

# LAUNCH



年報 **Annual Report 2009**

**深圳市元征科技股份有限公司**  
**LAUNCH TECH COMPANY LIMITED**

(於中華人民共和國註冊成立之股份有限公司)  
(a joint stock limited company incorporated  
in the People's Republic of China with limited liability)  
(Stock Code 股份代號 :8196)

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## Our Mission 企業使命

With an aim to be the pioneer of the automotive aftermarket in the PRC, Launch Tech Company Limited (the “Company” or “Launch”) and its subsidiaries (the “Group”) is committed to the provision of the most superior and advanced products, technologies and services to the automobile service and manufacturing industry as well as car owners in the PRC and the world.

Capitalizing on its strong research and development team and market sensitivity, and the cost competitiveness of manufacturing in the PRC, Launch aims at being a new driving force of the world’s automotive aftermarket.

深圳市元征科技股份有限公司(「本公司」或「元征」)及其附屬公司(「集團」)秉著中國汽車後市場先鋒的理念，要為中國及全球汽車服務和製造行業以及廣大車主提供最優質和先進的產品、技術和服務。

憑藉著元征雄厚的研發力量和市場觸覺，以及中國在製造業的成本優勢，我們矢志要成為世界汽車後市場後來居上的強大驅動力。



**Liu Xin (Louis Liu) 劉新(劉易之)**  
Chairman 董事長



## Operating results

During 2009, the Group recorded a turnover of RMB462 million and net profit of RMB62 million, representing a growth of 5% and 384% respectively compared to last year.

## Business review

In 2009, the Group took various management initiatives to cope with the global financial crisis and actual circumstances in regional markets. Such initiatives included expediting research and development ("R&D"), reducing production and management cost, organizational restructuring, streamlining of head count, and increasing marketing efforts, which helped maintaining market confidence and business growth. While the global financial crisis did affect our overseas business and the results of such markets did not meet our expectation, our business in China, in contrast, was able to weather the influence and recorded a rapid growth. As a result, the overall sales of the Group was better than expected, which translated into a stable growth very encouraging for our morale.

## 經營業績

二零零九年，本集團之營業額及淨利潤分別為人民幣462,000,000元及人民幣62,000,000元，分別較去年增長5%及384%。

## 業務回顧

二零零九年，本集團為應對全球金融危機和各區域市場之實際情況，實行了多項管理措施，加快產品研發、降低生產和管理成本、組織結構進行調整、人員精簡、加大市場行銷力度等，來保持市場之信心和增長。在全球金融危機影響下，本集團中國區業務並未受影響，反而增長迅猛，而海外業務受金融危機之影響，業務並未達到預期，但集團整體銷售業績好於預期，穩定之增長鼓舞了集團之士氣。

# Chairman's Statement

## 董事長報告

In 2009, in order to enhance the competitiveness of our products, we increased our effort in R&D and introduced the IPD product integrated development system. A product line was installed and related R&D engineers were deployed. The IPD product integrated development system will provide the Group with products that can better match the needs of users and our markets. The Group has obtained a number of patents in product development, and was again awarded the “Enterprise with advantages in Intellectual Properties of Guangdong for 2009” and “Innovative Software Enterprise of China for 2009”. The Group has commenced R&D for a series of new products with the IPD system.

In 2009, Launch Shanghai embarked on a project of enhancing production. Following the commencement of the project, the competitiveness of our products will be enhanced through further improvement in the quality of our mechanical products and reduction in cost. Global sales of lifts reached 19,000 units.

In 2009, the global sales of the Group's X431 Electronic Eye maintained its growth to reach 29,000 units. The revised version X-431 GX3 and X-431 Master we launched early in the year made their way into the market rapidly. They have become our key products and make an outstanding contribution to our results. The excellent performance of X-431 Diagun was reflected by the numerous awards it received, including “No.1 in Innovation” by COLER of Germany, “Top 20 Maintenance and Repair Tool for 2009” by the magazine MOTOR for Repair and Maintenance, “Top 10 in the Auto Maintenance Equipment Sector of China – Best Innovation Award for 2009” by the magazine Auto and Driving Repair, and the “Best New Service, Product, Tool and Equipment Award” by AAAA Trade Show. X-431 Diagun has successfully built up an identity of being a good brand both domestically and overseas, and achieved a relatively rapid sales growth. Meanwhile, our Creader V won the Mac Tool “Best Product Award for 2009” in the Mac Tool Show held in Florida, US. The Group's DIY diagnostic products such as Crecorder also recorded remarkable sales.

二零零九年，本集團為提升產品競爭力，加大了產品研發力度，引進了IPD產品集成開發系統，成立了產品線並配置了研發工程師等人員。IPD集成開發系統將使集團之產品更加符合市場和用戶之需求。本集團在產品研發方面獲得多項專利，再次獲「09年廣東省知識產權優勢企業」稱號，獲得中國軟件行業協會頒發之「2009中國創新軟件企業」獎。在IPD系統下，集團已開始多款新產品之研發。

二零零九年，本集團在上海元征啟動了精益生產項目，項目啟動後將再次提升集團機械產品之品質，在成本方面亦會有所降低，來提升產品之市場競爭力。全球舉升機銷量達19,000台。

二零零九年，本集團X431電眼睛全球銷量繼續保持增長，達到了29,000台。年初改版上市之X-431 GX3和X-431 Maser快速進入市場，並成長為主力產品，為集團之業績做出了突出貢獻。X-431 Diagun表現優異，相繼獲得德國COLER創新獎第一名、中國《汽車維修與保養》雜誌評選之「2009年20佳維修工具」、中國《汽車與駕駛維修》雜誌評選之「2009年中國汽保設備行業10佳—最佳創新獎」、AAAA Trade Show頒發之最佳新服務產品工具和設備獎。X-431 Diagun在海內外市場建立了良好品牌形象，銷售亦保持較高之增長。而Creader V在美國FL州Mac Tool展會上，榮獲了Mac Tool「09年度最佳產品獎」，本集團DIY診斷產品包括Crecorder亦為集團做出了不錯之銷售業績。

The Group launched over 800 softwares during 2009. A significant number of software was added to X-431 Heavy Duty, our heavy auto diagnostic computer, which has expanded the scope of application for the Group's diagnostic products. Such extended coverage will bring more potential customers to the Group and become a new profit driver.

In 2009, our X-631 4-wheel aligner was well received by users worldwide and has become one of our core products. It recorded a tremendous growth in the year and contributed significantly to the Group's profit.

In 2009, the Group developed rapidly in automotive production plant and other primary operations. We developed various products for the front-end automotive market, such as common rail testing platform for fuel injection nozzle, motor vehicle meters and reversing radar. The teams for primary operations developed rapidly, making steady progress in the front-end automotive business.

## Prospects

As the Group has proposed to build its core competitiveness with technology and R&D, we have initiated the IPD product integrated development system, and allocated more resources and increased our effort in R&D. It is expected that we will launch a considerable number of innovative products in 2010. The IPD product integrated development system has laid a solid foundation for the Group to scale new heights in its future results. While developing its product technology, the Group will maintain a tight control over the costs of R&D, production and sales. It will also adopt flexible and dynamic policies in market management and human resources to achieve a steady and sustaining growth in sales.

During 2009, the Group utilised the opportunity of the sector's adjustment to build on our core competitiveness in product technology, so as to realize the advantages of our IPD product integrated development system and production enhancement project as soon as possible, and to outpace the peers faster and further.

二零零九年，本集團全年共推出800多個軟件，X-431 Heavy Duty 重型汽車故障診斷電腦之軟件得到大量增加，此產品為集團之診斷產品拓寬了使用領域，集團將會擁有更多之潛在用戶，為集團之利潤做出新貢獻。

二零零九年，本集團之X-631四輪定位儀得到全球用戶之認可，已經成長為本集團之核心產品，本年度銷售增長迅猛，為集團之利潤做出了突出之貢獻。

二零零九年，本集團於汽車製造廠及其他重點業務方面發展迅猛，集團開發了多款針對前端市場之產品，如噴油嘴共軌檢測台、汽車儀錶、倒車雷達等。重點業務之團隊發展快速，汽車前端業務處於穩步發展中。

## 前景

本集團提出建立以技術和研發為核心之競爭力，啟動了IPD產品集成開發系統，加大了研發之投入和力度，預計本集團於二零一零年推出多款行業創新產品。IPD產品集成開發系統，將為未來集團業績之更大增長奠定良好基礎。本集團在發展產品技術之時，亦將嚴格控制研發、生產和銷售之成本，採取靈活之市場管理和人力資源政策，保持銷售之穩步增長。

二零零九年，本集團將抓住行業調整之機會，持續打造產品技術核心之競爭力，使IPD產品集成開發系統和精益生產項目之優勢儘快顯示出來，使集團快速更大超越行業之企業。

# Chairman's Statement

## 董事長報告

The Group will further strengthen cost control and management, R&D in technology of core products, sophisticated production, sales innovation, corporate culture establishment etc. It will cope with the post-financial crisis environment, inflation expectation and various other uncertainties. While maintaining adequate competitiveness in its core operations, the Group will make gradual progress in the front-end automotive R&D to secure a sustainable and rapid development.

In the China market, the Group has established strong distribution channels in the industry, and the integration of channels has reached a harmonious stage. On the basis of its nearly 170 distributors developed, the Group will standardize management policy, and enhance distributors' ability in market development and their cooperative competitiveness. Under-performing distributors will be eliminated in the future to ensure a strong selling force in the sales channel. The Group will reinforce its price management to maintain sufficiently competitive prices for its products.

The Group will hold technical training sessions across the country, continue to explore opportunities in major trade expositions, invest in professional media advertisement, conduct promoting and innovative activities to boost sales, strengthen trainings for sales personnel and distributor channels. The Group will strive to expand in the China market to achieve greater results.

For the overseas market, the Group will continue its focus on market and develop overseas market through controlling sales cost, using overseas bases of technology R&D, setting up regional sales strategies and exploring opportunities in major trade expositions. This would minimize the impact of foreign currency fluctuation, post-crisis situations and other factors on the Group and help it to maintain its growth.

本集團將進一步加強成本控制與管理，核心產品技術研發，精細生產，營銷創新，企業文化建設等方面，應對後金融危機時期、通貨膨脹之預期和其他各種不確定性因素。保持集團核心業務充分競爭力之同時，亦將根據國內外形勢逐步推進汽車前端之研發和開拓，保持集團之可持續和快速發展。

在中國區市場，本集團已建設行業強大之銷售渠道，渠道整合亦達融洽之階段。本集團將在已發展近170家經銷商之基礎上，規範管理政策，提升經銷商之市場開拓能力和協同作戰能力，未末淘汰不符合要求之經銷商，保持銷售渠道之強大銷售能力。加強價格管理，使集團之產品保持足夠之價格競爭力。

本集團將開展全國巡迴技術培訓會，繼續拓展重要行業展會，投入專業媒體廣告，開展促銷，開展創新之活動等營銷方式，加強銷售人員和經銷商渠道之培訓，大力拓展中國區市場，以取得更大之業績。

在海外市場，本集團繼續以市場為中心，通過銷售成本控制、海外基地技術研發和分區域制定銷售策略，拓展行業重要展會來拓展海外市場，減小匯率、後金融危及其他因素對集團之衝擊，以保持持續增長。



# Chairman's Statement

## 董事長報告

With the IPD product integrated development system in place, the Group enjoys an even stronger technological advantage, which will enable it to enter into a stage of steady development.

Looking ahead, all fellow directors and staff of Launch will closely cooperate and continue in making innovation, and create better returns for our shareholders and investors.

**Liu Xin (Louis Liu)**

*Chairman*

在IPD產品集成開發系統下，集團技術優勢將更加突出，集團將進入持續穩步發展階段。

展望未來，元征各同仁將同心協力，不斷創新，為股東和投資者帶來更好之回報。

**劉新(劉易之)**

*董事長*

### MARKETS

In 2009, in response to the global financial crisis, the Group adopted prudent and innovative marketing strategies. We formulated various dynamic marketing strategies in accordance with specific circumstances of different regional markets. This market focused strategy helped drive our market development and sales during the year. The Group refined its market structure, emphasizing on its branches' function in developing, managing and servicing channels. It continued in revoking certain second-tier branches and outlets, streamlined the structure, lowered cost of sales and improved efficiency. It also developed and supported distributors on a full scale. Currently, we have developed and supported over 170 distributors, thus changing the sales and service strategies to enable rapid responses to the needs of customers.

In 2009, in response to the rapid development of China's automobile market, and the stimulating and supporting policies of the China government, the Group formulated corresponding sales targets and marketing plans. Riding on the tide of rapid expansion of the automobile market in China, the Group's business in China grew sharply. Therefore, although our overseas business was affected by the financial crisis and did not meet expectation, we achieved a growth on the whole.

In 2009, the Group maintained a zero inventory ratio again. It implemented a credit system and renewed the deployment of service managers, which significantly enhanced the efficiency of market services and users' satisfaction.

In 2009, the Group held annual meetings by regions. The PRC region held its 14th annual meeting in June in Guilin and launched new products X-431 GX3 and X-431 Master. Over 250 customers and guests attended the PRC regional meeting, and its sales reached a record high.

In 2009, in view of the difficult market environment, the Group initiated several rounds of promotion activities and successfully maintained business growth.

### 市場

二零零九年，本集團應對全球金融危機，採取穩健和創新之市場策略，以各區域市場具體市場環境，動態制定各項市場策略，以市場為中心，推動全年之市場拓展和銷售。集團微調整了市場架構，突出分公司之渠道開拓、管理和服務職能。集團繼續撤銷了部分二級分公司和門店，精簡了機構，降低了銷售成本和提高了工作效率。集團亦全面發展和扶持經銷商，目前發展了和扶持了170多家經銷商，改變了銷售和服務策略，以快速響應用戶之需求。

二零零九年，本集團對中國汽車高速發展之市場，中國政府之刺激和扶持政策，亦採取應對措施，相應制定銷售任務和行銷方案，伴隨中國汽車市場高速之發展，集團中國區業務增長迅猛，而海外業務受金融危機之影響，業務並未達到預期，但整體上有所增長。

二零零九年，本集團再次保持零庫存率，實行了信用制度和重新配置了服務經理，市場服務效率和用戶滿意率為之大幅提速。

二零零九年，本集團分區域召開了年會。中國區於六月份在桂林召開了第十四屆年會，發布了X-431 GX3和X-431 Master新產品，來自中國區逾250名客戶和嘉賓參會，市場銷售亦創新高。

二零零九年，本集團鑒於嚴峻之市場環境，開展多輪促銷活動，使集團之業務保持了增長。

In 2009, the Group held 12 sessions of National Training Tour in the China market. It also participated in the 51st Spring Auto Maintenance Fair, the 52nd Autumn Maintenance Fair and the Frankfurt Shanghai Exhibition, and held the Spring Distributors' Conference for the PRC region. In overseas market, the Group participated in the Moscow International Motor Show, and shows such as AAPEX 2009 and SEMA. The Group held an annual meeting in Shenzhen for distributors from Asia Pacific and Africa in June, and held an annual meeting for distributors from Europe in August. Various meetings and activities helped stabilise market confidence and secured the implementation of the Group's strategies to cope with the financial crisis.

In 2009, in respect of the Group's key operations and automotive front-end market, the Group increased training for operation personnel and engaged a large number of cooperation with automobile manufacturers and auto spare parts manufacturers. The quantity of customised development also reached new high.

## RESEARCH AND DEVELOPMENT

The major research and developments of the Group in 2009 are as follows:

In 2009, the Group completed the R&D of X-431 GX3 and X-431 Master. X-431 GX3 is designed for the China market and X-431 Master for the overseas market. This product inherited the typical features of the Group's X-431 super Electronic Eye and has advances in many aspects. It has been well received by the market after launching. The new product took over the place of the existing model to become the Group's core product rapidly. While the Group was launching the product, it also strengthened the improvement and software development for X-431 Diagan and X-431 Heavy Duty diagnostic computer for heavy auto. As a result, these two products quickly developed their influence in the European and US markets and were well received by the markets. They also contributed significant profits to the Group.

二零零九年，本集團在中國市場召開了12場全國巡迴技術培訓會，分別參加了第51屆春季汽保展、第52屆秋季汽保展和法蘭克福上海展會，召開了春季中國區經銷商會議。海外市場方面，參加了莫斯科國際汽車展、二零零九年AAPEX和SEMA等展會，並於六月在深圳召開了亞太非經銷商年會，八月份召開歐洲經銷商年會。各類會議及活動穩定了市場信心，保證了集團應對金融危機之政策實施。

二零零九年，本集團重點業務和汽車前端市場方面，集團加強業務人員之培訓，集團和汽車廠家和汽車零配件廠家合作大量開展，定制開發量亦達到新高度。

## 研發

本集團在二零零九年之主要研發工作如下：

二零零九年，本集團完成了X-431 GX3和X-431 Master之研發，X-431 GX3針對中國區市場，而X-431 Master針對海外市場開發。此產品繼承了集團X-431超級電眼睛之經典特徵並在多方面有超越，推出市場後，深受用戶喜歡，新產品迅速取代老款產品，成長為集團之核心產品。在推出該款產品之時，本集團加強X-431 Daiguan診斷槍和X-431 Heavy Duty重型車診斷電腦之完善和軟件開發，使此二款產品在歐美市場快速形成影響力，獲得了市場之喜愛，此二款產品亦為集團貢獻頗多利潤。

# Business Review

## 業務回顧

During 2009, the Group issued over 800 versions of X-431, significantly increasing the breath and depth of the software developed. With improvement made in the software for a series of new auto models, the software development for X-431 Diagon and X-431 Heavy Duty diagnostic computer for heavy auto was improved, and the competitiveness of the products has become more compelling. The Group also arranged engineer to conduct R&D in overseas bases to expand the coverage of its diagnostic products, which helped develop numerous emerging customers.

During 2009, the Group commenced the IPD product integrated development system. It employed totally new development concept and system, and added researchers. The R&D for a large number of new products has commenced under the system.

In 2009, the product quality of the Group's X-631 4-wheel aligner was improved continuously, and data for many new auto models have been added. As its technology is more advanced and sophisticated, having more functions, better performance and more stable quality, it was well received by customers worldwide, especially in the Europe and US markets, and recorded a sharp increase in sales over the year.

In 2009, the Group developed a number of new lifts to enriched the models offered and at the same time improved the reliability of existing products, which made an outstanding contribution to the Group's sales.

In 2009, the Group conducted customized development for auto manufacturers in respect of our key products and automotive front-end products. For front-end products, the Group developed products such as common rail testing platform for fuel injection nozzle and motor vehicle meters.

二零零九年，本集團X431共發行800多個版本，軟件得到大幅度深度開發，一批新車型軟件得到完善，使X-431 Daiguan診斷槍和X-431 Heavy Duty重型車診斷電腦軟件得到完善，產品競爭力凸現。同時，根據區域市場之需求，集團亦安排工程師據海外基地開發，使集團之診斷產品市場覆蓋率更廣，發展了大量新興之用戶。

二零零九年，本集團啟動IPD產品集成開發系統，採用全新之開發理念和體系，研發人員亦得到補充，多款新產品在此系統下已開始研發。

二零零九年，本集團X-631四輪定位儀產品質量不斷提升，並增加了多款新車型數據。由於其技術更先進、精度更高、功能更齊全、性價比更好、質量更穩定，得到了全球特別歐美市場客戶之青睞，全年市場銷售增長迅猛。

二零零九年，本集團在舉升機研發方面，研發了多款新型號舉升機，使舉升機產品型號更加豐富，並提升了老款產品之可靠性，為集團之銷售做出了突出貢獻。

二零零九年，本集團在重點產品和汽車前端產品方面，針對汽車廠家進行了定制開發，而汽車前端市場，開發了噴油嘴共軌檢測台、汽車儀錶之產品。

### MANAGEMENT

In 2009, the Group continued its business reform and formulated flexible management policies for marketing, supply chain, production, development and human resources. The Group made timely adjustment in accordance with changes in the environments, and made comprehensive market analysis and planning and analysis of internal and external environments in order to cope with the global financial crisis. It also took measures to address pressures in export business and competition in the industry. Through close cooperation throughout the Group, together with a senior management having more matured experience and being stable as well as the experience gained during tough times in the past, the management's ability of the Group has reach a new level.

In 2009, the Group fully commenced the IPD product integrated development system and made significant changes to its R&D structure in line with the operation of the new system.

During 2009, the Group embarked on the production enhancement project, managed the supply chain strictly, and conducted R&D for new techniques and system. These management initiatives were rewarded with an excellent cost control of the Group, which enhanced its price advantage and in turn helped it overcome pressures in competition and export.

In 2009, the Group advocated scientific management method and strict management system. Its reform projects have made continual progress and achieved the required standards. The Group's human resources appraisal system was also improved and fully implemented.

During 2009, the Group put much emphasis on talent development and reserves. It actively attracted outstanding talents in the development and marketing field during the extraordinary period. The Group also improved its benefit system to increase employees' sense of belonging and to reinforce team spirit.

### 管理

二零零九年，本集團繼續經營革新，制定了靈活之市場管理、供應鏈管理、生產管理、開發管理、人力資源管理等應對政策，根據環境變化及時調整，亦為應對國際金融危機進行了全面市場分析規劃和內外環境分析，制定了針對性措施應對出口壓力和行業競爭壓力。由於集團各方面緊密配合，高層管理之經驗亦更加成熟和穩定，積累了應對困難環境之經驗，集團管理能力走上一個新高度。

二零零九年，本集團全面啟動IPD產品集成開發系統，集團開發組織方面變動較大，來適應新系統之運行。

二零零九年，本集團啟動精益生產項目，嚴格供應鏈管理，研發新生產工藝和體系，以上各項管理措施使集團在成本控制方面取得卓越成效，從而提升了集團產品價格之優勢，順利應對了競爭和出口壓力。

二零零九年，本集團提倡科學管理方法和嚴格之管理制度，集團革新項目繼續推進和達到標準，集團人力資源考核體系亦得到完善和全面執行。

二零零九年，本集團非常重視人才之開發和儲備，積極吸納特殊時期優秀之開發和市場人才加盟，並改善集團之福利制度，使集團人心凝聚和團隊意識加強。

### PROSPECTS

In 2010, the Group will capture the opportunity arising from rapid development of the China automobile market and supporting policy of the China government. It will strengthen its advantages in the automotive aftermarket, technology and services. Flexible and dynamic management policies will be adopted to cope with the ever changing and uncertain market environment.

During 2010, for diagnostic products, the Group will, basing on the IPD product integrated development system, launch the R&D for third generation auto malfunction diagnosis and testing equipment. It will also introduce personalized product such as diagnostic software for the Apple iPhone, the latest scanner and other DIY diagnostic products. At the same, it will improve software development for different auto models to maintain a sustaining competitiveness for its key products. For other products, the Group will launch new cooling agent recycler and injector, new tire balancer, new lifter and revised model of 4-wheel aligner. After the existing diagnostic products, lifter and 4-wheel aligner have become the core products of the Group, the product strategy of the Group will change and new diagnostic products, tire balancer, wheel equipment and cooling agent recycler and injector will grow and become the Group's core products.

In 2010, in respect of the Group's primary operations and automotive front-end market, the Group will continue the development of common rail testing platform for fuel injection nozzle, motor vehicle meters and customized projects, and drive them to become key and core products of the Group with relatively high competitiveness in the automotive front-end market.

In 2010, the Group will reinforce the cooperative competitiveness its sales channels, support as well as manage them scientifically, with the aim of growing and sharing benefits with them. At the same time, the Group will collaborate with the sales channels to launch advertising, promotion, annual meeting, technical training and social charity activities.

### 工作展望

二零一零年，本集團將抓住中國汽車行業高速發展之機會，和中國政府之扶持政策，鞏固汽車後市場之市場、技術和服務優勢，靈活和動態制度管理政策，應對多變和不確定之市場環境。

二零一零年，本集團在診斷產品方面，將在IPD產品集成開發系統上，推出第三代汽車故障診斷和檢測設備之研發，亦會推出個性化之產品，如蘋果iPhone診斷軟件、最新之讀碼卡和其他DIY診斷產品，同時將完善車型軟件開發，使主力產品保持恒久之競爭力。本集團在其他產方面方面，亦會推出新款冷媒回收加注機、新款輪胎平衡機、新款舉升機和改款型四輪定位儀。在現在有診斷產品、舉升機和四輪定位儀成為集團核心產品之後，將改變集團之產品策略，使診斷新產品、輪胎平衡機、輪胎拆裝機、冷媒回收加注機成長為集團之核心產品。

二零一零年，本集團在重點業務和汽車前端市場方面，繼續噴油嘴共軌檢測台、汽車儀錶、定制項目之開發，使之形成集團汽車前端具有較大競爭力之重點和核心產品。

二零一零年，本集團將加強銷售渠道之協同作戰能力，對銷售渠道進行扶持和科學管理，使集團和銷售渠道一起成長，利益共享。同時，和銷售渠道協同開展廣告宣傳、促銷活動、年會、技術培訓會和社會公益活動。

The Group will continue to advance its cost control and management, production enhancement project, supply chain management and research on sophisticated production techniques in 2010.

In 2010, reform will be made in the Group's human resources strategy and benefit system to optimize its talent structure, stabilise the team and attract more talents

In 2010, the Group will formulate different marketing policies for various overseas markets in accordance with the regional economic and political characteristics. It will also enhance the technical and service ability of technical managers overseas, and build a team capable of overcoming difficulties. The Group will adjust the structure of sales channels and develop partnership with capable and influential players in different regions of the overseas markets.

In 2010, for brand promotion, the Group will further build up the LAUNCH brand on the basis of its existing wide brand awareness to promote the international brand name and influence of LAUNCH. The Group will commence application for China Well-known Trademark and other brand marketing programs to increase the added value of its product and service, and to establish a far reaching and good social identity. The Group will increase the added value of its product through its brand name to mitigate the influence of the price factor on its market and to promote export and maintain growth in the results of overseas markets.

二零一零年，本集團將繼續推進成本控制和管理，推進精益生產項目、供應鏈管理和研究先進之生產工藝。

二零一零年，本集團將改革人力資源策略和福利制度，促進人才結構之優化和團隊之穩定，吸納更多優秀人才之加盟。

二零一零年，本集團將根據海外市場不同區域市場經濟、政治特點，制定相關營銷政策，同時強化海外技術經理之技術和服務能力，打造一支能應付困難之團隊。針對海外不同區域市場，還將調整渠道結構，開發有能力和影響力的合作夥伴。

二零一零年，於品牌推廣方面，本集團將在LAUNCH具有廣泛知名度之基礎上發展LAUNCH品牌，擴大LAUNCH品牌國際知名度和影響力，啟動申報中國馳名商標工作和其他品牌營銷方案，來提升產品和服務之附加值，樹立集團更加深入人心之良好社會形象。通過品牌來提高集團產品之附加值，避開價格因素對市場之影響，從而促進出口，保持海外市場業績之增長。

# Financial Review

## 財務概覽

### FINANCIAL RESOURCES AND LIQUIDITY

The Group adopts a prudent financial management policy and has a healthy financial position. As at 31 December 2009, the Group had cash and bank balances of approximately RMB243,000,000. As at 31 December 2009, shareholders' equity of the Group amounted to approximately RMB568,000,000. Current assets were approximately RMB700,000,000. The Group's current liabilities of approximately RMB469,000,000, comprised of short-term bank borrowings of approximately RMB361,000,000, and the rest were mainly account payables and accruals. The Group's long term borrowings were about RMB266,000. The Group's net asset value per share was approximately RMB0.94. The Group's gearing ratio, which represented the percentage of bank borrowings over total assets, was approximately 35%.

For the year ended 31 December 2009, most of the Group's income was denominated in RMB and USD, and expenses were paid in RMB. As the exchange rate between RMB and USD experienced no significant adjustment during 2009, the Directors consider that the Group is not under substantial foreign exchange risk exposure.

### EMPLOYEES

As at 31 December 2009, the Group had 734 and 25 employees (2008: 981 and 14 respectively) based in the PRC and overseas respectively. Staff costs, excluding directors' and supervisors' emoluments, were approximately RMB68,000,000 million (2008: approximately RMB73 million).

The Group remunerates employees by their performance and experience. It has adopted a share option scheme whereby employees of the Group may be granted options to acquire shares. The Group also offers staff benefits such as professional training programs to enhance staffs' skills, knowledge and sense of belonging.

### 財務資源與流動資金

集團採取審慎的理財政策，擁有穩健的財務狀況。於二零零九年十二月三十一日，本集團持有現金及銀行結餘約為人民幣243,000,000元。於二零零九年十二月三十一日，集團的股東權益約為人民幣568,000,000元。流動資產約為人民幣700,000,000元。集團之流動負債約為人民幣469,000,000元，當中包括銀行短期借貸約為人民幣361,000,000元，其他主要為應付帳款及應計費用。集團之長期負債約為人民幣266,000元。集團的每股資產淨值約為人民幣0.94元。集團總資產中銀行借貸所佔百分比為槓桿比率，該比率約為35%。

截至二零零九年十二月三十一日止年度，由於集團絕大部分收入乃以人民幣及美元結算，而開支則以人民幣支付，鑑於人民幣與美元匯率於二零零九年沒有重大調整，董事認為，集團毋須面對重大外幣匯兌風險。

### 員工

於二零零九年十二月三十一日，集團於國內及海外分別有734名及25名員工（二零零八年：981名及14名）。扣除董事及監事酬金後之員工成本約為人民幣68,000,000元（二零零八年：約人民幣73,000,000元）。

集團按員工表現及經驗計算薪金報酬，集團設有購股權計劃，集團員工可透過購股權計劃購股。集團亦提供員工福利，如給予員工專業培訓計劃以提高員工之技術、知識及歸屬感。



### OTHERS

上海元征愛思開汽車服務有限公司, a joint venture between the Group and SK Networks Co., Ltd., a Korean company, was established in Shanghai in December 2005. In order to expand its auto repair chain store network, the joint venture increased registered capital to RMB218.5 million. The Group in 2009 invested additional RMB2,760,000, so that the Group's interests in this associate was maintained at 13.8%. By leveraging on the advanced technologies of the Group in auto repair and maintenance and the partner's superior expertise in repair service coaching, managerial experience, the joint venture is engaged in the provision of professional auto repair, maintenance and decorations service to its customers. The associate commenced operation in 2006, and as it was still in the start-up stage, a loss of approximately RMB5 million was incurred by the Group. The management expects that the associate will turnaround along with the growth in business.

In 2009, apart from the investment of the Group as mentioned above, the Group did not hold any other material investments, so as of 31 December 2008.

As at 31 December 2009, apart from the restricted bank deposits of approximately RMB675,000 (2008: pledged bank deposits approximately RMB21 million), and the pledge of certain land and buildings totalling approximately RMB145 million (2008: RMB56 million), the Group had no other significant assets pledged, so as of 31 December 2008.

