



AKM Industrial Company Limited 安捷利實業有限公司

(incorporated in Hong Kong with limited liability under the Companies Ordinance)

(根據公司條例在香港註冊成立之有限公司)

Stock Code 股份代號 : 8298

2013

Annual Report 年報



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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板存在的較高風險及其他特色表示創業板較適合專業及其他老練的投資者。

鑑於在創業板上市的公司屬於新興性質，在創業板買賣的證券可能會較在主板買賣的證券承受較大市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告乃遵照聯交所創業板證券上市規則（「創業板上市規則」）的規定提供有關安捷利實業有限公司（「本公司」）的資料，本公司各董事（「董事」）願就本報告共同及個別承擔全部責任。董事經作出一切合理查詢後，確認就彼等所深知及確信本報告所載資料在各主要方面均為準確及完整及並無誤導或欺詐成份，且並無遺漏任何其他事實，致令本報告或其所載任何陳述產生誤導。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive directors

XIONG Zheng Feng (*Chairman*)

CHAI Zhi Qiang

LI Ying Hong

Non-executive director

MENG Weiwei

Gong Jiantang (appointed on 27 January 2014)

Independent non-executive directors

HUNG Chi Yuen Andrew

LIANG Zhi Li

BI Keyun (appointed on 4 February 2013)

WANG Heng Yi (resigned on 4 February 2013)

COMPLIANCE OFFICER

LI Ying Hong

COMPANY SECRETARY

HUNG Ching Yuen

AUTHORISED REPRESENTATIVES

XIONG Zheng Feng

LI Ying Hong

AUDIT COMMITTEE

HUNG Chi Yuen Andrew (*Committee Chairman*)

LIANG Zhi Li

BI Keyun (appointed on 4 February 2013)

WANG Heng Yi (resigned on 4 February 2013)

REMUNERATION COMMITTEE

LIANG Zhi Li (*Committee Chairman*)

LI Ying Hong

BI Keyun (appointed on 4 February 2013)

WANG Heng Yi (resigned on 4 February 2013)

NOMINATION COMMITTEE

XIONG Zheng Feng (*Committee Chairman*)

HUNG Chi Yuen Andrew

LIANG Zhi Li

董事會

執行董事

熊正峰 (主席)

柴志強

李映紅

非執行董事

孟衛偉

宮見棠 (於二零一四年一月二十七日獲委任)

獨立非執行董事

洪志遠

梁志立

畢克允 (於二零一三年二月四日獲委任)

王恒義 (於二零一三年二月四日辭任)

監察主任

李映紅

公司秘書

洪靜遠

授權代表

熊正峰

李映紅

審核委員會

洪志遠 (委員會主席)

梁志立

畢克允 (於二零一三年二月四日獲委任)

王恒義 (於二零一三年二月四日辭任)

薪酬委員會

梁志立 (委員會主席)

李映紅

畢克允 (於二零一三年二月四日獲委任)

王恒義 (於二零一三年二月四日辭任)

提名委員會

熊正峰 (委員會主席)

洪志遠

梁志立

Corporate Information

公司資料

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

LEGAL ADVISOR

Tracy Ong & Co.

PRINCIPAL PLACE OF BUSINESS IN CHINA

63 Huan Shi Road South
Information Technology Park
Nansha District
Guangzhou City
The People's Republic of China

REGISTERED OFFICE

Rooms 2708-11, 27th Floor
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

HONG KONG SHARE REGISTRAR & TRANSFER OFFICE

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

PRINCIPAL BANKERS

Chiyu Banking Corporation Ltd.
Bank of China (Nansha Branch)
Guangzhou Rural Commercial Bank

GEM STOCK CODE

8298

COMPANY HOMEPAGE/WEBSITE

www.akmcompany.com

核數師

德勤•關黃陳方會計師行
香港執業會計師

法律顧問

王珮玲律師事務所

中國主要營業地點

中華人民共和國
廣州市
南沙區
資訊科技園
環市大道南63號

註冊辦事處

香港
干諾道中168-200號
信德中心西座
27樓2708-11室

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
17樓1712-1716室

主要往來銀行

集友銀行有限公司
中國銀行(南沙分行)
廣州農村商業銀行

創業板股份代號

8298

公司主頁／網站

www.akmcompany.com

Chairman's Statement

主席報告書

For and on behalf of the board of Directors (the "Board"), I would like to present the annual report of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2013.

