL

### 30. 股本

|                                                 |                                             | Number of<br>ordinary shares<br>of HK\$0.10<br>each<br>每股0.10港元<br>普通股股數<br>in Thousands<br>千股 | Amount<br>金額<br>RMB'000<br>人民幣千元 |
|-------------------------------------------------|---------------------------------------------|------------------------------------------------------------------------------------------------|----------------------------------|
| Issued and fully paid:                          |                                             |                                                                                                |                                  |
| At 1 January 2016, 31 December 2016<br>and 2017 | 已發行及繳足：<br>於2016年1月1日、2016年及<br>2017年12月31日 | 1,090,001                                                                                      | 107,590                          |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 31. RESERVES

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

## 31. 儲備

本集團綜合權益的各個成份於年初及年末結餘的對賬載於綜合權益變動表。本公司於年初及年末個別部分權益變動之詳情載列如下：

|                                         |                            | Share<br>premium<br>股份溢價<br>RMB'000<br>人民幣千元 | Capital<br>reserve<br>資本儲備<br>RMB'000<br>人民幣千元 | Share<br>option<br>reserve<br>購股權儲備<br>RMB'000<br>人民幣千元 | Translation<br>reserve<br>匯兌儲備<br>RMB'000<br>人民幣千元 | Retained<br>profits<br>保留盈利<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|-----------------------------------------|----------------------------|----------------------------------------------|------------------------------------------------|---------------------------------------------------------|----------------------------------------------------|-------------------------------------------------|---------------------------------|
| At 1 January 2016                       | 於2016年1月1日                 | 619,288                                      | 250,887                                        | 14,811                                                  | (102,384)                                          | 40,195                                          | 822,797                         |
| Loss for the year                       | 本年度虧損                      | -                                            | -                                              | -                                                       | -                                                  | (1,097)                                         | (1,097)                         |
| Other comprehensive income              | 其他全面收益                     | -                                            | -                                              | -                                                       | 46,078                                             | -                                               | 46,078                          |
| Total comprehensive income for the year | 本年度全面收益總額                  | -                                            | -                                              | -                                                       | 46,078                                             | (1,097)                                         | 44,981                          |
| At 31 December 2016 and 1 January 2017  | 於2016年12月31日及<br>2017年1月1日 | 619,288                                      | 250,887                                        | 14,811                                                  | (56,306)                                           | 39,098                                          | 867,778                         |
| Loss for the year                       | 本年度虧損                      | -                                            | -                                              | -                                                       | -                                                  | (1,315)                                         | (1,315)                         |
| Other comprehensive income              | 其他全面收益                     | -                                            | -                                              | -                                                       | (47,556)                                           | -                                               | (47,556)                        |
| Total comprehensive income for the year | 本年度全面收益總額                  | -                                            | -                                              | -                                                       | (47,556)                                           | (1,315)                                         | (48,871)                        |
| At 31 December 2017                     | 於2017年12月31日               | 619,288                                      | 250,887                                        | 14,811                                                  | (103,862)                                          | 37,783                                          | 818,907                         |

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## 綜合財務報表附註

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### 32. NON-CONTROLLING INTERESTS

Summarised financial information in relation to the Group's subsidiaries that have material non-controlling interests ("NCIs"), before intra-group eliminations, is presented below:

### 32. 非控股權益

本集團擁有重大非控股權益(「非控股權益」)之附屬公司於集團內對銷前之財務資料摘要呈列如下：

|                                                           | 2017 | 2016 |
|-----------------------------------------------------------|------|------|
| Percentage of equity interest held by NCIs: 非控股權益所佔權益百分比： |      |      |
| Shenzhen Hongde and its subsidiary 深圳鴻德及其附屬公司             | 21%  | 21%  |

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|                                      |             | Shenzhen Hongde and its subsidiary<br>深圳鴻德及其附屬公司<br>RMB'000<br>人民幣千元 |
|--------------------------------------|-------------|----------------------------------------------------------------------|
| Revenue                              | 收益          | 255,293                                                              |
| Loss for the year                    | 本年度虧損       | (5,909)                                                              |
| Loss allocated to NCIs               | 分配至非控股權益之虧損 | (1,244)                                                              |
| Cash flows from operating activities | 經營活動所得現金流量  | (8,921)                                                              |
| Cash flows from investing activities | 投資活動所得現金流量  | 695                                                                  |
| Cash flows from financing activities | 融資活動所得現金流量  | 7,181                                                                |
| Net cash outflows                    | 現金流出淨額      | (1,045)                                                              |
| Current assets                       | 流動資產        | 220,288                                                              |
| Non-current assets                   | 非流動資產       | 39,287                                                               |
| Current liabilities                  | 流動負債        | (198,252)                                                            |
| Net assets                           | 淨資產         | 61,323                                                               |
| Accumulated NCIs                     | 累計非控股權益     | 11,249                                                               |

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## 綜合財務報表附註

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## 32. NON-CONTROLLING INTERESTS (Continued)

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## 32. 非控股權益(續)

截至2016年12月31日止年度

|                                      |                  | Shenzhen<br>Hongde and<br>its subsidiary<br>深圳鴻德<br>及其附屬公司<br>RMB'000<br>人民幣千元 | Shenzhen<br>Nalon<br>深圳朗能<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|--------------------------------------|------------------|--------------------------------------------------------------------------------|-----------------------------------------------|---------------------------------|
| Revenue                              | 收益               | 275,098                                                                        | 236,344                                       | 511,442                         |
| Profit/(loss) for the year           | 本年度溢利/(虧損)       | 8,105                                                                          | (22,229)                                      | (14,124)                        |
| Profit/(loss) allocated to NCIs      | 分配至非控股權益之溢利/(虧損) | 786                                                                            | (6,668)                                       | (5,882)                         |
| Cash flows from operating activities | 經營活動所得現金流量       | 9,188                                                                          | (11,416)                                      | (2,228)                         |
| Cash flows from investing activities | 投資活動所得現金流量       | (8,386)                                                                        | 6,102                                         | (2,284)                         |
| Cash flows from financing activities | 融資活動所得現金流量       | 9,071                                                                          | 2,900                                         | 11,971                          |
| Net cash inflows/(outflows)          | 現金流入/(流出)淨額      | 9,873                                                                          | (2,414)                                       | 7,459                           |
| Current assets                       | 流動資產             | 252,680                                                                        | —                                             | 252,680                         |
| Non-current assets                   | 非流動資產            | 45,074                                                                         | —                                             | 45,074                          |
| Current liabilities                  | 流動負債             | (230,525)                                                                      | —                                             | (230,525)                       |
| Net assets                           | 淨資產              | 67,229                                                                         | —                                             | 67,229                          |
| Accumulated NCIs                     | 累計非控股權益          | 12,493                                                                         | —                                             | 12,493                          |

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### 綜合財務報表附註

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### 33. SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") pursuant to an ordinary resolution passed on 3 December 2006. The purpose of the Share Option Scheme is to reward eligible participants who have contributed to the Group and to encourage eligible participants to work towards enhancing the value of the Company and its shares for the Company and its shareholders as a whole. Eligible participants of the Share Option Scheme include directors and employees of the Group and any directors and employees of the Group, advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters or service providers of the Company whom the board of directors of the Group considers to have contributed or will contribute to the Group.

The Share Option Scheme was adopted for a period of 10 years and expired on 2 December 2016 and the Company by ordinary resolution in general meeting or the board of directors of the Company may at anytime terminate the Share Option Scheme without prejudice to the options granted during the life of the Share Option Scheme and which remain unexpired immediately prior to such termination.

The total number of shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the shares of the Company in issue at the time of listing, without prior approval from the Company's shareholders. The total number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in use at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to a substantial shareholder or an independent non-executive director or any of their respective associates representing in aggregate or with an aggregate value in excess of HK\$5,000,000 must be approved in advance by resolution of the Company's shareholders (voting by way of poll).

### 33. 購股權計劃

本公司之購股權計劃(「該購股權計劃」)為根據2006年12月3日通過之普通決議案採納。購股權計劃之目的是獎勵對本集團有貢獻之合資格參加者並鼓勵合資格參加者為提升本公司、本公司股份及其股東整體的價值而努力。購股權計劃的合資格參加者包括本集團董事及僱員及本集團董事會認為對本集團有貢獻或將對本集團有貢獻的任何本集團董事及僱員、本公司顧問、諮詢人、分銷商、承包商、供應商、代理人、顧客、業務夥伴、合營企業業務夥伴、發起人或服務供應商。

該購股權計劃採納年期為十年，已於2016年12月2日到期，在無損該購股權計劃年內所授出購股權及於緊隨終止前尚未屆滿購股權之權益下，本公司可藉股東大會上之普通決議案或本公司董事會可於任何時間終止該購股權計劃。

未經本公司股東批准，根據該購股權計劃可能授出之購股權所涉及之股份總數，不得超過本公司上市時已發行股份之10%。未經本公司股東批准，於任何一年已經及可能向任何個別人士授出之購股權所涉及之已發行及將予發行股份總數，不得超過本公司當時已發行股份之1%。已經及可能向主要股東或獨立非執行董事或任何彼等之聯繫人士授出之購股權所涉及之已發行及將予發行股份總數或所涉金額合共超過5,000,000港元，必須獲本公司股東(以投票表決方式)預先批准。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 33. SHARE OPTION SCHEME (Continued)

Upon the grant of an option a consideration of HK\$1 is payable and the relevant option may be exercised in accordance with the terms of the Share Option Scheme at any time during the exercise period to be determined by the board of directors, which shall not exceed 10 years. The exercise price of the options shall be determined by the board of directors of the Company in its absolute discretion but will in any event not be less than the higher of (i) the closing price of the Company's shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of an offer of an option by the Company (which must be a business day); (ii) the average closing price of the Company's shares as stated in the daily quotations sheets issued by the Stock Exchange for the 5 preceding business days of the day of the offer of an option; or (iii) the nominal value of the Company's shares.