### 其他

由集團與韓國SK Networks Co., Ltd.共同出資的上海元征愛思開汽車服務有限公司於二零零五年十二月在上海成立。為擴大其汽車維修連鎖店網絡，該合資公司將其註冊資本增加至人民幣218,500,000元，為此集團於二零零九年追加投資人民幣2,760,000元，以使集團佔該聯營公司權益比率維持至13.8%。此項合作將利用集團先進的汽車維修技術以及韓國SK公司優秀的維修服務培訓、管理經驗，向客戶提供專業的汽車維修、保養、裝飾等服務。於二零零六年聯營公司正式營業，由於仍處於剛開業初期，本年度為集團帶來約人民幣5,000,000元虧損，管理層預期，待業務發展上了軌道後，聯營公司將可轉虧為盈。

於二零零九年除集團之上述投資之外，集團並無其他重大投資，而於二零零八年十二月三十一日亦如是。

於二零零九年十二月三十一日，除了有限制銀行存款約人民幣675,000元(二零零八年：有抵押銀行存款約人民幣21,000,000元)，以及已抵押若干土地及樓宇共計約人民幣145,000,000元(二零零八年：人民幣56,000,000元)外，集團並沒有抵押其他重要資產，而於二零零八年十二月三十一日亦如是。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員

### DIRECTORS

#### Executive Directors

**Mr. Liu Xin**, also known as **Louis Liu**, aged 41, is an executive Director and the chairman of the Company. Mr. Liu is the founder of the Company and has around 10 years of experience in corporate management, business development, product development and marketing in the computer and automotive diagnostic and testing industries. He is a graduate of Chengdu Technology University (currently known as Sichuan University) with a bachelor's degree in applied physics. Mr. Liu is mainly responsible for the strategic planning, overall management, establishment of strategic alliances and development of overseas marketing and sales channel. Mr. Liu Xin is the brother of Mr. Liu Jun and Ms. Liu Yong.

**Mr. Liu Jun**, also known as **Charles Liu**, aged 39, is an executive Director and the chief executive officer of the Company. Mr. Liu is the co-founder of the Company and is the brother of Mr. Liu Xin and Ms. Liu Yong. Mr. Liu has around 10 years of experience in corporate management, business development and product development in automotive diagnostic and testing industries. He is a graduate of Tsinghua University with a bachelor's degree in radio electronics engineering. Mr. Liu once served as the head of the Company's R&D department and headed the development of the first generation of Electronic Eye in November 1994, and was honoured as one of the Shenzhen Ten Outstanding Young Technology Experts in 1998. He is currently responsible for the day-to-day operations of Company, and also supervises the Company's R&D and finance.

### 董事

#### 執行董事

**劉新先生**，又名**劉易之**，現年41歲，本公司執行董事兼董事長。劉先生乃本公司之創辦人，彼在電腦及汽車診斷及測試系統行業之企業管理、業務發展、產品開發及市場推廣方面擁有約十年經驗。劉先生在成都科技大學（現稱四川大學）畢業，擁有應用物理學士學位。劉先生主要負責策略性規劃、整體管理、建立策略性聯盟及發展海外市場推廣及銷售渠道之工作。劉新先生與劉均先生及劉庸女士為兄弟及姊弟之關係。

**劉均先生**，又名**劉正之**，現年39歲，本公司執行董事兼行政總裁。劉先生乃本公司創辦人之一，亦為劉新先生及劉庸女士之胞弟。劉先生在汽車診斷及測試系統行業之企業管理、業務發展及產品開發方面擁有約十年經驗。劉先生在清華大學畢業，擁有電子工程學士學位。劉先生曾出任本公司研發部門主管一職，並於一九九四年十一月領導開發第一代電眼睛，並榮獲一九九八年深圳市青年科技專家。劉先生現時負責本公司之日常業務運作，亦肩負本公司之研發及財務監督工作。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員

### DIRECTORS (Continued)

#### Executive Directors (Continued)

**Ms. Liu Ping**, aged 50, is an assistant chairman of the Company. Ms. Liu is the sister of Mr. Liu Xin, Ms. Liu Yong and Mr. Liu Jun. She is a graduate of Wuhan College of Marine Traffic Engineering (武漢水運工程學院) with a bachelor's degree in shipbuilding. Before she joined the Company in 2004, Ms. Liu has been a shipbuilding engineer of Guangzhou Wenchong Shipbuilding, a large-scale shipyard in the PRC, and has then served as a tutor and a principal with the title of senior professor of the technical school of that shipyard. She is currently responsible for human resources, property management and administration of the Company.

#### Non-executive Director

**Ms. Liu Yong**, aged 47, is a non-executive Director since June 1997, and is the sister of Mr. Liu Xin and Mr. Liu Jun. Ms. Liu once studied in Dalian Foreign Language Institute, and served in the sales department and public relations department of Guilin Holidays Inn and Guilin Rong Hu Hotel, respectively, and as the general manager of Sunshine Travel Agency. Ms. Liu has extensive experience in corporate management, sales and marketing and public relations management. She is currently a director of Shenzhen De Shi Yu.

### 董事 (續)

#### 執行董事 (續)

**劉平女士**，現年50歲，為本公司董事長助理。劉女士為劉新先生、劉庸女士及劉均先生之胞姐。彼畢業於武漢水運工程學院，擁有造船工學士學位。於二零零四年加入本公司前，劉女士在國內一家大型的造船廠(廣州文沖船廠)擔任造船工程師，後擔任該船廠技工學校教師、校長職務，具有高級講師職稱。劉女士現時負責本公司人力資源、物業管理及行政後勤等工作。

#### 非執行董事

**劉庸女士**，現年47歲，自一九九七年六月起擔任非執行董事，亦為劉新先生及劉均先生之胞姊。劉女士曾就讀於大連外國語學院，曾分別任職於桂林賓館及桂林榕湖飯店之銷售及公關部門，以及擔任陽光旅行社之總經理。劉女士在企業管理、銷售、市場推廣及公共關係管理方面擁有豐富經驗。彼現時擔任深圳得時域之董事。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員

### DIRECTORS (Continued)

#### Independent non-executive Directors

**Mr. Jiang Chao**, aged 38, is currently an executive Director, the chief financial officer, vice president of China Wireless Technologies Limited (a company listed on the Stock Exchange, with stock code 02369), and the qualified accountant and company secretary of that company. He is an associated member of the Association of Chartered Certified Accountants and a certified public accountant in the PRC. Mr. Jiang has about 16 years of experience in accounting and finance. Prior to that, he had worked for the State Audit Bureau. Mr. Jiang had also worked for Qiao Xing Universal Telephone, Inc. (僑興電子有限公司, a company listed on NASDAQ, with stock code XING) and Shenzhen Zhong Xing Telecom Equipment Company Limited (深圳市中興通訊設備有限公司, a company listed on the Stock Exchange, with stock code 00763) where he was responsible for financial and accounting functions. Mr. Jiang obtained a bachelor's degree in economics from SUN Yat-Sen University (中山大學) in 1991.

**Mr. Liu Yuan**, aged 35, is a partner of 凱橋(北京)投資管理有限公司. He has been the head of the Shenzhen Branch and vice president of a main branch of the Bank of China. Mr. Liu Yuan is a graduate of the Economic Law Department of Zhongnan University of Economics and Law (中南財經政法大學) with a bachelor of law.

**Dr. Zou Shulin**, aged 48, is a guest professor of the Business and Administration Department of Zhongnan University of Economics and Law (中南財經政法大學). He has been an associate professor and professor of Zhongnan University of Economics and Law (中南財經政法大學) and a branch president of the Shenzhen Branch of China Everbright Bank. Dr. Zou Shulin is a graduate of Zhongnan University of Economics and Law (中南財經政法大學).

### 董事(續)

#### 獨立非執行董事

**蔣超先生**，現年三十八歲，現時為中國無線科技有限公司(一家於聯交所上市的公司，股份代號為02369)的執行董事、財務總監兼副總裁，並為該公司的合資格會計師及公司秘書。蔣先生是特許公認會計師公會的會員及中國執業會計師，蔣先生擁有約16年會計及財務經驗。在此之前，蔣先生曾任職國家審計署，亦曾任職兩家無線通信公司的財務及會計職務，分別是僑興電子有限公司(一家於美國納斯達克股票交易所上市的公司，股份代號為XING)及深圳市中興新通訊設備有限公司(一家於聯交所上市的公司，股份代號為00763)。蔣先生於一九九一年取得中山大學的經濟學學士學位。

**劉遠先生**，現年35歲，現任凱橋(北京)投資管理有限公司合夥人。曾任中國銀行深圳分行主管、管轄支行副行長。劉遠先生於中南財經政法大學經濟法系畢業取得法學學士學位。

**鄒樹林博士**，現年48歲，現時擔任中南財經政法大學工商管理客座教授。曾於中南財經政法大學任正副教授及曾任中國光大銀行深圳分行支行行長。鄒樹林博士畢業於中南財經政法大學。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員

### MEMBERS OF SUPERVISORY COMMITTEE

Supervisory committee in the PRC has similar functions as audit committee, which mainly reviews the financial results of the Company and the decisions made by the Board. Supervisors can represent the interest of shareholders or employees, and independent supervisors are recruited from outside and not related to any of the directors, supervisors, promoters and employees of the Company. Mr. Wang Xi Lin is appointed as a Supervisor through the recommendation of the Company's employees. Mr. Sun Zhongwen and Mr. Du Xuan are appointed as independent Supervisors.

**Mr. Sun Zhongwen**, aged 64, is a graduate of Changsha Railway University (now named as Central South University) with a bachelor's degree. Since 1968, he has been an engineer, chief engineer and head of operation of the Liuzhou Railway Administration of the Ministry of Railways and the vice president and standing committee of the party. In 1997, he was appointed as the deputy mayor of the Guilin municipal government in Guangxi, secretary of the work committee and director of the management committee of the Guilin National Hi-Tech Zone and the deputy director of the standing committee. He has retired in 2006.

**Mr. Du Xuan**, aged 46, is a graduate of the Computer Department of University of Electronic Science and Technology of China with a bachelor's degree in senior engineering. He has been the chairman of 深圳市金證科技股份有限公司 since 1998 and the vice chairman of Shenzhen Computer Software Association (深圳市計算機軟件協會) and vice chairman of Shenzhen Young Entrepreneurs Association (深圳市青年企業家協會) since 2001.

**Mr. Wang Xi Lin**, aged 45, is the general manager of the Company's automotive diagnostic product division and a Supervisor since March 2002. Mr. Wang graduated from the China Mining Industry University in Beijing with a master's degree in engineering. Prior to joining the Company in October 2000, Mr. Wang served as a senior engineer at several state-owned companies and led the R&D works in relation to large electronic control and electronic automation systems. Mr. Wang was formerly the head of the Company's R&D department, and had successfully led the development of the ADC2000 auto diagnostic computer.

### 監事會成員

國內監事會之職能類似審核委員會，主要負責審核財務業績及董事會所作之決定。監事可代表股東或僱員之權益，而獨立監事均從公司以外聘請，並獨立於本公司之任何董事、監事、發起人及僱員。王希琳先生透過本公司僱員推薦獲委任為監事，而孫中文先生及杜宣先生則獲委任為獨立監事。

**孫中文先生**，現年64歲，畢業於長沙鐵道學院(現為中南大學)學士學位，一九六八年以來先後擔任鐵道部柳州鐵路局工程師、總工程師及工程處處長職務，以及柳州鐵路局副局長兼任黨委常委職務。孫先生於一九九七年擔任廣西桂林市人民政府副市長職務，兼任桂林市國家高新區工委書記、管委會主任及人大常委會副主任。孫先生於二零零六年榮休。

**杜宣先生**，現年46歲，畢業於中國電子科技大學計算機系高級工程師學士學位，自一九九八年至今擔任深圳市金證科技股份有限公司董事長，並自二零零一年起兼任深圳市計算機軟件協會副會長，以及深圳市青年企業家協會副會長。

**王希琳先生**，現年45歲，本公司汽車診斷事業部總經理，自二零零二年三月起擔任監事。王先生畢業於北京中國礦業大學，擁有工程碩士學位。於二零零零年十月加入本公司前，王先生曾在多家國有企業擔任高級工程師，領導大型電子控制及電子自動系統相關之研發工作。王先生曾擔任本公司研發部門總監，並成功領導ADC2000汽車診斷電腦之開發工作。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員

### SENIOR MANAGEMENT

**Ms. Huang Zhao Huan**, aged 36, is the head of the Company's domestic marketing centre. Ms. Huang is a graduate of Nanchong Teaching University with a bachelor's degree in mathematics. She is currently responsible for the development and management of the Company's domestic sales network and marketing activities and customer relationships of its major customers. She joined the Company in 1996.

**Mr. Hu Kai**, aged 35, is the head of the Company's production and procurement department. Mr. Hu has a degree in economic management for Guangxi Teaching University and joined the Company as a manager of purchase division in 1995. He is mainly responsible for overseeing the Company's production planning and management.

**Mr. Guo Feng**, aged 37, graduated from Xian Electronic Technology University majoring in Communication Engineering. He has been responsible for R&D and implementation of automatic control system of large buildings. He joined Launch in 1999 and worked his way up from engineer, division manager to general manager now. He has successfully led the R&D and improvement of a series of products including engine analyzer and so on.

**Mr. Jiang Shiwen**, aged 36, is the Company's Chief Information Officer. Mr. Jiang graduated from Dalian University of Technology and Shanghai Jiao Tong University with a master's degree in mathematics and a MBA degree. Prior to joining the Company in 2002, he had worked in several major privately-owned and foreign enterprises as development engineer, in charge of the R&D work relating to large scale management system, e-commerce system and embedded system. Mr. Jiang oversees the construction, implementation and maintenance of the entire IT system of the Company. He has led the Company in the successful planning, design and online operation of a number of large IT networks including ERP, CRM and OA systems.

### 高級管理人員

**黃兆歡女士**，現年36歲，本公司國內市場中心主管。黃女士畢業於南充師範學院，擁有數學學士學位。彼現時負責發展及管理本公司之國內銷售網絡及市場推廣活動，以及本公司主要客戶之客戶關係。黃女士於一九九六年加入本公司。

**胡凱先生**，現年35歲，本公司生產及採購部門主管。胡先生持有廣西師範大學之經濟管理學位，於一九九五年加入本公司，擔任採購分部經理。彼主要負責監管本公司之生產規劃及管理。

**郭鋒先生**，現年37歲，畢業於西安電子科技大學通訊工程專業，本科學歷，主導研發過大型樓宇自動控制系統及實施工程項目，於一九九九年加入本公司，先後擔任研發工程師／部門經理／事業部總經理，並成功領導EA系列發動機綜合性能分析儀等產品的研發和改進工作。

**蔣仕文先生**，現年36歲，本公司首席信息官。蔣先生畢業於大連理工大學和上海交通大學，擁有數學碩士和工商管理碩士學位。於2002年加入本公司前，蔣先生曾在多家大型民營和外資企業擔任開發工程師，領導大型管理系統、電子商務系統和嵌入式系統相關之研發工作。蔣先生負責領導公司整體的IT系統建設、運行和維護，曾成功領導了公司ERP、CRM、OA等多套大型系統的規劃、設計和上線工作。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員

### SENIOR MANAGEMENT (Continued)

**Mr. Zhang Wei**, aged 39, is the Company's Chief Technology Officer. Mr. Zhang graduated from Tsinghua University and Chinese Academy of sciences with a MS degree. Prior in joining in the Company in 2008, he worked as a high school teacher, chief representative in China of foreign-invested enterprise, deputy general manager and chief technology officer of major privately-owned enterprise, in charge of research and development projects. Mr. Zhang is now responsible for establishing the policy and carrying on research for the next generation products. He is an important performer to the Company's technology policy.

**Ms. Zhao Yuhong**, aged 46, is the Assistant of President and Financing Manager of the Company. Ms. Zhao acted as chief financial officer of 廣東威達醫用科技股份有限公司 (Shenzhen Stock Exchange stock code: 000603) and deputy general accountant of 白銀銅城商廈(集團)股份有限公司 (Shenzhen Stock Exchange stock code: 000672). Ms. Zhao joined the Company in 2005, and now is responsible for the group's finance facilities and public relations with banks.

### QUALIFIED ACCOUNTANT AND COMPANY SECRETARY

**Mr. Liu Chun Ming**, aged 34, is the financial controller and company secretary of the Company. Mr. Liu is a qualified accountant and obtained a bachelor's degree (Honours) in accountancy from the City University of Hong Kong in 1997. He is a fellow member of the Association of Chartered Certified Accountants, and, prior to joining the Company in March 2002, has worked in an international audit firm for few years.

### COMPLIANCE OFFICER

**Mr. Liu Jun**, executive Director, compliance officer and authorised representative. Mr. Liu will be advising on and assisting the Board in implementing procedures to ensure that the Company complies with the GEM Listing Rules and other relevant laws and regulations applicable to the Company and responding efficiently to all inquiries directed to the Company by the Stock Exchange.

### 高級管理人員(續)

張偉先生，現年39歲，本公司首席技術官。張先生畢業於清華大學和中國科學院，擁合理學碩士學位。於二零零八年加入本公司前，曾擔任高校教師、外資企業中國首席代表、大型民營企業副總經理兼技術總監，主導研究開發項目。張先生現負責制定下一代產品的策略和進行研究工作，是公司技術戰略的重要執行者。

趙育虹女士，現年46歲，任公司總裁助理兼融資經理。趙女士曾任廣東威達醫用科技股份有限公司財務總監(深交所股票代碼000603)，白銀銅城商廈集團股份有限公司(深交所股票代碼000672)副總會計師。趙女士為蘭州商學院會計學本科學士。趙女士於2005年加入本公司，現時負責集團融資及銀行公共關係事務。

### 合資格會計師及公司秘書

廖俊明先生，現年34歲，本公司之財務總監兼公司秘書。廖先生乃合資格會計師，於一九九七年在香港城市大學取得會計(榮譽)學士學位。彼為英國特許會計師公會資深會員，於二零零二年三月加入本公司前，於一家國際核數師行工作多年。

### 監察主任

劉均先生乃執行董事、監察主任兼授權代表。劉先生負責向董事會提供意見，並協助董事會採取步驟，確保本公司遵守創業板上規及其他適用於本公司之相關法規，以及有效率地回覆聯交所對本公司之詢問。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理人員

### AUDIT COMMITTEE

The audit committee was established by the Company on 21 March 2002, with written terms of reference in compliance with the requirements as set out in Rules 5.23 to 5.25 of the GEM Listing Rules. The principal duties of the committee are the review and supervision of the Company's reporting process and internal control. The Group's audit committee has held five meeting since early 2009. The old and new members of the audit committee are as follows:

Name 姓名	Position in the audit committee 審核委員會職銜	Position in the Board 董事會職銜
Mr. Zhang Xiao Yu 張小虞先生 (resigned on 18 March 2010) (於二零一零年三月十八日辭任)	chairman 主席	independent non-executive Director 獨立非執行董事
Professor Hu Zi Zheng 胡子正教授 (resigned on 18 March 2010) (於二零一零年三月十八日辭任)	member 成員	independent non-executive Director 獨立非執行董事
Mr. Yim Hing Wah 嚴慶華先生 (resigned on 14 July 2009) (於二零零九年七月十四日辭任)	member 成員	independent non-executive Director 獨立非執行董事
Mr. Jiang Chao 蔣超先生 (appointed on 18 March 2010) (於二零一零年三月十八日獲委任)	chairman 主席	independent non-executive Director 獨立非執行董事
Mr. Liu Yuan 劉遠先生 (appointed on 18 March 2010) (於二零一零年三月十八日獲委任)	member 成員	independent non-executive Director 獨立非執行董事
Dr. Zou Shulin 鄒樹林博士 (appointed on 18 March 2010) (於二零一零年三月十八日獲委任)	member 成員	independent non-executive Director 獨立非執行董事

### 審核委員會

本公司已於二零零二年三月二十一日根據創業板上市規則第5.23至第5.25條所載之規定成立具有明確職權範圍之審核委員會。審核委員會之主要職責為審核本公司之財務申報及內部監控工作。集團之審核委員會於二零零九年年初至今曾召開五次會議。審核委員會之新舊成員如下：



### CORPORATE GOVERNANCE PRACTICE

The Group commits to maintaining and ensuring a high level of corporate governance standards and continuously reviews and improves our corporate governance and internal controls practices. Set out below are the principles of corporate governance as adopted by the Company during the reporting year.

### DISTINCTIVE ROLE OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman of the Board is responsible for leading the Board of Directors in establishing and monitoring the implementation of strategies and plans to create values for shareholders.

The Chief Executive Officer is responsible for managing the operation of the Group's businesses, proposing strategies to the Board and the effective implementation of the strategies and policies adopted by the Board.

### THE BOARD

As of 31 December 2009, there were six members on the Board, which are the Chairman, two other Executive Directors, a Non-Executive Director ("NED") and two Independent Non-Executive Directors ("INEDs").

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.

None of the INEDs has any business or financial interests with the Group nor has any relationship with other directors and confirmed their independences to the Group pursuant to Rule 5.09 of the GEM Listing Rules.

### 企業管治常規

本集團一直致力確保企業管治標準維持於高水平，並持續檢討及改善企業管治及內部監控常規。以下為本公司於報告年度內採納的企業管治原則。

### 主席及行政總裁的分工

董事會主席負責領導董事會制訂及監控業務策略與計劃的推行，務求為股東締造更高的企業價值。

行政總裁負責管理集團業務運作、向董事會提呈策略方針，以及落實推行獲董事會採納的策略及政策。

### 董事會

於二零零九年十二月三十一日，董事會由六位成員組成，分別為主席及其他兩位執行董事、一位非執行董事（「非執行董事」）及二位獨立非執行董事（「獨立非執行董事」）。

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，其獨立判斷不會受到影響。此外，董事會認為，各獨立非執行董事均為董事會事務及其決策貢獻本身的相關經驗。

獨立非執行董事並無涉及本集團的任何業務及財務利益，且與其他董事亦並無任何關係，並已根據創業板上市規則第5.09條向本集團確認彼等為獨立人士。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

The Board met regularly during the year and on 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 the plans to enhance shareholders' value. Daily operational decisions are delegated to the Executive Directors. The Board met 9 times during the year and the Directors' attendance is shown in the table on page 27. The NED and INEDs may take independent professional advice at the Company's expense in carrying out their functions. The Board has arranged for appropriate insurance coverage for the Directors

The Company appointed each of the Non-Executive directors during the Annual General Meeting or by the Board for new appointment during the year. The term of each of these appointments shall be expired up to the forthcoming Annual General Meeting and can offer for re-election in the Annual General Meeting.

### AUDIT COMMITTEE

The Audit Committee ("Committee") comprises the three INEDs, Mr. Jiang Chao, Mr. Liu Yuan and Dr. Zou Shuliu with Mr. Jiang Chao serving as the chairman of the Committee. Each member brings to the Committee his valuable experience in reviewing financial statements and evaluating significant control and financial issues of the Group. Mr. Jiang is a member of the Hong Kong Society of Accountants. Mr. Jiang has many years of experience in auditing, accounting, taxation, business consulting and financial management. He possesses the appropriate professional qualification on accounting or related financial management expertise as required under Rule 5.05 (2) of the GEM Listing Rules. Member's attendance at the 5 meetings held during the year is set out in the table on page 27.

### 董事會 (續)

年內，本集團定期及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。日常營運決策乃授予執行董事。年內，董事會舉行了9次會議，而董事的出席記錄見第27頁所載表內。非執行董事及獨立非執行董事在履行彼等的職責時，可諮詢獨立專業人士的意見，費用概由本公司承擔。

每名非執行董事均由本公司於股東週年大會委任或由董事會於年內新委任。此類委任之任期均須於應屆股東週年大會屆滿，並可於同屆股東週年大會重選連任。

### 審核委員會

審核委員會(「委員會」)由三位獨立非執行董事，即蔣超先生、劉遠先生及鄒樹林博士組成，其中蔣超先生擔任委員會主席。在審閱財務報表、評估本集團重大監控及財務事宜方面，各成員均為委員會貢獻本身的相關寶貴經驗。蔣先生為香港會計師公會會員。蔣先生於核數、會計、稅務、商業諮詢及財務管理方面擁有多年經驗。彼具備創業板上市規則第5.05(2)條所規定的合適專業會計資格或相關財務管理專才。於年內舉行的5次會議的成員出席記錄見第27頁所載表內。

### AUDIT COMMITTEE (Continued)

The Committee is required to assist the Board to fulfill its responsibilities related to external financial reporting, associated announcements and system of internal control. During the year, the Committee reviewed the quarterly and annual reports. Additional meetings may also be held by the Committee from time to time to discuss special projects or other issues that the Committee considered necessary.

The Committee is also responsible for the development, implementation and monitoring of the Groups' policy on external audit. The Committee recommended the appointment and reappointment of the Group's external auditors.

### REMUNERATION COMMITTEE

The Company has not established a Remuneration Committee. The Board is responsible for determining the Company's policy on remuneration of directors and reviewing all remuneration packages of directors. The Company currently plans to set up a Remuneration Committee.

In determining the remuneration of each Director, the Board looks into individual competence and his/her contributions to the Company, together with the benchmark of the similar executive positions in the market.

### NOMINATION OF DIRECTORS

The Board is responsible for considering the suitability of an individual to act as a Director, and approving and terminating the appointment of a Director. The Company has not established a Nomination Committee. The Company currently plans to set up a Nomination Committee.

### 審核委員會(續)

委員會須協助董事會履行其就對外財務申報、相關公佈及內部監控制度的職責。年內，委員會已審閱各季度報告及年報。此外，委員會亦會不時因應需要，就商討特殊項目或其他事宜舉行額外會議。

此外，委員會亦負責發展、執行及監控本集團的外部審核政策，並就外聘核數師的委聘及續聘作出推薦。

### 薪酬委員會

本公司並無成立薪酬委員會。董事會負責釐定本公司的董事薪酬政策，並檢討所有董事薪酬組合。本公司目前正計劃成立薪酬委員會。

在釐定每位董事的薪酬時，董事會會考慮個別董事的能力及其對本公司的貢獻，以及類似行政職位的市場薪酬指標。

### 董事提名

董事會負責考慮個別人士是否勝任董事一職，並負責批核及終止董事委任。本公司並無成立提名委員會。本公司目前正計劃成立提名委員會。

### NOMINATION OF DIRECTORS (Continued)

The Chairman is responsible for identifying suitable candidates for member of the Board when there is a vacancy or an additional director is considered necessary. The Chairman proposes the appointment of such candidates to each member of the Board for consideration. Each member of the Board will review the qualifications of the relevant candidates for determining the suitability to the Group on the basis of his or her qualifications, experiences and background.

### 董事提名(續)

董事會主席負責物色合適人選出任董事，以填補空缺或在有需要時的新增董事名額。主席會向董事會各成員建議合資格人選作考慮。董事會各成員將根據候選人的資歷、經驗及背景評估有關人士是否切合本集團的要求。

### MEETINGS ATTENDANCE

### 會議出席記錄

		Board 董事會	Audit Committee 審核委員會
<b>Number of Meetings</b>	會議次數	9	5
<b>Executive directors</b>	執行董事		
Mr. Liu Xin	劉新先生	9	N/A 不適用
Mr. Liu Jun	劉均先生	9	N/A 不適用
Professor Wang Xue Zhi (resigned)	王學志教授 (已辭任)	8	N/A 不適用
Ms. Liu Ping (newly appointed)	劉平女士 (新委任)	1	N/A 不適用
<b>Non-executive director</b>	非執行董事		
Ms. Liu Yong	劉庸女士	9	N/A 不適用
<b>Independent non-executive directors</b>	獨立非執行董事		
Mr. Zhang Xiao Yu (resigned)	張小虞先生 (已辭任)	4	4
Professor Hu Zi Zheng (resigned)	胡子正教授 (已辭任)	4	4
Mr. Yim Hing Wah (resigned)	嚴慶華先生 (已辭任)	3	3
Mr. Jiang Chao (newly appointed)	蔣超先生 (新委任)	1	1
Mr. Liu Yuan (newly appointed)	劉遠先生 (新委任)	1	1
Dr. Zou Shulin (newly appointed)	鄒樹林博士 (新委任)	1	1

# Corporate Governance Report

## 企業管治報告

### CONFIRMATION OF COMPLIANCE WITH MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors’ securities transactions. The Directors have confirmed, following specific inquiry by the Company that they have complied with the required standard set out in the Model Code during the year under review.

### AUDITORS’ 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 independent auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company. During the year under review, the Group is required to pay an aggregate of approximately RMB1,300,000 to the external auditors for their services including audit and non-audit services.

### DIRECTORS’ AND INDEPENDENT AUDITORS’ RESPONSIBILITIES FOR ACCOUNTS

The Directors’ responsibilities for the accounts and the responsibilities of the external independent auditors to the shareholders are set out on page 38.

### LOOKING FORWARD

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavors to take the necessary actions to ensure the compliance with the provisions of the Code on Corporate Governance Practices introduced by the Stock Exchange.

### 確認遵守標準守則

本公司已採納創業板上市規則第5.48至第5.67條所載列的上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易的操守守則。經本公司作出特定查詢後，全體董事已確認彼等於回顧年度內均已遵守標準守則載列的所需標準。

### 核數師酬金

本公司審核委員會負責外部核數師的委聘事宜及檢討外部核數師執行的任何非審核職能，包括該等非審核職能會否對本公司構成任何潛在重大不利影響。於回顧年度內，本集團須就外部獨立核數師所提供的服務(包括審計及非審計服務)向其支付合共約人民幣1,300,000元。

### 董事及獨立核數師就賬目的責任

董事就賬目的責任及外部獨立核數師就股東的責任載列於第38頁。

### 展望

本集團將繼續適時檢討其企業管治水平，而董事會將竭力採取所需措施，以確保遵守聯交所頒佈的企業管治常規守則條文。

The Directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2009.

### PRINCIPAL ACTIVITIES

The Company is engaged in the provision of products and services serving the automotive aftermarket and the automobile industry in the PRC and certain overseas countries. The principal activities of its subsidiaries are set out in note 17 to the financial statements.

### RESULTS AND APPROPRIATIONS

Details of the results of the Group and appropriations of the Company for the year are set out in the consolidated statement of comprehensive income and consolidated statement of changes in equity respectively and the accompanying note 31 to the financial statements.

The Directors recommend the payment of a final dividend of RMB0.03 per Share to the shareholders on the register of members on 25 May 2010 amounting to RMB18,108,000.