RESULT ANALYSIS AND BUSINESS REVIEW

The Group has strengthened its position and further implemented its adjustment plan in 2013. As the Group shifted to serve mainly major international customers, demands for higher product quality, more advanced production technology and better customer services significantly increased. During the year, the Group has reorganized and strengthened our marketing team, customer services team, supply chain management team and factory management team, as well as their composition. Besides, we have further expanded our engineering technology team and provided them with more training, which has effectively enhanced our internal capability, and our ability to serve major international customers has gradually improved. During the year, as the Group increased its investment in research and development and strived for support from the government on R&D resources, our high-end R&D project has progressed smoothly. The Group's management believes that, notwithstanding the intensified competition in the flexible printed circuits (FPC) market, following the continuous improvement in the co-operative relationship between the Group and major international customers, the gradual commencement of commercial and mass production of the high end R&D projects, as well as the continuous growth of our core businesses of FPC and flexible packaging substrates, the Group will create better returns for the shareholders.

The Group's turnover for the year 2013 was approximately HK\$641.16 million, representing an increase of approximately 6.74% as compared to 2012, while the profit attributable to the owners of the Company was approximately HK\$30.30 million, representing a decrease of approximately 6.62% as compared to 2012.

本人謹代表董事會（「董事會」）呈列本公司及其附屬公司（統稱「本集團」）截至二零一三年十二月三十一日止年度之年報。

業績分析及業務回顧

二零一三年度是本集團鞏固及深化調整的一年。隨著本集團主要轉向國際性大客戶，產品品質、工藝工程及客戶服務等方面之要求均出現較大提高，年度內本集團調整及鞏固了市場開發、客戶服務、供應鏈管理及工廠管理之組織及人員構成，進一步充實和培訓工程技術隊伍，有效提升了內部能力，本集團服務國際性大客戶之能力得到穩定提升。年度內，本集團加大了研發投入力度，並努力爭取政府相關研發資源支持，高端研發專案進展良好。本集團管理層相信，雖然面臨柔性電路板市場之競爭加劇，隨著本集團與國際性大客戶之合作關係持續改善，高端研發項目逐步開始產業化和大批量生產，本集團之核心主業柔性電路板業務和柔性封裝基板業務仍將維持增長態勢，本集團必將為股東創造更好效益。

二零一三年度，本集團錄得營業額約641,160,000港元，較二零一二年度增加約6.74%，而本公司擁有人應佔溢利約為30,300,000港元，較二零一二年度溢利減少約6.62%。

Chairman's Statement 主席報告書

In 2014, facing the trend of intensified competition and increased concentration in the FPC industry, as well as the pressure from high labor costs, the Group will focus on identifying major international customers, advancing our technology in all aspects, enhancing quality control ability, as well as further elevating the FPC production capacity of the Nansha Factory and Suzhou Factory, ensuring the smooth commencement of production of the flexible packaging substrates project by the end of the year. Internal management and competitiveness will be continually strengthened and our profitability is expected to be gradually uplifted.

The Group is committed to construct its core competence and achieve the Group's profit target, thereby creating greater value for its shareholders, employees and the community. The Group is devoted to becoming a major international supplier of FPC and electronic modules, and becoming an industry leader in the PRC. Therefore, the Group will continue to expand the electronic components business and improve its capability to meet the customers' demands for "one-stop service". It will also expand the high-value added flexible packaging substrates and improve its core competitiveness, so as to provide better services to the fast-developing electronic industry.

Following the completion of the subscription of 290,920,000 shares of the Company by GoerTek Inc. ("GoerTek") ("Shares Subscription") on 27 January 2014, the Group has successfully introduced GoerTek as the strategic investor and enlarged the share capital and reserve of the Group. By enhancing further cooperation with the strategic investor, the Group expected to tap into the global supply chain system of major international customers at a faster pace, and has laid down a solid foundation for the future development of the Group.