Each option gives the holder the right to subscribe for one share of the Company. Share options do not confer rights on the holders to dividends or to vote at shareholders' meeting.

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

## 33. 購股權計劃(續)

獲授購股權後，承授人須支付1港元之代價並可於董事會所釐定之行使期內隨時按該購股權計劃之條款行使相關購股權，有關行使期不得超過十年。購股權之行使價由本公司董事會全權酌情釐定，惟無論如何將不會低於下列各項中之最高者：(i)本公司股份於本公司提呈授出購股權當日(必須為營業日)在聯交所發出之每日報價表所列之收市價；(ii)本公司股份於提呈授出購股權當日前五個營業日在聯交所發出之每日報價表所列之平均收市價；或(iii)本公司股份之面值。

每份購股權賦予持有人權利認購本公司一股股份。購股權並無賦予持有人獲付股息或於股東大會上投票之權利。

本年度尚未行使之購股權詳情如下：

**Number of  
shares options  
購股權數目**

|                                                    |                            |            |
|----------------------------------------------------|----------------------------|------------|
| Outstanding at 1 January 2016 and 31 December 2016 | 於2016年1月1日及2016年12月31日尚未行使 | 80,000,000 |
|----------------------------------------------------|----------------------------|------------|

The fair value of the share options determined on 19 June 2014 (the grant date) using the Black-Scholes pricing model was HK\$0.23376 per share and the total estimated fair value of the options granted was approximately HK\$18,701,000 (equivalent to RMB14,811,000).

於2014年6月19日(授予日期)按照「柏力克－舒爾斯」期權定價模式釐定的購股權之公平值為每股0.23376港元，且授出購股權之估計公平值總額約為18,701,000港元(相當於人民幣14,811,000元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 33. SHARE OPTION SCHEME (Continued)

The following assumptions were used to calculate the fair values of share options:

|                           | 19 June 2014 |
|---------------------------|--------------|
| Exercise price            | HK\$0.94     |
| Expected option life      | 3 years      |
| Expected volatility       | 55.047%      |
| Annualised dividend yield | 1.898%       |
| Risk-free rate            | 0.442%       |

The Black-Scholes pricing model has been used to estimate the fair value of the share options. The variables and assumptions used in computing the fair value of the share options are based on the Directors' best estimate. The fair value of share options carries with different variables of certain subjective assumptions.

During the year ended 31 December 2017 and 2016, no share-based payment expenses was recognised in profit or loss in relation to share options granted by the Company.

During the year ended 31 December 2016, the weighted average exercise price is HK\$0.94. The remaining contractual life of the options outstanding as at 31 December 2016 was 0.5 year. During the year ended 31 December 2017, all the share options are lapsed.

### 33. 購股權計劃(續)

計算購股權公平值時乃使用下列假設：

|         | 2014年6月19日 |
|---------|------------|
| 行使價     | 0.94港元     |
| 購股權預期年限 | 3年         |
| 預期波幅    | 55.047%    |
| 年度股息率   | 1.898%     |
| 無風險利率   | 0.442%     |

按照「柏力克－舒爾斯」期權定價模式估計購股權公平值。其中購股權的公平值之變數及假設乃遵照董事的最佳估計來計算。購股權公平值與某些主觀假設的不同變數一同變化。

截至2017年及2016年12月31日止年度，概無與本公司授出的購股權有關之於損益中確認為以股份為基礎之付款開支。

截至2016年12月31日止年度，加權平均行使價為0.94港元。於2016年12月31日，未行使購股權之剩餘合約期限為0.5年。截至2017年12月31日止年度，該等購股權全部失效。

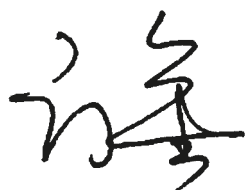
## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 34. 本公司財務狀況表

|                               |               | Notes<br>附註 | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-------------------------------|---------------|-------------|--------------------------|--------------------------|
| <b>Non-current asset</b>      | <b>非流動資產</b>  |             |                          |                          |
| Investments in subsidiaries   | 於附屬公司投資       | 35          | <b>250,901</b>           | 250,901                  |
| Total non-current asset       | 非流動資產總額       |             | <b>250,901</b>           | 250,901                  |
| <b>Current assets</b>         | <b>流動資產</b>   |             |                          |                          |
| Amounts due from subsidiaries | 應收附屬公司款項      |             | <b>679,459</b>           | 728,956                  |
| Bank balances and cash        | 銀行結餘及現金       |             | <b>1,165</b>             | 51                       |
| Total current assets          | 流動資產總額        |             | <b>680,624</b>           | 729,007                  |
| <b>Current liabilities</b>    | <b>流動負債</b>   |             |                          |                          |
| Other payables                | 其他應付款項        |             | <b>3</b>                 | 3                        |
| Amount due to a subsidiary    | 應付附屬公司款項      |             | <b>5,025</b>             | 4,537                    |
| Total current liabilities     | 流動負債總額        |             | <b>5,028</b>             | 4,540                    |
| <b>Net current assets</b>     | <b>流動資產淨額</b> |             | <b>675,596</b>           | 724,467                  |
| <b>Net assets</b>             | <b>淨資產</b>    |             | <b>926,497</b>           | 975,368                  |
| <b>Capital and reserves</b>   | <b>資本及儲備</b>  |             |                          |                          |
| Share capital                 | 股本            | 30          | <b>107,590</b>           | 107,590                  |
| Reserves                      | 儲備            | 31          | <b>818,907</b>           | 867,778                  |
| <b>Total equity</b>           | <b>總權益</b>    |             | <b>926,497</b>           | 975,368                  |



FANG JIN  
方金  
DIRECTOR  
董事



GUO QUAN ZENG  
郭泉增  
DIRECTOR  
董事

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 35. SUBSIDIARIES

Details of the subsidiaries of the Company at the end of the reporting period are as follows. The class of shares held is ordinary unless otherwise stated:

| Name of company<br>公司名稱                                                   | Place of incorporation/<br>establishment and<br>operation<br>註冊／成立及<br>經營地點 | Issued and paid-<br>up share/registered<br>capital<br>已發行及實繳／<br>登記股本 | Group's effective<br>ownership interest<br>本集團有效擁有權益 |       | Principal activities<br>主要業務                                                                                                                                                                                                 |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------------------------------|------------------------------------------------------|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                           |                                                                             |                                                                       | 2017                                                 | 2016  |                                                                                                                                                                                                                              |
| Great Speed Enterprises Limited<br>宏迅企業有限公司                               | British Virgin Islands<br>英屬處女群島                                            | US\$50,000<br>50,000美元                                                | 100%                                                 | 100%  | Investment holding<br>投資控股                                                                                                                                                                                                   |
| Scud Group (Hong Kong) Company<br>Limited<br>飛毛腿集團(香港)有限公司                | Hong Kong<br>香港                                                             | HK\$1<br>1港元                                                          | 100%*                                                | 100%* | Provision of corporate management<br>services<br>提供公司管理服務                                                                                                                                                                    |
| Keen Power Holdings Limited<br>銳能集團有限公司                                   | Hong Kong<br>香港                                                             | HK\$1,000<br>1,000港元                                                  | 100%*                                                | 100%* | Investment holding<br>投資控股                                                                                                                                                                                                   |
| Scud (Fujian) Electronics Co., Ltd.<br>(Note (i))<br>飛毛腿(福建)電子有限公司(附註(i)) | PRC<br>中國                                                                   | US\$127,000,000<br>127,000,000美元                                      | 100%#                                                | 100%# | Manufacturing and sale of lithium-<br>ion battery modules, powerbanks,<br>motive battery and related<br>accessories for mobile phones and<br>digital electrical appliances<br>製造及銷售鋰離子電池模組、移動電<br>源、動力電池及手機與數碼類電子<br>產品之相關配件 |
| * Interest indirectly held through Great Speed Enterprises Limited        |                                                                             |                                                                       | * 透過宏迅企業有限公司間接持有權益                                   |       |                                                                                                                                                                                                                              |
| # Interest indirectly held through Keen Power Holdings Limited            |                                                                             |                                                                       | # 透過銳能集團控股有限公司間接持有權益                                 |       |                                                                                                                                                                                                                              |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 35. SUBSIDIARIES (Continued)