### PROPERTY, PLANT AND EQUIPMENT

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

董事會提呈本公司截至二零零九年十二月三十一日止年度的年報及經審核財務報表。

### 主要業務

本公司業務為向中國及若干海外國家的汽車後市場及汽車行業提供產品及服務。其附屬公司的主要業務載於財務報表附註17。

### 業績及分配

集團本年度業績及本公司本年度分配的詳情分別載於綜合全面收益表及綜合權益變動報表以及財務報表附註31。

董事建議派付末期股息每股人民幣0.03元予於二零一零年五月二十五日名列於股東名冊的股東，合共約人民幣18,108,000元。

### 物業、廠房及設備

集團及本公司物業、廠房及設備於年內的變動詳情載於財務報表附註13。

# Directors' Report

## 董事會報告書

### DIRECTORS AND SUPERVISORS

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

Executive directors:

Mr. Liu Xin (*Chairman*) (*reappointed on 18 March 2010*)

Mr. Liu Jun (*Chief Executive Officer*) (*reappointed on 18 March 2010*)

Professor Wang Xue Zhi (*resigned on 18 March 2010*)

Ms. Liu Ping (*appointed on 18 March 2010*)

Non-executive director:

Ms. Liu Yong (*reappointed on 18 March 2010*)

Independent non-executive directors:

Mr. Zhang Xiao Yu (*resigned on 18 March 2010*)

Professor Hu Zi Zheng (*resigned on 18 March 2010*)

Mr. Yim Hing Wah (*resigned on 14 July 2009*)

Mr. Jiang Chao (*appointed on 18 March 2010*)

Mr. Liu Yuan (*appointed on 18 March 2010*)

Dr. Cou Shulin (*appointed on 18 March 2010*)

Supervisors:

Ms. Hou Wen Tao (*resigned on 18 March 2010*)

Mr. Guo Jian Yuan (*resigned on 18 March 2010*)

Mr. Wang Xi Lin

Mr. Sun Zhongwen (*appointed on 18 March 2010*)

Mr. Du Xuan (*appointed on 18 March 2010*)

All Directors and Supervisors have entered into service contracts with the Company, for a term of three years.

In accordance with the provisions of the Company's Articles of Association, the term of office of the Directors shall be three years commencing from the date of appointment or re-election and renewable upon re-appointment or re-election. In accordance with the provisions of the Company's Articles of Association and the PRC Company Law, the term of office of supervisors shall also be three years and renewable upon re-appointment or re-election.

None of the Directors or Supervisors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### 董事及監事

本年度及至本報告日期，本公司的董事及監事為：

執行董事：

劉新先生 董事長(於二零一零年三月十八日獲重新委任)

劉均先生 行政總裁(於二零一零年三月十八日獲重新委任)

王學志教授(於二零一零年三月十八日辭任)

劉平女士(於二零一零年三月十八日獲委任)

非執行董事：

劉庸女士(於二零一零年三月十八日獲重新委任)

獨立非執行董事：

張小虞先生(於二零一零年三月十八日辭任)

胡子正教授(於二零一零年三月十八日辭任)

嚴慶華先生(於二零零九年七月十四日辭任)

蔣超先生(於二零一零年三月十八日獲委任)

劉遠先生(於二零一零年三月十八日獲委任)

鄒樹林博士(於二零一零年三月十八日獲委任)

監事：

侯文濤女士(於二零一零年三月十八日辭任)

郭健源先生(於二零一零年三月十八日辭任)

王希琳先生

孫中文先生(於二零一零年三月十八日獲委任)

杜宣先生(於二零一零年三月十八日獲委任)

各董事及監事已與本公司訂立服務合約，任期為三年。

根據本公司組織章程條文，董事任期自委任或連任日期起計三年，並可經重新委任或重選續任。根據本公司組織章程及中國公司法條文，監事任期也是三年，並可經重新委任或重選續任。

董事或監事概無訂立本公司不可於一年內在毋須支付賠償(法定賠償除外)的情況下終止的服務合約。



### DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

#### (a) Interests and short positions of Directors, Chief Executives and Supervisors of the Company in the share capital of the Company and its associated corporations

As at 31 December 2009, the Directors, Chief Executives and Supervisors of the Company had the following interests and short positions in the shares, debentures or underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which have been required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which have been required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

#### Long positions in Shares

##### Domestic Shares

Name of Director 董事姓名	Capacity in which shares were held 持股身份	Number of domestic shares 內資股數目	Approximate percentage of the Company's issued domestic shares	Approximate percentage of the Company's total issued shares
			佔本公司 已發行內資股 概約百分比	佔本公司已 發行股份總數 概約百分比
Mr. Liu Xin 劉新先生	<sup>(1)</sup> Beneficiary owner <sup>(1)</sup> 實益擁有人	138,636,000	42.01%	22.97%
	<sup>(2)</sup> Interest in controlled company <sup>(2)</sup> 於受控公司權益	138,864,000	42.08% (Note 1) (附註 1)	23.01%

### 董事、監事及主要行政人員於證券的權益

#### (a) 本公司董事、主要行政人員及監事於本公司及其相關法團之股本中之權益及淡倉

於二零零九年十二月三十一日，本公司董事、主要行政人員及監事於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、債券或相關股份中持有下列權益及淡倉，且已根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所(包括根據證券及期貨條例有關條文被視為或當作由董事擁有之權益及淡倉)，或須載入根據證券及期貨條例第352條而存置之登記冊內或根據創業板上市規則第5.48至第5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益及淡倉如下：

#### 股份好倉

##### 內資股

# Directors' Report

## 董事會報告書

### DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES (Continued)

### 董事、監事及主要行政人員於證券的權益(續)

#### Long positions in Shares (Continued)

#### 股份好倉(續)

##### Domestic Shares (Continued)

##### 內資股(續)

Name of Director 董事姓名	Capacity in which shares were held 持股身份	Number of domestic shares 內資股數目	Approximate percentage of the Company's issued domestic shares	Approximate percentage of the Company's total issued shares
			佔本公司 已發行內資股 概約百分比	佔本公司已 發行股份總數 概約百分比
	<sup>(3)</sup> Interest in controlled company	10,261,000	3.11%	1.70%
	<sup>(3)</sup> 於受控公司權益		(Note 2)	
Mr. Liu Jun	Interest in controlled company	138,864,000	42.08%	23.01%
劉均先生	於受控公司權益		(Note 3)	

Notes:

附註:

(1) Mr. Liu Xin holds 60.00% interest in 深圳市浪曲科技開發有限公司("Shenzhen Langqu") which holds approximately 42.08% interest in the issued domestic shares of the Company. The corporate interest of Mr. Liu Xin in the Company duplicates with that held by Mr. Liu Jun in the Company. By virtue of Mr. Liu Xin's holding more than one-third interest in Shenzhen Langqu, Mr. Liu Xin is deemed, under Part XV of the SFO, to be interested in approximately 42.08% interest in the issued domestic shares of the Company apart from his personal interest of 42.01% interest in the issued domestic shares of the Company.

(1) 劉新先生持有深圳市浪曲科技開發有限公司(「深圳浪曲」)之60.00%權益，而深圳浪曲則持有本公司已發行內資股約42.08%權益。劉新先生於本公司之公司權益與劉均先生於本公司所持之權益重複。由於劉新先生持有深圳浪曲三分之一以上權益，故根據證券及期貨條例第XV部，劉新先生除擁有本公司已發行內資股中42.01%之個人權益外，亦被視作擁有本公司已發行內資股約42.08%權益。

### DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES (Continued)

#### Long positions in Shares (Continued)

##### Domestic Shares (Continued)

- (2) Mr. Liu Xin holds 40.00% interest in 深圳市得時域投資有限公司("Shenzhen De Shi Yu") which holds 3.11% interest in the issued domestic shares of the Company. By virtue of Mr. Liu Xin's holding more than one-third interest in Shenzhen De Shi Yu, Mr. Liu Xin is deemed, under the Part XV of the SFO, to be interested in 3.11% interest in the issued domestic shares of the Company apart from his personal interest of 42.01% interest in the issued domestic shares of the Company.
- (3) Mr. Liu Jun holds 40.00% interest in Shenzhen Langqu which holds approximately 42.08% interest in the issued domestic shares of the Company. The corporate interest of Mr. Liu Jun in the Company duplicates with that held by Mr. Liu Xin in the Company. By virtue of Mr. Liu Jun's holding more than one-third interest in Shenzhen Langqu which holds approximately 42.08% interest in the issued domestic shares of the Company, Mr. Liu Jun is deemed, under Part XV of the SFO, to be interested in approximately 42.08% interest in the issued domestic shares of the Company.

Save as disclosed above, as at 31 December 2009, none of the Directors, Chief executives or Supervisors of the Company had any personal, family, corporate or other interests or short positions in any shares, debentures or underlying shares of the Company or any of its associated corporations as defined in the SFO.

### 董事、監事及主要行政人員於證券的權益(續)

#### 股份好倉(續)

##### 內資股(續)

- (2) 劉新先生於深圳市得時域投資有限公司(「深圳得時域」)持有 40.00% 權益，而深圳得時域則持有本公司已發行內資股約 3.11% 之權益。除劉新先生於本公司已發行內資股擁有 42.01% 之個人權益外，由於其亦持有深圳得時域三分之一以上權益，故根據證券及期貨條例第 XV 部，劉新先生被視作擁有本公司已發行內資股約 3.11% 之權益。
- (3) 劉均先生持有深圳浪曲之 40.00% 權益，而深圳浪曲則持有本公司已發行內資股約 42.08% 權益。劉均先生於本公司之公司權益與劉新先生於本公司所持之權益重複。由於劉均先生持有深圳浪曲(深圳浪曲持有本公司已發行內資股約 42.08% 權益)三分之一以上權益，故根據證券及期貨條例第 XV 部，劉均先生被視作擁有本公司已發行內資股約 42.08% 權益。

除上文所披露以外，於二零零九年十二月三十一日，本公司各董事、主要行政人員或監事概無於本公司或其任何相關法團(定義見證券及期貨條例)之股份、債券或相關股份中持有任何個人、家族、公司或其他權益及淡倉。

### DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES (Continued)

**(b) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial shareholders**

So far as known to the Directors, as at 31 December 2009, the following persons (not being a Director or supervisor of the Company) had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or be directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

**Long positions in shares and underlying shares in the Company**

*(i) Domestic Shares*

Name 名稱	Capacity in which shares were held 持股身份	Number of domestic shares 內資股數目	Approximate percentage of the Company's issued domestic shares	Approximate percentage of the Company's total issued shares
			佔本公司 已發行內資股 概約百分比	佔本公司已 發行股份總數 概約百分比
Shenzhen Langqu 深圳浪曲	Interest in controlled company 受控公司權益	138,864,000	42.08% (Note 1) (附註1)	23.01%

Note:

- (1) The legal and beneficial interests in the shares of Shenzhen Langqu are owned by Mr. Liu Xin as to 60% and by Mr. Liu Jun as to 40% respectively. Mr. Liu Xin and Mr. Liu Jun are therefore deemed to be interested in all Domestic Shares registered in the name of Shenzhen Langqu under Part XV of the SFO.

### 董事、監事及主要行政人員於證券的權益(續)

**(b) 擁有根據證券及期貨條例第XV部第2及3分部須予披露權益或淡倉之人士及主要股東**

於二零零九年十二月三十一日，就董事所知，以下人士（非本公司董事或監事除外）於本公司股份或有關股份中持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之權益或淡倉，或直接或間接於附有少於任何情況下於本集團任何其他成員公司股東大會上投票之權利之任何類別股本中擁有10%或以上之權益：

**於本公司股份及相關股份之好倉**

*(i) 內資股*

附註：

- (1) 劉新先生及劉均先生分別擁有深圳浪曲股份之法定及實益權益之60%及40%。因此，根據證券及期貨條例第XV部，劉新先生及劉均先生被視為於所有以深圳浪曲名義註冊之內資股中擁有權益。

### DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES (Continued)

(b) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial shareholders (Continued)

(ii) H Shares

Name 名稱	Capacity in which shares were held 持股身份	Interests in H shares long position 於H股好倉 之權益	Approximate	Approximate
			percentage of the Company's issued H shares 佔本公司 已發行H股 概約百分比	percentage of the Company's total issued shares 佔本公司 全部已發行 股份概約 百分比
McCarthy Kent C.	Interest of corporation controlled by substantial shareholder 主要股東所控制的法團權益	76,660,000	28.02%	12.70% (Note) (附註)
Jayhawk Paivate Equity Fund, L. P. ("JPEF")	Investment manager 投資經理	71,906,693	26.28%	11.91%
Templeton Asset Management Ltd.	Investment manager 投資經理	45,600,000	16.67%	7.55%
International Finance Corporation	Beneficial owner 實益擁有人	38,000,000	13.89%	6.30%
Genesis Fund Managers, LLP	Investment manager 投資經理	38,000,000	13.89%	6.30%
Genesis Smaller Companies SICAV	Investment manager 投資經理	22,651,000	8.28%	3.75%

### 董事、監事及主要行政人員於證券的權益(續)

(b) 擁有根據證券及期貨條例第XV部第2及3分部須予披露權益或淡倉之人士及主要股東(續)

(ii) H股

Approximate  
percentage  
of the  
Company's  
total  
issued shares  
佔本公司  
全部已發行  
股份概約  
百分比

Approximate  
percentage  
of the  
Company's  
issued  
H shares  
佔本公司  
已發行H股  
概約百分比

12.70%  
(Note)  
(附註)

11.91%

7.55%

6.30%

6.30%

3.75%

### DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES (Continued)

(b) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial shareholders (Continued)

(ii) H Shares (Continued)

Name 名稱	Capacity in which shares were held 持股身份	Interests in H shares long position 於H股好倉 之權益	Approximate percentage of the Company's issued H shares 佔本公司 已發行H股 概約百分比	Approximate percentage of the Company's total issued shares 佔本公司 全部已發行 股份概約 百分比
United Technologies Corporation Master Trust	Investment manager 投資經理	15,349,000	5.61%	2.54%
Carlson Fund Equity Asian Small Cap	Investment manager 投資經理	12,180,000	4.45%	2.02%

Note:

McCarthy Kent C is interested in 100% of the issued share capital of JPEF. Therefore, by virtue of Part XV of the SFO, the H Shares in which JPEF are shown as being interested are included in and duplicate with interest in the H Shares held by McCarthy Kent C.

### 董事、監事及主要行政人員於證券的權益(續)

(b) 擁有根據證券及期貨條例第XV部第2及3分部須予披露權益或淡倉之人士及主要股東(續)

(ii) H股(續)

Name 名稱	Capacity in which shares were held 持股身份	Interests in H shares long position 於H股好倉 之權益	Approximate percentage of the Company's issued H shares 佔本公司 已發行H股 概約百分比	Approximate percentage of the Company's total issued shares 佔本公司 全部已發行 股份概約 百分比
United Technologies Corporation Master Trust	Investment manager 投資經理	15,349,000	5.61%	2.54%
Carlson Fund Equity Asian Small Cap	Investment manager 投資經理	12,180,000	4.45%	2.02%

附註：

McCarthy Kent C於JPEF已發行股本擁有100%之權益，因此，按證券及期貨條例第XV部，JPEF據顯示擁有之該等H股權益乃包括於並與McCarthy Kent C持有之H股權益重覆。

### DIRECTORS' INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2009.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate turnover attributable to the Group's five largest customers was approximately 22% of the Group's total turnover and the Group's largest customer accounted for approximately 11% of the Group's turnover.

The aggregate purchases during the year attributable to the Group's five largest suppliers was approximately 23% of the Group's total purchases and the Group's largest supplier accounted for approximately 8% of the Group's total purchases.

None of the Directors, or Supervisors, their associates or any shareholder of the Company (which to the knowledge of the directors and supervisors own more than 5% of the Company's issued share capital) had any interest in any of the five largest customers or suppliers of the Group.

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

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

### 董事於合約及關連交易的權益

本公司董事概無於本公司或其任何附屬公司所訂立直至本年度結束或於截至二零零九年十二月三十一日止年度期間任何時間仍然存續之任何重大合約中直接或間接擁有重大權益。

### 主要客戶及供應商

年內，集團五大客戶應佔的營業總額約為集團總營業額約22%，而集團最大客戶則佔集團總營業額約11%。

年內，集團五大供應商應佔的採購總額約為集團總採購額約23%，而集團最大供應商則佔集團總採購額約8%。

就董事所知，擁有超過本公司已發行股本5%權益的本公司董事、監事、彼等的聯繫人士或任何股東，概無擁有集團五大客戶或供應商中任何一間的任何權益。

### 購買、出售或贖回本公司已上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何已上市證券。

### PRE-EMPTIVE RIGHTS

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

### BOARD PRACTICES AND PROCEDURES

The Company has complied with the board practices and procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules during this year.

### AUDIT COMMITTEE

An audit committee was established on 21 March 2002 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group. The audit committee comprises the three independent non-executive directors, Mr. Jiang Chao, Mr. Liu Yuan and Mr. Cou Shulin.

Five audit committee meetings were held in 2009 and up to the date of this announcement to perform the following duties:

- review the 2008 and 2009 annual reports and first to third quarterly reports of 2009 of the Company; and
- review and supervise the internal control system of the Group.

### 優先認購權

本公司之公司組織章程或中國法例並無訂明本公司須按比例向現有股東發售新股的優先認購權條文。

### 董事會慣例及程序

本公司於本年度遵照創業板上市規則第5.34至5.45條所載董事會慣例及程序。

### 審核委員會

本公司已於二零零二年三月二十一日，根據創業板上市規則第5.28至5.33條，成立具有明確職權範圍之審核委員會。審核委員會的主要職責為審核及監督集團的財務申報過程及內部控制制度。審核委員會之成員包括三名獨立非執行董事蔣超先生、劉遠先生及鄒樹林先生。

於二零零九年度及截至本公佈日期期間，本公司曾召開5次審核委員會會議，以履行以下職責：

- 審閱本公司二零零八年及二零零九年年報及二零零九年第一至第三季度季度報告；以及
- 審閱及監督本集團的內部控制制度。



### SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiry to all Directors and the Company is not aware of any non-compliance with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the year.

### COMPETING INTERESTS

None of the Directors or the management shareholders of the Company or their respective associates (as defined in the GEM Listing Rules) had an interest in a business which causes or may cause significant competition with the business of the Group.

### INDEPENDENT AUDITORS

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Grant Thornton as independent auditors of the Company.

By order of the Board

**Launch Tech Company Limited**

**Liu Xin**

*Chairman*

Shenzhen, the PRC

31 March 2010

### 董事進行證券交易

本公司已採納一套有關董事進行證券交易之操守準則，條款不遜於創業板上市規則第5.48至5.67條所規定之交易標準。經向全體董事作出特別諮詢後，本公司並不知悉有任何董事於本年內不遵守規定之交易準則及本公司所採納之有關董事進行證券交易之操守準則。

### 競爭權益

本公司董事或管理層股東或彼等各自的聯繫人士(定義見創業板上市規則)概無於與本集團業務構成或可能構成激烈競爭的業務中擁有權益。

### 獨立核數師

本公司將於本公司股東週年大會上提呈決議案以重新委任均富會計師行為本公司之獨立核數師。

承董事會命

深圳市元征科技股份有限公司

董事長

劉新

中國，深圳

二零一零年三月三十一日

# Supervisory Committee's Report

## 監事會報告書

To: All Shareholders

During the year ended 31 December 2009, the Supervisory Committee of Launch Tech Company Limited has complied with the Company Law of the PRC and requirements of the relevant laws and regulations of Hong Kong and the Articles of Association of the Company, exercised conscientiously its authority, safeguarded the interests of the shareholders and the Company, followed the principle of honesty and trustworthiness and worked cautiously and diligently.

During the year, we provided reasonable suggestions and advice on the operations and development plans to the Board and strictly and effectively monitored whether the policies and decisions made had conformed with the state laws and regulations and the Articles of Association of the Company or safeguarded the interests of the shareholders.

After investigation, we consider that the financial statements of the Company, audited by Grant Thornton, truly and sufficiently reflect the operating results and asset positions of the Company. We also reviewed the Report of the Directors and the profit distribution proposal. We consider that the above report and proposal meet the requirements of the relevant regulations and associations of the Company. We have attended the meeting of the Board of Directors. We consider that the members of the Board of Directors, the chief executive and other officers have strictly complied with the principle of honesty and trustworthiness, worked diligently and sincerely acted in the best interests of the Company. Up to now, none of the Directors, chief executive and other officers have abused their powers, caused damages to the interests of the Company and infringed upon the interests of the Company and its staff, nor have they violated any laws, regulations or the Company's Articles of Association.

We are satisfied with the various tasks achieved in the year 2009 as well as the cost-effectiveness gained, and are confident about the prospects of future development of the Company.

On behalf of the Supervisory Committee  
**Sun Zhongwen**  
*Chairman of the Supervisory Committee*

Shenzhen, the PRC  
31 March 2010

致各位股東：

深圳市元征科技股份有限公司監事會（「本監事會」）在截至二零零九年十二月三十一日止年度內遵照《中華人民共和國公司法》、香港有關法律、法規及公司章程的規定，認真履行職權，維護股東權益，維護本公司利益，遵守誠信原則，恪盡職守，合理謹慎、勤勉主動地開展工作。

在本年度內本監事會對本公司的經營及發展計劃向董事會提出合理的建議和意見，對本公司管理層的重大決策及具體決定是否符合國家法律、法規以及本公司章程，是否維護股東利益等，進行了嚴格有效的監督。

本監事會認真審閱並同意董事會擬提呈予本次股東年會的董事會報告、經均富會計師行審核的財務報告以及股利派發方案，認為本公司董事會成員、總裁及其他高級管理人員，嚴格遵守誠信原則，工作克勤盡職，真誠地以公司最大利益為出發點行使職權。至今未發現董事、總裁及高級管理人員濫用職權、損害本公司利益及侵犯本公司股東和本公司員工權益之行為，亦未違反法例、規則或本公司的公司章程。

本監事會對本公司二零零九年度各項工作和取得的經濟效益表示滿意，對公司未來的發展前景充滿信心。

代表監事會  
監事會主席  
孫中文

中國，深圳  
二零一零年三月三十一日



Member of Grant Thornton International Ltd

**To the members of Launch Tech Company Limited**

*(A joint stock company with limited liability established in the People's Republic of China)*

We have audited the consolidated financial statements of Launch Tech Company Limited 深圳市元征科技股份有限公司 (the "Company") set out on pages 44 to 139, which comprise the consolidated and company statement of financial position as at 31 December 2009, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

**DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

致：深圳市元征科技股份有限公司股東  
(於中華人民共和國成立之股份有限公司)

本行已完成審核載於第44頁至第139頁深圳市元征科技股份有限公司(「貴公司」)的綜合財務報表，此綜合財務報表包括於二零零九年十二月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動報表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

**董事就財務報表須承擔的責任**

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》之披露要求，編製及真實而公平地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部監控，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況作出合理的會計估計。

# Independent Auditors' Report

## 獨立核數師報告書

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

### 核數師的責任

本行的責任是根據吾等的審核，對該等財務報表作出意見並僅向整體股東報告，除此之外本報告別無其他目的。本行不會就本報告的內容向任何其他人士負上或承擔任何責任。

本行已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道義規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

審核涉及執程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於期詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控之有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務表的整體列報方式。

本行相信，吾等所獲得的審核憑證充足及適當地為我們的審核意見提供基礎。

# Independent Auditors' Report

## 獨立核數師報告書

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### **Grant Thornton**

*Certified Public Accountants*

6th Floor, Nexus Building  
41 Connaught Road Central  
Hong Kong  
31 March 2010

### 意見

本行認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零九年十二月三十一日的事務狀況及 貴集團截至該日止年度的溢利及現金流量，並已按照香港《公司條例》的披露要求而妥為編製。

#### 均富會計師行

執業會計師

香港中環  
干諾道中 41 號  
盈置大廈 6 樓  
二零一零年三月三十一日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

			2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>	5	462,440	438,554
Cost of sales	銷售成本		(257,149)	(229,196)
<b>Gross profit</b>	<b>毛利</b>		205,291	209,358
Other income	其他收入	5	36,335	29,184
Selling expenses	銷售開支		(59,305)	(71,869)
Administrative expenses	行政費用		(53,449)	(61,346)
Research and development expenses	研發費用		(20,297)	(17,212)
Other operating expenses	其他經營開支		(15,784)	(38,095)
Finance costs	財務成本	8	(20,054)	(26,973)
Share of results of an associate	應佔一間聯營公司業績	18	(5,333)	(7,121)
Gain on deemed disposal of interest in an associate	視作出售一間聯營公司權益之收益	18	-	4,244
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	6	67,404	20,170
Income tax expense	所得稅支出	9	(5,353)	(7,339)
<b>Profit for the year</b>	<b>本年度溢利</b>	10	62,051	12,831
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
Exchange gain/(loss) on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益/(虧損)		188	(103)
<b>Other comprehensive income for the year, net of tax</b>	<b>年內其他全面收益，稅後</b>		188	(103)
<b>Total comprehensive income attributable to owners of the Company</b>	<b>本公司擁有人應佔全面收益總額</b>		62,239	12,728
			RMB 人民幣	RMB 人民幣
<b>Earnings per share for profit attributable to the owners of the Company</b>	<b>本公司擁有人應佔每股溢利</b>			
- Basic	- 基本	12	10.3 cents 分	2.1 cents 分

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2009 於二零零九年十二月三十一日

			2009	2008
			二零零九年	二零零八年
	Notes		RMB'000	RMB'000
	附註		人民幣千元	人民幣千元
<b>ASSETS AND LIABILITIES</b>		<b>資產及負債</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	13	物業、廠房及設備	252,705	233,467
Leasehold land and land use rights	14	租賃土地及土地使用權	21,401	21,927
Goodwill	15	商譽	3,658	3,658
Development costs	16	開發成本	51,522	47,008
Interests in an associate	18	於一間聯營公司之權益	7,186	9,759
Club membership	19	會所會藉	1,177	1,177
			<b>337,649</b>	<b>316,996</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories	20	存貨	84,600	76,650
Trade receivables	21	應收貿易賬款	240,605	238,734
Bills receivables	22	應收票據	9,600	1,433
Other receivables, deposits and prepayments	23	其他應收款項、按金 及預付款項	122,032	164,616
Amount due from an associate	25	一間聯營公司欠款	374	3,159
Pledged/restricted bank deposits	26	已抵押／有限制之 銀行存款	675	21,000
Cash and cash equivalents	27	現金及現金等價物	242,348	97,583
			<b>700,234</b>	<b>603,175</b>
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables	28	應付貿易賬款	88,877	60,763
Bills payables		應付票據	-	21,000
Other payables and accrued charges		其他應付款項及應計費用	19,789	12,662
Income tax payables		應付所得稅項	16	12
Current portion of borrowings	29	借貸之流動部分	360,590	278,865
			<b>469,272</b>	<b>373,302</b>
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>230,962</b>	<b>229,873</b>
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	<b>568,611</b>	<b>546,869</b>
<b>Non-current liabilities</b>		<b>非流動負債</b>		
Borrowings	29	借貸	266	40,763
<b>Net assets</b>		<b>資產淨值</b>	<b>568,345</b>	<b>506,106</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2009 於二零零九年十二月三十一日

			2009	2008
			二零零九年	二零零八年
	Notes		RMB'000	RMB'000
	附註		人民幣千元	人民幣千元
<b>EQUITY</b>		<b>權益</b>		
<b>Equity attributable to the Company's owners</b>		<b>本公司擁有人應佔權益</b>		
Share capital		股本	30	60,360
Reserves		儲備	31(a)	489,877
Proposed final dividend		建議末期股息	11	18,108
<b>Total equity</b>		<b>權益總額</b>		
			<b>568,345</b>	<b>506,106</b>

**Mr. Liu Xin**

劉新先生

Director

董事

**Mr. Liu Jun**

劉均先生

Director

董事



# Statement of Financial Position

## 財務狀況表

As at 31 December 2009 於二零零九年十二月三十一日

	Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment	13	208,834	176,001
Leasehold land and land use rights	14	9,565	9,821
Development costs	16	12,776	14,372
Investments in subsidiaries	17	96,853	96,853
Interests in an associate	18	19,110	16,350
Club membership	19	1,177	1,177
		<b>348,315</b>	<b>314,574</b>
<b>Current assets</b>			
Inventories	20	69,320	16,759
Trade receivables	21	220,389	225,007
Bills receivables	22	9,600	1,000
Other receivables, deposits and prepayments			
Amounts due from subsidiaries	23	154,275	182,025
Amount due from an associate	24	20,000	54,394
Pledged/restricted bank deposits	25	353	3,137
Cash and cash equivalents	26	675	21,000
	27	235,662	85,272
		<b>710,274</b>	<b>588,594</b>
<b>Current liabilities</b>			
Trade payables	28	52,078	6,859
Bills payables		–	21,000
Other payables and accrued charges		14,706	8,857
Amounts due to subsidiaries	24	248,446	151,898
Current portion of borrowings	29	330,000	278,152
		<b>645,230</b>	<b>466,766</b>
<b>Net current assets</b>		<b>65,044</b>	<b>121,828</b>
<b>Total assets less current liabilities</b>		<b>413,359</b>	<b>436,402</b>
<b>Non-current liabilities</b>			
Borrowings	29	–	40,000
<b>Net assets</b>		<b>413,359</b>	<b>396,402</b>
<b>EQUITY</b>			
Share capital	30	60,360	60,360
Reserves	31(b)	334,891	323,970
Proposed final dividend	11	18,108	12,072
<b>Total equity</b>		<b>413,359</b>	<b>396,402</b>
<b>Mr. Liu Xin</b> 劉新先生 Director 董事			
<b>Mr. Liu Jun</b> 劉均先生 Director 董事			