二零一四年，面對柔性電路板行業競爭加劇和產業集中度提高之趨勢，以及勞動力成本高企之壓力，本集團將緊密圍繞以服務國際性大客戶為中心，全面加強技術能力建設和品質管控能力提升，進一步提升廣州工廠和蘇州工廠柔性電路板產能，確保柔性封裝基板項目年底前順利投產，使本集團之管理水準和競爭能力持續提高，穩步提升盈利能力。

本集團致力於加強核心能力建設，力爭實現本集團之盈利目標，為股東、員工和社區創造更大的價值。本集團之目標為致力成為一家柔性電路板及電子組件之重要國際性供應商，並成為中國本土該行業之領導者。在此基礎上，本集團將進一步拓展電子組件之業務，提升服務客戶一站式需求的能力；本集團亦將拓展高附加值之柔性封裝基板業務，提升本集團核心競爭能力，更好服務於高速發展之電子產業。

隨著於二零一四年一月二十七日完成歌爾聲學股份有限公司（「歌爾聲學」）認購本公司290,920,000股股份（「股份認購事項」），本集團成功引進歌爾聲學作為戰略性投資者，本集團股本及儲備得以增強，並有望通過加強與戰略性投資者之合作加快融入國際性大客戶之全球供應鏈體系，為本集團之後續發展打下了良好基礎。

Chairman's Statement

主席報告書

APPRECIATION

On 4 February 2013, Mr. Wang Heng Yi resigned as an independent non-executive Director, a member of the audit committee and remuneration committee of the Company, and Mr. Bi Keyun was appointed as an independent non-executive Director, a member of the audit committee and remuneration committee of the Company on the same day. After the completion of the Shares Subscription on 27 January 2014, GoerTek became the strategic investor of the Group, and Mr. Gong Jiantang was appointed as a non-executive director of the Company on the same day. For and on behalf of the Board, I would like to take this opportunity to thank Mr. Wang for his valuable contribution to the Company and express our warm welcome to Mr. Bi and Mr. Gong for joining our company.

In addition, for and on behalf of the Board, I would like to take this opportunity to thank the management and all staff members of the Group for their dedication and invaluable contributions to the Group in the past year. I would also like to thank our clients, suppliers, business partners and shareholders for their continuous support to the Group. The Group will do its best to achieve good results and secure ideal returns for our shareholders.

AKM Industrial Company Limited

XIONG Zheng Feng

Chairman

Hong Kong, 12 March 2014

致謝

於二零一三年二月四日，王恒義先生辭任本公司之獨立非執行董事、審核委員會及薪酬委員會之委員，於同日畢克允先生獲委任為本公司之獨立非執行董事、審核委員會及薪酬委員會之委員。於二零一四年一月二十七日股份認購事項完成後，歌爾聲學成為本集團之戰略性投資者，於同日宮見棠先生獲委任為本公司之非執行董事。本人藉此機會代表董事會感謝王先生對本公司作出之貢獻，並熱烈歡迎畢先生和宮先生加入本公司。

此外，本人亦藉此機會代表董事會，對本集團之管理層及各員工過去一年付出之竭誠努力及寶貴貢獻致以謝意，同時謹此對本集團之客戶、供應商、業務合作夥伴及股東一直以來之鼎力支持深表感謝。本集團將盡力取得理想佳績，為股東帶來理想回報。

安捷利實業有限公司

熊正峰

主席

香港，二零一四年三月十二日

Directors and Senior Management of the Group

本集團董事及高級管理層

Biographical details of the Directors and the senior management of the Group are set out below:

DIRECTORS

Executive Directors

Mr. Xiong Zheng Feng (熊正峰), aged 44, is the chairman of the Company and an executive Director. In July 1992, he graduated from the Department of Computer Science of 南開大學 (Nankai University) and obtained his bachelor degree in science. He then obtained his master degree in economics from 南開大學經濟學院 (Nankai University School of Economics) in July 1995. Mr. Xiong joined 中國北方工業公司 (China North Industries Corporation) in August 1995 and took up the post of deputy general manager of 中國北方工業廈門公司 (China North Industries Xiamen Corporation) from October 1999 to November 2000. From April 2003 to January 2011, he was an alternate director of Raymond Industrial Ltd, a company whose shares are listed on the Stock Exchange of Hong Kong, and is a non-executive director since January 2011. In November 2000, Mr. Xiong joined Silver City International (Holdings) Ltd. (銀華國際(集團)有限公司) ("Silver City"), the controlling shareholder and a substantial shareholder of the Company, as assistant General Manager and was promoted to the position of Deputy General Manager of Silver City in March 2004. He is also a director of Alpha Luck Industrial Limited (安利實業有限公司), the controlling shareholder and a substantial shareholder of the Company, since March 2001. Mr. Xiong is also a director of the subsidiaries of the Group, namely AKM Electronics Industrial (Panyu) Ltd., AKM Electronic Technology (Suzhou) Company Limited and Giant Rise Technology Limited, and has resigned from his directorship in Giant Rise Technology Limited on 25 February 2014. Mr. Xiong joined the Company in March 2001 and is responsible for the Group's corporate policy formulation, business strategies planning, business development and management of the Group. Save as disclosed above, Mr. Xiong does not hold any directorship in other listed companies in the past three years, and does not have any other relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company.

本集團董事及高級管理層之履歷詳情如下：

董事

執行董事

熊正峰先生，現年44歲，為本公司主席兼執行董事。一九九二年七月彼畢業於南開大學計算機系，取得理學學士學位。彼其後於一九九五年七月取得南開大學經濟學院經濟學碩士學位。熊先生於一九九五年八月加入中國北方工業公司，一九九九年十月至二零零零年十一月期間出任中國北方工業廈門公司之副總經理職位。熊先生自二零零三年四月至二零一一年一月出任利民實業有限公司（其股份於香港聯交所上市）之替任董事，並自二零一一年一月起為非執行董事。二零零零年十一月，熊先生加入銀華國際（集團）有限公司（「銀華」）（其為本公司的控股股東及主要股東之一）出任助理總經理並於二零零四年三月起晉升至銀華副總經理一職。彼亦自二零零一年三月起出任安利實業有限公司（其為本公司的控股股東及主要股東之一）董事。熊先生亦為本集團附屬公司，即安捷利（番禺）電子實業有限公司、安捷利電子科技（蘇州）有限公司及嘉升科技有限公司的董事，並於二零一四年二月二十五日辭任嘉升科技有限公司的董事職務。熊先生於二零零一年三月加入本公司，負責本集團之企業政策制訂、業務策略規劃、業務拓展及管理。除上文披露者外，熊先生於過去三年間並無於其他上市公司出任任何董事職位，及並無與本公司任何董事、高級管理層、主要股東或控股股東有任何其他關係。

Directors and Senior Management of the Group

本集團董事及高級管理層

Mr. Chai Zhi Qiang (柴志強), aged 53, is an executive Director and the chief executive officer of the Company. In January 1982, he graduated from the 激光技術專業 (Faculty of Laser Technology) of 長春光學精密機械學院 (Changchun Institute of Optics and Fine Mechanics) and obtained his bachelor degree in engineering. He then obtained his 結業證書 (Certificate on continuing education) from the 香港中澳管理學院 (Hong Kong Sino-Australia Management College) in June 2001. From February 1982 to September 1992, Mr. Chai was employed by the 江蘇省揚州市曙光儀器廠 (Shuguang Appliances Factory of Yangzhou City, Jiangsu Province) as engineer and branch-factory manager. He then joined 銀利(廣州)電子電器實業有限公司 (Alpha Luck Electronic & Electric Appliance Industrial (Guangzhou) Ltd.) in October 1992 as project manager. In January 1994, Mr. Chai joined the Company and is responsible for research and development and overall management of the Group. Mr. Chai has over 21 years of experience in the flexible printed circuit production industry. Mr. Chai is a director of the subsidiaries of the Group, namely, AKM Electronics Industrial (Panyu) Ltd., AKM Electronic Technology (Suzhou) Company Limited, Giant Rise Technology Limited and New Career Guangzhou Electronics Company Limited, and has resigned from his directorship in Giant Rise Technology Limited on 25 February 2014. Save as disclosed above, Mr. Chai does not hold any directorship in other listed companies in the past three years, and does not have any other relationship with any directors, senior management, substantial shareholders, or controlling shareholder of the Company.