## 35. 附屬公司(續)

| Name of company<br>公司名稱                                                           | Place of incorporation/<br>establishment and<br>operation<br>註冊/成立及<br>經營地點 | Issued and paid-<br>up share/registered<br>capital<br>已發行及實繳/<br>登記股本 | Group's effective<br>ownership interest<br>本集團有效擁有權益 |                   | Principal activities<br>主要業務                                                                                                                                                                                                                                                    |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------------------------------|------------------------------------------------------|-------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                   |                                                                             |                                                                       | 2017                                                 | 2016              |                                                                                                                                                                                                                                                                                 |
| Scud Battery Co., Ltd. (Note (ii))<br>飛毛腿電池有限公司(附註(ii))                           | PRC<br>中國                                                                   | US\$30,000,000<br>30,000,000美元                                        | 100% <sup>#</sup>                                    | 100% <sup>#</sup> | Manufacturing and sale of lithium-ion battery modules, powerbanks, power management module, motive battery, smart wearable device battery and related accessories for mobile phones and digital electrical appliances<br>製造及銷售鋰離子電池模組、移動電源、電源管理模組、動力電池、智能穿戴設備電池及手機及數碼類電子產品之相關配件 |
| Shenzhen Hongde Battery Co., Ltd. (Note (iii))<br>深圳市鴻德電池有限公司(附註(iii))            | PRC<br>中國                                                                   | RMB38,000,000<br>人民幣38,000,000元                                       | 79% <sup>®</sup>                                     | 79% <sup>®</sup>  | Research and development, manufacturing and sale of lithium-ion bare battery cells<br>鋰離子電芯之研發、生產及銷售                                                                                                                                                                            |
| Dongguan Hongde Battery Co., Ltd. (Note (iv))<br>東莞市鴻德電池有限公司(附註(iv))              | PRC<br>中國                                                                   | RMB50,000,000<br>人民幣50,000,000元                                       | 79% <sup>^</sup>                                     | 79% <sup>^</sup>  | Research and development, manufacturing and sale of lithium-ion bare battery cells<br>鋰離子電芯之研發、生產及銷售                                                                                                                                                                            |
| Fujian Green Energy Co., Ltd. (Note (v))<br>福建綠動能源有限公司(附註(v))                     | PRC<br>中國                                                                   | RMB5,000,000<br>人民幣5,000,000元                                         | N/A<br>不適用                                           | 100% <sup>Δ</sup> | Deregistered on 14 July 2017<br>於2017年7月14日註銷                                                                                                                                                                                                                                   |
| Scud USA Inc.<br>飛毛腿美國有限公司                                                        | USA<br>美國                                                                   | US\$320,000<br>320,000美元                                              | 100% <sup>®</sup>                                    | 100% <sup>*</sup> | Sales of lithium-ion battery modules and related accessories for mobile phones and digital electrical appliances<br>銷售鋰離子電池模組、移動電源及手機與數碼類電子產品之相關配件                                                                                                                              |
| <sup>#</sup> Interest indirectly held through Keen Power Holdings Limited         |                                                                             |                                                                       | <sup>#</sup>                                         |                   | 透過銳能集團控股有限公司間接持有權益                                                                                                                                                                                                                                                              |
| <sup>®</sup> Interest indirectly held through Scud (Fujian) Electronics Co., Ltd. |                                                                             |                                                                       | <sup>®</sup>                                         |                   | 透過飛毛腿(福建)電子有限公司間接持有權益                                                                                                                                                                                                                                                           |
| <sup>^</sup> Interest indirectly held through Shenzhen Hongde Battery Co., Ltd.   |                                                                             |                                                                       | <sup>^</sup>                                         |                   | 透過深圳市鴻德電池有限公司間接持有權益                                                                                                                                                                                                                                                             |
| <sup>Δ</sup> Interest indirectly held through Scud Battery Co., Ltd.              |                                                                             |                                                                       | <sup>Δ</sup>                                         |                   | 透過飛毛腿電池有限公司間接持有權益                                                                                                                                                                                                                                                               |
| <sup>*</sup> Interest indirectly held through Great Speed Enterprises Limited     |                                                                             |                                                                       | <sup>*</sup>                                         |                   | 透過宏迅企業有限公司間接持有權益                                                                                                                                                                                                                                                                |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 35. SUBSIDIARIES (Continued)

### 35. 附屬公司(續)

| Name of company<br>公司名稱                                                           | Place of incorporation/<br>establishment and<br>operation<br>註冊／成立及<br>經營地點 | Issued and paid-<br>up share/registered<br>capital<br>已發行及實繳／<br>登記股本 | Group's effective<br>ownership interest<br>本集團有效擁有權益 |                   | Principal activities<br>主要業務                                                                                                                         |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------------------------------|------------------------------------------------------|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                   |                                                                             |                                                                       | 2017                                                 | 2016              |                                                                                                                                                      |
| Patriots Group (China) Company Limited<br>愛國者集團(中國)有限公司                           | Hong Kong<br>香港                                                             | HK\$10,000<br>10,000港元                                                | 100%*                                                | 100%*             | Not yet commenced business<br>尚未開始營業                                                                                                                 |
| Patriots (Hong Kong) Power Sources Company Limited<br>愛國者(香港)能源有限公司               | Hong Kong<br>香港                                                             | HK\$10,000<br>10,000港元                                                | 100%*                                                | 100%*             | Not yet commenced business<br>尚未開始營業                                                                                                                 |
| Scud Power System Co., Ltd. (Note (vi))<br>飛毛腿電源系統有限公司(附註(vi))                    | PRC<br>中國                                                                   | RMB50,000,000<br>人民幣50,000,000元                                       | 100% <sup>Δ</sup>                                    | 100% <sup>Δ</sup> | Not yet commenced business<br>尚未開始營業                                                                                                                 |
| Scud Electronics Japan Co., Ltd. (Note (vii))<br>飛毛腿電子日本株式會社(附註(vii))             | Japan<br>日本                                                                 | JPY20,000,000<br>20,000,000日元                                         | 100% <sup>®</sup>                                    | N/A<br>不適用        | Research and development and sale of lithium-ion battery modules, powerbanks, chargers and network terminal products<br>鋰離子電池模組、移動電源、充電器及網絡終端產品研發及銷售 |
| Scud Hong Kong Trading Limited<br>飛毛腿香港貿易有限公司                                     | Hong Kong<br>香港                                                             | HK\$10,000<br>10,000港元                                                | 100%*                                                | 100%*             | Not yet commenced business<br>尚未開始營業                                                                                                                 |
| * Interest indirectly held through Great Speed Enterprises Limited                |                                                                             |                                                                       | * 透過宏迅企業有限公司間接持有權益                                   |                   |                                                                                                                                                      |
| <sup>Δ</sup> Interest indirectly held through Scud Battery Co., Ltd.              |                                                                             |                                                                       | <sup>Δ</sup> 透過飛毛腿電池有限公司間接持有權益                       |                   |                                                                                                                                                      |
| <sup>®</sup> Interest indirectly held through Scud (Fujian) Electronics Co., Ltd. |                                                                             |                                                                       | <sup>®</sup> 透過飛毛腿(福建)電子有限公司間接持有權益                   |                   |                                                                                                                                                      |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**35. SUBSIDIARIES** (Continued)

Notes:

- (i) Wholly-foreign owned enterprise for a term of 50 years commencing 31 October 1997.
- (ii) Wholly-foreign owned enterprise for a term of 50 years commencing 6 December 2005.
- (iii) Limited liability company for a term of 20 years commencing 21 January 2005.
- (iv) Limited liability company commencing 11 April 2011.
- (v) Limited liability company for a term of 20 years commencing 21 October 2010.
- (vi) Limited liability company for a term of 30 years commencing 3 May 2013.
- (vii) Limited liability company commencing 15 February 2017.

During the year, none of the subsidiaries had issued any debt securities.