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

			2009	2008
			二零零九年	二零零八年
	Notes		RMB'000	RMB'000
	附註		人民幣千元	人民幣千元
<b>Cash flows from operating activities</b>		<b>經營業務產生之流動現金</b>		
Profit before income tax		除所得稅前溢利	67,404	20,170
Adjustments for:		經調整：		
Interest expenses		利息支出	19,039	24,257
Interest income		利息收入	(1,518)	(1,953)
Amortisation of development costs		開發成本之攤銷	12,124	10,337
Depreciation of property, plant and equipment		物業、廠房及設備之折舊	26,085	22,941
Annual charges on leasehold land and land use rights		租賃土地及土地使用權年費	526	526
Loss on disposal of property, plant and equipment		出售物業、廠房及設備之虧損	213	620
Provision for impairment on trade receivables		應收貿易賬款減值撥備	2,686	10,363
Provision for impairment on other receivables		其他應收款項減值撥備	5,904	2,497
Gain on deemed disposal of interest in an associate		視作出售一間聯營公司權益之收益	-	(4,244)
Share of results of an associate		應佔一間聯營公司業績	5,333	7,121
			<hr/>	<hr/>
Operating profit before working capital changes		營運資金變動前之經營溢利	137,796	92,635
(Increase)/decrease in inventories		存貨(增加)/減少	(7,950)	6,515
(Increase)/decrease in trade receivables		應收貿易賬款(增加)/減少	(4,557)	2,485
(Increase)/decrease in bills receivables		應收票據(增加)/減少	(8,167)	1,077
Decrease/(increase) in other receivables, deposits and prepayments		其他應收款項、按金及預付款項減少/(增加)	36,680	(25,876)
Decrease/(increase) in amount due from an associate		聯營公司欠款減少/(增加)	2,785	(2,666)
Increase/(decrease) in trade payables		應付貿易賬款增加/(減少)	28,114	(3,624)
(Decrease)/increase in bills payables		應付票據(減少)/增加	(21,000)	2,700
Increase/(decrease) in other payables and accrued charges		其他應付款項及應計費用增加/(減少)	7,127	(6,612)
			<hr/>	<hr/>
Cash generated from operations		經營業務產生現金	170,828	66,634
Interest paid		已付利息	(19,039)	(24,257)
Income tax paid		已付所得稅	(5,349)	(7,327)
			<hr/>	<hr/>
Net cash generated from operating activities		經營業務產生現金淨額	146,440	35,050
			<hr/>	<hr/>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Cash flows from investing activities</b>	<b>投資活動產生之流動現金</b>		
Capital injection in an associate	於一間聯營公司之注資	(2,760)	(5,000)
Additions of property, plant and equipment	新增物業、廠房及設備	(45,944)	(42,626)
Expenditure on development activities	開發活動開支	(16,638)	(13,370)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款	444	1,254
Interest received	已收利息	1,518	1,953
Net cash used in investing activities	投資活動所用現金淨額	(63,380)	(57,789)
<b>Cash flows from financing activities</b>	<b>融資活動產生之流動現金</b>		
Decrease/(increase) in pledged/restricted bank deposits	有抵押／有限制之銀行存款減少／(增加)	20,325	(5,331)
Drawdown of bank loans	提取銀行貸款	754,418	349,368
Repayment of bank loans	償還銀行貸款	(713,190)	(368,635)
Dividends paid	已付股息	-	(30,180)
Net cash generated from/(used in) financing activities	融資活動產生／(所用)之現金淨額	61,553	(54,778)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加／(減少)淨額</b>	<b>144,613</b>	<b>(77,517)</b>
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日之現金及現金等價物</b>	<b>97,583</b>	<b>175,203</b>
Effect of foreign exchange rate changes, on cash held	外匯變動對持有之現金之影響	152	(103)
<b>Cash and cash equivalents at 31 December, comprising cash at banks and in hand</b>	<b>於十二月三十一日之現金及現金等價物，計有銀行結餘及現金</b>	<b>242,348</b>	<b>97,583</b>

# Consolidated Statement of Changes in Equity

## 綜合權益變動報表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Equity attributable to owners of the Company							
		本公司擁有人應佔權益							
		股本	股份溢價*	法定* 公積金	公益金*	換算儲備*	保留溢利*	建議之 末期股息	權益總額
		Share capital	Share* premium	Statutory* reserve	Public* welfare fund	Translation* reserve	Retained* profits	Proposed final dividend	Total equity
		RMB'000 人民幣千元	RMB'000 人民幣千元 (Note 31) (附註31)	RMB'000 人民幣千元 (Note 31) (附註31)	RMB'000 人民幣千元 (Note 31) (附註31)	RMB'000 人民幣千元	RMB'000 人民幣千元 (Note 31) (附註31)	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2008	於二零零八年一月一日	60,360	284,210	19,380	19,380	(1,016)	111,064	30,180	523,558
2007 final dividend paid	已付二零零七年末期股息	-	-	-	-	-	-	(30,180)	(30,180)
Transactions with owners	與擁有人之交易	-	-	-	-	-	-	(30,180)	(30,180)
Profit for the year	本年度溢利	-	-	-	-	-	12,831	-	12,831
Other comprehensive income	其他全面收益								
- Exchange loss on translation of financial statements of foreign operations	- 換算海外業務財務報表之匯兌虧損	-	-	-	-	(103)	-	-	(103)
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	(103)	12,831	-	12,728
2008 proposed final dividend	二零零八年建議之末期股息	-	-	-	-	-	(12,072)	12,072	-
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日	60,360	284,210	19,380	19,380	(1,119)	111,823	12,072	506,106
Profit for the year	本年度溢利	-	-	-	-	-	62,051	-	62,051
Other comprehensive income	其他全面收益								
- Exchange gain on translation of financial statements of foreign operations	- 換算海外業務財務報表之匯兌收益	-	-	-	-	188	-	-	188
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	188	62,051	-	62,239
Disapproval of 2008 proposed final dividend (note 11)	未獲批准之二零零八年建議之末期股息(附註11)	-	-	-	-	-	12,072	(12,072)	-
2009 proposed final dividend	二零零九年建議之末期股息	-	-	-	-	-	(18,108)	18,108	-
<b>At 31 December 2009</b>	<b>於二零零九年十二月三十一日</b>	<b>60,360</b>	<b>284,210</b>	<b>19,380</b>	<b>19,380</b>	<b>(931)</b>	<b>167,838</b>	<b>18,108</b>	<b>568,345</b>

\* These reserve accounts comprise the reserves of RMB489,877,000 (2008: RMB433,674,000) in the consolidated statement of financial position.

\* 此等儲備賬戶包括於綜合財務狀況表內之儲備人民幣489,877,000元(二零零八年: 人民幣433,674,000元)。

Total comprehensive income attributable to owners of the Company for the year ended 31 December 2009 amounted to RMB62,239,000 (2008: RMB12,728,000).

本公司擁有人應佔截至二零零九年十二月三十一日年度之全面收益總額為人民幣62,239,000元(二零零八年: 人民幣12,728,000元)。

Pursuant to the voting result at the 2008 annual general meeting on 18 June 2009, final dividend distribution for the year 2008 was not approved.

根據於二零零九年六月十八日在二零零八年股東週年大會上通過之投票結果, 二零零八年度之末期股息分派未獲批准。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 1. GENERAL INFORMATION

Launch Tech Company Limited (the "Company") was established in Shenzhen, the People's Republic of China (the "PRC") as a joint stock limited company and its overseas listed foreign invested shares ("H Shares") are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since October 2002. The address of the Company's registered office is 2-8 Floors, Xin Yan Building, Bagua Number Four Road, Futian District, Shenzhen, the PRC and its principal place of business is Launch Industrial Park, North of Wuhe Road, Banxuegang, Longgang District, Shenzhen, the PRC.

The principal activities of the Company and its subsidiaries (the "Group") are the provision of products and services serving the automotive aftermarket and the automobile industry in the PRC and certain overseas countries.

The financial statements for the year ended 31 December 2009 were approved for issue by the board of directors on 31 March 2010.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of preparation

The financial statements on pages 44 to 139 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

### 1. 一般資料

深圳市元征科技股份有限公司(「本公司」)為在中華人民共和國(「中國」)深圳成立之股份有限公司。其海外上市外資股(「H股」)自二零零二年十月以來在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。本公司註冊辦事處之地址為中國深圳福田區八卦四路新陽大廈2至8樓，而主要營業地址為中國深圳市龍崗區阪雪崗工業區五和大道北元征工業園。

本公司及其子公司(「本集團」)之主要業務為向中國及若干海外國家的汽車後市場及汽車業提供產品及服務。

截至二零零九年十二月三十一日止年度之財務報表已於二零一零年三月三十一日獲董事會批准刊發。

### 2. 主要會計政策概要

#### 2.1 編製基準

於第44頁至第139頁之財務報表已按照香港財務報告準則(包括所有適用之個別香港財務報告準則)、香港會計師公會頒佈之香港會計準則及詮釋編製。財務報表亦包括香港公司條例及香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)之適用披露規定。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended of HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in note 3.

The financial statements have been prepared on the historical cost basis. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

### 2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (see note 2.3 below) made up to 31 December each year.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

編製此等財務報表時採納之重大會計政策概述如下。除另有指明外，該等會計政策於所有呈列年度內貫徹應用。採納新訂或經修訂香港財務報告準則及對本集團財務報表之影響(如有)乃載於附註3。

此等財務報表乃按照歷史成本法編製。計量基準於以下會計政策內詳述。

務請注意，編製財務報表時須作出會計估計及假設。儘管此等估計乃按管理層對現行事件及行動所深知及判斷而作出，惟實際結果最終或會有別於該等估計。涉及高度判斷或複雜性的範圍，或假設及估計對財務報告而言屬重大的範圍，於附註4內披露。

### 2.2 綜合賬目之基準

綜合財務報表載有本公司及其附屬公司(見下文第2.3節)截至每年十二月三十一日止之財務報表。

附屬公司之賬目自控制權轉讓予本集團之日起綜合計入，而有關賬目將於該控制權終止之日自綜合賬目剔除。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Basis of consolidation (Continued)

Intra-group transactions, balances and unrealised gains on transactions between the group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reverse on consolidation, the underlying assets is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

### 2.3 Subsidiaries

Subsidiaries are entities (including special purpose entities) over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

In consolidated financial statements, acquisition of subsidiaries (other than those under common control) is accounted for by applying the purchase method. This involves the estimation of fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated statement of financial position at their fair value, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

## 2. 主要會計政策概要(續)

### 2.2 綜合賬目之基準(續)

集團內公司間之交易、集團公司間交易之結餘及未變現收益會於編製綜合財務報表時作對銷。倘已售集團內公司間資產之未變現虧損於綜合入賬時回撥，本集團亦會對有關資產作減值測試。附屬公司財務報表所報金額已視情況作出調整，以確保與本集團採納之會計政策相一致。

### 2.3 附屬公司

附屬公司為本集團擁有權力控制其財務及營運政策以從其經營活動中獲利之實體(包括特殊用途實體)。本集團會於評估本公司是否控制另一家實體時，考慮現時可行使或可兌換之潛在投票權存在與否及其影響。

在綜合財務報表中，收購附屬公司(於共同控制下之附屬公司除外)乃採取收購法入賬。此情況涉估於收購日期所有可識別資產及負債(包括該附屬公司之或然負債)之公平值，而不論該等資產及負債於收購前是否記錄於該附屬公司之財務報表。於初步確認時，該附屬公司之資產及負債會按公平值計入綜合財務狀況表，並將按照本集團之會計政策用作其後計量之基準。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.3 Subsidiaries (Continued)

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

### 2.4 Associates

Associates are those entities over which the Group is able to exert significant influence, generally accompanying a shareholding of between 20% and 50% of voting rights but which are neither subsidiaries nor investment in a joint venture.

In consolidated financial statements, investments in associates are initially recognised at cost and subsequently accounted for using the equity method. Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss in the determination of the Group's share of the associate in the period in which the investment is acquired.

## 2. 主要會計政策概要(續)

### 2.3 附屬公司(續)

於本公司之財務狀況表中，附屬公司按成本值減去減值虧損列賬，惟持作出售或納入出售組合之附屬公司除外。附屬公司之業績由本公司按於結算日已收及應收股息之基準列賬。無論是否自投資對象之收購前或收購後溢利收取，所有股息均於本公司之損益表確認。

### 2.4 聯營公司

聯營公司是指本集團對其有重大影響之公司，泛指擁有20%至50%投票權之持投量，但並不歸類為附屬或合營公司。

在綜合財務報表內，於聯營公司之投資乃初步按成本確認並於隨後以權益法入賬。任何收購成本超出本集團應佔於收購日期已確認之聯營公司可識別資產、負債及或然負債之公平值淨額，均確認為商譽。收購成本為交易當日給予資產、承擔或估計負債和本集團發行資本工具之總公平值，連同直接有關該投資之任何成本。經重新評估後，本集團應佔可識別資產、負債及或然負債之公平淨值超過收購成本之任何部分會於釐定本集團所佔共同控制實體於收購投資期間之損益即時在損益表確認。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Associates (Continued)

Under the equity method, the Group's interests in the associate is carried at cost and adjusted for the post-acquisition changes in the Group's share of the associate's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The profit or loss includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on goodwill relating to the investment in associate recognised for the year.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Where unrealised losses on assets sales between the Group and its associates are reversed on equity accounting, the underlying asset is also tested for impairment from the Group's perspective. Where the associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the associate's accounting policies to those of the Group when the associate's financial statements are adopted by the Group in applying the equity method.

When the Group's share of losses in an associate equals or exceeds its interests in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interests in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

## 2. 主要會計政策概要(續)

### 2.4 聯營公司(續)

根據權益法，本集團於聯營公司之權益乃按成本入賬並就本集團應佔聯營公司資產淨值減任何可識別減值虧損之收購後變動作出調整，除非其被分類為持作出售（或納入分類為持作出售之出售組合內）。損益表包括本集團應佔聯營公司於本年度之收購後除稅後業績，包括於年內確認之於聯營公司投資有關之商譽之任何減值虧損。

本集團與聯營公司之間交易而產生之未變現收益將按本集團所享有之部分抵銷。倘本集團與其聯營公司之間的資產銷售產生的未變現虧損按權益會計法予以回撥，則相關資產亦會從本集團之角度進行減值測試。倘聯營公司所採納會計政策並非為本集團於同類情況下就類似交易及事件所採用者，本集團如有必要為應用權益法而採用聯營公司之財務報表時作出調整，以使該聯營公司的會計政策與本集團所用者一致。

當本集團應佔聯營公司虧損相等或超出其於聯營公司之權益，本集團不會確認超出之損失，除非本集團代聯營公司承擔法律或推定責任或支付款項。就此而言，本集團於聯營公司之權益，即為根據權益法所得投資賬面值，以及本集團實質構成於聯營公司投資淨額之長期投資。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Associates (Continued)

After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associates. At each reporting date, the Group determines whether there is any objective evidence that the investment in associate is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (higher of value in use and fair value less costs to sell) of the associate and its carrying amount. (In determining the value in use of the investment, the Group estimates its share of the present value of the estimated future cash flows expected to be generated by the associate, including cash flows arising from the operations of the associate and the proceeds on ultimate disposal of the investment).

In the Company's statement of financial position, investments in associates are stated at cost less any impairment losses. The results of associates are accounted for by the Company on the basis of dividends received and receivable.

## 2. 主要會計政策概要(續)

### 2.4 聯營公司(續)

於應用權益法後，本集團釐定是否需要對本集團於聯營公司之投資確認額外減值虧損。於各結算日，本集團決定是否有任何客觀證據顯示於聯營公司之投資已出現減值。如識別有關跡象，本集團將計算減值金額(即可收回聯營公司之金額(使用價值與公平值減出售成本中較高者)與其賬面值之差額)。於釐定投資之使用價值時，本集團估計其分佔預期將由聯營公司產生之估計未來現金流量之現值，包括聯營公司經營業務產生之現金流量及最終出售投資之所得款項。

於本公司財務狀況表內，於聯營公司之投資乃按成本減任何減值虧損入賬。聯營公司之業績乃由本公司根據已收及應收股息入賬。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Foreign currency translation

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

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

## 2. 主要會計政策概要(續)

### 2.5 外幣換算

財務報表以人民幣(「人民幣」)呈列，人民幣亦為本公司之功能貨幣。

於綜合實體之獨立財務報表內，外幣交易按交易當日之匯率換算為個別實體之功能貨幣。於結算日，外幣計值的貨幣資產及負債均按該日的適用外匯匯率換算。因結算該等交易及因結算日換算貨幣資產及負債所產生之匯兌收益及虧損，均於損益表確認。

按公平值入賬及以外幣結算之非貨幣項目按釐定公平值當日之適用匯率換算，並作為部分公平值收益或虧損而呈報。以外幣為單位按歷史成本計值之非貨幣項目概不重新折算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.5 Foreign currency translation (Continued)

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into RMB. Assets and liabilities have been translated into RMB at the closing rate at the reporting date. Income and expenses have been converted into RMB at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been dealt with separately in the translation reserve in equity. Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1 January 2005 have been treated as assets and liabilities of the foreign operation and translated into RMB at the closing rate. Goodwill arising on the acquisitions of foreign operations before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

#### 2.6 Revenue recognition

Revenue comprises the fair value for the sale of goods, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

- (i) Sales of goods are recognised upon transfer of the significant risks and rewards of ownership to the customer. This is usually taken as the time when goods are delivered and the customer has accepted the goods.

### 2. 主要會計政策概要(續)

#### 2.5 外幣換算(續)

於綜合財務報表內，原本以本集團之呈列貨幣以外之貨幣呈列之附屬公司所有獨立財務報表已轉換為人民幣。資產及負債已按結算日之匯率折算為人民幣。倘若匯率無重大波動，收入及開支已按交易日報之匯率或申報期之平均匯率折算為人民幣。從此程序產生之任何差額已於股本內之貨幣換算儲備內分開處理。於二零零五年一月一日或之後，收購海外公司產生之商譽及公平值被視為海外公司之資產及負債，並已按收市匯率折算為人民幣；於二零零五年一月一日之前，收購海外業務所產生之商譽乃按收購海外業務當日之外幣匯率折算。

#### 2.6 收入確認

收益包括出售貨物之公平值減去回扣和折扣。倘有可能有關之經濟利益流向本集團及有關之收益及成本(如適用)可以可靠地計量，收益將如下確認：

- (i) 貨品之銷售額於擁有權之重大風險及回報轉移至客戶時確認。此一般被視為貨品已交付及客戶已接納貨品之時間。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Revenue recognition (Continued)

- (ii) Revenue from the sale of software systems is recognised when the software system has been delivered and installed and the customer has examined and accepted the software system.
- (iii) Revenue from technical services is recognised when the services are rendered.
- (iv) Interest income is recognised on a time-proportion basis using the effective interest method.
- (v) Rental income under operating leases is recognised in profit or loss on a straight-line basis over the lease terms.

### 2.7 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

## 2. 主要會計政策概要 (續)

### 2.6 收入確認(續)

- (ii) 銷售軟件系統所得之收益乃於軟件系統付運及安裝，而客戶已驗收軟件系統時確認入賬。
- (iii) 技術服務收益於提供服務時確認入賬。
- (iv) 利息收入按時間比例基準使用實際利率法。
- (v) 經營租賃下之租金收入以直線法按租賃年期於損益表內確認。

### 2.7 借貸成本

所有借貸成本於產生時列作支銷。就購置、建造或生產任何合資格資產而產生的借貸成本乃於需要完成及準備將該資產作擬定用途之期間內予以資本化。合資格資產指必需耗費長期間方可準備好作擬定用途或出售的資產。其他借貸成本均於產生時列支。

當合資格資產引致開支、借貸成本產生及已作出必要活動以準備將該資產作擬定用途或出售時，借貸成本乃資本化為該項資產成本的一部分。當為準備合資格資產作其擬定用途或出售所必需的絕大部分活動完成時，借貸成本會停止資本化。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.8 Goodwill

Goodwill represents the excess of the cost of a business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. The cost of the business combination is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group, plus any costs directly attributable to the business combination.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2.12).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in profit or loss.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

### 2. 主要會計政策概要(續)

#### 2.8 商譽

商譽指一項業務組合超出本集團於收購日期分佔有關附屬公司可識別資產及負債公平值之差額。業務組合之或有負債乃按交換所提供資本、產生或承擔負債以及本集團發行股本工具日期的公平值總額計值，另加有關業務組合直接應佔的任何成本。

商譽乃按成本減累計減值虧損入賬。商譽被分配至現金賺取單位並每年進行減值測試(見附註2.12)。

本集團於被收購者之可辨別資產、負債及或有負債公平值中任何超出該項業務組合成本之部分隨即於損益表中確認。

其後出售附屬公司時，資本化商譽的應佔數額須計入出售時所釐定的收益或虧損。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Intangible assets (other than goodwill) and research and development costs

#### **Intangible assets (other than goodwill)**

Intangible assets acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives. The development costs capitalised, which include cost of materials and direct labour, are amortised on a straight line basis over the estimated useful lives of the products or processes up to eight years from the date of commencement of commercial operation.

Intangible asset such as club membership with indefinite useful life is carried at cost less any subsequent accumulated impairment losses.

## 2. 主要會計政策概要(續)

### 2.9 無形資產(商譽除外)及研發費用

#### **無形資產(商譽除外)**

獨立收購之無形資產初步按成本確認。初步確認後，使用年限有限之無形資產會按成本減累計攤銷及任何累計減值虧損列賬。

使用年限有限之無形資產會於估計使用年限內按直線法作攤銷撥備。撥充資本之開發費用(包括物料成本及直接工資)由開展商業生產當日起按估計至多八年可使用年期以直線法予以攤銷。

無限定可使用年期的無形資產如會所會籍，按成本減任何隨後累積減值虧損計算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.9 Intangible assets (other than goodwill) and research and development costs (Continued)

##### Research and development costs

Costs associated with research activities are expensed in profit or loss as they occur. Costs that are directly attributable to the development projects whereby research findings or other knowledge are applied to a plan or design for the production of new or substantially improved products and processes are recognised as intangible assets, provided that they meet the following recognition requirements:

- (i) demonstration of technical feasibility of the prospective product for internal use or sale;
- (ii) there is intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through internal use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured.

Other development costs not capitalised are recognised as an expense in the period as incurred.

Club membership and capitalised development costs assets are tested for impairment as described below in note 2.12.

### 2. 主要會計政策概要(續)

#### 2.9 無形資產(商譽除外)及研發費用(續)

##### 研發費用

與研究活動掛鈎之費用在其發生時於收益表中支銷。直接應用於生產新增或持續提升產品及程序之計劃或設計之研究結果或其他知識所產生之開發費用確認為無形資產，惟符合以下確認規定者除外：

- (i) 顯示預期開發以供內部使用或銷售之產品之技術可行性；
- (ii) 完成無形資產及使用或出售無形資產之意圖；
- (iii) 本集團使用或出售無形資產之能力得到證明；
- (iv) 無形資產將通過內部使用或銷售使產生可能經濟利益；
- (v) 具備充足技術、財務及其他資源以供完成；及
- (vi) 無形資產應佔之開支能可靠地估量。

未撥充資本之其他開發費用於產生時作期內開支予以確認。

如下文附註2.12所述，會所會籍及撥充資本之開發費用資產作減值測試。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Property, plant and equipment

Buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold interest in the land at the inception of the lease, and other items of plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Construction-in-progress ("CIP") represents buildings, plant and machinery under construction or pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction and acquisition. No provision for depreciation is made on CIP until such time as the relevant assets are completed and ready for intended use. When the assets concerned are available for use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated below.

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives, taking into account their estimated residual value and using the straight-line method, at the following rates per annum:

Buildings	4% – 5%
Leasehold improvements	20%
Mould and equipment	10% – 20%
Motor vehicles	20%

The assets' estimated residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

## 2. 主要會計政策概要(續)

### 2.10 物業、廠房及設備

建於租賃土地之上持作自用樓宇，其公平值可於租賃開始時與租賃土地之公平值分開計量，其他廠房及設備項目乃按成本減累計折舊及減值虧損後入賬。

在建工程(「在建工程」)代表在建或有待安裝的樓宇、廠房及機器，以成本減累計減值虧損(如有)列賬。成本包括建築及收購成本。在建工程項目直至相關資產落成並達到預定可使用狀態前不作折舊撥備。當有關資產可供使用，其成本則轉入物業、廠房及設備，並按以下所述有關的政策計提撥備。

物業、廠房及設備經考慮其估計剩餘價值後，按下列年率就其估計可使用年期以直線法撇銷各項成本值計算折舊：

樓宇	4%-5%
租賃物業裝修	20%
模具及設備	10%-20%
汽車	20%

於每個結算日對該等資產之預計淨殘值及可使用年限進行審核及調整(如適用)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.10 Property, plant and equipment (Continued)

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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

#### 2.11 Leasehold land and land use rights

Leasehold land and land use rights represent upfront payments to acquire the land use rights/land under an operating lease. They are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated on a straight-line basis over the lease term except where an alternative basis is more representative of the pattern of benefits to be derived from use of the land.

#### 2.12 Impairment of non-financial assets

The Group's goodwill on acquisition of subsidiaries, property, plant and equipment, leasehold land and land use rights, club membership, development costs, interests in an associate, and the Company's investments in subsidiaries are subject to impairment testing.

### 2. 主要會計政策概要(續)

#### 2.10 物業、廠房及設備(續)

報廢或出售產生之收益或虧損，按銷售所得款項與資產賬面值之差額釐定，並於損益表確認。

其後成本僅於與該項目相關之日後經濟利益有可能流入本集團，且該項目之成本可靠計算時，計入資產之賬面值或確認為獨立資產(按適用情況)。所有其他開銷、包括維修及保養均於產生之財政期間自損益表扣除。

#### 2.11 租賃土地及土地使用權

租賃土地及土地使用權指購入土地使用權／租賃土地所支付之手續費，按成本減累計攤銷及累計減值虧損列賬。攤銷於租期內按直線法計算，除非其他方法可更好地呈列來自土地使用的收益。

#### 2.12 非金融資產減值

本集團於收購附屬公司時所產生之商譽、收購物業、廠房及設備、租賃土地及土地使用權、會所會籍、開發成本及於聯營公司之權益及本公司於附屬公司之投資須進行減值測試。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Impairment of non-financial assets (Continued)

Goodwill and other intangible assets which are not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other individual assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the assets.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

## 2. 主要會計政策概要 (續)

### 2.12 非金融資產減值 (續)

商譽及仍未可供使用之其他無確認使用年期之無形資產最少每年進行減值測試。無論是否有跡象顯示該等資產已減值。所有其他個別資產於顯示賬面值可能不能收回之時進行減值測試。

減值虧損按資產之賬面值超出其可收回金額之差額立即確認為虧損。可收回金額為反映市況之公平值減銷售成本與使用價值兩者之較高者。於評估使用價值時，估計未來現金流量乃採用反映現時市場對貨幣價值及資產特定風險之除稅前貼現率貼現至其現時使用價值。

就評估減值而言，倘資產未能產生大致上獨立於其他資產之現金流入，則可收回款額將按能單獨產生現金流入之最小資產類別（即現金產生單位）釐定。因此，部份資產個別進行減值測試及部份資產則以現金產生單位的水平進行測試。商譽特別分配至預期可從相關業務合併的協同效益中帶來獲得利益現金產生單位，為本集團內出於內部管理目的監控商譽的最低水平。

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## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.12 Impairment of non-financial assets (Continued)

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

#### 2.13 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

### 2. 主要會計政策概要(續)

#### 2.12 非金融資產減值(續)

就已分配商譽之現金產生單位確認之減值虧損，初步計入商譽之賬面值。任何剩餘減值虧損按比例自該現金產生單位之其他資產扣除，除非某項資產之賬面值將不會減至低於其可釐定之個別公平值減銷售成本或使用價值。

商譽減值虧損不會於其後期間撥回。就其他資產而言，倘用於釐定資產可收回款額之估計有所改變，則撥回減值虧損，惟以資產之賬面值(扣除折舊後)不得超出假設過往年度該資產未確認減值虧損的情況下本該釐定之賬面值。

於中期期間就商譽確認之減值虧損於隨後期間不會予以撥回。假設有關於中期期間之減值僅於該財政年度終結時進行評估，即使並無確認虧損，或虧損屬輕微，皆採用以上相同處理方法。

#### 2.13 租賃

倘本集團決定在約定的時期內將特定資產使用權出讓，以換取一筆或一連串付款的安排，則包括一項交易或連串交易之該項安排為或包括一項租賃。該項決定乃基於安排內容的估值而作出，並不計是否該安排採取法律形式的租賃。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Leases (Continued)

Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(i) Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss on a straight line basis over the lease term except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

(ii) Assets leased out under operating leases as the lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

## 2. 主要會計政策概要 (續)

### 2.13 租賃(續)

並無轉交擁有權之絕大部分風險及回報予本集團之租賃乃分類為經營租賃。

(i) 作為承租人之經營租賃開支

如本集團有權以營業租賃獲得資產之使用權，有關租賃之支出於租賃期間按直線法於損益表確認為開支，除非其他方法可更好地呈列來自租賃資產的收益。所獲得之租賃優惠均在損益表中確認為租賃淨付款總額之組成部分。或然租金在其產生之會計期間內在損益表中扣除。

(ii) 作為出租人根據經營租賃出租資產

根據經營租賃出租之資產乃根據資產之性質予以計量及呈列。於協商及安排經營租賃時所產生之初步直接成本乃計入租賃資產之賬面值，並根據租期以與租金收入相同之基準確認為開支。

來自經營租賃之應收租金收入於租賃期間按直線法於損益表確認，除非其他方法可更好地呈列來自租賃資產的收益。所獲得之租賃優惠均在損益表中確認為租賃淨付款總額之組成部分。或然租金在其產生之會計期間內確認為收入。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.14 Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries and an associate are set out below.

The Group's financial assets include trade, bills and other receivables, amount due from an associate, pledged/restricted bank deposits, and cash and cash equivalents. Trade, bills and other receivables, and amount due from an associate are categorised as loans and receivables.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

### 2. 主要會計政策概要(續)

#### 2.14 金融資產

本集團於附屬公司及一間聯營公司之金融資產(除投資外)之會計政策載列如下。

本集團之金融資產包括應收貿易賬款、應收票據及其他應收款項、應收一間聯營公司款項、有抵押／有限制之銀行存款以及現金及現金等價物。應收貿易賬款、應收票據及其他應收款項以及應收一間聯營公司款項則分類為貸款及應收款項。

管理層於首次確認時，視乎購入金融資產之目的，釐定其金融資產之分類，並在允許及合適情況下，於每個結算日重新評估該指定。

所有金融資產於且僅於本集團成為工具合約條款一部分時確認。以普通交易方式購入金融資產乃於交易日確認。金融資產於初始確認時按公平值計量，而並非屬按公平值反映於損益表之金融資產，則按公平值加直接應佔之交易成本量。

倘收取投資所產生的現金流量之權利失效或被轉讓，且擁有權之絕大部分風險及回報已經轉移，須取消確認金融資產。

於各結算日，會檢討金融資產以評估是否存在減值之客觀證據。倘若存在該等客觀證明，將釐定減值並根據金融資產之分類確認。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.14 Financial assets (Continued)

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

#### Impairment of financial assets

At each reporting date, financial assets are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- Significant financial difficulty of the debtor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

## 2. 主要會計政策概要(續)

### 2.14 金融資產(續)

#### 貸款及應收款項

貸款及應收款項並非於活躍市場報價而具備固定或可釐定款項之非衍生性質金融資產。貸款及應收款項隨後按實際利率法計算之攤銷成本，減任何減值虧損列賬。攤銷成本乃於計及任何收購折讓或溢價後計算，並包括屬於實際利率及交易成本一部分之費用。

#### 金融資產減值

於各結算日審閱金融資產(按公平值反映於損益表除外)以釐定是否存在任何減值之客觀證據。

個別金融資產之客觀減值證據包括引致本集團對下列一項或多項虧損事件關注之可觀察數據：

- 債務人陷入重大財務困難；
- 違反合約，例如拖欠或延遲償還利息或本金；
- 債務人可能會破產或經歷其他財務重整；
- 科技、市場、經濟及法律環境之重大改變對債務人有負面影響；及
- 對股本權益工具之投資之公平值出現重大或長期下跌至低於成本值。

# Notes to the Financial Statements

## 財務報表附註

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.14 Financial assets (Continued)

#### **Impairment of financial assets (Continued)**

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the Group.