柴志強先生，現年53歲，為本公司之執行董事兼行政總裁。於一九八二年一月，彼畢業於長春光學精密機械學院激光技術專業，並獲授工程學學士學位。彼其後於二零零一年六月取得香港中澳管理學院之高級管理人員工商管理結業證書。於一九八二年二月至一九九二年九月期間，柴先生獲江蘇省揚州市曙光儀器廠聘請為工程師及總裝車間副主任。彼其後於一九九二年十月加入銀利(廣州)電子電器實業有限公司任項目經理。一九九四年一月，柴先生加入本公司，負責本集團之研發項目及整體管理。柴先生於柔性電路板生產行業擁有逾21年經驗。柴先生為本集團附屬公司，即安捷利(番禺)電子實業有限公司、安捷利電子科技(蘇州)有限公司、嘉升科技有限公司及廣州市安旭特電子有限公司的董事，並於二零一四年二月二十五日辭任嘉升科技有限公司的董事職務。除上文披露者外，柴先生於過去三年間並無於其他上市公司出任任何董事職位，及並無與本公司任何董事、高級管理層、主要股東或控股股東有任何其他關係。

Directors and Senior Management of the Group

本集團董事及高級管理層

Ms. Li Ying Hong (李映紅), aged 50, is an executive Director. In July 1985, she obtained her bachelor degree in corporate finance and accounting from 江西財經學院 (Jiangxi College of Finance). In May 2003, she obtained her master degree in international management from Australia National University. During the period from August 1985 to February 2003, Ms. Li was employed as, amongst other roles, deputy chief accountant, deputy general manager and chief accountant of 中國萬寶工程公司 (Wanbao China Engineering Corporation). From March 2001 to April 2003, she was a director for 北方國際合作股份有限公司 (Norinco International Cooperation Company Limited), a company listed on the Shenzhen Stock Exchange in China. She is a non-executive director of Raymond Industrial Ltd., a company whose shares are listed on the Stock Exchange of Hong Kong, since July 2008. In June 2003, Ms. Li joined Silver City as a director, deputy general manager and financial controller. At the same time, she joined the Company and is responsible for the Group's corporate policy formulation, business strategies planning, business development and management of the Group. Ms. Li is a director of the subsidiaries of the Group, namely, AKM Electronics Industrial (Panyu) Ltd. and AKM Electronic Technology (Suzhou) Company Limited. Save as disclosed above, Ms. Li does not hold any directorship in other listed companies in the past three years, and does not have any other relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company.

李映紅女士，現年50歲，為執行董事。一九八五年七月，彼畢業於江西財經學院企業財務與會計專業並獲學士學位。於二零零三年五月，彼取得澳大利亞國立大學國際管理碩士學位。一九八五年八月至二零零三年二月期間，李女士獲聘為中國萬寶工程公司副總會計師、副總經理及總會計師等多個職位。由二零零一年三月至二零零三年四月，彼為在中國深圳證券交易所上市之公司北方國際合作股份有限公司之董事。彼自二零零八年七月起出任利民實業有限公司（其股份於香港聯交所上市）之非執行董事。二零零三年六月，李女士加入銀華擔任董事、副總經理及財務總監。同時，彼加入本公司，負責本集團之企業政策制訂、業務策略規劃、業務拓展及管理。李女士為本集團附屬公司，即安捷利（番禺）電子實業有限公司及安捷利電子科技（蘇州）有限公司的董事。除上文披露者外，李女士於過去三年間並無於其他上市公司出任任何董事職位，及並無與本公司任何董事、高級管理層、主要股東或控股股東擁有任何其他關係。