**35. 附屬公司** (續)

附註：

- (i) 外商獨資企業，1997年10月31日起計為期五十年。
- (ii) 外商獨資企業，2005年12月6日起計為期五十年。
- (iii) 有限責任公司，2005年1月21日起計為期二十年。
- (iv) 有限責任公司，2011年4月11日起計。
- (v) 有限責任公司，2010年10月21日起計為期二十年。
- (vi) 有限責任公司，2013年5月3日起計為期三十年。
- (vii) 有限責任公司，2017年2月15日起計。

於本年度，概無附屬公司發行任何債務證券。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 36. DISPOSAL OF SUBSIDIARIES

#### (a) Disposal of Shenzhen Nalon

On 9 December 2016, the Group disposed of its entire 70% interest in Shenzhen Nalon to Guangdong Stiger Information Technology Co., Ltd., an independent third party. The principal activity of Shenzhen Nalon was manufacturing and sales of lithium-ion battery modules, research and development, manufacturing and sale of lithium-ion bare battery cells.

|                                                                                     |                     |                         |
|-------------------------------------------------------------------------------------|---------------------|-------------------------|
| Consideration received and receivable:                                              | 已收及應收代價：            | <b>RMB'000</b><br>人民幣千元 |
| Cash                                                                                | 現金                  | 15,000                  |
| Analysis of assets and liabilities of the subsidiary in which the control was lost: | 失去控制權的附屬公司的資產及負債分析： | <b>RMB'000</b><br>人民幣千元 |
| Property, plant and equipment                                                       | 物業、廠房及設備            | 13,725                  |
| Inventories                                                                         | 存貨                  | 88,291                  |
| Trade and notes receivables                                                         | 應收貿易款項及應收票據         | 36,701                  |
| Prepayments, deposits and other receivables                                         | 預付款項、按金及其他應收款項      | 23,086                  |
| Bank balances and cash                                                              | 銀行結餘及現金             | 4,795                   |
| Current tax payables                                                                | 本期應付稅項              | (4,561)                 |
| Trade and notes payables                                                            | 應付貿易款項及應付票據         | (133,897)               |
| Other payables, receipt in advance and accrued charges                              | 其他應付款項、預收款項及應計費用    | (7,672)                 |
| Bank loans                                                                          | 銀行貸款                | (19,600)                |
| Net assets disposed of                                                              | 出售淨資產               | 868                     |

### 36. 出售附屬公司

#### (a) 出售深圳朗能

於2016年12月9日，本集團出售其於深圳朗能之全部70%的權益予獨立第三方廣東斯泰克信息技術有限公司。深圳朗能之主要業務為鋰離子電池模組之生產及銷售，鋰離子電芯之研發、生產及銷售。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**36. DISPOSAL OF SUBSIDIARIES** (Continued)**(a) Disposal of Shenzhen Nalon** (Continued)

Gain on disposal of a subsidiary:

Net assets disposed of  
Non-controlling interest  
Consideration receivable  
Cash consideration received

Gain on disposal

Net cash inflow on disposal of a subsidiary:

Cash consideration received  
Less: cash and cash equivalents of subsidiary disposed of

**36. 出售附屬公司** (續)**(a) 出售深圳朗能** (續)

出售附屬公司收益：

出售淨資產  
非控股權益  
應收代價  
已收現金代價

出售收益

出售附屬公司產生的淨現金流入：

已收現金代價  
減：已出售附屬公司的現金及  
現金等價項目

**RMB'000**  
人民幣千元

(868)

(5,439)

7,000

8,000

8,693

8,000

(4,795)

3,205

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 36. DISPOSAL OF SUBSIDIARIES (Continued)

#### (b) Disposal of Scud Shenzhen

On 16 December 2016, the Group disposed of its entire 100% interest in Scud Shenzhen to Lanbo (Guangzhou) Digital Technology Co., Ltd, an independent third party. The principal activity of Scud Shenzhen was manufacturing and sale of lithium-ion battery modules, powerbanks and related accessories for mobile phones and digital electrical appliances.

|                                                                                     |                     |                         |
|-------------------------------------------------------------------------------------|---------------------|-------------------------|
| Consideration received:                                                             | 已收代價：               | <b>RMB'000</b><br>人民幣千元 |
| Cash                                                                                | 現金                  | 1,000                   |
| Analysis of assets and liabilities of the subsidiary in which the control was lost: | 失去控制權的附屬公司的資產及負債分析： | <b>RMB'000</b><br>人民幣千元 |
| Property, plant and equipment                                                       | 物業、廠房及設備            | 427                     |
| Intangible assets                                                                   | 無形資產                | 640                     |
| Inventories                                                                         | 存貨                  | 1,506                   |
| Trade receivables                                                                   | 應收貿易款項              | 1,293                   |
| Prepayments, deposits and other receivables                                         | 預付款項、按金及其他應收款項      | 7,858                   |
| Pledged bank deposits                                                               | 已抵押銀行存款             | 5,703                   |
| Bank balances and cash                                                              | 銀行結餘及現金             | 899                     |
| Current tax payables                                                                | 本期應付稅項              | (8,166)                 |
| Trade and notes payables                                                            | 應付貿易款項及應付票據         | (32,983)                |
| Provision for warranty                                                              | 產品保修準備金             | (275)                   |
| Other payables, receipt in advance and accrued charges                              | 其他應付款項、預收款項及應計費用    | (31,354)                |
| Net liabilities disposed of                                                         | 出售淨負債               | (54,452)                |

### 36. 出售附屬公司(續)

#### (b) 出售深圳飛毛腿

於2016年12月16日，本集團出售其於深圳飛毛腿之全部100%的權益予獨立第三方廣州藍波數碼技術有限公司。深圳飛毛腿之主要業務為生產及銷售應用於手機及數碼類電子產品的鋰離子電池模組、移動電源及有關配件。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**36. DISPOSAL OF SUBSIDIARIES** (Continued)**(b) Disposal of Scud Shenzhen** (Continued)

Gain on disposal of a subsidiary:

Net liabilities disposed of  
Cash consideration received

Gain on disposal

Net cash outflow on disposal of a subsidiary:

Cash consideration received  
Less: cash and cash equivalents of subsidiary disposed of

**36. 出售附屬公司** (續)**(b) 出售深圳飛毛腿** (續)

出售附屬公司收益：

出售淨負債  
已收現金代價

出售收益

出售附屬公司產生的淨現金流出：

已收現金代價  
減：已出售附屬公司的現金及  
現金等價項目

**RMB'000**  
人民幣千元

54,452

1,000

55,452

**RMB'000**  
人民幣千元

1,000

(899)

101

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 37. RELATED PARTY TRANSACTIONS

## 37. 關連人士交易

- (a) The name of and the relationship with related parties are as follows:

- (a) 關連人士名稱及與其關係如下：

| Name<br>名稱                       | Relationship<br>關係                                                                                                                                                                                                                                                                                                                                                                               |
|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Fang Jin<br>方金                   | Director and controlling shareholder of the Company<br>本公司董事及控股股東                                                                                                                                                                                                                                                                                                                                |
| Guo Quan Zeng<br>郭泉增             | Director of the Company<br>本公司董事                                                                                                                                                                                                                                                                                                                                                                 |
| Scud Stock<br>飛毛腿股份              | Scud Stock (Fujian) Co., Ltd., a company with Mr. Fang Jin and Mr. Guo Quan Zeng being common directors who have shareholding interest in this company as to 67% to 3%, respectively<br>福建飛毛腿股份有限公司，方金先生及郭泉增先生為其共同董事的公司，並分別擁有該公司67%及3%股權                                                                                                                                                         |
| Scud Technology<br>飛毛腿科技         | Fujian Scud Technology Co. Ltd., a company with Mr. Fang Jin having 18% shareholding interest in this company<br>福建飛毛腿科技有限公司，方金擁有該公司18%股權                                                                                                                                                                                                                                                        |
| Scud Power Technology<br>飛毛腿動力科技 | Fujian Scud Power Technology Co. Ltd., a company with its director and shareholder holding 67% shareholding interest of the Company is the son of, Mr. Fang Jin, a director and controlling shareholder of the Company<br>福建飛毛腿動力科技有限公司，其擁有該公司67%股權的董事及主要股東為本公司董事及控股股東方金先生之子                                                                                                                     |
| Fujian Youtong<br>福建友通           | Fujian Youtong Industrial Co., Ltd., a company with Mr. Fang Jin being common director<br>福建友通實業有限公司，方金先生為其共同董事的公司                                                                                                                                                                                                                                                                               |
| Fuzhou Shanghe<br>福州上和           | Fuzhou Shanghe Electronics Co., Ltd., a company with its director and shareholder holding 45% shareholding interest of the company is the son of, Mr. Fang Jin, a director and controlling shareholder of the Company<br>福州上和電子有限公司，其擁有該公司45%股權的董事及主要股東為本公司董事及控股股東方金先生之子                                                                                                                         |
| EBTEB New Energy<br>易佰特新能源       | EBTEB New Energy Technology Co., Ltd. (Formerly known as Hongde New Energy Technology Co., Ltd.), a company with its director is the son of, Mr. Fang Jin, a director and controlling shareholder of the Company. During 2016, the Group disposed of 60% of the entire shareholding interest in EBTEB New Energy<br>易佰特新能源科技有限公司(前稱為鴻德新能源科技有限公司)，其董事為本公司董事及控股股東方金先生之子，於2016年內本集團出售易佰特新能源全部股權的60% |
| Scud School<br>飛毛腿學校             | Fujian Scud Senior Technician Training School, a company with Mr. Fang Jin being common director<br>福建飛毛腿高級技工培訓學校，方金先生為其共同股東的公司                                                                                                                                                                                                                                                                  |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 37. RELATED PARTY TRANSACTIONS (Continued)

## 37. 關連人士交易 (續)

- (b) Transactions with related companies during the year not disclosed elsewhere in the financial statements are summarised as follows:

- (b) 並無於財務報表其他部分披露的年內關連公司交易概述如下：

|                                                                                 |                             | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|---------------------------------------------------------------------------------|-----------------------------|--------------------------|--------------------------|
| Rental expenses paid to:                                                        | 已付租金開支：                     |                          |                          |
| Scud Stock (Note i)                                                             | 飛毛腿股份(附註i)                  | 16,951                   | 14,452                   |
| Scud Technology (Note ii)                                                       | 飛毛腿科技(附註ii)                 | 5                        | 4,820                    |
| Purchases of finished goods from: (Note iii)                                    | 採購製成品：(附註iii)               |                          |                          |
| Scud Power Technology                                                           | 飛毛腿動力科技                     | 676                      | —                        |
| EBTEB New Energy                                                                | 易佰特新能源                      | 59,506                   | 38,695                   |
| Fujian Youtong                                                                  | 福建友通                        | —                        | 19,203                   |
| Purchases of raw materials from: (Note iii)                                     | 採購原材料：(附註iii)               |                          |                          |
| Scud Power Technology                                                           | 飛毛腿動力科技                     | 610                      | —                        |
| Fujian Youtong                                                                  | 福建友通                        | 876                      | —                        |
| Purchases of property, plant and equipment from Scud Power Technology (Note iv) | 向飛毛腿動力科技購買物業、廠房及設備(附註iv)    | 651                      | —                        |
| Processing fee to Scud Power Technology (Note v)                                | 向飛毛腿動力科技支付加工費(附註v)          | 3,340                    | —                        |
| Inspection fee to: (Note vi)                                                    | 支付檢測費予：(附註vi)               |                          |                          |
| EBTEB New Energy                                                                | 易佰特新能源                      | 251                      | —                        |
| Scud School                                                                     | 飛毛腿學校                       | 10,491                   | —                        |
| Sales of finished goods to Scud Power Technology (Note iii)                     | 向飛毛腿動力科技銷售製成品(附註iii)        | 7,903                    | —                        |
| Sales of work-in-progress Scud Power Technology (Note iii)                      | 向飛毛腿動力科技銷售半成品(附註iii)        | 916                      | —                        |
| Sales of raw material to:                                                       | 銷售原材料：                      |                          |                          |
| Scud Power Technology (Note iii)                                                | 飛毛腿動力科技(附註iii)              | 58,274                   | —                        |
| EBTEB New Energy                                                                | 易佰特新能源                      | 21,577                   | —                        |
| Sales of property, plant and equipment to Scud Power Technology (Note iv):      | 向飛毛腿動力科技出售銷售物業、廠房及設備(附註iv): | 5,605                    | —                        |
| Interest income charged from EBTEB New Energy (Note vii)                        | 向易佰特新能源收取利息收入(附註vii)        | 712                      | 660                      |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 37. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

The above transactions were made at prices and terms as agreed between the parties in the normal course of business.

Notes:

- (i) On 1 January 2014, Scud Electronics and Scud Stock entered into a lease agreement (the "Renewal First Lease Agreement") for the period commencing from 1 January 2014 and ending on 31 December 2016. The annual rental was RMB8,544,000 and payable by cash on a monthly basis.

On 30 December 2016, Scud Electronics and Scud Stock entered into a lease renewal agreement (the "New First Lease Agreement") to extend the lease period of the existing leased premises for the period commencing from 1 January 2017 and ending on 31 December 2019. The annual rental for the year ending 31 December 2017 will be approximately RMB13,245,000, and the annual rental for the two years ending 31 December 2019 will be approximately RMB14,325,000.

Under the New First Lease Agreement, it was intended that Scud Stock would lease a warehouse building to Scud Electronics starting from 1 July 2017. As the construction of the warehouse building required more time than originally anticipated, Scud Stock was unable to make available the warehouse building for use by Scud Electronics during the period from 1 July 2017 to 31 December 2017. Accordingly, the relevant rent of RMB1,080,000 was not required to be paid by Scud Electronics during the year ended 31 December 2017.

On 1 January 2014, Scud Battery and Scud Stock entered into a lease agreement (the "Renewal Second Lease Agreement") for the period commencing from 1 January 2014 and ending on 31 December 2016. The annual rental was RMB5,908,000 and payable by cash on a monthly basis.

On 30 December 2016, Scud Battery and Scud Stock entered into a lease renewal agreement (the "New Second Lease Agreement") to extend the lease period of the existing leased premises for the period commencing from 1 January 2017 and ending on 31 December 2019. The annual rental for the years ending 31 December 2019 will be approximately RMB4,786,000.

The rental payable under the Renewal First Lease Agreement, the New First Lease Agreement, the Renewal Second Lease Agreement and the New Second Lease Agreement were determined after arm's length negotiations between Scud Electronics, Scud Battery and Scud Stock with reference to the market rental for similar properties nearby in the PRC and having taken into account availability of similar premises nearby and the cost of relocation.

### 37. 關連人士交易(續)

(b) (續)

上述交易乃於一般業務過程中按有關各方協定的價格及條款進行。

附註：

- (i) 於2014年1月1日，飛毛腿電子與飛毛腿股份訂立租賃協議(「第一份續新租賃協議」)，租期自2014年1月1日起至2016年12月31日止。年度租金為人民幣8,544,000元，須每月以現金支付。

於2016年12月30日，飛毛腿電子與飛毛腿股份訂立續租協議(「第一份新租賃協議」)，以延長現有租賃物業之期限，租期自2017年1月1日起至2019年12月31日止。年度租金截至2017年12月31日止年度將約為人民幣13,245,000元，及年度租金截至2019年12月31日止兩個年度將約為人民幣14,325,000元。

根據新第一份租賃協議，其計劃為飛毛腿股份自2017年7月1日起向飛毛腿電子租賃一棟倉庫樓宇。由於該倉庫樓宇之建造需要比初步預測更多的時間，故飛毛腿股份未能於2017年7月1日至2017年12月31日期間提供可供飛毛腿電子使用之倉庫樓宇。因此，截至2017年12月31日止年度，飛毛腿電子並未按要求支付相關租金人民幣1,080,000元。

於2014年1月1日，飛毛腿電池與飛毛腿股份訂立租賃協議(「第二份續新租賃協議」)，租期自2014年1月1日起至2016年12月31日止。年度租金為人民幣5,908,000元，須每月以現金支付。

於2016年12月30日，飛毛腿電池與飛毛腿股份訂立續租協議(「第二份新租賃協議」)，以延長現有租賃物業之期限，租期自2017年1月1日起至2019年12月31日止。截至2019年12月31日止年度的年度租金將約為人民幣4,786,000元。

第一份續新租賃協議、第一份新租賃協議、第二份續新租賃協議及第二份新租賃協議下之應付租金將由飛毛腿電子、飛毛腿電池及飛毛腿股份經參考中國附近類似物業之市場租金並慮及附近類似物業之可用性及搬遷成本後公平釐定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 37. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

Notes: (Continued)

- (ii) On 19 May 2015, Scud Electronics and Scud Technology entered into a lease agreement (the "Old Third Lease Agreement") for the period commencing from 1 June 2015 and ending on 31 May 2018. The annual rental was RMB2,173,000 and payable by cash on a monthly basis.

On 21 July 2016, Scud Electronics and Scud Technology agreed to terminate the Old Third Agreement with effect from 1 August 2016 and entered into the lease agreement (the "Renewal Third Lease Agreement") for the period commencing 1 August 2016 and ending on 31 May 2018. The annual rental was RMB2,005,000 and payable by cash on a monthly basis.

On 30 November 2016, Scud Electronics and Scud Technology agreed to terminate the Renewal Third Lease Agreement with effect from 1 December 2016.

On 18 February 2016, Scud Electronics and Scud Technology entered into another lease agreement (the "Forth Lease Agreement") for the period commencing 20 February 2016 and ending on 19 February 2017. The annual rental was RMB37,200 and payable by cash on a monthly basis.

On 1 January 2014, Scud Battery and Scud Technology entered into a lease agreement (the "Fifth Lease Agreement") for the period commencing from 1 January 2014 and ending on 31 December 2016. The annual rental was RMB2,398,000 and payable by cash on a monthly basis.

On 30 April 2014, Scud Battery and Scud Technology entered into a lease agreement (the "Sixth Lease Agreement") for the period commencing from 1 May 2014 and ending on 31 December 2016. The annual rental was RMB413,000 and payable by cash on a monthly basis.

On 28 July 2016, Scud Battery and Scud Technology entered into a lease agreement (the "Seventh Lease Agreement") for the period commencing from 15 August 2016 and ending on 14 August 2019. The annual rental was RMB510,000 and payable by cash on a monthly basis.

## 37. 關連人士交易 (續)

(b) (續)

附註：(續)

- (ii) 於2015年5月19日，飛毛腿電子與飛毛腿科技訂立另一份租賃協議（「第三份舊租賃協議」），租期自2015年6月1日起至2018年5月31日止。年度租金為人民幣2,173,000元，須每月以現金支付。

於2016年7月21日，飛毛腿電子與飛毛腿科技協定自2016年8月1日起終止第三份舊租賃協議並訂立租賃協議（「第三份續新租賃協議」），租期自2016年8月1日起至2018年5月31日止。年度租金為人民幣2,005,000元，須每月以現金支付。

於2016年11月30日，飛毛腿電子與飛毛腿科技協定自2016年12月1日開始終止第三份續新租賃協議。

於2016年2月18日，飛毛腿電子與飛毛腿科技訂立另一份租賃協議（「第四份租賃協議」），租期自2016年2月20日起至2017年2月19日止。年度租金為人民幣37,200元，須每月以現金支付。

於2014年1月1日，飛毛腿電池與飛毛腿科技訂立租賃協議（「第五份租賃協議」），租期自2014年1月1日起至2016年12月31日止。年度租金為人民幣2,398,000元，須每月以現金支付。

於2014年4月30日，飛毛腿電池與飛毛腿科技訂立租賃協議（「第六份租賃協議」），租期自2014年5月1日起至2016年12月31日止。年度租金為人民幣413,000元，須每月以現金支付。

於2016年7月28日，飛毛腿電池與飛毛腿科技訂立租賃協議（「第七份租賃協議」），租期自2016年8月15日起至2019年8月14日止。年度租金為人民幣510,000元，須每月以現金支付。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 37. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

Notes: (Continued)

- (ii) On 15 September 2016, Scud Battery and Scud Technology agreed to terminate the Seventh Lease Agreement with effect from 15 September 2016.