If any such evidence exists, the impairment loss is measured and recognised as follows:

#### **Financial assets carried at amortised cost**

If there is objective evidence that an impairment loss on loans and receivables has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss for the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss for the period in which the reversal occurs.

## 2. 主要會計政策概要(續)

### 2.14 金融資產(續)

#### **金融資產減值(續)**

有關某一組金融資產之虧損事項包括顯示該組金融資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況，以及與組別內資產拖欠情況有關之國家或當地經濟狀況出現逆轉。

倘存在任何該等證明，則減值虧損按以下方式計量及確認：

#### **按攤銷成本記賬之金融資產**

倘有客觀證據表明貸款及應收款項已產生減值虧損，按資產賬面值與估計未來現金流量(不包括尚未產生之未來信貸虧損)之現值之差額，以該資產之原實際利率(即最初確認之實際利率)折讓。虧損金額於減值產生期間之損益表內確認。

於其後之期間，倘減值虧損減少且客觀上與減值虧損確認後發生之事件有關，則過往確認之減值虧損經損益撥回，惟撥回不應使金融資產之賬面金額超於減值撥回日期尚未確認減值時之攤銷成本。撥回金額於其產生期間之損益表內確認。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

## 2. 主要會計政策概要(續)

### 2.15 所得稅之會計方法

所得稅包括本期稅項及遞延稅項。

本期所得稅資產及／或負債包括於結算日尚未繳付並與本期或先前申報期有關應付予稅收機關或稅收機關申索之稅務責任。該等稅務責任乃根據其相關財政年度適用稅率及稅法，按應課稅溢利計算。本期稅項資產或負債所有變動於損益表確認為稅務開支部份。

遞延稅項指財務報表中資產及負債的賬面值與相應稅基之間的暫時差額，於結算日使用負債法計算。遞延稅項負債通常就所有應課稅暫時差額確認。遞延稅項資產通常就所有可扣減暫時差額、可供結轉至下期之稅項虧損，以及其他未動用稅項抵免予以確認，以應課稅溢利可供以對銷可扣減暫時差額、未動用稅項虧損及未動用稅項抵免為限。

倘該暫時差額源自商譽，或源自不影響稅務及會計盈虧的交易中其他資產及負債的首次確認(除業務合併外)，則該等資產及負債不予確認。

遞延稅項負債會為源自於附屬及聯營公司投資的應課稅暫時差額確認，惟倘本集團能夠控制該暫時差額的撥回及該暫時差額於可見將來很可能不會撥回則另作別論。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Accounting for income taxes (Continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in equity if they relate to items that are charged or credit directly to equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### 2.16 Inventories

Inventories comprise raw materials, supplies and purchased goods. Cost is determined using weighted average method and in the case of work in progress and finished goods, include all expenses directly attributable to the manufacturing process as well as appropriate portions of related production overheads, based on normal operating capacity. Financing costs are not taken into consideration. At the reporting date, inventories are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses.

## 2. 主要會計政策概要(續)

### 2.15 所得稅之會計方法(續)

遞延稅項乃按於清償負債或變現資產期間預計適用於結算日為已頒佈或大致上已頒佈之稅率計算(毋須貼現)。

遞延稅項資產或負債之變動於損益表，或倘與直接自權益或計入權益之項目有關，則於權益確認。

僅於下列情況，本期稅項資產及本期稅項負債以淨額呈列，

- (a) 本集團擁有清償已確認金額之可合法強制執行權利；及
- (b) 以淨額清償或同時變現資產及負債之意圖。

### 2.16 存貨

存貨包括原料、供用品及所採購貨物。成本使用加權平均法釐定，而就在半成品或製成品，則包括根據正常營運能力直接應佔製造過程之所有開支，及有關生產間接費用之適當部分。財務成本不予計算。存貨於結算日按成本與可變現淨值之較低者列賬。可變現淨值為日常業務中之估計銷售價減預期完成成本及適用銷售開支。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits and short-term, highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, less bank overdraft which is repayable on demand and form an integral part of the Group's cash management.

### 2.18 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

### 2.19 Retirement benefit costs

Retirement benefits to employees are provided through a defined contribution plan.

The employees of the Company and its subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government.

The Company and its subsidiaries are required to contribute 8.0% to 22.5% of its payroll costs to the central pension scheme. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the central pension scheme.

## 2. 主要會計政策概要(續)

### 2.17 現金及現金等價物

現金及現金等價物包括存放於銀行及手頭現金、活期存款加上原定到期日為三個月或以下、隨時可轉換為已知金額現金及價值變動風險不大之高度流通短期投資，減需應要求償還及組成本集團現金管理不可或缺部分之銀行透支。

### 2.18 股本

普通股歸類為權益。股本以已發行股份面值釐定。

### 2.19 退休福利成本

退休福利乃透過界定供款計劃向僱員提供。

本公司及其於中國經營之附屬公司之僱員，須參與由地方市政府所管理之中央退休金計劃。

本公司及其附屬公司須向中央退休金計劃以其工資成本之8.0%至22.5%供款。供款於根據中央退休金計劃之規則應付時於損益表扣除。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.20 Financial liabilities

The Group's financial liabilities include bank borrowings, trade, bills and other payables and accrued charges.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised as an expense in finance costs in profit or loss.

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

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

#### **Borrowings**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

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

### 2. 主要會計政策概要(續)

#### 2.20 金融負債

本集團之金融負債包括銀行貸款、應付貿易賬款、應付票據、其他應付款項及應計費用。

金融負債乃於本集團參與訂立工具合約條款時確認。所有利息相關開支乃於損益表之財務成本確認為開支。

當負債項下之責任被解除或取消或屆滿，金融負債將取消確認。

如現有金融負債由同一放債人以條款極為不同之負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值之差額於損益表中確認。

#### **借貸**

借貸初步按公平值(扣除已產生之交易成本)確認。借貸其後按已攤銷成本列賬；所得款項(扣除交易成本)與贖回價值之任何差額使用實際利息法於借貸期間在損益表確認。

借貸列為流動負債，除非本集團有無條件權利遞延償還負債之期限至結算日後至少十二個月。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Financial liabilities (Continued)

#### Trade, bills and other payables and accrued charges

These payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

### 2.21 Related parties

For the purposes of these financial statements, a party is considered to be related to the group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the group or exercise significant influence over the group in making financial and operating policy decisions, or has joint control over the group;
- (ii) the group and the party are subject to common control;
- (iii) the party is an associate of the group or a joint venture in which the group is a venturer;
- (iv) the party is a member of key management personnel of the group or the group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or

## 2. 主要會計政策概要 (續)

### 2.20 金融負債(續)

#### 應付貿易賬款、應付票據及其他應付款項以及應計費用

該等應付款項初步乃按其公平值確認，其後使用實際利率法按攤銷成本計量。

### 2.21 有關連人士

就本財務報表而言，倘出現下列情況則該名人士被視為本集團有關連人士：

- (i) 該名人士能夠透過一名或多名中介人士直接或間接控制集團或於作出財務及經營決策方面對集團行使重大影響力，或共同控制集團；
- (ii) 集團及該名人士受到共同控制；
- (iii) 該名人士為集團或集團為投資方之合資企業之聯繫人；
- (iv) 該名人士為集團或其母公司之主要管理人員或該名人士之近親或為受該名人士控制、共同控制或重大影響之實體；
- (v) 該名人士為(i)所述一方之近親或為受該人士控制、共同控制或重大影響之實體；或

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.21 Related parties (Continued)

- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the group or of any entity that is a related party of the group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

#### 2.22 Government grants

Non-refundable government grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. When the grant relates to an expense item, it is recognised as other revenue in the statement of comprehensive income and presented as such over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

#### 2.23 Provisions

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

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

### 2. 主要會計政策概要(續)

#### 2.21 有關連人士(續)

- (vi) 該名人士為集團或作為集團關連人士的任何實體的僱員福利而設的離職後福利計劃。

該名人士之近親為可能被預期於與實體進行交易時影響該名人士或受該名人士影響之該等家族成員。

#### 2.22 政府補貼

無償政府補貼乃當可合理保證將收取補貼且本集團將符合所有附帶條件時按其公平值確認。當補貼涉及開支項目時，其於全面收益表內確認為其他收入，並於有關期間呈列為收入，以按系統基準將補貼抵銷擬作補償之成本。

#### 2.23 撥備

當本集團因過往事件而在目前須負上法律或推定之責任，且可能須就履行有關責任而導致經濟效益流出，並能夠就此作出可靠估計，方始確認撥備。當數額涉及重大之時間價值時，則按預期用以履行責任之開支之現值呈列撥備。

所有撥備均會於各結算日予以檢討及調整，以反映現時之最佳估計。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.23 Provisions (Continued)

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, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### 2.24 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

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

## 2. 主要會計政策概要 (續)

### 2.23 撥備 (續)

倘不一定需要流出經濟效益或未能可靠估計款額，則有關責任將披露為或然負債；除非出現經濟效益流出的可能性極微。可能出現的責任（僅於一項或多項未來事件發生或不發生的情況下確定）亦披露為或然負債；除非出現經濟效益流出的可能性極微。

### 2.24 分部申報

本集團乃根據定期向執行董事呈報彼等有關本集團業務成份資源分配之決定及對業務成份表現審閱之財務資料，識別營運分部及編製分部資料。

個別重要經營分部不會就財務報告而合併計算，惟該等經營分部之產品及服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務之性質以及監管環境之本質等經濟特性均屬類似，則作別論。個別不重要經營分部若符合以上大部分條件，則可合併計算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs

In the current year, the Group has applied for the first time the following new standards, amendments and interpretations (the “new HKFRSs”) issued by the HKICPA, which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2009:

HKAS 1 (Revised 2007)	Presentation of financial statements
HKAS 23 (Revised 2007)	Borrowing costs
HKAS 27 (Amendments)	Cost of an investment in a subsidiary, jointly controlled entity or an associate
HKFRS 2 (Amendments)	Share-based payment – vesting conditions and Cancellations
HKFRS 7 (Amendments)	Improving disclosures about financial instruments
HKFRS 8	Operating segments
Various	Annual improvements to HKFRSs 2008

Other than as noted below, the adoption of the new HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

### 3. 採納新訂或經修訂香港財務報告準則

本集團於本年度首次應用下列由香港會計師公會頒佈之新準則、修訂及詮釋（「新訂香港財務報告準則」），該等準則與本集團由二零零九年一月一日起計之年度期間之財務報表有關，並對該等報表有效：

香港會計準則第1號 (二零零七年經修訂)	財務報表之呈列
香港會計準則第23號 (二零零七年經修訂)	借貸成本
香港會計準則第27號 (修訂案)	於一間附屬公司、共同控制實體或聯營公司進行投資之成本
香港財務報告準則第2號 (修訂案)	以股份為基礎的付款 – 歸屬條件及註銷
香港財務報告準則第7號 (修訂案)	改善有關金融工具之披露資料
香港財務報告準則第8號	經營分部
多項準則	二零零八年香港財務報告準則之年度改進

除以下說明外，採納新香港財務報告準則對本年度及過往期間之業績及財務狀況之編製及呈列沒有重大影響。



### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### HKAS 1 (Revised 2007) Presentation of financial statements

The adoption of HKAS 1 (Revised 2007) makes certain changes to the format and titles of the primary financial statements and to the presentation of some items within these statements. A third statement of financial position as at the beginning of the earliest comparative period is required when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements or when it reclassifies items in its financial statements. It also gives rise to additional disclosures.

The measurement and recognition of the Group's assets, liabilities, income and expenses is unchanged. However, some items that were recognised directly in equity are now recognised in other comprehensive income, for example translation of financial statements of foreign operations. HKAS 1 affects the presentation of owner changes in equity and introduces a 'Statement of comprehensive income'. Comparatives have been restated to conform with the revised standard. The Group has applied changes to its accounting policies on presentation of financial statements and segment reporting retrospectively. However, the changes to the comparatives have not affected the consolidated or parent company statement of financial position at 1 January 2008 and accordingly the third statement of financial position as at 1 January 2008 is not presented.

#### HKAS 23 (Revised 2007) Borrowing costs

HKAS 23 has been revised to require capitalisation of borrowing costs when such costs are directly attributable to the acquisition, construction or production of a qualifying asset. In accordance with the transitional provisions in the revised standard, the Group has adopted the revised standard on a prospective basis. Therefore, borrowing costs are capitalised on qualifying assets with a commencement date on or after 1 January 2009.

### 3. 採納新訂或經修訂香港財務報告準則(續)

#### 香港會計準則第1號(二零零七年經修訂)財務報表之呈列

採納香港會計準則第1號(二零零七年經修訂)對主要財務報表的格式及名稱以及部份項目於該等報表之呈列作出若干變更。當實體追溯應用會計政策或於其財務報表追溯重列項目,或其重新分類於財務報表之項目時,須於最早之比較期間開始呈報第三份財務狀況表。其亦引起額外披露。

計量及確認本集團資產、負債、收入及開支維持不變。然而,一些以前直接確認於權益的項目現時會確認於其他全面收益,例如,換算海外業務之財務報表。香港會計準則第1號影響擁有人權益變化之呈列及引入一份「全面收益表」。比較數字已重新呈列至與經修訂的準則一致。本集團分別採用具追溯效力的會計政策變更於財務報表之呈列及經營分部。惟比較數字的變更並無影響於二零零八年一月一日之綜合或母公司財務狀況表,因此,並無呈列於二零零八年一月一日之第三份財務狀況表。

#### 香港會計準則第23號(二零零七年經修訂)借貸成本

香港會計準則第23號已予修訂,要求當借貸成本直接歸屬於購置、建造或生產合資格資產時,須將該等資產予以資本化。根據經修訂準則的過渡條文,本集團已不予追溯採納該經修訂準則。因此,對合資格資產之借貸成本予以資本化之開始日期為二零零九年一月一日或以後。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### HKAS 27 (Amendments) Cost of an investment in a subsidiary, jointly controlled entity or an associate

The amendment requires the investor to recognise dividends from a subsidiary, jointly controlled entity or associate in profit or loss irrespective the distributions are out of the investee's pre-acquisition or post-acquisition reserves.

Under the new accounting policy, if the dividend distribution is excessive, the investment would be tested for impairment according to the Company's accounting policy on impairment of non-financial assets.

There is no pre-acquisition reserves in the subsidiaries and associate, therefore the application of this amendment has no impact on the current period results and financial position. The new accounting policy has been applied prospectively as required by the amendments to HKAS 27, and therefore no comparatives have been restated.

#### HKFRS 7 (Amendments) Improving disclosures about financial instruments

The amendments require additional disclosures for financial instruments which are measured at fair value in the statement of financial position. These fair value measurements are categorised into a three-level fair value hierarchy, which reflects the extent of observable market data used in making the measurements. In addition, the maturity analysis for derivative financial liabilities is disclosed separately and should show remaining contractual maturities for those derivatives where this information is essential for an understanding of the timing of the cash flows. The Group has taken advantage of the transitional provisions in the amendments and has not provided comparative information in respect of the new requirements. For the current period, there were no financial instruments which are measured at fair value in the statement of financial position. The adoption of this new policy has no impact on the current period results and financial position accordingly.

### 3. 採納新訂或經修訂香港財務報告準則(續)

香港會計準則第27號(修訂案)於一間附屬公司、共同控制實體或聯營公司進行投資之成本

修訂案規定，不論分派是源自投資對象之收購前或收購後儲備，投資者均須於損益表確認來自附屬公司、共同控制實體或聯營公司之股息。

根據新會計政策，倘若股息分派過多，投資將按本公司有關非金融資產減值之會計政策進行減值測試。

附屬公司及聯營公司並無預收購儲備，因此應用此修訂並無對本期業績及財務狀況帶來影響。該新修訂會計政策已按香港會計準則第27號之修訂的規定而提前應用，因此並無重列比較數字。

#### 香港財務報告準則第7號(修訂案)改善有關金融工具之披露資料

修訂案要求以公平值於財務狀況表計量的金融工具作出額外披露。該等公平值計量分類為三層等級公平值架構，反映運用觀察得出的市場數據以作出計量的程度。同時，衍生金融負債的到期日分析會以分別披露及應顯示該等衍生工具之尚餘合同到期日，這資料對了解現金流的時間極其重要。本集團利用修訂案的過渡性條款，及沒有根據新要求提供比較資料。於本期間，並無金融工具於財務狀況表按公平值計量。因此，採納此新政策對本期業績及財務狀況並無影響。

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### HKFRS 8 Operating segments

The adoption of HKFRS 8 has not affected the identified and reportable operating segments for the Group. However, reported segment information is now based on internal management reporting information that is regularly reviewed by the chief operating decision maker. In the previous annual financial statements, segments were identified by reference to the dominant source and nature of the Group's risks and returns. Comparatives have been restated on a basis consistent with the new standard.

#### Annual improvements to HKFRSs 2008

In October 2008, the HKICPA issued its first *Annual improvements to HKFRSs* which set out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. Of these, the amendment to HKAS 28 *Investments in Associates* has changed the Group's accounting policies on allocation of impairment losses but did not have any impact of the current period results and financial position.

### 3. 採納新訂或經修訂香港財務報告準則(續)

#### 香港財務報告準則第8號經營分部

採納香港報告準則第8號不影響本集團已識別及可呈報經營分部。然而已呈報分部資料現在以內部管理報告資料為基礎定期由主要經營決策者審閱。於以前年度的財務報表，分部識別乃參照主要來源及本集團之風險及回報的性質。比較數字以與新準則一致的基礎已重新呈列。

#### 二零零八年香港財務報告準則之年度改進

於二零零八年十月，香港會計師公會頒佈了對香港財務報告準則之首次年度改進，載列對若干香港財務報告準則之修訂。各項準則均設有獨立過渡性條文。其中，對香港會計準則第28號於聯營公司之投資之修訂已改變本集團有關分配減值虧損之會計政策，惟並無對本期業績及財務狀況造成任何影響。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### Annual improvements to HKFRSs 2008 (Continued)

##### *Impairment of investments in associates and jointly controlled entities accounted for under the equity method*

The amendment clarifies that an investment in associate accounted for under the equity method is a single asset for the purposes of impairment testing. Any impairment loss recognised by the investor after applying the equity method is not allocated to individual assets including goodwill included in the investment balance. Accordingly, any reversal of such impairments losses in a subsequent period is recognised to the extent that the recoverable amount of the associate has increased. For the current period, there were no impairment losses recognised and no reversals of impairment losses recognised in prior periods on investments in associates and jointly controlled entities. The adoption of this new policy has no impact on the current period results and financial position therefore. The new accounting policy has been applied prospectively as permitted by the amendment and comparatives have not been restated.

At the date of authorisation of these financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new and amended HKFRSs that are expected to have impact on the Group's accounting policies is provided below. Certain other new and amended HKFRSs have been issued but are not expected to have a material impact of the Group's financial statements.

### 3. 採納新訂或經修訂香港財務報告準則(續)

#### 二零零八年香港財務報告準則之年度改進(續)

##### *根據權益法入賬之於聯營公司及共同控制實體投資之減值*

該修訂澄清，根據權益法入賬之於聯營公司投資作為一項單一資產進行減值測試。投資者於應用權益法確認之減值虧損並未分配至計入投資結餘內之個別資產(包括商譽)。因此，於其後期間之有關減值虧損回撥乃按聯營公司增加之可收回金額確認。於本期間，並無確認減值虧損，且於過往期間亦無就於聯營公司及共同控制實體投資確認減值虧損回撥。因此，採納此項新政策並無對本期業績及財務狀況造成影響。該項新的會計政策已按修訂之規定予以應用，且並無重列比較數字。

於批准本財務報表當日，若干新訂及經修訂香港財務報告準則已經公佈但尚未生效，本集團並未提前採納。

董事預期所有頒佈將會於頒佈生效日期後開始的首個期間被採納於本集團的會計政策。預料對本集團會計政策有影響之新訂及經修訂的香港財務報告準則的資料提供如下。若干其他新訂及經修訂香港財務報告準則已頒佈，惟預料不會對本集團財務報表有重大影響。

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### HKFRS 3 Business combinations (Revised 2008)

The standard is applicable in reporting periods beginning on or after 1 July 2009 and will be applied prospectively. The new standard still requires the use of the purchase method (now renamed the acquisition method) but introduces material changes to the recognition and measurement of consideration transferred and the acquiree's identifiable assets and liabilities, and the measurement of non-controlling interests (previously known as minority interest) in the acquiree. The new standard is expected to have a significant effect on business combinations occurring in reporting periods beginning on or after 1 July 2009.

#### HKFRS 9 Financial instruments

The standard is effective for accounting periods beginning on or after 1 January 2013 and addresses the classification and measurement of financial assets. The new standard reduces the number of measurement categories of financial assets and all financial assets will be measured at either amortised cost or fair value based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Fair value gains and losses will be recognised in profit or loss except for those on certain equity investments which will be presented in other comprehensive income. The directors are currently assessing the possible impact of the new standard on the Group's results and financial position in the first year of application.

#### HKAS 27 Consolidated and separate financial statements (Revised 2008)

The revised standard is effective for accounting periods beginning on or after 1 July 2009 and introduces changes to the accounting requirements for the loss of control of a subsidiary and for changes in the Group's interest in subsidiaries. Total comprehensive income must be attributed to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. The directors do not expect the standard to have a material effect on the Group's financial statements.

### 3. 採納新訂或經修訂香港財務報告準則(續)

#### 香港財務報告準則第3號(二零零八年經修訂)業務合併

準則適用於二零零九年七月一日當日或之後開始之報告期間及將會預先應用。新準則仍然要求使用購買法(現改稱收購法)，惟對於所轉讓之代價及被收購方的可識別資產及負債之確認及計量以及收購方的非控股權益(前稱少數股東權益)的計量引入重要轉變。預料新準則對於二零零九年七月一日當日或之後開始之報告期間產生業務合併有重大影響。

#### 香港財務報告準則第9號金融工具

準則於二零一三年一月一日當日或之後開始之會計期間生效，內容是關於金融資產的分類及計量。新準則減少金融資產計量類別之數目及所有金融資產將會根據該實體的管理金融資產之業務模式及金融的合約現金流特點或按攤銷成本及公平值計量。公平值收益及虧損將會於損益表確認，惟若干股本投資則於其他全面收益呈列者除外。董事現正評估新準則對本集團於首次應用年度之業績及財務狀況的可能影響。

#### 香港會計準則第27號(二零零八年經修訂)綜合及獨立財務報表

經修訂準則於二零零九年七月一日當日或之後開始之會計期間生效，及對有關失去附屬公司控制權及本集團於附屬公司權益變動的會計規定引入變更。即使非控制權益的業績為虧結餘，全面收益總額必須歸屬於非控制權益。董事預期準則不會對本集團財務報表有重大影響。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### Annual improvements 2009

The HKICPA has issued *Improvements to Hong Kong Financial Reporting Standards 2009*. Most of the amendments become effective for annual periods beginning on or after 1 January 2010. The Group expects the amendment to HKAS 17 *Leases* to be relevant to the Group's accounting policies. Prior to the amendment, HKAS 17 generally required a lease of land to be classified as an operating lease. The amendment requires a lease of land to be classified as an operating or finance lease in accordance with the general principles in HKAS 17. The Group will need to reassess the classification of its unexpired leases of land at 1 January 2010 on the basis of information existing at the inception of those leases in accordance with the transitional provisions for the amendment. The amendment will apply retrospectively except where the necessary information is not available. In that situation, the leases will be assessed on the date when the amendment is adopted. The directors are currently assessing the possible impact of the amendment on the Group's results and financial position in the first year of application.

### 3. 採納新訂或經修訂香港財務報告準則(續)

#### 二零零九年之年度改進

香港會計師公會已頒佈二零零九年香港財務報告準則之改進。大部份修訂案已於二零一零年一月一日當日或之後開始之年度期間生效。本集團預期香港會計準則17號租賃與本集團之會計政策有關。於修訂前，香港會計準則17號一般要求土地租賃分類為經營租賃。此項修訂要求土地之租賃按照香港會計準則第17號載列的一般原則而分類為經營或融資租賃。本集團將需要根據此項修訂之過渡條文，以該等租賃開始當時已存在之資料為基準，重新評估本集團於二零一零年一月一日之未屆滿土地租賃的分類。此項修訂將會追溯應用，惟倘欠缺所需資料，則租賃將會於採納修訂當日進行評估。董事現正評估此項修訂對本集團於首次應用年度之業績及財務狀況可能產生之影響。

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### 4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- (i) **Estimated impairment of goodwill**  
The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 2.12. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. Details of the estimates used in assessing impairment for goodwill are set out in note 15.
- (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 selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of competitor actions in response to severe industry cycles. Management will reassess the estimations at each reporting date.

#### 4. 重要會計估計及判斷

估計及判斷須持續並根據過往經驗及其他因素(包括在有關情況下相信為合理之對未來事件之預期)進行評估。

##### 4.1 重要會計估計及假設

本集團就未來作出估計及假設。從推算所得的會計估計通常有別於相關實際結果。以下論述有關具有重大風險導致資產與負債之賬面值於下個財政年度出現重大調整之估計及假設。

- (i) **商譽之估計減值**  
本集團每年均按照附註2.12所載列之會計政策為商譽進行減值評估。而現金產生單位的可收回金額，則按照使用價值計算。該等計算須使用估計。評估商譽減值使用之估計詳情載於附註15。
- (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之估計售價減估計完成成本及銷售開支。該等估計乃以現有市況及銷售同類產品之過往經驗為基準進行，並可因競爭對手因應嚴峻之行業週期而採取之行動而顯著改變。管理層將於結算日重新評估有關估計。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 4.1 Critical accounting estimates and assumptions (Continued)

- (iii) Estimated impairment of receivables and other receivables

The policy for the impairment provision of receivables and other receivables of the Group is based on analysis of the ageing and, where appropriate, other relevant aspects of accounts. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. Management will reassess the provision at each reporting date. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional provision for impairment may be required.

- (iv) PRC income tax and value added tax  
Despite in the opinion of the Company's directors the Group had complied with all relevant tax law and regulations as applicable including PRC income tax and value added tax law and regulations, judgement was made in respect of such assessment. Penalties and/or additional provision may arise in case of non-compliance of which the amount cannot be estimated reliably for the purpose of these financial statements.

### 4. 重要會計估計及判斷(續)

#### 4.1 重要會計估計及假設(續)

- (iii) 應收款項及其他應收款項之估計減值

本集團對應收款項及其他應收款項之政策乃根據賬齡分析及(如適用)其他有關方面的款項而制訂。在估計該等應收款項的最終可變現數額時，需要作出大量判斷，包括各債權人現時的信貸狀況及過往付款紀錄，並以實際利率折算估計未來現金流量的現值。管理層於各結算日重新評估撥發。倘本集團債權人的財務狀況轉差，削弱其付款能力，則可能需要額外的減值撥備。

- (iv) 中國所得稅及增值稅  
儘管本公司董事認為，本集團已遵守包括中國所得稅及增值稅法律及規例在內的所有適用稅務法律及規例，但仍就有關評估作出判斷。如未能遵守，可能會遭受罰款及／或作出額外撥備，惟就該等財務報表而言有關金額無法可靠估計。



#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### 4.2 Critical judgements in applying the Group's accounting policies

- (i) Research and development activities  
Careful judgement by the Company's directors is applied when deciding whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems at the time of recognition. Judgements are based on the best information available at each reporting date. In addition, all internal activities related to the research and developments of new products are continuously monitored by the Group's management.

#### 4. 重要會計估計及判斷(續)

##### 4.2 應用本集團會計政策之重要判斷

- (i) 研發活動  
本公司董事於決定開發費用是否符合確認規定時運用仔細判斷。由於任何產品開發之經濟成果未能確定，及於確認之時可能受制於未來技術問題，故此屬必要。判斷於每個結算日根據可獲提供之最佳資料作出。此外，有關研發新產品之所有內部活動持續受本集團管理層所監察。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents the net amount received and receivable for goods and software systems sold and services rendered arising from the principal activities of the Group, net of value-added tax ("VAT") and/or business tax.

Revenue	收益
<b>Other income</b>	<b>其他收入</b>
Interest income on financial assets stated at amortised cost	按攤銷成本記賬之金融資產利息收入
– Bank interest income	– 銀行利息收入
– Other interest income	– 其他利息收入
VAT refunds*	增值稅退稅*
Non-refundable government subsidies**	無償政府補貼**
Rental income	租金收入
Others	其他

\* VAT refunds relating to the sales of certain products during the period from 1 January 2009 to 31 December 2009 (2008: 1 January 2008 to 31 December 2008) was approved and refunded by the PRC tax bureau in the current year.

\*\* Non-refundable government subsidies were received from the PRC government for subsidising the Group in conducting and launching projects relating to research and development activities. There are no unfulfilled conditions or contingencies relating to these grants.

### 5. 收益、其他收入及分類資料

收益(亦即本集團之營業額)指就源於本集團主要業務之已售貨品及軟件系統以及已提供服務所收取及應收取之款項淨額減去增值稅(「增值稅」)及/或營業稅。

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
462,440	438,554
<hr/>	
1,518	1,153
–	800
24,200	16,634
1,324	2,010
7,610	6,677
1,683	1,910
<hr/>	
36,335	29,184

\* 增值稅退稅涉及於二零零九年一月一日至二零零九年十二月三十一日期間(二零零八年:二零零八年一月一日至二零零八年十二月三十一日)之若干產品銷售,於本年度獲中國稅務局批准及退繳。

\*\* 向中國政府收取的無償政府補貼乃用於補貼本集團進行及推出有關研發活動的項目。並無與該等補貼有關的未履行條件或或然情況。

### 5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (Continued)

On adoption of HKFRS 8 Operating segments, the Group has identified its operating segment and prepared segment information based on the regular internal financial information reported to the Group's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance. There is only one business component in internal reporting to the executive directors, which is providing products and services serving the automotive aftermarket and the automobile industry in the PRC and certain overseas countries.

The directors consider that the adoption of HKFRS 8 has not changed the identified operating segment of the Group compared to 2008 annual financial statements.

Under HKFRS 8, reported segment information is based on internal management reporting information that is regularly reviewed by the executive directors. The executive directors assess segment profit or loss using a measure of operating profit. The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that certain items are not included in arriving at the operating results of the operating segment (rental income and corporate expenses).

Segment assets include all assets with the exception of corporate assets and club membership which are not directly attributable to the business activities of operating segment as these assets are managed on a group basis.