Directors and Senior Management of the Group

本集團董事及高級管理層

Non-executive Director

Mr. Meng Weiwei (孟衛偉), aged 45, obtained his bachelor degree in economics and master degree in economics in July 1991 and July 1994 respectively from 中國人民大學 (Renmin University of China). He obtained the qualification of senior economist in December 2002. Mr. Meng joined 中國北方工業公司 (China North Industries Corporation) in January 1996 and is the vice supervisor of the strategic management department and strategic operation department since June 2004. Mr. Meng is a director of 北方工業科技有限公司, 北方裝備有限責任公司 and 北方萬坤置業有限公司, all of which are subsidiaries of 中國北方工業公司 (China North Industries Corporation). Mr. Meng is also a director of 北方凌雲工業集團有限公司, which shares are owned as to approximately 38.78% by 中國北方工業公司 (China North Industries Corporation). Mr. Meng was appointed as a non-executive Director of the Company on 2 November 2012. Save as disclosed above, Mr. Meng does not hold any directorship in other listed companies in the past three years, and does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Mr. Gong Jiantang (宮見棠), aged 40, is currently Senior Deputy General Manager of GoerTek Inc. ("GoerTek"). Mr. Gong obtained a master degree in business management from 清華大學 (Tsinghua University) in 2004 and a bachelor degree in engineering from 哈爾濱工業大學 (Harbin Institute of Technology) in 1996. Mr. Gong was previously the technical manager of 深圳華為技術有限公司 (Huawei Technologies Co., Ltd) and supervisor engineer of 一汽-大宇 (煙台) 汽車發動機有限公司 (FAW-Daewoo (Yantai) Automotive Engines Co., Ltd.). Mr. Gong joined GoerTek in 2004 and has been a director of GoerTek (which is listed on the Shenzhen Stock Exchange) since 28 July 2010. Mr. Gong was appointed as non-executive Director of the Company on 27 January 2014. Save as disclosed above, Mr. Gong does not hold any directorship in other listed companies in the past three years, and does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

非執行董事

孟衛偉先生, 現年45歲, 於一九九一年七月取得中國人民大學經濟學士學位及於一九九四年七月取得中國人民大學經濟碩士學位。彼於二零零二年十二月取得高級經濟師資格。孟先生於一九九六年一月加入中國北方工業公司, 由二零零四年六月起出任戰略管理部及戰略運營部副主任。孟先生為北方工業科技有限公司、北方裝備有限責任公司及北方萬坤置業有限公司(全部均為中國北方工業公司之附屬公司)董事。孟先生亦為北方凌雲工業集團有限公司(中國北方工業公司擁有其股份約38.78%)之董事。孟先生於二零一二年十一月二日獲委任為本公司非執行董事。除上文披露者外, 孟先生於過去三年間並無於其他上市公司出任任何董事職位, 及並無與本公司任何董事、高級管理層、主要股東或控股股東擁有任何其他關係。

宮見棠先生, 現年40歲, 現時為歌爾聲學股份有限公司(「歌爾聲學」)之高級副總經理。宮先生於二零零四年獲清華大學頒授工商管理碩士學位, 並於一九九六年獲哈爾濱工業大學頒授工學學士學位。宮先生曾經擔任深圳華為技術有限公司之技術經理及一汽-大宇(煙台)汽車發動機有限公司之主管工程師。宮先生於二零零四年加入歌爾聲學, 並自二零一零年七月二十八日起擔任歌爾聲學(其於深圳證券交易所上市)之董事。宮先生於二零一四年一月二十七日獲委任為本公司非執行董事。除上文披露者外, 宮先生於過去三年間並無於其他上市公司出任任何董事職位, 及並無與本公司任何董事、高級管理層、主要股東或控股股東擁有任何其他關係。

Directors and Senior Management of the Group

本集團董事及高級管理層

Independent non-executive Directors

Mr. Hung Chi Yuen Andrew (洪志遠), aged 45, is currently the director of Norton Rowland CPA Limited. He received his professional training in Deloitte Touche Tohmatsu and had worked for UBS Investment Bank as business unit controller for seven years. Mr. Hung was awarded the degree of Bachelor of Arts in Accountancy by The Hong Kong Polytechnic University (formerly known as the Hong Kong Polytechnic) and the degree of Master of Applied Finance by the University of Western Sydney. Mr. Hung is a practicing Certified Public Accountant, an associate member of The Hong Kong Institute of Certified Public Accountants, and a fellow member of The Chartered Association of Certified Accountants. Mr. Hung is also an independent non-executive director of CIAM Group Limited (a subsidiary of CITIC International Assets Management Limited), a company listed on the Main Board of the Stock Exchange, since 1 July 2008. Mr. Hung was appointed as an independent non-executive Director in 17 October 2011. Save as disclosed above, Mr. Hung does not hold any directorship in other listed companies in the past three years, and does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Mr. Liang Zhi Li (梁志立), aged 70, is currently a fellow of 中國電子學會 (CIE) and the deputy chief secretary of 中國印制電路行業協會 (CPCA). He graduated from 北京航空航天大學 (Beihang University) in September 1967. He has been highly involved and has accumulated substantial experience in the printed circuit board industry, in particular, the production of double-sided and multi-layer printed circuit boards. Mr. Liang was appointed as an independent non-executive Director since 19 March 2004. Mr. Liang does not hold any directorship in other listed companies in the past three years and does not have any other relationship with any directors, senior management, substantial shareholders, or controlling shareholder of the Company.