The rental payable under the Old Third Lease Agreement, the Renewal Third Lease Agreement, the Forth Lease Agreement, the Fifth lease Agreement, the Sixth Lease Agreement and the Seventh Lease Agreement were determined after arm's length negotiations between Scud Electronics, Scud Battery and Scud Technology with reference to the market rental for similar properties nearby in the PRC and having taken into account availability of similar premises nearby and the cost of relocation.

- (iii) The selling prices of finished goods, work-in-progress and raw materials are determined and agreed by both parties.
- (iv) The selling price of property, plant and equipment is determined and agreed by both parties.
- (v) The processing fee is determined by both parties.
- (vi) The inspection fee is determined by both parties.
- (vii) The interest rate applied on the loan is determined and agreed by both parties.

(c) Other transaction with related party:

As at 31 December 2017, Mr. Fang Jin has guaranteed certain bank facilities made to the subsidiaries of the Group of up to an amount of RMB410,379,000 (2016: RMB242,698,000).

### 37. 關連人士交易 (續)

(b) (續)

附註：(續)

- (ii) 於2016年9月15日，飛毛腿電池與飛毛腿科技協定自2016年9月15日開始終止第七份租賃協議。

第三份舊租賃協議、第三份續新租賃協議、第四份租賃協議、第五份租賃協議、第六份租賃協議及第七份租賃協議下之應付租金將由飛毛腿電子、飛毛腿電池及飛毛腿科技經參考中國附近類似物業之市場租金並慮及附近類似物業之可用性與搬遷成本後公平釐定。

- (iii) 製成品半成品及原材料的售價由雙方釐定並同意。
- (iv) 物業、廠房及設備之售價由雙方釐定及同意。
- (v) 加工費用由雙方釐定並同意。
- (vi) 檢查費用由雙方釐定並同意。
- (vii) 貸款利率由雙方釐定並同意。

(c) 與關連人士的其他交易：

於2017年12月31日，方金先生就向本集團附屬公司提供金額最高達人民幣410,379,000元(2016年：人民幣242,698,000元)的若干銀行融資作出擔保。

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For the year ended 31 December 2017 截至2017年12月31日止年度

### 37. RELATED PARTY TRANSACTIONS (Continued)

- (d) Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in Note 10, is as follows:

### 37. 關連人士交易 (續)

- (d) 主要管理層人員的酬金(包括如附註10內披露的已支付本公司董事酬金)如下:

|                                               |               | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------------------------|---------------|--------------------------|--------------------------|
| Salaries, bonus, allowance and other benefits | 薪金、獎金、津貼及其他福利 | 3,768                    | 3,493                    |
| Retirement benefits scheme contributions      | 退休福利計劃供款      | 44                       | 44                       |
|                                               |               | 3,812                    | 3,537                    |

### 38. NOTE SUPPORTING CASH FLOW STATEMENT 38. 支持現金流量表的附註

Reconciliation of liabilities arising from financing activities:

融資活動產生的負債對賬:

|                              |              | Bank loans | Other loans | Obligation under finance lease | Amount due to a director | Amount due to related parties |
|------------------------------|--------------|------------|-------------|--------------------------------|--------------------------|-------------------------------|
|                              |              | 銀行貸款       | 其他貸款        | 融資租賃負債                         | 應付董事款項                   | 應付關連人士款項                      |
|                              |              | RMB'000    | RMB'000     | RMB'000                        | RMB'000                  | RMB'000                       |
|                              |              | 人民幣千元      | 人民幣千元       | 人民幣千元                          | 人民幣千元                    | 人民幣千元                         |
| At 1 January 2017            | 於2017年1月1日   | 415,094    | 7,466       | 7,805                          | 5,839                    | 9,653                         |
| Changes from cash flow       | 現金流量變動:      |            |             |                                |                          |                               |
| Proceeds from new borrowings | 來自新借款之所得款項   | 520,248    | 9,999       | -                              | -                        | -                             |
| Repayment of borrowings      | 償還借款         | (518,815)  | (9,034)     | (5,455)                        | -                        | -                             |
| Repayment of advances        | 償還墊款         | -          | -           | -                              | (228)                    | (3,920)                       |
| Interest paid                | 支付利息         | (18,123)   | (216)       | (283)                          | -                        | -                             |
| Other changes:               | 其他變動:        |            |             |                                |                          |                               |
| Foreign exchange movement    | 外匯變動         | (6,148)    | -           | -                              | -                        | -                             |
| Interest expense             | 利息開支         | 18,123     | 216         | 283                            | -                        | -                             |
| As at 31 December 2017       | 於2017年12月31日 | 410,379    | 8,431       | 2,350                          | 5,611                    | 5,733                         |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 39. COMMITMENTS

## (a) Capital commitments

|                                                                                              | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|----------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Contracted but not accounted for, in respect of acquisition of property, plant and equipment | 10,120                   | 9,356                    |

## (b) Operating lease commitments

At the end of the reporting period, the Group had outstanding minimum commitments under non-cancellable operating leases in respect of land and buildings which fall due as follows:

|                                         | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------------------|--------------------------|--------------------------|
| Within one year                         | 22,312                   | 24,261                   |
| In the second and fifth years inclusive | 24,388                   | 33,809                   |
|                                         | 46,700                   | 58,070                   |

None of the leases includes contingent rentals. The Group does not have an option to purchase the leased land and buildings at the expiry of the lease periods.

## 39. 承擔

## (a) 資本承擔

|                                                                                              | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|----------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Contracted but not accounted for, in respect of acquisition of property, plant and equipment | 10,120                   | 9,356                    |

## (b) 經營租賃承擔

於報告期末，本集團根據不可撤銷經營租賃就以下期間到期的土地及樓宇尚欠最低承擔如下：

|                                         | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-----------------------------------------|--------------------------|--------------------------|
| Within one year                         | 22,312                   | 24,261                   |
| In the second and fifth years inclusive | 24,388                   | 33,809                   |
|                                         | 46,700                   | 58,070                   |

有關租約並不包括或然租金。本集團於租約期屆滿時並無購置租賃土地及樓宇的選擇權。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 40. FINANCIAL INSTRUMENTS BY CATEGORY

## 40. 按類別劃分之財務工具

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

於報告期末，各類別財務工具的賬面值如下：

|                                                                          |                       | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|--------------------------------------------------------------------------|-----------------------|--------------------------|--------------------------|
| <b>Financial assets</b>                                                  | <b>財務資產</b>           |                          |                          |
| <b>Loans and receivables</b>                                             | <b>貸款及應收賬款</b>        |                          |                          |
| Trade and notes receivables                                              | 應收貿易款項及應收票據           | 1,712,754                | 1,650,416                |
| Financial assets included in prepayments, deposits and other receivables | 計入預付款項、按金及其他應收款項的財務資產 | 11,429                   | 13,257                   |
| Amounts due from related parties                                         | 應收關連人士款項              | 246,179                  | 146,817                  |
| Pledged bank deposits                                                    | 已抵押銀行存款               | 645,388                  | 552,962                  |
| Bank balances and cash                                                   | 銀行結餘及現金               | 146,304                  | 170,305                  |
|                                                                          |                       | <b>2,762,054</b>         | <b>2,533,757</b>         |

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## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

## 40. FINANCIAL INSTRUMENTS BY CATEGORY 40. 按類別劃分之財務工具(續)

(Continued)

|                                                                                           |                         | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|-------------------------------------------------------------------------------------------|-------------------------|--------------------------|--------------------------|
| <b>Financial liabilities</b>                                                              | <b>財務負債</b>             |                          |                          |
| Trade and notes payables                                                                  | 應付貿易款項及應付票據             | 2,291,820                | 2,114,370                |
| Financial liabilities included in other payables, receipts in advance and accrued charges | 計入其他應付款項、預收款項及應計費用的財務負債 | 94,124                   | 100,339                  |
| Bank loans                                                                                | 銀行貸款                    | 410,379                  | 415,094                  |
| Other loans                                                                               | 其他貸款                    | 8,431                    | 7,466                    |
| Obligations under finance leases                                                          | 融資租賃負債                  | 2,350                    | 7,805                    |
| Amount due to a director                                                                  | 應付董事款項                  | 5,611                    | 5,839                    |
| Amounts due to related parties                                                            | 應付關連人士款項                | 5,733                    | 9,653                    |
|                                                                                           |                         | <b>2,818,448</b>         | <b>2,660,566</b>         |

The above financial instruments which are measured at amortised costs are not measured at fair value due to their short-term nature. The carrying values of the above financial instruments approximate their fair values.