### 5. 收益、其他收入及分類資料 (續)

採納香港財務報告準則第8號經營分部時，本集團已根據呈報予本集團執行董事的定期內部財務資料確認其經營分部並編製分部資料。上述內部財務資料乃供本集團執行董事就資源分配至本集團業務部門作出決策以及審核該等部門業績。向執行董事作內部呈報的業務部門僅有一個，即向中國若干海外國家之汽車後市場提供產品及服務。

董事認為採納香港財務報告準則第8號相較二零零八年度財務報表並無改變本集團的已識別經營分部。

根據香港財務報告準則第8號，所呈報分部資料以執行董事定期審核的內部管理層呈報資料為基準。執行董事通過計算營運溢利評估分部損益。本集團根據香港財務報告準則第8號進行分部業績報告所採用之計量政策與其根據香港財務報告準則準備之財務報表所用者相同，惟計算經營分部之經營業績未計及的若干項目(租金及企業收支)除外。

分部資產包括所有資產，但以群組方式管理之公司資產及會所會籍則沒有計入，因為這些資產並非直接應佔經營分部之業務活動。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (Continued)

Segment liabilities include trade payables, bills payables, other payables and accrued charges attributable to the manufacturing and sales activities of the business segment and bank borrowings managed directly by the segment.

These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results. Revenue reported below represents revenue generated from external customers. There were no inter-segment sales during the years ended 31 December 2009 and 2008.

The revenue and profit generated by the Group's operating segment are summarised as follows:

### 5. 收益、其他收入及分類資料 (續)

分部負債包括應付賬款、應付票據、其他應付款項及經營分部生產及銷售業務之應計費用及該分部直接負責之銀行借貸。

該等經營分部乃根據經調整分部之經營業績而監控及作出策略決定。下述所呈報之收益是指均來自外界客戶之收益。於截至二零零九年及二零零八年十二月三十一日止年度期間並無分部間之銷售。

由本集團經營分部產生之收益及溢利概述如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<b>Reportable segment revenue</b>	須呈報之分部收益	462,440	438,554
<b>Reportable segment profit</b>	須呈報之分部溢利	60,833	13,882
Interest income	利息收入	1,518	1,953
Interest expenses	利息支出	(19,039)	(24,257)
Depreciation	折舊	(26,085)	(22,941)
Annual charge on leasehold land and land use rights	租賃土地及 土地使用權年費	(526)	(526)
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	(213)	(620)
Impairment of trade and other receivables	應收貿易賬款及 其他應收款項減值	(8,590)	(12,860)
<b>Reportable segment assets</b>	須呈報之分部資產	1,033,377	918,791
Interests in an associate	於一間聯營公司之權益	7,186	9,759
Additions to non-current segment assets	添置之非流動分部資產	62,582	55,996
<b>Reportable segment liabilities</b>	須呈報之分部負債	469,538	414,065

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (Continued)

### 5. 收益、其他收入及分類資料 (續)

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<b>Reconciliation of reportable segment profit and reportable segment assets</b>	須呈報之分部溢利與須呈報之分部資產對賬如下：		
<b>Reportable segment profit</b>	須呈報之分部溢利	60,833	13,882
Rental income	租金收入	7,610	6,677
Corporate expenses	企業支出	(1,039)	(389)
<b>Profit before income tax</b>	除所得稅前溢利	<u>67,404</u>	<u>20,170</u>
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<b>Reportable segment assets</b>	須呈報之分部資產	1,033,377	918,791
Club membership	會所會藉	1,177	1,177
Corporate assets	企業資產	3,329	203
<b>Group assets</b>	集團資產	<u>1,037,883</u>	<u>920,171</u>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (Continued)

The Group's revenues from external customers and its non-current assets are divided into the following geographical areas:

### 5. 收益、其他收入及分類資料 (續)

本集團來自外界客戶及其非流動資產收入按下列地區劃分：

		外界客戶之收入		非流動資產	
		Revenue from external customers		Non-current assets	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		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
Local (country of domicile):	本地(原駐國)				
- The PRC, other than Hong Kong	- 中國 (不包括香港)	234,840	187,784	337,163	316,626
Europe	歐洲	90,658	102,877	486	370
America	美洲	78,657	85,353	-	-
Others	其他	58,285	62,540	-	-
		227,600	250,770	486	370
Total	總計	462,440	438,554	337,649	316,996

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the non-current assets is based on the physical location of the asset.

客戶所在地點乃根據所提供之服務或交付貨品之地點劃分。非流動資產之地點乃根據資產所在地劃分。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 6. PROFIT BEFORE INCOME TAX

### 6. 除所得稅前溢利

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Profit before income tax has been arrived at after charging/(crediting) the following items:	除所得稅前溢利乃經扣除／ (計入)下列各項後得出：		
Staff costs	員工成本		
Directors' and supervisors' remuneration (note 7)	董事及監事酬金 (附註7)	1,328	1,266
Other staff costs	其他員工成本	59,803	64,669
Retirement benefits	退休福利	8,221	8,210
		<u>69,352</u>	<u>74,145</u>
Less: Staff costs capitalised as development costs (note 16)	減：作為開發成本撥作 資本之員工成本(附註16)	(16,638)	(13,370)
		<u>52,714</u>	<u>60,775</u>
Research expenditure for current year	本年度研究費用開支	8,173	6,875
Add: Amortisation of development costs (note 16)	加：開發成本之攤銷 (附註16)	12,124	10,337
Research and development expenses	研發費用	<u>20,297</u>	<u>17,212</u>
Depreciation of property, plant and equipment	物業、廠房及設備折舊	26,085	22,941
Operating lease charges on land and buildings	土地及樓宇經營租賃費用	5,181	5,381
Annual charge on leasehold land and land use rights	租賃土地及土地使用 權年費	526	526
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損	213	620
Auditors' remuneration	核數師酬金	1,295	1,267
Net exchange loss	匯兌虧損淨額	1,483	22,406
Provision for impairment on trade receivables	應收貿易賬款減值撥備	2,686	10,363
Provision for impairment on other receivables	其他應收款項減值撥備	5,904	2,497

The Group's cost of inventories recognised as expenses during the years 2009 and 2008 equal to the cost of sales shown in the consolidated statement of comprehensive income.

本集團於二零零九年及二零零八年內確認為開支之存貨成本等同綜合全面收益表內之銷售成本。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 7. DIRECTORS' AND SUPERVISORS' REMUNERATION

### 7. 董事及監事酬金

		Salaries, allowances and other benefits			Retirement benefits	Total
		Fees	薪金、津貼及其他福利	costs	costs	總計
		袍金	及其他福利	退休金成本	退休金成本	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
<b>2009</b>	<b>二零零九年</b>					
<i>Executive directors</i>	<i>執行董事</i>					
Mr. Liu Xin	劉新先生	–	413	4	–	417
Mr. Liu Jun	劉均先生	–	350	4	–	354
Professor Wang Xue Zhi	王學志教授	–	–	–	–	–
<i>Non-executive director</i>	<i>非執行董事</i>					
Ms. Liu Yong	劉庸女士	15	–	–	–	15
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Mr. Zhang Xiao Yu	張小虞先生	15	–	–	–	15
Professor Hu Zi Zheng	胡子正教授	15	–	–	–	15
Mr. Yim Hing Wah (deceased on 14 July 2009)	嚴慶華先生 (於二零零九年七月十四日離世)	5	–	–	–	5
<i>Supervisors</i>	<i>監事</i>					
Ms. Hou Wen Tao	候文濤女士	10	–	–	–	10
Mr. Guo Jian Yuan	郭健源先生	10	–	–	–	10
Mr. Wang Xi Lin	王希琳先生	10	475	2	–	487
		80	1,238	10	–	1,328



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 7. DIRECTORS' AND SUPERVISORS' REMUNERATION (Continued)

### 7. 董事及監事酬金(續)

		Fees	Salaries, allowances and other benefits	Retirement benefits	Total
		袍金	薪金、津貼及其他福利	退休金成本	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
<b>2008</b>	<b>二零零八年</b>				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Liu Xin	劉新先生	–	403	4	407
Mr. Liu Jun	劉均先生	–	383	4	387
Professor Wang Xue Zhi	王學志教授	–	–	–	–
<i>Non-executive director</i>	<i>非執行董事</i>				
Ms. Liu Yong	劉庸女士	15	–	–	15
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Zhang Xiao Yu	張小虞先生	15	–	–	15
Professor Hu Zi Zheng	胡子正教授	15	–	–	15
Mr. Yim Hing Wah	嚴慶華先生	5	–	–	5
<i>Supervisors</i>	<i>監事</i>				
Ms. Hou Wen Tao	候文濤女士	10	–	–	10
Mr. Guo Jian Yuan	郭健源先生	10	–	–	10
Mr. Wang Xi Lin	王希琳先生	10	390	2	402
		80	1,176	10	1,266

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 7. DIRECTORS' AND SUPERVISORS' REMUNERATION (Continued)

For the year ended 31 December 2009, the five highest paid individuals of the Group included one director and one supervisor (2008: two directors and one supervisor), details of which are included above. The emoluments of the remaining three highest paid individuals (2008: two individuals) are as follows:

Salaries, allowances and other benefits	薪金、津貼及其他福利
Retirement benefits cost	退休金成本

The emoluments of each of the three individuals (2008: two individuals) fall within the band of Nil to HKD1,000,000. No emoluments were paid by the Group to the directors, supervisors or highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2008: Nil). None of the directors waived or agreed to waive any emoluments during the year (2008: Nil).

### 7. 董事及監事酬金(續)

截至二零零九年十二月三十一日止年度，本集團五位最高薪人士包括一位董事及一位監事(二零零八年：兩位董事及一位監事)，有關資料已於上文披露。其餘三位(二零零八年：兩位)最高薪人士的薪酬如下：

2009	2008
二零零九年	二零零八年
RMB'000	RMB'000
人民幣千元	人民幣千元
1,641	827
9	2
<hr/>	<hr/>
1,650	829

三位(二零零八年：兩位)人士各自之酬金介乎零至1,000,000港元。年內，本集團並無向包括董事、監事或最高薪人士支付任何薪酬，作為其加入或於加入本集團時之獎勵或作為離職之補償(二零零八年：無)。董事於年內概無放棄或同意放棄任何薪酬(二零零八年：無)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 8. FINANCE COSTS

Interest charges on bank loans stated at amortised cost:	按攤銷成本記賬銀行貸款之利息支出：
– wholly repayable within five years	– 須於五年內悉數償還
Bank charges	銀行費用

### 8. 財務成本

2009	2008
二零零九年	二零零八年
RMB'000	RMB'000
人民幣千元	人民幣千元

19,039	24,257
1,015	2,716
<b>20,054</b>	<b>26,973</b>

### 9. INCOME TAX EXPENSE

PRC enterprise income tax ("EIT") has been provided based on the estimated taxable income for PRC taxation purposes at the rates of taxation prevailing in the provinces in which the Group operates. The Company's overseas subsidiary is subject to income tax at the rate of 42%.

Pursuant to the relevant laws and regulations in the PRC, the Company has been designated as a new and high technology enterprise. The Company was exempted from EIT for the financial years in 2000 and 2001 and was eligible for and entitled to 50% tax relief for the financial years from 2002 to 2004. Upon obtaining the approval from local tax bureau, the Company was eligible and entitled to 50% tax relief for the 3 additional financial years from 2005 to 2007. The current year income tax rate of Company is 20% (2008: 18%) as it expired the beneficial period of eight years.

### 9. 所得稅支出

中國企業所得稅(「企業所得稅」)乃按本集團經營所在省份當時稅率就中國稅項之估計應課稅收入作出撥備。本公司之海外附屬公司須按42%之稅率繳納所得稅。

根據中國相關法例及法規，本公司已被定為高新技術企業。本公司獲豁免繳納二零零零年及二零零一年財政年度之企業所得稅，且有資格並有權於二零零二年至二零零四年財政年度獲享50%稅務減免，若地方稅務局批准，本公司亦可於二零零五年至二零零七年三個額外財政年度獲享50%稅務減免。由於本公司獲享之八年稅務優惠期屆滿，本公司於本年度之所得稅稅率為20% (二零零八年：18%)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 9. INCOME TAX EXPENSE (Continued)

上海元征機械設備有限責任公司 ("Launch Shanghai"), a subsidiary of the Company established in the PRC, is entitled to the tax holiday of "two-year exemption and three-year 50% reduction" from its first profitable year of operation. 2008 is the first year for Launch Shanghai to entitle to the tax exemption.

Pursuant to the new PRC Corporate Income Tax Law which was effective from 1 January 2008, a unified income tax rate has been applied to the Company and 深圳市元征軟件開發有限公司 ("Launch Software") in 2008. In respect of tax rate that applies to the Company and Launch Software, these enterprises which enjoy a preferential tax rate of 15% in the past are subject to a tax rate of 18% in 2008 and the tax rate will be transitioned to 25% over five years.

Launch Software, a subsidiary of the Company established in the PRC, as a software company recognised by the local tax bureau, is subject to income tax at the rate of 20% in 2009 (2008: 18%). It is entitled to the tax holiday of "two-year exemption and three-year 50% reduction" from the first profitable year of operation.

Launch Shanghai and Launch Software which originally enjoyed the preference of regular tax holidays will continue to enjoy original preference in accordance with the preferential measures and terms stipulated by the original tax law, administrative regulations and relevant documents until the expiration of the preference.

### 9. 所得稅支出(續)

上海元征機械設備有限責任公司(「上海元征」)，本公司於中國成立之附屬公司，有權於首個經營獲利年度起計享有「兩年豁免及三年減半」免稅期。二零零八年為上海元征有權享有免稅的首年。

根據於二零零八年一月一日起生效之新中國企業所得稅法，統一所得稅率已於二零零八年應用於本公司及深圳市元征軟件開發有限公司(「元征軟件」)。就應用於本公司及元征軟件之稅率而言，該等企業於過往按15%之優惠稅率繳稅，於二零零八年則需按18%之稅率繳納稅項，而稅率將於未來五年增加至25%。

本公司於中國成立之附屬公司元征軟件作為地方稅務局確認的軟件公司，於二零零九年須按20%(二零零八年：18%)的稅率繳納所得稅，該公司有權於首個經營獲利年度起計享有「兩年豁免及三年減半」免稅期。

原先享有固定免稅期之上海元征及元征軟件，將根據原先稅法、管理法規及有關文件規定之稅項寬免措施及條款繼續享有原先之稅項寬免，直至稅項寬免期屆滿為止。

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
The tax expense comprises:	稅項支出包括：		
Enterprise income tax – PRC	企業所得稅－中國		
– current year	– 現年度	4,687	5,414
– underprovision for prior years	– 過往年度撥備不足	–	133
Income tax – overseas	所得稅－海外	666	1,792
Income tax expense	所得稅支出	5,353	7,339

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 9. INCOME TAX EXPENSE (Continued)

### 9. 所得稅支出(續)

Reconciliation between income tax expense and accounting profit at applicable tax rates is as follows:

所得稅支出與會計溢利按適用稅率計算之對賬如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	67,404	20,170
Tax at PRC income tax rate of 20% (2008: 18%)	按中國所得稅稅率20% (二零零八年：18%)		
	繳納之稅項	13,481	3,631
Tax effect attributable to tax exemption	免稅之稅務影響	(12,788)	(7,379)
Tax effect of non-deductible expenses	不可扣減開支之稅務影響	2,184	835
Tax effect of non-taxable revenue	毋須課稅收益之稅務影響	(2,435)	(4,073)
Tax losses not recognised as deferred tax assets	未確認為遞延稅項資產 之稅務虧損	4,555	12,801
Effect of different tax rates of subsidiaries	附屬公司不同稅率之影響	356	1,391
Underprovision of EIT in respect of prior years	過往年度企業所得稅 撥備不足	-	133
Income tax expense	所得稅支出	5,353	7,339

The deferred tax assets are not recognised as it is uncertain whether future taxable profit will be available for utilising the accumulated tax losses. Under the current tax legislation, the tax losses can be carried forward for five years from the year the losses were incurred.

由於未能確定未來有否應課稅溢利以利用累計稅務虧損，因此並未確認遞延稅項資產值。根據現行稅務法例，稅務虧損可由產生虧損之年起計結轉五年。

As at 31 December 2009, the Group and the Company did not have material unprovided deferred tax liabilities (2008: Nil).

於二零零九年十二月三十一日，本集團及本公司並無重大提供之遞延稅項負債(二零零八年：無)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 10. PROFIT FOR THE YEAR

Of the consolidated profit attributable to the owners of the Company for the year of RMB62,051,000 (2008: RMB12,831,000), an income of RMB16,957,000 (2008: loss of RMB8,468,000) has been dealt with in the financial statements of the Company.

### 11. DIVIDENDS

No interim dividend for the year ended 31 December 2009 was declared.

The proposed final dividend of RMB12,072,000 for the year ended 31 December 2008 was not approved by the shareholders at the annual general meeting held on 18 June 2009. It was recognised directly in retained profits.

A final dividend of RMB0.03 (2008: RMB0.02) per share amounting to approximately RMB18,108,000 for the year ended 31 December 2009 (2008: RMB12,072,000) has been proposed by the directors after the reporting date. The proposal is subject to approval by the shareholders at the forthcoming annual general meeting. The final dividend proposed has not been recognised as a liability at the reporting date, but reflected as an appropriation of retained profits for the year ended 31 December 2009.

### 12. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to owners of the Company of RMB62,051,000 (2008: RMB12,831,000) and on weighted average number of 603,600,000 and 603,600,000 shares in issue during the years ended 31 December 2009 and 2008 respectively.

No diluted earnings per share has been presented as there had been no dilutive potential ordinary shares in both years of 2009 and 2008.

### 10. 本年度溢利

本年度本公司擁有人應佔之綜合溢利人民幣62,051,000元(二零零八年：人民幣12,831,000元)中，共約人民幣16,957,000元(二零零八年：虧損人民幣8,468,000元)之溢利於本公司財務報表中反映。

### 11. 股息

本公司並無宣派截至二零零九年十二月三十一日止年度之中期股息。

建議派付截至二零零八年十二月三十一日止年度之末期股息人民幣12,072,000元並無於二零零九年六月十八日舉行之股東週年大會上獲股東批准，故直接於保留溢利中確認。

董事於結算日後建議派發截至二零零九年十二月三十一日止年度之末期股息每股人民幣0.03元(二零零八年：人民幣0.02元)，合共約人民幣18,108,000元(二零零八年：人民幣12,072,000元)。是項建議須待股東於應屆股東週年大會上批准。該建議末期股息於結算日並未確認為負債，惟已反映為截至二零零九年十二月三十一日止年度之保留溢利分配。

### 12. 每股盈利

每股基本盈利乃根據本公司擁有人應佔溢利人民幣62,051,000元(二零零八年：人民幣12,831,000元)及分別截至二零零九年及二零零八年十二月三十一日止年度已發行股份加權平均數603,600,000股及603,600,000股股份計算。

由於二零零九年及二零零八年兩年並無具攤薄潛力之股份，故並無呈列每股攤薄盈利。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 13. PROPERTY, PLANT AND EQUIPMENT

### 13. 物業、廠房及設備

Group		集團					
		Construction in progress	Buildings improvements	Leasehold improvements	Mould and equipment	Motor vehicles	Total
		在建工程	樓宇	租賃物業裝修	模具及設備	汽車	總計
		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
At 1 January 2008	於二零零八年一月一日						
Cost	成本	-	157,281	3,847	86,028	21,684	268,840
Accumulated depreciation	累計折舊	-	(11,530)	(2,420)	(28,349)	(10,885)	(53,184)
Net book amount	賬面淨值	-	145,751	1,427	57,679	10,799	215,656
Year ended 31 December 2008	截至二零零八年十二月三十一日 止年度						
Opening net book amount	期初賬面淨值	-	145,751	1,427	57,679	10,799	215,656
Additions	添置	4,157	4,008	659	32,563	1,239	42,626
Disposals	出售	-	-	(67)	(361)	(1,446)	(1,874)
Depreciation	折舊	-	(6,426)	(416)	(12,348)	(3,751)	(22,941)
Closing net book amount	期末賬面淨值	4,157	143,333	1,603	77,533	6,841	233,467
At 31 December 2008	於二零零八年十二月三十一日						
Cost	成本	4,157	161,289	4,371	118,095	17,196	305,108
Accumulated depreciation	累計折舊	-	(17,956)	(2,768)	(40,562)	(10,355)	(71,641)
Net book amount	賬面淨值	4,157	143,333	1,603	77,533	6,841	233,467
Year ended 31 December 2009	截至二零零九年十二月三十一日 止年度						
Opening net book amount	期初賬面淨值	4,157	143,333	1,603	77,533	6,841	233,467
Additions	添置	3,242	4,488	98	36,111	2,005	45,944
Disposals	出售	-	-	(8)	(191)	(458)	(657)
Depreciation	折舊	-	(6,632)	(713)	(16,596)	(2,144)	(26,085)
Reclassification	重新分類	-	(47)	3	10	34	-
Exchange realignment	匯兌調整	-	-	-	36	-	36
Closing net book amount	期末賬面淨值	7,399	141,142	983	96,903	6,278	252,705
At 31 December 2009	於二零零九年十二月三十一日						
Cost	成本	7,399	165,729	4,454	152,526	18,247	348,355
Accumulated depreciation	累計折舊	-	(24,587)	(3,471)	(55,623)	(11,969)	(95,650)
Net book amount	賬面淨值	7,399	141,142	983	96,903	6,278	252,705

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 13. PROPERTY, PLANT AND EQUIPMENT (Continued)

### 13. 物業、廠房及設備(續)

#### Company

公司

		Construction in progress 在建工程 RMB'000 人民幣千元	Leasehold Buildings improvements 樓宇租賃物業裝修 RMB'000 人民幣千元	Mould and equipment 模具及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2008	於二零零八年一月一日					
Cost	成本	-	119,025	3,815	55,783	20,023
Accumulated depreciation	累計折舊	-	(5,128)	(2,412)	(16,450)	(9,821)
Net book amount	賬面淨值	-	113,897	1,403	39,333	10,202
Year ended 31 December 2008	截至二零零八年十二月三十一日止年度					
Opening net book value	期初賬面淨值	-	113,897	1,403	39,333	10,202
Additions	添置	4,157	3,679	601	20,113	1,237
Disposals	出售	-	-	(67)	(321)	(1,447)
Depreciation	折舊	-	(4,603)	(408)	(6,601)	(3,496)
Transfer to subsidiaries	轉撥至附屬公司	-	-	-	(1,678)	-
Closing net book amount	期末賬面淨值	4,157	112,973	1,529	50,846	6,496
At 31 December 2008	於二零零八年十二月三十一日					
Cost	成本	4,157	122,704	4,268	72,437	15,533
Accumulated depreciation	累計折舊	-	(9,731)	(2,739)	(21,591)	(9,037)
Net book amount	賬面淨值	4,157	112,973	1,529	50,846	6,496
Year ended 31 December 2009	截至二零零九年十二月三十一日止年度					
Opening net book value	期初賬面淨值	4,157	112,973	1,529	50,846	6,496
Additions	添置	3,242	4,407	98	34,281	1,943
Disposals	出售	-	-	(8)	(136)	(459)
Depreciation	折舊	-	(4,799)	(702)	(12,160)	(2,080)
Transfer from subsidiaries	由附屬公司轉撥	-	15	15	9,055	121
Reclassification	重新分類	-	(47)	3	10	34
Closing net book amount	期末賬面淨值	7,399	112,549	935	81,896	6,055
At 31 December 2009	於二零零九年十二月三十一日					
Cost	成本	7,399	127,082	4,395	119,405	16,779
Accumulated depreciation	累計折舊	-	(14,533)	(3,460)	(37,509)	(10,724)
Net book amount	賬面淨值	7,399	112,549	935	81,896	6,055



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 13. PROPERTY, PLANT AND EQUIPMENT (Continued)

Bank borrowings are secured on the Group's and the Company's certain buildings for the carrying amount of RMB132,764,000 and RMB104,171,000 respectively (2008: RMB33,602,000 and RMB3,256,000 respectively).

### 13. 物業、廠房及設備(續)

銀行借款乃以本集團及本公司賬面值分別為人民幣132,764,000元及人民幣104,171,000元(二零零八年:分別為人民幣33,602,000元及人民幣3,256,000元)的若干樓宇作抵押。

### 14. LEASEHOLD LAND AND LAND USE RIGHTS

These are up-front payments to acquire the leasehold land and land use rights and their carrying amount are analysed as follows:

### 14. 租賃土地及土地使用權

此乃購入租賃土地及土地使用權所支付之手續費,其賬面淨值分析如下:

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Outside Hong Kong held on:	香港以外地區:				
Leases of over 50 years	50年以上之租約	971	1,036	971	1,036
Leases of between 10 to 50 years	10年至50年 之租約	20,430	20,891	8,594	8,785
		<b>21,401</b>	<b>21,927</b>	<b>9,565</b>	<b>9,821</b>
<hr/>					
		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Opening carrying amount	期初賬面值	21,927	22,453	9,821	10,077
Annual charge of prepaid operating lease payment	預付經營租賃 付款之年費	(526)	(526)	(256)	(256)
Closing carrying amount	期末賬面值	<b>21,401</b>	<b>21,927</b>	<b>9,565</b>	<b>9,821</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 14. LEASEHOLD LAND AND LAND USE RIGHTS (Continued)

Bank borrowings are secured on the Group's and the Company's land for the carrying amount of RMB11,836,000 (2008: RMB21,927,000) and Nil respectively (2008: RMB9,821,000).

### 15. GOODWILL

#### Group

Opening and closing carrying amount	期初及期末賬面值
Closing carrying amount	期末賬面值
Gross carrying amount	賬面總值
Accumulated amortisation	累計攤銷
Closing net carrying amount	期末賬面淨值

The goodwill at 31 December 2009 comprises goodwill arising from the acquisitions of Launch Shanghai, Launch Software and Launch Europe GmbH amounting to approximately RMB1.5 million, RMB1.2 million and RMB1.1 million respectively at the respective dates of acquisition.

The carrying amount of goodwill is allocated to the cash generating unit of the provision of products and services serving the automotive market and the automobile industry. Based on the impairment assessment of the recoverable amount of goodwill using the value-in-use calculations, covering a four-year cash-flow projections up to year 2013, in the opinion of the directors, no impairment provision (2008: Nil) is considered necessary for the balance of the Group's goodwill for the year.

### 14. 租賃土地及土地使用權(續)

銀行借款乃以本集團及本公司賬面值分別為人民幣11,836,000元(二零零八年: 人民幣21,927,000元)及人民幣零元(二零零八年: 人民幣9,821,000元)的若干土地作抵押。

### 15. 商譽

#### 集團

2009	2008
二零零九年	二零零八年
RMB'000	RMB'000
人民幣千元	人民幣千元
3,658	3,658
3,796	3,796
(138)	(138)
3,658	3,658

於二零零九年十二月三十一日之商譽，包括因收購上海元征、元征軟件及Launch Europe GmbH而產生之商譽，於各收購日期分別約人民幣1,500,000元、人民幣1,200,000元及人民幣1,100,000元。

商譽之賬面值分配至向汽車售後市場及汽車行業提供產品及服務之現金產生單位。採取使用價值法對商譽可收回金額作減值測試，涵蓋至二零一三年止四年的預計現金流量進行貼現。依據測試結果，董事認為無須對本集團商譽之餘額作減值撥備(二零零八年: 無)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 15. GOODWILL (Continued)

The key assumptions used for value in use calculation were as follows:

Growth rate	增長率
Discount rate	折現率

The key assumptions also include stable profit margins, which have been determined based on past performance. The discount rate used is pre-tax and reflect specific risk relating the cash generating unit of the provision of products and services the automotive aftermarket and the automobile industry.

Apart from the considerations described above in determining the value in use of cash generating unit above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

### 15. 商譽(續)

計算使用價值採用之主要假設如下：

	2009 二零零九年	2008 二零零八年
	10.0%	10.0%
	6.4%	7.04%

主要假設亦包括穩定之溢利率，乃根據過往表現釐定。所採用的折現率為稅前並反映有關向汽車售後市場及汽車行業提供產品及服務之現金產生單位有關的特定風險。

除於釐定上述現金產生單位使用價值時考慮的因素外，本集團管理層現時並不知悉任何其他可能將需要改變其主要估計的變動。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 16. DEVELOPMENT COSTS

### 16. 開發成本

		Group		Company	
		集團		公司	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		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
Opening carrying amount	期初賬面值	47,008	43,975	14,372	15,889
Development labour cost capitalised	開發勞動成本撥作資本	16,638	13,370	2,477	2,227
Amortisation charge (note 6)	攤銷費用(附註6)	(12,124)	(10,337)	(4,073)	(3,744)
Closing carrying amount	期末賬面值	51,522	47,008	12,776	14,372
Gross carrying amount	賬面總值	106,642	90,522	33,737	31,779
Accumulated amortisation	累計攤銷	(55,120)	(43,514)	(20,961)	(17,407)
Closing carrying amount	期末賬面值	51,522	47,008	12,776	14,372

All amortisation is included in “research and development expenses” in the statement of comprehensive income.

所有攤銷計入全面收益表「研發費用」內。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 17. INVESTMENTS IN SUBSIDIARIES

### 17. 於附屬公司之投資

	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Unlisted investments, at cost 非上市投資，按成本值	96,853	96,853

Particulars of the Company's subsidiaries as at 31 December 2009 are as follows:

於二零零九年十二月三十一日，本公司附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Form of business structure 商業性質	Place of registration and operations 註冊及營業地點	Registered and fully paid capital 註冊及實收資本	Percentage of registered capital held by the Company 本公司持有註冊資本百分比		Principal activities 主要業務
				directly 直接	indirectly 間接	
上海元征機械設備有限公司	Limited liability company	PRC	USD 10,000,000	75%	25%	Manufacturing of equipment and machines for maintenance of automobiles
上海元征機械設備有限公司	有限責任公司	中國	10,000,000美元	75%	25%	製造汽車後市場之養護設備
Launch Europe GmbH	Limited liability company	Germany	DM50,000	100%	–	Sales of accessories, equipment and machines for the automotive aftermarket
Launch Europe GmbH	有限責任公司	德國	50,000馬克	100%	–	銷售汽車後市場之所有配件、設備及機器
深圳市元征軟件開發有限公司	Limited liability company	PRC	RMB40,000,000	90%	10%	Development, manufacturing and sales of equipment for the automotive aftermarket
深圳市元征軟件開發有限公司	有限責任公司	中國	人民幣 40,000,000元	90%	10%	開發、製造及銷售汽車後市場之設備

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 18. INTERESTS IN AN ASSOCIATE

### 18. 於一間聯營公司之權益

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Balance at 1 January	於一月一日之結餘	9,759	7,636	16,350	11,350
Further investment in an associate	進一步投資 於一間聯營公司	2,760	5,000	2,760	5,000
Gain on deemed disposal	視作出售之收益	-	4,244	-	-
Share of associate's results	應佔聯營公司業績	(5,333)	(7,121)	-	-
Balance at 31 December	於十二月三十一日之結餘	7,186	9,759	19,110	16,350

Particulars of the associate at 31 December 2009 are as follows:

於二零零九年十二月三十一日，聯營公司之詳情如下：

Name 名稱	Registered capital 註冊資本	Fully paid capital 實收資本	Place of registration and operation 註冊及營業地點	Percentage of interest held by the Company 本公司持有權益百分比
上海元征愛思開汽車 服務有限公司 ("SK Launch")	RMB218,500,000 (2008: RMB118,500,000)	RMB191,257,000 (2008: RMB118,500,000)	PRC	13.8%
上海元征愛思開汽車 服務有限公司 ("SK Launch")	人民幣218,500,000元 (二零零八年：人民幣118,500,000元)	人民幣191,257,000元 (二零零八年：人民幣118,500,000元)	中國	13.8%

The associate has a reporting date of 31 December.