獨立非執行董事

洪志遠先生，現年45歲，現為Norton Rowland CPA Limited之董事。彼曾於德勤•關黃陳方會計師行接受專業培訓並曾於UBS Investment Bank出任商務總監達七年。洪先生獲授香港理工大學（前稱香港理工學院）會計學文學士學位及University of Western Sydney應用金融學碩士學位。洪先生為執業會計師、香港會計師公會會員以及英國特許公認會計師公會資深會員。洪先生亦自二零零八年七月一日起為事安集團有限公司（中信國際資產管理有限公司之附屬公司，一間於聯交所主板上市之公司）之獨立非執行董事。洪先生於二零一一年十月十七日獲委任為獨立非執行董事。除上文披露者外，洪先生於過去三年間並無於其他上市公司出任任何董事職位，及並無與本公司任何董事、高級管理層、主要股東或控股股東擁有任何其他關係。

梁志立先生，現年70歲，現為中國電子學會會士以及中國印制電路行業協會副秘書長。彼於一九六七年九月畢業於北京航空航天大學。彼長期從事印製電路板行業，累積豐富經驗，尤其於雙面印製電路板及多層印製電路板方面。梁先生自二零零四年三月十九日起獲委任為獨立非執行董事。梁先生於過去三年間並無於其他上市公司出任任何董事職位，及並無與本公司任何董事、高級管理層、主要股東或控股股東有任何其他關係。

Directors and Senior Management of the Group

本集團董事及高級管理層

Mr. Bi Keyun (畢克允), aged 75, is currently a fellow of 中國電子學會 (Chinese Institute of Electronics) and president of 中國電子學會電子制造與封裝技術分會 (Electronic Manufacturing & Packaging Technology Society of the Chinese Institute of Electronics). He is also the vice president of 中國半導體行業協會 (China Semiconductor Industry Association). Mr. Bi graduated from 中國科學技術大學 (University of Science and Technology of China) in 1963 and obtained the qualification of senior engineer (researcher level) from the former 中華人民共和國電子工業部 (Ministry of Electronic Industry). Mr. Bi has accumulated substantial experience in the research and development of semiconductor technology and has been chairman of the International Conference on Electronic Packaging Technology & High Density Package since 1994. Mr. Bi is an independent director of 寧波康強電子股份有限公司 (Ningbo Kangqiang Electronics Co., Ltd.), a company listed on the Shenzhen Stock Exchange, since October 2008. He was also an independent director of 天水華天科技股份有限公司 (Tianshui Huatian Technology Co., Ltd.) ("Tianshui Huatian"), another company listed on the Shenzhen Stock Exchange, during the period from 2003 to 2010, and was appointed as independent director of Tianshui Huatian again since 29 May 2013. Mr. Bi was appointed as an independent non-executive Director on 4 February 2013. Save as disclosed above, Mr. Bi does not hold any directorship in other listed companies in the past three years, and does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

COMPANY SECRETARY

Ms. Hung Ching Yuen (洪靜遠), aged 34, is the company secretary of the Company. Ms. Hung graduated from the University of Hong Kong and obtained her Bachelor of Laws degree and Postgraduate Certificate in Laws in 2001 and 2002 respectively. She obtained her Master of Laws degree from University College London, University of London in September 2003. Ms. Hung is a solicitor practicing in Hong Kong since 2006 and was appointed as the company secretary on 13 June 2011.