上述以攤銷成本計量的財務工具，因其短期性質不以公平值計量，以上財務工具的賬面價值與其公平值相若。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

**41. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS****(a) Financial risk management**

The Group's activities expose it to a variety of financial risks, which include market risk (including foreign currency risk, interest rate risk and price risk), credit risk and liquidity risk. Details of the policies on how to mitigate these risks are set out below. The directors manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**(i) Interest rate risk management**

Interest-bearing financial assets are mainly pledged bank deposits and bank balances which are all short-term in nature and carry fixed interest rates. Interest-bearing financial liabilities are mainly bank loans with fixed interest rates; therefore, the Group is not exposed to significant fair value interest rate risk due to the short maturity of the items. The Group currently does not have an interest rate hedging policy and will consider enter into interest rate hedging should the need arise.

**Interest rate sensitivity analysis**

The sensitivity analysis below has been determined assuming that a change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rates for financial instruments in existence at that date. A 1% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

**41. 財務風險管理及財務工具之公平值****(a) 財務風險管理**

本集團的活動會承受各類財務風險，包括市場風險（包括外匯風險、利率風險及價格風險）、信貸風險及流動性風險。有關減低該等風險的政策之詳情載於下文。董事管理及監督該等風險，以確保及時並以有效方式實施適當的措施。

**(i) 利率風險管理**

附息財務資產主要為短期性質的已抵押銀行存款及銀行結餘，均按固定利率計息。附息財務負債主要為按固定利率計息的銀行貸款。因此，本集團因若干項目的到期日短，故此並不須承受重大的公平值利率風險。本集團現時並無任何利率對沖政策及將考慮於有需要時訂立利率對沖。

**利率敏感度分析**

以下的敏感度分析乃假設利率變動已於報告期末發生而釐定，並已應用於就於該日所承受來自財務工具之利率風險。於向主要管理層人員作利率風險的內部報告時使用增加或減少1%，乃指管理層對利率可能合理變動之評估。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 41. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (a) Financial risk management (Continued)

##### (i) Interest rate risk management (Continued)

##### Interest rate sensitivity analysis (Continued)

If interest rates had been 1% higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2017 would decrease/increase and the accumulated losses as of 31 December 2017 would increase/decrease by approximately RMB4,104,000 (2016: the Group's loss for the year and the accumulated losses would increase/decrease by approximately RMB4,151,000). This is mainly attributable to the Group's exposure, to interest rates on its variable rate bank balances, pledged bank deposits and bank loans.

The Group's bank balance also expose it to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on the bank balances. The directors consider the Group's exposure on the bank deposits is not significant as interest-bearing deposits are within short maturity periods in general.

The Group's sensitivity to interest rates has not changed significantly from prior year.

##### (ii) Foreign currency risk management

Foreign currency risk refers to the risk that movements in foreign currency exchange rates which will affect the Group's financial results and its cash flows. Although the Group has certain bank balances and bank loans denominated in United States dollars, Japanese Yen and Hong Kong dollars, the proportion of these foreign currency balances to the Group's total assets is insignificant. Furthermore, the Group carries out majority of its transactions in Chinese Renminbi. Accordingly, in the opinion of the directors, the Group is not exposed to any significant foreign currency risk.

### 41. 財務風險管理及財務工具之公平值(續)

#### (a) 財務風險管理(續)

##### (i) 利率風險管理(續)

##### 利率敏感度分析(續)

倘利率增加／減少1%而所有其他變數維持不變，本集團截至2017年12月31日止年度的溢利將減少／增加及截至2017年12月31日的累計虧損增加／減少約人民幣4,104,000元（2016年：本集團的年度虧損及累計虧損增加／減少約人民幣4,151,000元）。此乃主要來自本集團浮息銀行結餘、已抵押銀行存款及銀行貸款的利率風險。

由於銀行結餘的現行市場利率波動，本集團的銀行結餘亦面臨現金流量利率風險。董事認為，由於計息存款通常於短期內到期，本集團面臨的銀行存款風險不大。

本集團的利率敏感度與去年相比並無重大變動。

##### (ii) 外匯風險管理

外匯風險指外幣匯率變動將影響本集團的財務業績及其現金流量的風險。儘管本集團擁有若干以美元、日圓及港元計值的銀行結餘及銀行貸款，然而，該等外幣的結餘佔本集團的總資產比例並不重大。此外，本集團以人民幣進行其大多數交易。因此，董事認為本集團並無承受任何重大的外匯風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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**41. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS***(Continued)***(a) Financial risk management** *(Continued)***(iii) Price risk management**

In the opinion of the directors, the Group does not have significant exposure to price risk.

**(iv) Credit risk management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's credit risk primarily relates to the Group's bank balances, trade and notes receivables, and other receivables. The maximum exposure to credit risk in the event that the counterparties fail to perform their obligations as at end of the financial year in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the statement of financial position. In order to minimise the risk, management of the Group closely monitors overdue debts. The recoverable amount of each individual debt is reviewed at each of the reporting period and adequate allowance for doubtful debts has been made for irrecoverable amounts. In this regard, the directors of the Company consider that credit risk associated with the Group's trade and notes receivables, and other receivables is significantly reduced.

At the end of the reporting period, the Group has a certain level of concentration of credit risk as approximately 48.9% (2016: 57.6%) and approximately 17.7% (2016: 10.0%) of the total trade and notes receivables, arising from the Group's largest customer and the five largest customers, respectively.

The credit risk on bank balances is minimal because the counterparties are banks with high credit-rating.

The Group's concentration of credit risk by geographical location is mainly in the PRC.

**41. 財務風險管理及財務工具之公平值(續)****(a) 財務風險管理(續)****(iii) 價格風險管理**

董事認為本集團並無面對重大價格風險。

**(iv) 信貸風險管理**

信貸風險指對手不履行合約責任而引致本集團財務虧損的風險。本集團的信貸風險主要與本集團的銀行結餘、應收貿易款項及應收票據、以及其他應收款項有關。倘對手方於財政年度末未能履行彼等就各類已確認財務資產的責任，信貸風險的最高風險為財務狀況表所述該等資產的賬面值。為了儘量減低風險，本集團的管理層密切監察任何逾期債項。各獨立債項的可收回數額於各報告期間審閱，並已就不可收回的數額作出足夠的呆賬撥備。就此而言，本公司董事認為，與本集團的應收貿易款項及應收票據以及其他應收款項有關的信貸風險已大幅減少。

於報告期末，本集團的應收貿易款項及應收票據總額中存在一定程度的信貸風險集中，分別約48.9%（2016年：57.6%）及約17.7%（2016年：10.0%），乃分別來自本集團最大客戶及五大客戶。

由於對手方乃高信貸評級的銀行，故此銀行結餘的信貸風險不大。

按地區劃分，本集團信貸風險主要集中於中國。

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## 41. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

## (a) Financial risk management (Continued)

## (v) Liquidity risk management

The ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The maturity profile of the Group's financial liabilities as at 31 December 2017 and 2016, based on the contractual undiscounted payments, was as follows:

## 41. 財務風險管理及財務工具之公平值(續)

## (a) 財務風險管理(續)

## (v) 流動性風險管理

為管理本集團的短期、中期及長期資金及符合流動性管理的要求，董事會已建立一套合適的流動資金風險管理制度，並對流動性風險管理負最終責任。本集團透過維持充足的儲備、銀行融資及儲備借貸融資，同時持續監控未來及實際現金流量，並保持財務資產與負債的到期日相近以管理流動性風險。

於2017年及2016年12月31日，本集團的財務負債根據已訂約未貼現款項的到期情況如下：

|                                                                                              |                             | 2017                                |           |                      |                                     |                             |
|----------------------------------------------------------------------------------------------|-----------------------------|-------------------------------------|-----------|----------------------|-------------------------------------|-----------------------------|
|                                                                                              |                             | Less than 1<br>year or on<br>demand | 1-5 years | More than<br>5 years | Total<br>undiscounted<br>cash flows | Total<br>carrying<br>amount |
|                                                                                              |                             | 少於一年<br>或按要求                        | 一至五年      | 超過五年                 | 現金流量總額                              | 賬面總額                        |
|                                                                                              |                             | RMB'000                             | RMB'000   | RMB'000              | RMB'000                             | RMB'000                     |
|                                                                                              |                             | 人民幣千元                               | 人民幣千元     | 人民幣千元                | 人民幣千元                               | 人民幣千元                       |
| Trade and notes payables                                                                     | 應付貿易款項及應付票據                 | 2,291,820                           | –         | –                    | 2,291,820                           | 2,291,820                   |
| Financial liabilities included in other payables,<br>receipts in advance and accrued charges | 計入其他應付款項、預收款項及<br>應計費用的財務負債 | 94,124                              | –         | –                    | 94,124                              | 94,124                      |
| Bank loans                                                                                   | 銀行貸款                        | 418,434                             | –         | –                    | 418,434                             | 410,379                     |
| Other loans                                                                                  | 其他貸款                        | 3,583                               | 5,375     | –                    | 8,958                               | 8,431                       |
| Obligations under finance leases                                                             | 融資租賃負債                      | 2,378                               | –         | –                    | 2,378                               | 2,350                       |
| Amount due to a director                                                                     | 應付董事款項                      | 5,611                               | –         | –                    | 5,611                               | 5,611                       |
| Amounts due to related parties                                                               | 應付關連人士款項                    | 5,733                               | –         | –                    | 5,733                               | 5,733                       |
|                                                                                              |                             | 2,821,683                           | 5,375     | –                    | 2,827,058                           | 2,818,448                   |