聯營公司之報告日期為十二月三十一日。

During the year ended 31 December 2008, the shareholders of SK Launch approved an increase in registered capital from RMB54,500,000 to RMB118,500,000 and agreed that one of the existing shareholders other than the Company was committed to inject the additional RMB64,000,000. As a result, on 1 July 2008, the Group's interest in SK Launch was reduced to 13.8% and a gain on deemed disposal of RMB4,244,000 was dealt with in the statement of comprehensive income.

截至二零零八年十二月三十一日止年度內，SK Launch股東批准將註冊資本由人民幣54,500,000元增加至人民幣118,500,000元，並同意其中一名現任股東(本公司除外)承諾額外注入人民幣64,000,000元。因此，於二零零八年七月一日，本集團於SK Launch之權益減少至13.8%，而人民幣4,244,000元之視作出售收益已反映於全面收益表。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 18. INTERESTS IN AN ASSOCIATE (Continued)

Although the Group's interest in SK Launch reduced to less than 20%, the Group continues to have significant influence on SK Launch's operations which is evidenced by the Group's representation on the board of directors of SK Launch. Accordingly, the Group continues to account for SK Launch as an associate in the financial statements.

During the year ended 31 December 2009, the board of directors of SK Launch approved an increase in registered capital from RMB118,500,000 to RMB218,500,000 and agreed that the existing shareholders of SK Launch were committed to inject the additional capital in proportion to their shareholding. As at 31 December 2009, the investment in the associate amounting RMB2,760,000 was fully paid by the Company. The remaining unpaid capital contribution of RMB11,040,000 was included as a capital commitment at 31 December 2009 as disclosed in note 34 to the financial statements.

The summarised financial information of the associate extracted from its PRC audited financial statements are as follows:

Assets	資產
Liabilities	負債
Revenues	收益
Loss for the year	年內虧損

### 18. 於一間聯營公司之權益(續)

儘管本集團於SK Launch之權益減少至少於20%，本集團繼續對SK Launch之營運有重大影響，從本集團於SK Launch董事會之代表便可證明。因此，本集團繼續於財務報表中將SK Launch列作聯營公司。

截至二零零九年十二月三十一日止年度內，SK Launch董事會批准將註冊資本由人民幣118,500,000元增加至人民幣218,500,000元，並同意SK Launch現任股東承諾按彼等所持股份比例額外注入資本。於二零零九年十二月三十一日，於聯營公司之投資為數人民幣2,760,000元已由本公司悉數支付。於二零零九年十二月三十一日，剩下未付出資人民幣11,040,000元已按資本承擔列賬(如財務報表附註34所披露)。

摘自其中國經審核財務報表之本集團聯營公司財務資料概要如下：

	2009	2008
	二零零九年	二零零八年
	RMB'000	RMB'000
	人民幣千元	人民幣千元

	113,439	109,300
	8,604	38,571
	53,572	21,103
	(38,651)	(34,839)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 19. CLUB MEMBERSHIP

### 19. 會所會籍

		Group and Company 集團及公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Lifetime club membership, at cost	終生會所會籍·按成本列賬	1,177	1,177

The Group plans to hold this membership for the foreseeable future.

本集團計劃於可見將來持有此會籍。

### 20. INVENTORIES

### 20. 存貨

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Raw materials	原材料	38,228	43,012	29,139	9,179
Work in progress	半成品	8,281	9,179	6,490	3
Finished goods	製成品	38,091	24,459	33,691	7,577
		84,600	76,650	69,320	16,759



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 21. TRADE RECEIVABLES

The fair values of trade receivables are as follows:

		Group		Company	
		集團	集團	公司	公司
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		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
Trade receivables	應收貿易賬款	252,891	249,097	231,489	234,607
Less: provision for impairment of trade receivables	減：應收貿易賬款減值撥備	(12,286)	(10,363)	(11,100)	(9,600)
		<b>240,605</b>	<b>238,734</b>	<b>220,389</b>	<b>225,007</b>

The Group's credit terms are one to six months for its trade customers. The following is the ageing analysis of trade receivables, based on the invoice dates, as at 31 December 2009:

應收貿易賬款之公平值如下：

本集團給予其貿易客戶一至六個月之信貸期。以下為根據發票日期之應收貿易賬款於二零零九年十二月三十一日之賬齡分析：

		Group		Company	
		集團	集團	公司	公司
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		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
Within 6 months	六個月內	119,874	108,068	101,592	95,317
Over 6 months but less than 1 year	六個月以上但少於一年	47,870	84,096	47,154	83,695
Over 1 year but less than 2 years	一年以上但少於兩年	72,861	46,570	71,643	45,995
		<b>240,605</b>	<b>238,734</b>	<b>220,389</b>	<b>225,007</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 21. TRADE RECEIVABLES (Continued)

The movement in the provision for impairment of trade receivables is as follows:

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Balance at 1 January	於一月一日之結餘	10,363	10,932	9,600	10,932
Amount written off	撇銷金額	(763)	(10,932)	-	(10,932)
Impairment loss charged to the statement of comprehensive income	於全面收益表內扣除之 減值虧損	2,686	10,363	1,500	9,600
Balance at 31 December	於十二月三十一日之結餘	12,286	10,363	11,100	9,600

At each reporting date, the Group's trade receivables were individually and collectively determined for impairment purposes. The individually impaired receivables are recognised based on the credit history of its customers, indication of financial difficulties, default in payments, and current market conditions. Consequently, specific impairment provision was recognised.

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly. The Group does not hold any collateral over these balances, whether determined on individual or collective basis.

### 21. 應收貿易賬款(續)

就應收貿易賬款的減值作出撥備的變動如下：

於每一結算日，本集團之應收貿易賬款會個別及共同釐定是否已減值。個別已減值之應收賬款乃按客戶之信貸往績、財政困難之跡象、拖欠付款，以及當時市況予以確認。因此已確認特別減值撥備。

就應收貿易賬款之減值虧損，本集團會確認於撥備賬中。除非本集團相信日後收回該款項的可能性極低，有關減值虧損將直接於應收貿易賬款中撇銷。本集團並無就此等結餘持有任何抵押品（不論按個別或共同基準釐定）。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 21. TRADE RECEIVABLES (Continued)

The ageing analysis of trade receivables that are past due as at the reporting date but not impaired is as follows:

		Group		Company	
		集團	公司	集團	公司
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		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
Neither past due nor impaired	並無逾期或減值	119,874	96,488	101,592	94,130
Overdue within 1 year	逾期一年以下	120,731	142,246	118,797	130,877
		<b>240,605</b>	<b>238,734</b>	<b>220,389</b>	<b>225,007</b>

As at 31 December 2009, Company's and Group's trade receivables of RMB101,592,000 and RMB119,874,000 respectively (2008: RMB94,130,000 and RMB96,488,000) that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default. Trade receivables that were past due but not impaired related to a number of customers that the Group had continuing business relationships with these customers including sales to and settlements from these customers in general, which in the opinion of the directors have no indications of default. The Group does not hold any collateral over these balances.

Included in trade receivables are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

		Group		Company	
		集團	公司	集團	公司
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		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
United States dollars ("US\$")	美元	161,294	182,714	156,240	179,939

### 21. 應收貿易賬款(續)

於結算日已逾期但並無減值之應收貿易賬款之賬齡分析如下：

		Group		Company	
		集團	公司	集團	公司
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		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
Neither past due nor impaired	並無逾期或減值	119,874	96,488	101,592	94,130
Overdue within 1 year	逾期一年以下	120,731	142,246	118,797	130,877
		<b>240,605</b>	<b>238,734</b>	<b>220,389</b>	<b>225,007</b>

於二零零九年十二月三十一日，本公司及本集團之應收貿易賬款分別為人民幣101,592,000元及人民幣119,874,000元(二零零八年：人民幣94,130,000元及人民幣96,488,000元)，既未逾期亦未減值，與大量並無拖欠歷史之客戶有關。已逾期但沒有減值、且與本集團維持持續業務關係之多名客戶有關之應收貿易賬款，包括一般銷售予該等客戶及該等客戶之付款，董事認為並無跡象顯示拖欠。本集團並無就此等結餘持有任何抵押品。

應收貿易賬款已包括以下與實體功能貨幣有別的貨幣為單位的該實體相關金額：

		Group		Company	
		集團	公司	集團	公司
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		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
United States dollars ("US\$")	美元	161,294	182,714	156,240	179,939

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 22. BILLS RECEIVABLES

The fair values of bills receivables are as follows:

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Bills receivables aged within 6 months	賬齡在六個月以內 之應收票據	9,600	1,433	9,600	1,000

### 22. 應收票據

應收票據之公平值如下：

### 23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Deposits	按金	384	464	-	78
Prepayments	預付款項	8,994	6,071	8,787	5,704
Other receivables	其他應收款項	97,886	106,820	90,074	90,112
Software tax refundable	可退回軟件稅	4,461	9,382	355	1,108
Value added tax	增值稅	18,708	44,376	22,960	42,520
Dividend receivable from a subsidiary	應收一間附屬公司 之股息	-	-	40,500	45,000
		130,433	167,113	162,676	184,522
Less: provision for impairment on prepayments and other receivables	減：預付款項及 其他應收款項 之減值撥備	(8,401)	(2,497)	(8,401)	(2,497)
		122,032	164,616	154,275	182,025

### 23. 其他應收款項、按金及預付款項

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The movement in the provision for impairment on prepayments and other receivables is as follows:

		Group and Company 集團及公司	
		2009 二零零九年	2008 二零零八年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 January	於一月一日之結餘	2,497	—
Impairment loss recognised	減值虧損確認	5,904	2,497
Balance at 31 December	於十二月三十一日之結餘	8,401	2,497

Included in other receivables are advances to the staff of the Group and the Company which amounted to RMB4,765,000 and RMB4,549,000 respectively (2008: RMB5,895,000 and RMB5,554,000) in aggregate. Such advances are unsecured, interest-free and repayable on demand.

As at 31 December 2008, other receivables included an amount of RMB1,158,000 which was held under custodian by the Company's director namely Mr. Liu Jun in the course of business of the Group. These amounts were unsecured, interest-free and repayable on demand.

### 24. AMOUNTS DUE FROM/(TO) SUBSIDIARIES

The amounts due are unsecured. Except for an amount of RMB20,000,000 (2008: Nil) which is interest-bearing at prevailing market rate and repayable within one year, the balance due from/(to) subsidiaries are interest-free and repayable on demand.

The directors consider that the carrying amounts of the balances approximate their fair value.

### 23. 其他應收款項、按金及預付款項(續)

就其他應收款項及預付款項的減值作出撥備的變動如下：

		Group and Company 集團及公司	
		2009 二零零九年	2008 二零零八年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 January	於一月一日之結餘	2,497	—
Impairment loss recognised	減值虧損確認	5,904	2,497
Balance at 31 December	於十二月三十一日之結餘	8,401	2,497

其他應收款項包括向本集團及本公司僱員所作之墊款，總金額分別達人民幣4,765,000元及人民幣4,549,000元(二零零八年：人民幣5,895,000元及人民幣5,554,000元)。此類墊款並無抵押、免息及須於接獲通知時償還。

於二零零八年十二月三十一日，其他應收款項包括本公司董事劉均先生於本集團之業務過程中以託管方式持有之人民幣1,158,000元。該等款項為無抵押、免息及須於要求時償還。

### 24. 附屬公司欠款／(欠附屬公司款項)

該款項為無抵押。除金額為人民幣20,000,000元(二零零八年：無)之款項按現行市場利率計息及須於一年內償還外，附屬公司欠款／(欠附屬公司款項)之結餘為免息及按要求償還。

董事認為，該等結餘之賬面值與彼等公平值相若。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 25. AMOUNT DUE FROM AN ASSOCIATE

The amount due is unsecured, interest-free and repayable on demand.

### 26. PLEDGED/RESTRICTED BANK DEPOSITS

As at 31 December 2009, the balance represented a deposit in respect of an agreement entered into with a customer which placed in a designated bank account of the Group and the Company. Such deposit is available to be used when the project commences.

As at 31 December 2008, RMB21,000,000 were pledged to banks to secure certain banking facilities granted to the Group and the Company.

The directors of the Company consider that the fair value of the pledged bank deposits is not materially different from their carrying amount because of the short maturity period.

### 27. CASH AND CASH EQUIVALENTS

Included in bank and cash balances of the Group is RMB230,129,000 (2008: RMB83,432,000) of bank balances denominated in RMB placed with banks in the PRC. RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

At the reporting date, the cash and bank balances of the Group are denominated in RMB of RMB230,376,000 (2008: RMB83,972,000), US\$ of RMB8,370,000 (2008: RMB10,940,000), Euro ("EUR") of RMB3,601,000 (2008: RMB2,639,000) and other currencies of RMB1,001 (2008: RMB32,000).

### 25. 一間聯營公司欠款

該款項為無抵押、免息及於按時償還。

### 26. 有抵押／有限制銀行存款

於二零零九年十二月三十一日，結餘指就與客戶訂立之協議存於本集團及本公司指定銀行賬戶之存款。該存款於項目開始時可獲使用。

於二零零八年十二月三十一日，人民幣21,000,000元已抵押予銀行，作為授予本集團及本公司若干銀行融資之抵押。

本公司董事認為，由於有抵押銀行存款之到期期間較短，故其公平值與賬面值並無重大差異。

### 27. 現金及現金等價物

計入本集團銀行及現金結餘為存放於中國以人民幣計值之銀行結餘人民幣230,129,000元(二零零八年：人民幣83,432,000元)。人民幣並非可自由兌換之貨幣。根據中國內地之外匯管理法規以及結匯、售匯及付匯管理規定，本集團獲准透過獲認可進行外匯業務之銀行將人民幣兌換為外幣。

於結算日，本集團之現金及銀行結餘為人民幣230,376,000元(二零零八年：人民幣83,972,000元)以人民幣計值、人民幣8,370,000元(二零零八年：人民幣10,940,000元)以美元計值、人民幣3,601,000元(二零零八年：人民幣2,639,000元)以歐元計值及人民幣1,001元(二零零八年：人民幣32,000元)以其他貨幣計值。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 28. TRADE PAYABLES

The ageing analysis of trade payables as at 31 December 2009 is as follows:

Within 6 months	六個月內
Over 6 months but less than 1 year	六個月以上 但少於一年
Over 1 year but less than 2 years	一年以上 但少於兩年

### 28. 應付貿易賬款

於二零零九年十二月三十一日，應付貿易賬款之賬齡分析如下：

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
		82,927	41,547	50,776	5,748
		5,082	7,920	1,180	1,006
		868	11,296	122	105
		<b>88,877</b>	<b>60,763</b>	<b>52,078</b>	<b>6,859</b>

### 29. BORROWINGS

Bank loans	銀行貸款
Secured	有抵押
Unsecured	無抵押
Less: Current portion due within one year included under current liabilities	減：包括於流動負債項下一年內到期之流動部分
Non-current portion included under non-current liabilities	包括於非流動負債項下之非流動部分

### 29. 借貸

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
		280,000	318,152	250,000	318,152
		80,856	1,476	80,000	-
		<b>360,856</b>	<b>319,628</b>	<b>330,000</b>	<b>318,152</b>
		(360,590)	(278,865)	(330,000)	(278,152)
		<b>266</b>	<b>40,763</b>	<b>-</b>	<b>40,000</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 29. BORROWINGS (Continued)

As at 31 December 2009, the Group's and the Company's borrowings were repayable as follows:

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Within one year	一年內	360,590	278,865	330,000	278,152
In the second year	於第二年	266	40,563	—	40,000
In the third to the fifth year	由第三年至第五年	—	200	—	—
		<b>360,856</b>	<b>319,628</b>	<b>330,000</b>	<b>318,152</b>

All bank borrowings are repayable in one to two (2008: one to three) years since the draw down date. Bank borrowings for the Group of RMB310,856,000 (2008: RMB222,476,000) and for the Company of RMB280,000,000 (2008: RMB221,000,000) bear fixed interest rate from 4.86% to 7.47% (2008: 5.51%) and from 4.86% to 7.47% (2008: 6.95%) per annum respectively. The remaining borrowings bear floating rates ranging from 4.78 % to 6.34% (2008: 4.86% to 8.96%) per annum.

At 31 December 2009, the banking facilities of certain subsidiaries and the Company, were secured by land and buildings of the Group as detailed in note 13 and 14 and personal guarantee provided by certain shareholders/directors. Such banking facilities amounted to RMB579,310,000 (2008: RMB759,279,000) to the Group and RMB534,500,000 (2008: RMB757,347,000) to the Company respectively. The Group and the Company had utilised an amount of RMB360,856,000 (2008: RMB304,628,000) and RMB330,000,000 (2008: RMB303,152,000) respectively, at 31 December 2009.

### 29. 借貸(續)

於二零零九年十二月三十一日，本集團及本公司之借貸須於下列期限償還：

所有銀行借貸須於提取日後一年至兩年(二零零八年：一年至三年)後償還。本集團及本公司的銀行借貸分別為人民幣310,856,000元(二零零八年：人民幣222,476,000元)及人民幣280,000,000元(二零零八年：人民幣221,000,000元)，分別按固定年利率4.86厘至7.47厘(二零零八年：5.51厘)及4.86厘至7.47厘(二零零八年：6.95厘)計息。其餘借貸以介乎4.78厘至6.34厘(二零零八年：4.86厘至8.96厘)之浮動年利率計息。

於二零零九年十二月三十一日，若干附屬公司及本公司之銀行融資以本集團之土地、樓宇(如附註13及14所詳述)及若干股東／董事提供之個人擔保作為抵押。該等本集團之銀行融資為數人民幣579,310,000元(二零零八年：人民幣759,279,000元)，本公司之銀行融資則為人民幣534,500,000元(二零零八年：人民幣757,347,000元)。於二零零九年十二月三十一日，本集團及本公司已動用人民幣360,856,000元(二零零八年：人民幣304,628,000元)及人民幣330,000,000元(二零零八年：人民幣303,152,000元)。



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## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 29. BORROWINGS (Continued)

Included in borrowings are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

	Group		Company	
	2009	2008	2009	2008
	二零零九年	二零零八年	二零零九年	二零零八年
	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
US\$	–	14,151	–	14,151

### 29. 借貸(續)

借貸包括下列以除與該等金額有關之實體之功能貨幣外之貨幣計值之金額：

### 30. SHARE CAPITAL

	Number of shares		Registered, issued and fully paid
	Domestic and unlisted foreign shares	H Shares	
	內資及未上市外資股	H 股	註冊、已發行 及實收
	'000	'000	RMB'000
	千股	千股	人民幣千元
Share capital of RMB0.10 each	330,000	228,000	55,800
Issue of H Shares	–	45,600	4,560
At 31 December 2008 and 2009	330,000	273,600	60,360

Except for the currency in which dividends are paid and the restrictions as to whether the shareholders can be PRC investors or foreign investor, domestic and unlisted foreign shares and H Shares rank pari passu in all respects with each other.

除支付股息之貨幣及是否限制股東為中國投資者或外國投資者外，內資、未上市外資股與H股在各方面享有同等權益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 31. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements. Nature and purpose of the statutory surplus reserve, public welfare fund and retained profits are explained in note (b) below.

#### (b) Company

### 31. 儲備

#### (a) 集團

本集團之儲備金額以及本年度及過往年度之儲備變動呈列於財務報表之綜合權益變動報表內。法定公積金、公益金及保留溢利之性質及用途於下文附註(b)載列。

#### (b) 公司

		Share premium	Statutory surplus reserve	Public welfare fund	Retained profits	Total
		股份溢價	法定公積金	公益金	保留溢利	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
At 1 January 2008	於二零零八年一月一日	284,210	19,380	19,380	21,540	344,510
2008 proposed final dividend	二零零八年擬派末期股息	-	-	-	(12,072)	(12,072)
Loss for the year	年度虧損	-	-	-	(8,468)	(8,468)
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	284,210	19,380	19,380	1,000	323,970
Disapproval of 2008 proposed final dividend (note 11)	未獲批准之二零零八年建議 之末期股息(附註11)	-	-	-	12,072	12,072
Profit for the year	年度溢利	-	-	-	16,957	16,957
2009 proposed final dividend	二零零九年擬派末期股息	-	-	-	(18,108)	(18,108)
At 31 December 2009	於二零零九年十二月三十一日	284,210	19,380	19,380	11,921	334,891

**31. RESERVES (Continued)****(b) Company (Continued)**

Notes:

**(i) Share premium**

Share premium is the excess of the proceeds received over the nominal value of the shares of the Company issued at a premium, less the amount of expenses incurred in connection with the issue of the shares.

**(ii) Statutory surplus reserve**

The Company's Articles of Association requires the appropriation of 10% of profit after income tax each year to the statutory surplus reserve until the balance reaches 50% of the registered share capital. According to the provision of the Company's Articles of Association, under normal circumstances, the statutory surplus reserve shall only be used for making up losses, capitalisation into share capital and expansion of the Company's production and operation. For the capitalisation of statutory surplus reserve into share capital, the remaining amount of such reserve shall not be less than 25% of the registered share capital. The transfer to the statutory surplus reserve is based on the net profit in the financial statements prepared under PRC accounting standards.

**(iii) Public welfare fund**

Public welfare fund represents the appropriation of profit after income tax according to the requirements of the Company's Articles of Association and the PRC Company Law. According to the requirements, the Company shall make allocation from profit after income tax at the rate of 5% to 10% to the public welfare fund. The public welfare fund can only be utilised on capital items for employees' collective welfare. Individual employees only have the right to use these facilities, the titles to which will remain with the Company. The public welfare fund forms part of the shareholders' equity but is not distributable other than in liquidation. The transfer to the public welfare fund was based on the net profit in the financial statements prepared under PRC accounting standards in the past. However, there is no longer statutory requirement for appropriation and therefore, no appropriation is made for the current year. The appropriation is subject to the shareholders' approval in the annual shareholders meeting of the Company.

**32. 儲備 (續)****(b) 公司 (續)**

附註：

**(i) 股份溢價**

股份溢價乃本公司股份以溢價發行時所得資金，撇除發行股份費用後，與股份面值之差異。

**(ii) 法定公積金**

本公司公司章程規定每年將除稅後溢利之10%轉撥為法定公積金，直至結餘達到註冊股本之50%為止。根據本公司公司章程之規定，在一般情況下，法定公積金僅可用於彌補虧損、撥充資本至股本及擴充本公司之生產及業務。就將法定公積金撥充資本至股本而言，該等法定公積金之剩餘款項不得少於註冊股本之25%。法定公積金之轉移乃以根據中國會計準則所編製之財務報表中之淨利潤為基準。

**(iii) 公益金**

公益金指根據本公司公司章程及中國公司法轉撥備除收入後溢利。根據有關規定，本公司須將其除所得稅後溢利之5%至10%轉撥為公益金。公益金僅可用於員工集體福利之公益項目。個別員工僅有權使用其項下之設施，而設施之所有權仍屬於本公司。公益金構成股東之部分權益，除清盤外不得分派。公益金之轉移乃以根據過往之中國會計準則所編製之財務報表中之淨利潤為基準。然而，由於再無法定規定須作出分配，因此本年度並無作出分配。分配須待股東於本公司之股東週年大會上批准。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 31. RESERVES (Continued)

#### (b) Company (Continued)

##### (iv) Retained profits

The reserve available for distribution to shareholders is based on the lower of the aggregate amount of profit after income tax for the year and retained profits brought forward determined under PRC accounting regulations and that determined under Hong Kong generally accepted accounting principles after deduction of the current year's appropriations to the statutory surplus reserve and public welfare fund.

### 32. 儲備(續)

#### (b) 公司(續)

##### (iv) 保留溢利

可供分派予股東之儲備乃根據中國會計規定或根據香港普遍採納之會計準則釐定之本年度之除稅後溢利總額及累計結轉溢利之總額(以較低者為準),並扣除本年度轉撥為法定公積金及公益金之金額計算。

### 32. OPERATING LEASE COMMITMENTS

As at 31 December 2009, the Group and the Company had commitments for future minimum lease payments in respect of land and buildings under non-cancellable operating leases which fall due as follows:

### 32. 經營租約承擔

於二零零九年十二月三十一日,本集團及本公司根據不可撤銷之經營租約就土地及樓宇須於下列年期內支付日後之最低租約承擔如下:

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Within one year	一年內	2,191	3,567	852	1,578
In the second year to fifth year	第二年至第五年	5,546	5,288	190	2,098
After the fifth year	五年以上	3,243	49	-	49
		<b>10,980</b>	<b>8,904</b>	<b>1,042</b>	<b>3,725</b>

The Group lease a number of properties under operating leases. The leases run for an initial period of one to seven (2008: one to five) years, with an option to renew the lease and renegotiate the terms at the expiry date or at dates as mutually agreed between the Group and respective landlords/lessors. The lease payments are fixed and no arrangements have been entered into for contingent rental payments.

本集團根據經營租約租賃多項物業。租約之初步年期為一年至七年(二零零八年:一年至五年),本集團及各自業主/出租人有權選擇續新租約及於到期日或共同協定之日期重新磋商其中條款。租約付款乃固定及概未就或然租金付款訂立安排。

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## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 33. FUTURE OPERATING LEASE ARRANGEMENTS

As at 31 December 2009, the Group and the Company had future aggregate minimum lease receipts in respect of land and buildings under non-cancellable operating leases as follows:

### 33. 未來經營租約安排

於二零零九年十二月三十一日，本集團及本公司有根據不可撤銷之經營租約就土地及樓宇於以下年期內收取之最低租金如下：

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Within one year	一年內	7,791	7,512	11,139	10,860
In the second year to fifth year	第二年至第五年	11,207	27,038	17,976	27,038
		<b>18,998</b>	<b>34,550</b>	<b>29,115</b>	<b>37,898</b>

The Group and the Company leases certain portion of the buildings (note 13) under operating lease arrangements which run for an initial period of one to four (2008: one to five) years. The terms of the leases generally also require the tenants to pay security deposits. There is no arrangement of contingent rental receivables.

本集團及本公司根據經營租約(初步年期為一年至四年(二零零八年：一年至五年)租賃若干樓宇部分(附註13)。此等租約之條款一般訂明承租人須支付抵押金。並無有關或然應收租金之安排。

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### 34. CAPITAL COMMITMENTS

### 34. 資本承擔

		Group		Company	
		集團	集團	公司	公司
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		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
Capital expenditure contracted but not provided for in the financial statements:	已定約但未於財務報表中撥備之資本開支：				
– expenditures on construction-in-progress	– 在建工程開支	16,272	14,920	16,272	14,920
– acquisition of plant and equipment	– 收購廠房及設備	1,520	–	1,520	–
– capital injection to an associate	– 向一間聯營公司注資	11,040	–	11,040	–
		<b>28,832</b>	<b>14,920</b>	<b>28,832</b>	<b>14,920</b>

### 35. SHARE OPTION SCHEME

Pursuant to the Company's share option scheme approved by a resolution of the shareholders of the Company dated 21 March 2002 (the "Share Option Scheme"), the Company, for the purpose of encouraging the participants to perform their best in achieving the goals of the Group, may grant options to employees including any directors of the Company or its subsidiaries to subscribe for the H Shares in the Company. An offer for the grant of options must be accepted within 28 days from the date of offer, and a consideration of RMB1.00 is payable by each of the participants on acceptance of the grant of options. The Share Option Scheme will remain valid for a period of ten years commencing on 21 March 2002. An option may be exercised at any time during a period to be notified by the directors of the Company to each grantee provided that the period within which the option must be exercised shall be not less than two years and not more than 10 years from the date of grant. The subscription price for H Shares under the Share Option Scheme will be determined by the directors and notified to each grantee and will be no less than the highest of (a) the closing price of the H Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (b) the average closing price of the H Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of a H Share.

### 35. 購股權計劃

根據經本公司股東於二零零二年三月二十一日之決議所通過之本公司購股權計劃(「購股權計劃」)，本公司為鼓勵參與者盡其所能達到本集團之目標，可向僱員(包括本公司或其附屬公司之任何董事)授予購股權，以認購本公司之H股。每名參與者若接納授予購股權之建議必須於建議日期起計二十八日內作出，接納授予購股權時每人須支付代價人民幣1.00元。購股權計劃之有效期於二零零二年三月二十一日起計為期十年。每份購股權可於本公司董事通知每名承授人之時期內隨時行使，惟購股權須予行使之時期由授出之日起計不可短於兩年及長於十年。購股權計劃項下H股之認購價將由董事釐定後通知承授人，認購價不會低於以下三者之最高者：(a)授出購股權日期(必須為營業日)H股於聯交所之日報表所列之收市價；(b)緊接授出購股權日期前五個營業日H股於聯交所日報表所列之平均收市價；及(c)H股之面值。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 35. SHARE OPTION SCHEME (Continued)

However, for employees who are PRC nationals and have taken up any options to subscribe for the Company's H Shares, they shall not be entitled to exercise the options until:

- (i) The current restrictions imposed by the relevant PRC laws and regulations restricting PRC nationals from subscribing for and dealing in H Shares or any laws and regulations with similar effects have been abolished or removed; and
- (ii) The China Securities Regulatory Commission or other relevant government authorities in the PRC have approved the new issue of H Shares upon the exercise of any options which may be granted under the Share Option Scheme.

The total number of H Shares subject to the Share Option Scheme and any other share option schemes must not, in aggregate, exceed 30% of issued H Shares of the Company in issue from time to time. The total number of H Shares available for issue under options granted under the Share Option Scheme and any other schemes, must not in aggregate, exceed 10% of the number of H Shares of the Company in issue from time to time. The Company may seek approval from shareholders in general meeting for renewing the 10% limit or for granting further options beyond the 10% limit, provided that the options in excess of the 10% limit are granted only to participants specifically identified by the Company before such approval is sought.

No employee of the Company or its subsidiaries shall be granted an option which, if all the options granted to the employee (including both exercised and outstanding options) in any 12-month period up to the date of grant, shall not exceed 1% of the H Shares in issue at the date of grant.

No option has been granted by the Company under the Share Option Scheme since its adoption.