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## 綜合財務報表附註

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## 41. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

## (a) Financial risk management (Continued)

## (v) Liquidity risk management (Continued)

|                                                                                           |                         | 2016         |           |                   |                         |                 |
|-------------------------------------------------------------------------------------------|-------------------------|--------------|-----------|-------------------|-------------------------|-----------------|
|                                                                                           |                         | Less than 1  |           |                   | Total                   | Total           |
|                                                                                           |                         | year or on   | 1-5 years | More than 5 years | undiscounted cash flows | carrying amount |
|                                                                                           |                         | 少於一年或按要<br>求 | 一至五年      | 超過五年              | 未貼現<br>現金流量總額           | 賬面總額            |
|                                                                                           |                         | RMB'000      | RMB'000   | RMB'000           | RMB'000                 | RMB'000         |
|                                                                                           |                         | 人民幣千元        | 人民幣千元     | 人民幣千元             | 人民幣千元                   | 人民幣千元           |
| Trade and notes payables                                                                  | 應付貿易款項及應付票據             | 2,114,370    | -         | -                 | 2,114,370               | 2,114,370       |
| Financial liabilities included in other payables, receipts in advance and accrued charges | 計入其他應付款項、預收款項及應計費用的財務負債 | 100,339      | -         | -                 | 100,339                 | 100,339         |
| Bank loans                                                                                | 銀行貸款                    | 422,711      | -         | -                 | 422,711                 | 415,094         |
| Other loans                                                                               | 其他貸款                    | 7,595        | -         | -                 | 7,595                   | 7,466           |
| Obligations under finance leases                                                          | 融資租賃負債                  | 5,707        | 2,378     | -                 | 8,085                   | 7,805           |
| Amount due to a director                                                                  | 應付董事款項                  | 5,839        | -         | -                 | 5,839                   | 5,839           |
| Amounts due to related parties                                                            | 應付關連人士款項                | 9,653        | -         | -                 | 9,653                   | 9,653           |
|                                                                                           |                         | 2,666,214    | 2,378     | -                 | 2,668,592               | 2,660,566       |

## (b) Fair values of financial instruments

The notional amounts of financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values.

The fair value of balances with related parties has not been determined as the timing of the expected cash flows of these balances cannot be reasonably determined because of the relationship.

## 41. 財務風險管理及財務工具之公平值(續)

## (a) 財務風險管理(續)

## (v) 流動性風險管理(續)

## (b) 財務工具之公平值

年期少於一年的財務資產及負債的名義金額均假設為與公平值相若。

由於關連人士結餘的預期現金流的時間因兩者的關係而無法合理地釐定，故並無釐定該等結餘的公平值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

### 42. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is 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 shareholder 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 during the years ended 31 December 2017 and 2016.

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. The Group's policy is to maintain the gearing ratio below 50%. Net debt includes interest-bearing borrowings. Capital includes equity attributable to owners of the Company and the non-controlling interests. The gearing ratios as at the end of the reporting period were as follows:

### 42. 資本管理

本集團的主要資本管理目標為保障本集團持續經營的能力，維持穩健的資本比率，以支持業務及為股東取得最大回報。

本集團管理其資本架構，並就經濟環境的轉變及有關資產的風險性質對資本架構進行調整。為維持或調整資本架構，本集團可調整派付股東的股息、向股東發回資本或發行新股。本集團不受任何外來實施的資本規定所限制。截至2017年及2016年12月31日止年度，並無對目標、政策或程序作出轉變。

本集團使用資產負債比率監控資本，即淨負債除以總資本加淨負債。本集團的政策維持資產負債比率於50%以下。淨負債包括付息借款。資本包括本公司擁有人應佔股本及非控股權益。於報告期末，資產負債比率如下：

|                                              |            | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 |
|----------------------------------------------|------------|--------------------------|--------------------------|
| Interest-bearing borrowings                  | 付息借款       | 421,160                  | 430,365                  |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | 926,183                  | 898,094                  |
| Non-controlling interests                    | 非控股權益      | 11,249                   | 12,493                   |
| Total capital                                | 總資本        | 937,432                  | 910,587                  |
| Gearing ratio                                | 資產負債比率     | 44.9%                    | 47.3%                    |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

*For the year ended 31 December 2017 截至2017年12月31日止年度*

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#### **43. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS**

The consolidated financial statements were approved and authorised for issue by the board of directors of the Company on 3 August 2018.

#### **43. 批准綜合財務報表**

本公司董事會已於2018年8月3日批准及授權刊發綜合財務報表。

# FINANCIAL SUMMARY

## 財務概要

### RESULTS

#### The Group

### 業績

#### 本集團

Year ended 31 December

截至12月31日止年度

|                                    |                    | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 | 2015<br>RMB'000<br>人民幣千元 | 2014<br>RMB'000<br>人民幣千元 | 2013<br>RMB'000<br>人民幣千元<br>(Restated)<br>(經重列) |
|------------------------------------|--------------------|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------------------|
| Turnover                           | 營業額                | 5,801,566                | 6,061,477                | 4,509,441                | 3,728,814                | 2,395,816                                       |
| Profit/(loss) before<br>income tax | 除所得稅前<br>溢利／(虧損)   | 20,290                   | (174,121)                | 41,536                   | 15,871                   | (197,179)                                       |
| Income tax                         | 所得稅                | (409)                    | 49,288                   | (18,000)                 | (22,733)                 | 41,423                                          |
| Profit/(loss) for the year         | 本年度溢利／(虧損)         | 19,881                   | (124,833)                | 23,536                   | (6,862)                  | (155,756)                                       |
| Profit/(loss) attributable to:     | 下列人士應佔<br>溢利／(虧損)： |                          |                          |                          |                          |                                                 |
| Owners of the Company              | 本公司擁有人             | 21,125                   | (118,951)                | 38,168                   | (1,696)                  | (144,936)                                       |
| Non-controlling interests          | 非控股權益              | (1,244)                  | (5,882)                  | (14,632)                 | (5,166)                  | (10,820)                                        |
|                                    |                    | 19,881                   | (124,833)                | 23,536                   | (6,862)                  | (155,756)                                       |

# FINANCIAL SUMMARY

## 財務概要

### ASSETS AND LIABILITIES

#### The Group

### 資產及負債

#### 本集團

At 31 December

於12月31日

|                           |         | 2017<br>RMB'000<br>人民幣千元 | 2016<br>RMB'000<br>人民幣千元 | 2015<br>RMB'000<br>人民幣千元 | 2014<br>RMB'000<br>人民幣千元 | 2013<br>RMB'000<br>人民幣千元<br>(Restated)<br>(經重列) |
|---------------------------|---------|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------------------|
| Total assets              | 總資產     | 3,916,878                | 3,687,342                | 3,723,315                | 2,973,929                | 2,218,652                                       |
| Total liabilities         | 總負債     | (2,979,446)              | (2,776,755)              | (2,668,702)              | (1,937,923)              | (1,230,815)                                     |
|                           |         | 937,432                  | 910,587                  | 1,054,613                | 1,036,006                | 987,837                                         |
| Attributable to:          | 下列人士應佔： |                          |                          |                          |                          |                                                 |
| Owners of the Company     | 本公司擁有人  | 926,183                  | 898,094                  | 1,025,750                | 992,511                  | 939,127                                         |
| Non-controlling interests | 非控股權益   | 11,249                   | 12,493                   | 28,863                   | 43,495                   | 48,710                                          |
|                           |         | 937,432                  | 910,587                  | 1,054,613                | 1,036,006                | 987,837                                         |



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飛毛腿集團有限公司\*

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## 股東週年大會

本公司截至2014年12月31日、2015年12月31日、2016年12月31日及2017年12月31日止年度之股東週年大會將同時舉行，並適時公佈。

## 致謝

本人謹感謝董事會、管理層及所有員工的勤奮工作及忠誠。本人亦感謝股東及業務夥伴對本集團的強力支持。

## 繼續暫停買賣

本公司股份於聯交所之買賣將繼續暫停，以待達成本公司日期為2015年7月13日及2018年8月1日之公告所述之所有復牌條件。本公司將就達成復牌條件之情況適時刊發公告。

代表董事會  
飛毛腿集團有限公司  
主席  
方金

香港，2018年8月3日

於本公告日期，董事會之執行董事為方金先生、郭泉增先生及馮明竹先生；非執行董事為張黎先生及侯立先生；及獨立非執行董事為陸海林博士、王敬忠先生、王建章先生及邢家維先生。