### 35. 購股權計劃(續)

然而，屬於中國國民並已接納可認購本公司H股之購股權之僱員直至以下時間方有權行使購股權：

- (i) 中國有關限制其國民認購及買賣H股之法律及法規或具有類似效力之法律及法規現時所施加之限制被廢除或解除；及
- (ii) 中國證券監督管理委員會或中國其他相關之政府機關批准購股權計劃所授購股權獲行使後新發行H股。

購股權計劃及任何其他購股權計劃所涉及之H股總數合共不可超過本公司不時已發行H股之30%。購股權計劃及任何其他計劃所授購股權而可供發行之H股總數合共不可超過本公司不時已發行H股數目之10%。本公司可於股東大會尋求股東批准更新此10%限額或批准進一步授出超出10%限額之購股權，惟僅可向尋求此項批准前本公司所特別界定之參與者授予超過此10%限額之購股權。

本公司或其附屬公司之僱員獲授予之購股權於截至授出相關購股權之日止十二個月期內合計不得低於授出日期已發行H股之1%。

自採納購股權計劃以來，本公司並無按該計劃授出購股權。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 36. RETIREMENT PLANS

As stipulated by the rules and regulations in the PRC, the Group contributes to state-sponsored retirement plans for its employees in the PRC. The Group is required to contribute 8.0% to 22.5% of the basic salaries of its employees to the retirement plans, and has no further obligation for the actual payment of the previous or post retirement benefits. The relevant state-sponsored retirement plans are responsible for the entire present obligation to retired employees.

### 37. RELATED PARTY TRANSACTIONS

The following transactions were carried out with a related party:

Sales to an associate

銷售予一間聯營公司

Sales to an associate were conducted in the normal course of business at prices and terms not less than those charged to and contracted with other third party customers of the Group.

The directors are of the opinion that the key management personnel were the executive directors of the Company and certain highest paid employees, details of whose emoluments are set out in note 7.

The Group did not enter into any material related party transactions during the year other than as disclosed above and elsewhere in the financial statements.

### 36. 退休計劃

根據中國法規及法例之規定，本集團須為其中國僱員向國家資助之退休計劃供款。本集團須支付員工基本薪金 8.0% 至 22.5% 之金額作為退休計劃之供款，惟並無義務支付退休前後福利之實際付款。有關之國家資助退休計劃須就有關退休員工承擔所有現行責任。

### 37. 與關連人士之交易

以下交易為與關連人士進行之交易：

2009	2008
二零零九年	二零零八年
RMB'000	RMB'000
人民幣千元	人民幣千元
1,548	5,468

銷售予一間聯營公司乃在正常業務過程中，按不遜於收取或與本集團其他第三方客戶訂立之合約之價格及條款進行。

除上文及本財務報表其他部分所披露者外，年內，本集團並無訂立任何重大關連人士交易。

除上述及財務報表其他部分所披露者外，本集團於年內並無訂立任何重大關連人士交易。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES

The Group is exposed to a variety of financial risks such as market risk (including foreign currency risk and interest rate risk), liquidity risk and credit risk, which result from both its operating and investing activities.

The Group does not have written risk management policies and guidelines. However, the board of directors meets periodically to analyse and formulate strategies to manage the Group's exposure to these risks. Generally, the Group employs a conservative strategy regarding its risk management. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. The Group does not hold any derivative financial instruments for speculative purpose.

The Group's financial assets and financial liabilities are set out in note 2.14 and 2.20 to the financial statements respectively.

#### (i) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group has no significant interest bearing assets apart from cash and bank deposits. The Group currently have bank borrowings with fixed and floating interest rates as disclosed in note 29.

### 38. 財務風險管理及政策

本集團須承受不同財務風險，例如市場風險（包括外匯風險及利率風險）、流動資金風險及信貸風險，該等風險均來自其經營及投資活動。

本集團並無書面風險管理政策及指引。然而，董事會會定期舉行會議，以分析及制定策略管理本集團須承受之該等風險。一般而言，本集團就其風險管理採用保守策略。管理財務風險之整體目標集中於透過盡量降低本集團於金融市場上承受之風險，讓本集團取得短期至中期現金流量。本集團並無就投機用途持有任何衍生金融工具。

本集團之金融資產及金融負債分別載於財務報表附註2.14及2.20。

#### (i) 利率風險

利率風險指有關金融工具之公平值或現金流量因市場利率變動而波動之風險。除現金及銀行存款外，本集團並無重大計息資產。本集團現時之銀行借貸以定息及浮息計息（見附註29之披露）。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES (Continued)

#### (i) Interest rate risk (Continued)

##### Sensitivity analysis

At 31 December 2009, the Company was exposed to changes in market interest rates through its bank deposits and borrowings, which are subject to variable interest rates. The following table illustrates the sensitivity of the net result for the year and equity to a reasonably possible change in interest rates of +1% and -1% (2008: +1 and -1%), with effect from the beginning of the year. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on the Group's and the Company's bank deposits and borrowings held at each reporting date. All other variables are held constant.

### 38. 財務風險管理及政策 (續)

#### (i) 利率風險 (續)

##### 敏感度分析

於二零零九年十二月三十一日，本公司透過其銀行存款及借貸承擔市場利率變動的風險，視乎可變利率而定。下表說明本年度淨業績及權益就利率合理地可能增加及減少1% (二零零八年：增加及減少1%) 的敏感度，由年初起生效。這些變動根據對現行市況的觀察，認為合理地可能發生。計算根據本集團及本公司於各結算日持有的銀行存款及借貸作出。所有其他可變因素保持不變。

	Group 集團				Company 公司			
	2009 二零零九年	2009 二零零九年	2008 二零零八年	2008 二零零八年	2009 二零零九年	2009 二零零九年	2008 二零零八年	2008 二零零八年
	+1%	-1%	+1%	-1%	+1%	-1%	+1%	-1%
	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
Net (loss)/profit for the year and retained earnings	(175)	175	(231)	231	(165)	165	(231)	231
本年度淨(虧損)/溢利及保留盈利								

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES (Continued)

#### (ii) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to market risk for changes in foreign currency exchange rates relates primarily to certain trade receivables, certain cash and cash equivalents and certain bank borrowings in currencies other than the functional currency of RMB.

The Group mainly operates in the PRC and Germany. The functional currency of the Company and its subsidiaries are mainly RMB and EUR with certain transactions being settled in US\$ and EUR. The Group mainly exposes to foreign currency risk arising from the Group's financial assets and liabilities denominated in US\$.

The overall net exposure in respect of the carrying amount of the Group's and Company's foreign currency denominated financial assets and liabilities in net position, translated into RMB at the closing rate, are as follows:

		Group 集團		Company 公司	
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Net financial assets	金融資產淨值				
US\$	美元	169,549	179,503	203,481	221,144

### 38. 財務風險管理及政策(續)

#### (ii) 外匯風險

外匯風險指因匯率變動而導致金融工具之公平值或未來現金流量出現波動之風險。本集團因外幣匯率變動承擔之市場風險，主要與以功能貨幣人民幣以外貨幣列值之若干應收貿易賬款、若干現金及現金等價物及若干銀行借貸相關。

本集團主要在中國及德國營運。本公司及其附屬公司之功能貨幣主要為人民幣及歐元，若干交易以美元及歐元結算。本集團主要面對本集團以美元列值之金融資產及負債產生之外幣風險。

本集團及本公司以外匯計值之金融資產及負債之賬面淨值(已按收市匯率換算為人民幣)所面對之整體淨風險如下：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES (Continued)

#### (ii) Foreign currency risk (Continued)

##### Sensitivity analysis

A 5% strengthening/weakening of RMB against US\$ as at the respective reporting dates would (decrease)/increase the profit after income tax (due to changes in the fair value of monetary assets and liabilities) by the amount shown below. This analysis has been determined based on the assumed percentages changes in foreign currency exchange rates taking place at the beginning of the financial year and held constant throughout the year. It also assumes that all other variables, in particular interest rates, remain constant.

### 38. 財務風險管理及政策 (續)

#### (ii) 外匯風險 (續)

##### 敏感性分析

如於有關結算日，人民幣兌美元轉強／轉弱5%，除所得稅後溢利（由於貨幣資產及負債之公平值變動）（減少）／增加之金額將如下表所示。此分析乃以外匯匯率於財政年度初期產生假設百分比變動及於整個年度保持不變為基礎釐定，亦假設所有其他變數（特別是利率）維持不變。

	Increase/ (decrease) 增加／(減少)	Increase/(decrease) in net profit the year and retained earnings 本年度淨利潤及保留盈利增加／(減少)			
		Group 集團		Company 公司	
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
If RMB strengthen 如人民幣兌美元轉強 against US\$	5%	(8,477)	(8,975)	(10,174)	(11,057)
If RMB weaken 如人民幣兌美元轉弱 against US\$	(5%)	8,477	8,975	10,174	11,057

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES (Continued)

#### (iii) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations.

The Group's maximum exposure to credit risk on recognised financial assets is limited to the carrying amount at the reporting date as summarised below:

### 38. 財務風險管理及政策(續)

#### (iii) 信貸風險

信貸風險指金融工具之對手方未能按金融工具之條款履行責任，並導致本集團錄得財務虧損之風險。本集團之信貸風險主要來自其一般業務過程中授予客戶之信貸。

本集團有關已確認金融資產之最高信貸風險以結算日之賬面值為限，概述如下：

Classes of financial assets – carrying amount	金融資產類別 – 賬面值	Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Trade and bills receivables	應收貿易賬款及應收票據	250,205	240,167	229,989	226,007
Other receivables and deposits	其他應收款項及按金	89,869	104,787	122,173	132,693
Amounts due from subsidiaries	附屬公司欠款	–	–	20,000	54,394
Amount due from associate	一間聯營公司欠款	374	3,159	353	3,137
Pledged/restricted bank deposits	有抵押/有限制銀行存款	675	21,000	675	21,000
Cash and bank balances	現金及銀行結餘	242,348	97,583	235,662	85,272
		<b>583,471</b>	<b>466,696</b>	<b>608,852</b>	<b>522,503</b>

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES (Continued)

#### (iii) Credit risk (Continued)

The credit risk on pledged bank deposits and cash and cash equivalents is limited because the counterparties are banks with high credit-ratings.

It is the Group's policy that receivable balances are monitored on an ongoing basis. The allowance for impairment has been made to reduce the exposure to the credit risk in relation to the receivables. Other than this there are no significant concentrations of credit risk within the Group in relation to other financial assets. None of the financial assets of the Group and the Company are secured by collateral or other credit enhancements.

See note 21 to these financial statements for further details of the Group's exposures to credit risk on trade receivables.

### 38. 財務風險管理及政策 (續)

#### (iii) 信貸風險 (續)

有抵押銀行存款及現金及現金等價物之信貸風險有限，原因為對手方均為具有高信用評級之往來銀行。

本集團之策略為持續監控應收結餘。減值撥備已作出以減少有關應收款項之信貸風險。除此之外，本集團並無有關其他金融資產信貸風險之重大集中。本集團及本公司之金融資產概無以抵押品或其他信貸增強措施作抵押。

有關本集團應收貿易賬款信貸風險之進一步詳情，請參見本財務報表附註21。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES (Continued)

#### (iv) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group exercised liquidity risk management policy by maintaining sufficient cash level and the availability of adequate amount of committed credit facilities.

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. The remaining contractual maturities at the reporting date of the Group's and the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group and the Company can be required to pay.

### 38. 財務風險管理及政策(續)

#### (iv) 流動資金風險

流動資金風險乃與本集團未能通過交付現金或其他金融資產之方式履行金融負債相關責任之風險有關。本集團就清償應付貿易賬款及其財務責任以及現金流量管理而承受流動資金風險。本集團維持足夠水平之現金及已承諾信貸提供之融資，執行流動資金風險管理政策。

本集團的政策為定期監督其流動資金需求，並遵守貸款契諾，確保維持充足現金及可隨時變現有價證券的儲備，以及主要金融機構提供充足已承諾資金額度，應付短期及較長期流動資金需求。本集團及本公司非衍生金融負債於結算日的餘下合約到期款項，根據合約未貼現現金流(包括使用合約利率計算的利息付款，或如為浮息，根據結算日的現行利率)及本集團可能需要支付的最早日期。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES (Continued)

#### (iv) Liquidity risk (Continued)

2009

		Group 集團				Company 公司			
		Total			Total				
		contractual	Within one	In the	contractual	Within one	In the		
		undiscounted	year or on	second	Carrying	undiscounted	year or on	second	
		amount	cash flow	year	amount	cash flow	demand	year	
		合約未貼現	於一年內		合約未貼現	於一年內			
		賬面金額	現金總流量	或要求時	賬面金額	現金總流量	或要求時	第二年	
		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	
Trade payables	應付貿易賬款	88,877	88,877	88,877	-	52,078	52,078	52,078	-
Other payables and accrued charges	其他應付款項及應計費用	19,789	19,789	19,789	-	14,706	14,706	14,706	-
Borrowings	借貸	360,856	374,014	373,703	311	330,000	338,757	338,757	-
		469,522	482,680	482,369	311	396,784	405,541	405,541	-

### 38. 財務風險管理及政策 (續)

#### (iv) 流動資金風險 (續)

二零零九年

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES (Continued)

#### (iv) Liquidity risk (Continued)

2008

		Group 集團					Company 公司				
		Total		In the			Total		In the		
		contractual	Within one	In the	third year		contractual	Within one	In the	third year	
		Carrying undiscouted	year or on	second	to the		Carrying undiscouted	year or on	second	to the	
		amount	demand	year	fifth year		amount	demand	year	fifth year	
		合約未貼現	於一年內		第三至		合約未貼現	於一年內		第三至	
		賬面金額	或要求時	第二年	第五年		賬面金額	或要求時	第二年	第五年	
		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	
Trade payables	應收貿易賬款	60,763	60,763	60,763	-	-	6,859	6,859	6,859	-	-
Bills payables	應付票據	21,000	21,000	21,000	-	-	21,000	21,000	21,000	-	-
Other payables and accrued charges	其他應付款項及應計費用	12,662	12,662	12,662	-	-	8,857	8,857	8,857	-	-
Borrowings	借貸	319,628	378,098	335,286	42,562	250	318,152	376,344	334,443	41,901	-
		414,053	472,523	429,711	42,562	250	354,868	413,060	371,159	41,901	-

#### (v) Fair value

The fair values of the Group's financial assets and financial liabilities are not materially different from their carrying amounts because of the immediate or short term maturity of these financial assets and liabilities. The carrying amount of the non-current portion of borrowings approximates its fair value since the directors consider that their interest rates are close to the prevailing market rates of similar financial instruments.

### 38. 財務風險管理及政策(續)

#### (iv) 流動資金風險(續)

二零零八年

#### (v) 公平值

本集團之金融資產及金融負債之公平值與其賬面值並無重大分別，因該等金融資產及負債乃即時或於短期內到期。借貸非流動部分之賬面值與其公平值相若，原因為董事認為其利率與類似金融工具之現行市場利率接近。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. FINANCIAL RISK MANAGEMENT AND POLICIES (Continued)

### 38. 財務風險管理及政策 (續)

#### (vi) Summary of financial assets and liabilities by category

The carrying amounts presented in the statement of financial position related to following categories of financial assets and liabilities: See notes 2.14 and 2.20 for explanations about how the category of financial instruments affects their subsequent measurement.

#### (vi) 按類別劃分金融資產及負債概要

於財務狀況表呈列之賬面金額與下列金融資產及負債之類別有關。請參閱附註2.14及2.20，了解金融工具類別如何影響其後計量的解釋。

		Group 集團		Company 公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Financial assets	金融資產				
Cash and cash equivalents	現金及現金等價物	242,348	97,583	235,662	85,272
Loan and receivables	貸款及應收款項				
Trade receivables	應收貿易賬款	240,605	238,734	220,389	225,007
Bills receivables	應收票據	9,600	1,433	9,600	1,000
Other receivables and deposits	其他應收款項及按金	89,869	104,787	122,173	132,693
Amounts due from subsidiaries	附屬公司欠款	-	-	20,000	54,394
Amount due from an associate	一間聯營公司欠款	374	3,159	353	3,137
Pledged/restricted bank deposits	有抵押／有限制銀行存款	675	21,000	675	21,000
		<b>583,471</b>	<b>466,696</b>	<b>608,852</b>	<b>522,503</b>
Financial liabilities at amortised cost:	按攤銷成本記賬之金融負債：				
Trade payables	應付貿易賬款	88,877	60,763	52,078	6,859
Bills payables	應付票據	-	21,000	-	21,000
Other payables and accrued charges	其他應付款項及應計費用	19,789	12,662	14,706	8,857
Borrowings	借貸	360,856	319,628	330,000	318,152
		<b>469,522</b>	<b>414,053</b>	<b>396,784</b>	<b>354,868</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 39. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's capital management objectives are:

- (i) to ensure the Group's ability to continue as a going concern;
- (ii) to provide an adequate return to shareholders;
- (iii) to support the Group's sustainable growth; and
- (iv) to provide capital for the purpose of potential mergers and acquisitions.

The Group sets the amount of equity capital in proportion to its overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

### 39. 資本管理政策及程序

本集團之資本管理目標為：

- (i) 確保本集團持續經營的能力；
- (ii) 向股東提供充足回報；
- (iii) 支持本集團的持續增長；及
- (iv) 提供資本供可能進行的合併及收購之用。

本集團按其整體融資結構的比例預定權益股本的金額。本集團按經濟狀況轉變及相關資產的風險特色管理資本結構並作出調整。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 39. CAPITAL MANAGEMENT POLICIES AND PROCEDURES (Continued)

### 39. 資本管理政策及程序(續)

The net debt-to-adjusted capital ratio at the reporting date was as follows:

於結算日淨債項調整資本比率如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<b>Current liabilities</b>	<b>流動負債</b>		
Trade payables	應付貿易賬款	88,877	60,763
Bills payables	應付票據	-	21,000
Other payables and accrued charges	其他應付款項及應計費用	19,789	12,662
Current portion of borrowings	借貸之流動部分	360,590	278,865
		<b>469,256</b>	<b>373,290</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Borrowings	借貸	266	40,763
Total debt	總債項	469,522	414,053
Add: Proposed dividend	加：建議股息	18,108	12,072
Less: Cash and cash equivalents	減：現金及現金等價物	(242,348)	(97,583)
Net debt	淨債項	245,282	328,542
Total equity	總權益	568,345	506,106
Less: Proposed dividend	減：建議股息	(18,108)	(12,072)
Adjusted capital	經調整資本	550,237	494,034
Debt-to-adjusted capital ratio	債項調整資本比率	45%	67%

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務摘要

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2007 二零零七年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>	<b>462,440</b>	438,554	412,463	304,211	342,586
Cost of sales	銷售成本	(257,149)	(229,196)	(183,766)	(141,283)	(190,219)
<b>Gross profit</b>	<b>毛利</b>	<b>205,291</b>	209,358	228,697	162,928	152,367
Other income	其他收入	36,335	29,184	23,650	19,831	38,157
Selling expenses	銷售開支	(59,305)	(71,869)	(74,284)	(64,909)	(69,513)
Administrative expenses	行政費用	(53,449)	(61,346)	(44,582)	(37,708)	(44,854)
Research and development expenses	研發費用	(20,297)	(17,212)	(16,027)	(12,853)	(8,500)
Other operating expenses	其他經營開支	(15,784)	(38,095)	(30,087)	(19,085)	(15,305)
Finance costs	財務成本	(20,054)	(26,973)	(23,166)	(8,147)	(11,126)
Share of results of an associate	應佔一間聯營公司 業績	(5,333)	(7,121)	(2,753)	(961)	-
Gain on deemed disposal of interest in an associate	視作出售一間聯營 公司權益之收益	-	4,244	-	-	-
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	<b>67,404</b>	20,170	61,448	39,096	41,226
Income tax expense	所得稅支出	(5,353)	(7,339)	(101)	2,033	(4,097)
<b>Profit for the year</b>	<b>本年度溢利</b>	<b>62,051</b>	12,831	61,347	41,129	37,129
<b>Dividends</b>	<b>股息</b>	<b>18,108</b>	12,072	30,180	19,530	19,530
		RMB 人民幣	RMB 人民幣	RMB 人民幣	RMB 人民幣	RMB 人民幣
<b>Earnings per share for profit attributable to the owners of the Company</b>	<b>本公司擁有人 應佔每股溢利</b>					
- Basic	- 基本	10.3 cents 分	2.1 cents 分	10.9 cents 分	7.4 cents 分	7.1 cents 分
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2007 二零零七年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Total assets	總資產	1,037,883	920,171	964,414	778,798	614,758
Total liabilities	總負債	(469,538)	(414,065)	(440,856)	(359,639)	(277,238)
<b>Shareholder's equity</b>	<b>股東權益</b>	<b>568,345</b>	506,106	523,558	419,159	337,520

# Notice of Annual General Meeting

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Launch Tech Company Limited (the “Company”) will be held at the conference room, 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang, Longgang District, Shenzhen, the PRC at 10:00 a.m. on 25 May 2010 Tuesday for the following purposes:

- I. To pass the following matters as ordinary resolutions:
  1. To consider and pass the Directors’ Report for the year 2009;
  2. To consider and pass the Supervisory Committee’s Report for the year 2009;
  3. To consider and pass the audited consolidated financial statements of the Company and its subsidiaries for the year 2009;
  4. To consider and pass the resolution of final dividend distribution for the year 2009;
  5. To consider and pass plans to re-appoint Grant Thornton as independent auditors of the Company for the year 2010 and to authorise the board of Directors to fix their remunerations;
  6. To handle any other matters.

**茲通告**，深圳市元征科技股份有限公司（「本公司」）謹定於二零一零年五月二十五日（星期二）上午十時正假座中國深圳市龍崗區坂雪崗工業區五和大道北元征工業園辦公樓九樓會議室召開股東週年大會，藉以商討下列事項：

- I. 以普通決議案通過的以下事項：
  1. 審議並通過本公司二零零九年度董事會報告書；
  2. 審議並通過本公司二零零九年度監事會報告書；
  3. 審議並通過本公司及其附屬公司二零零九年度之經審核綜合財務報表；
  4. 審議並通過二零零九年度末期股息分配議案；
  5. 審議並通過續聘均富會計師行出任本公司二零一零年度獨立核數師並授權董事會決定其酬金的方案；
  6. 處理任何其他事項。

# Notice of Annual General Meeting

## 股東週年大會通告

### II. To pass the following matters as special resolutions:

1. To consider and resolve that, subject to the approval of China Securities Regulatory Commission and/or other relevant statutory authorities in the People's Republic of China and/or the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the proposed allotment and issue of new H shares and/or domestic shares, the board of Directors be authorised:
  - (a) to issue and/or place H shares and/or domestic Shares within a period of 12 months from the date of this resolution, provided that the total number of H shares and/or domestic shares to be placed and/or issued shall not exceed 20% (the "20% Limit") of the number of H shares and/or domestic shares of the Company in issue respectively;
  - (b) subject to the 20% Limit, to decide the number of H shares and/or domestic shares to be placed and/or issued and to deal with any matter arising from or related to the placing or issue of the new shares mentioned above;

### II. 以特別決議案通過的以下事項：

1. 審議並通過，在受限於中國證券監督管理委員會（「中國證監會」）及／或中華人民共和國其他有關的法定機關及／或香港聯合交易所有限公司創業板批准本公司擬增發H股及／或內資股上市及買賣的前提下，授予董事會一項授權：
  - (a) 由決議案日期起計十二個月期間內發行及／或配售H股及／或內資股，惟將予配售及／或發行之H股及／或內資股之總數不得分別超過本公司已發行之H股及／或內資股之股份數目的20%（「20%限額」）；
  - (b) 以20%限額為限，確定將予配售及／或發行H股及／或內資股之數目，以及處置因配售及／或發行該等新股份所產生或與之有關之事宜；



# Notice of Annual General Meeting

## 股東週年大會通告

- (c) to amend, in accordance with the increase in registered capital of the Company, the relevant articles contained in the Articles of Association in relation to the registered capital of the Company and any other articles that require corresponding amendments; and
- (d) if any chronological variation of the wordings or numbering of the articles contained in the Articles of Association of the Company is necessary upon application to the companies examination and approval authority authorised by the State Council and China Securities Regulatory Commission for examination and approval, to make corresponding amendments to the Articles of Association as required by such authority and China Securities Regulatory Commission.
- (c) 根據增加註冊資本的具體情況，修改章程中關於本公司註冊資本的細則及需相應修改的其他細則；及
- (d) 如公司章程呈報國務院授權的公司審批部門和中國證監會審批時需要進行文字或條文順序的變動，依據上述審批部門和中國證監會的要求作出相應的修改。

By order of the Board

**Launch Tech Company Limited**

**Liu Xin**

*Chairman*

Shenzhen, the PRC

31 March 2010

承董事會命

深圳市元征科技股份有限公司

董事長

劉新

中國，深圳

二零一零年三月三十一日

# Notice of Annual General Meeting

## 股東週年大會通告

### Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited at (i) the principal place of business in the PRC of the Company, at 9th floor, Launch Industrial Park, North of Wuhe Road, Banxuegang Longgang District, Shenzhen, the PRC (for holders of domestic shares of the Company); or (ii) the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares of the Company), not less than 24 hours before the time for holding the meeting or appointed time of voting.
3. Shareholders or their proxies shall present proofs of identities when attending the AGM.
4. The Registrar of members will be closed from 24 April 2010 to 25 May 2010, both days inclusive. All transfers accompanied by relevant share certificates must be lodged with Company's H share registrar not later than 4:30 p.m. on 23 April 2010.
5. Shareholders entitled to attend the AGM are requested to deliver the reply slip for attendance to (i) the registered office of the Company (for holders of domestic shares of the Company); or (ii) the Company's H share registrar (for holders of H shares of the Company) before 5 May 2010.

### 附註：

1. 有資格出席上述會議及於會上投票之本公司股東，均可委派一名或多名代理人出席會議及代其投票；代理人毋須為本公司股東。
2. H股股東代理人委任表格及如果該代理人委任表格由他人根據授權書或其他授權文件代表委託人簽署，經由公證律師證明之該等授權書或其他授權文件的副本，必須最遲於此會議召開或指定表決時間二十四小時前送達(i) (就本公司內資股持有人而言)本公司之中國主要營業地點，地址為中國深圳龍崗區坂雪崗工業區五和大道北元征工業園辦公樓九樓；或(ii) (就本公司H股持有人而言)本公司H股股份過戶登記處地址為香港皇后大道東一八三號合和中心十七樓香港中央證券登記有限公司，方為有效。
3. 股東或其代理人出席會議時應出示本人身份證明文件。
4. 本公司將於二零一零年四月二十四日至二零一零年五月二十五日(首尾兩天包括在內)暫停辦理股東名冊變更登記。為釐定有權出席大會並可於大會上投票之股東之身份，所有過戶文件連同有關股票須於二零一零年四月二十三日下午四時三十分前送抵本公司H股股份過戶登記處。
5. 有權出席股東週年大會之股東需於二零一零年五月五日以前以書面回覆(i) (就本公司內資股持有人而言)本公司之註冊辦事處；或(ii) (就本公司H股持有人而言)本公司H股股份過戶登記處。

## DIRECTORS OF THE COMPANY

### Executive Directors

Mr. Liu Xin (*Chairman*)

Mr. Liu Jun (*Chief executive officer*)

Ms. Liu Ping

### Non-executive Director

Ms. Liu Yong

### Independent Non-executive Directors

Mr. Jiang Chao

Mr. Liu Yuan

Dr. Zou Shulin

## SUPERVISORS

Mr. Sun Zhongwen

Mr. Du Xuan

Mr. Wang Xi Lin

## QUALIFIED ACCOUNTANT

Mr. Liu Chun Ming, FCCA

## COMPANY SECRETARY

Mr. Liu Chun Ming, FCCA

## AUDIT COMMITTEE

Mr. Jiang Chao

Mr. Liu Yuan

Dr. Zou Shulin

## COMPLIANCE OFFICER

Mr. Liu Jun

## 董事會

### 執行董事

劉新先生 董事長

劉均先生 行政總裁

劉平女士

### 非執行董事

劉庸女士

### 獨立非執行董事

蔣超先生

劉遠先生

鄒樹林博士

## 監事

孫中文先生

杜宣先生

王希琳先生

## 合資格會計師

廖俊明先生，FCCA

## 公司秘書

廖俊明先生，FCCA

## 審核委員會

蔣超先生

劉遠先生

鄒樹林博士

## 監察主任

劉均先生

## AUTHORISED REPRESENTATIVES

Mr. Liu Jun  
Mr. Liu Chun Ming, FCCA

## AUDITORS

Grant Thornton  
6th Floor, Nexxus Building  
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## 法定代表

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## 核數師

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## 法律顧問

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北京市中倫律師事務所  
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招商局中心01樓12/13層  
郵政編碼：100022

中國深圳市福田區益田路6003號  
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郵政編碼：518001

## PRINCIPAL BANKERS

Bank of China Shenzhen Branch  
Agricultural Bank of China Shenzhen Cbd Branch  
Shenzhen Development Bank Co., Ltd.  
of Shekou Shenzhen Branch  
Gongdong Development Bank of Shenzhen Branch  
Bank of Jiangsu Shenzhen Branch

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
46th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## REGISTERED OFFICE

Xin Yang Building  
Bagua Number Four Road  
Futian District  
Shenzhen, the PRC

## PRINCIPAL PLACE OF BUSINESS IN THE PRC

Launch Industrial Park  
North of Wuhe Road, Banxuegang, Longgang District, Shenzhen,  
the PRC

Launch Shanghai Base  
No. 661 Baian Road, Angtin Zhen, Jiading District, Shanghai,  
the PRC

## 主要往來銀行

中國銀行深圳市分行  
中國農業銀行深圳中心區支行  
深圳發展銀行深圳蛇口支行  
廣東發展銀行深圳分行  
江蘇銀行深圳分行

## 香港股份過戶登記處

香港中央證券登記有限公司  
香港皇后大道東183號  
合和中心46樓

## 註冊辦事處

中國深圳福田區  
八卦四路新陽大廈

## 中國主要營業地點

元征工業園  
中華人民共和國  
深圳市龍崗區坂雪崗工業區五和大道北

上海元征基地  
中華人民共和國  
上海市嘉定區安亭鎮百安公路661號

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

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Wing On Central Building  
26 Des Voeux Road Central  
Hong Kong

**STOCK CODE**

8196

**WEBSITE**

[www.cnlaunch.com](http://www.cnlaunch.com)

**BOOK CLOSE DATE FOR ANNUAL GENERAL MEETING AND FINAL DIVIDEND**

- From 24 April 2010 to 25 May 2010, both inclusive.
- All transfers accompanied by relevant share certificates must be lodged with the Company's H Share registrar no later than 4:30 p.m. on 23 April 2010.

**香港主要營業地點**

香港  
中環德輔道中 26 號  
永安中區大廈  
18 樓 1801 室

**股票編號**

8196

**網站**

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**股東週年大會及末期股息之截止過戶日期**

- 二零一零年四月二十四日至二零一零年五月二十五日(首尾兩天包括在內)。
- 所有過戶文件連同有關股票須於二零一零年四月二十三日下午四時三十分前送抵本公司H股股份過戶登記處。

2009



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[www.cnlaunch.com](http://www.cnlaunch.com)