畢克允先生，現年75歲，現為中國電子學會會士及中國電子學會電子制造與封裝技術分會理事長。彼亦為中國半導體行業協會副理事長。畢先生在一九六三年畢業於中國科學技術大學，並於中華人民共和國原電子工業部取得高級工程師資格（研究員級）。畢先生於半導體科技研究發展方面累積豐厚經驗，並自一九九四年至今擔任電子封裝技術與高密度封裝國際會議的主席。畢先生自二零零八年十月起擔任於深圳證券交易所上市的寧波康強電子股份有限公司的獨立董事。彼亦於二零零三年至二零一零年期間擔任於深圳證券交易所上市的天水華天科技股份有限公司（「天水華天」）的獨立董事，並自二零一三年五月二十九日起再度獲委任為天水華天的獨立董事。畢先生於二零一三年二月四日獲委任為獨立非執行董事。除上文披露者外，畢先生於過去三年間並無於其他上市公司出任任何董事職位，及並無與本公司任何董事、高級管理層、主要股東或控股股東擁有任何其他關係。

公司秘書

洪靜遠女士，現年34歲，現為本公司公司秘書。洪女士畢業於香港大學，並於二零零一年及二零零二年分別獲法學學士學位及法學專業證書。彼於二零零三年九月獲倫敦大學旗下倫敦大學學院之法學碩士學位。洪女士自二零零六年起為香港執業律師，並於二零一一年六月十三日獲委任為公司秘書。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

For the year ended 31 December 2013, the turnover of the Group amounted to approximately HK\$641.16 million, representing an increase of approximately 6.74% as compared to the turnover of last year. The increase in turnover was mainly attributed to the increase in the sales of FPC, sourcing and sales of electronic components, and the manufacture and sales of flexible packaging substrates. The gross profit margin for the year decreased to approximately 13.78% (2012: 15.51%) due to the decrease in gross profit margin of sale of FPC and sourcing and sale of electronic components.

The profit attributable to the owners of the Company for 2013 was approximately HK\$30.30 million, while the profit attributable to the owners of the Company was approximately HK\$32.45 million for 2012, representing a decrease of approximately 6.62%. The decrease in profit was mainly attributed to the increase in labor cost and substantial increase in research and development expenses.

The other income of the Group for the year ended 31 December 2013 amounted to approximately HK\$10.33 million, representing an increase of approximately HK6.49 million or 169.05% as compared to that of last year. The increase in other income was mainly due to the significant increase in government grant for research and development projects as compared to that of the last year.

The distribution costs of the Group for the year ended 31 December 2013 amounted to approximately HK\$12.05 million, representing a slight decrease of approximately 1.81% as compared to the distribution costs of last year. The decrease in distribution costs was mainly due to the decrease in bad debt reserves as compared to last year.

財務回顧

截至二零一三年十二月三十一日止年度，本集團營業額約為641,160,000港元，較上年度之營業額上升約6.74%。營業額上升主要因為柔性電路板之銷售、電子元器件之採購及銷售及柔性封裝基板之製造及銷售都有所增加所致。由於柔性電路板銷售、採購及銷售電子元器件的毛利率都有所下降，故年內毛利率下降至約13.78%（二零一二年：15.51%）。

本公司擁有人應佔二零一三年溢利約為30,300,000港元，二零一二年本公司擁有人應佔溢利約為32,450,000港元，減少約6.62%。溢利下降主要由於勞動力成本上升及研發開支大幅增加所致。

本集團截至二零一三年十二月三十一日止年度其他收入約為10,330,000港元，較去年增加約6,490,000港元，增長約169.05%。其他收入增加主要由於取得政府項目研發補貼比去年大幅度上升所致。

本集團截至二零一三年十二月三十一日止年度分銷成本約為12,050,000港元，較上年度分銷成本輕微減少約1.81%。分銷成本減少主要由於本年壞賬準備比去年減少所致。

Management Discussion and Analysis

管理層討論及分析

The administrative expenses of the Group for the year ended 31 December 2013 amounted to approximately HK\$25.13 million, representing a decrease of approximately 9.09% as compared to that of last year. The decrease in administrative expenses was mainly due to the decrease in transportation fees and reception fees during the year.

The research and development expenses of the Group for the year ended 31 December 2013 amounted to approximately HK\$22.59 million, representing a substantial increase of approximately 78.59% as compared to that of last year. The increase in research and development expenses was due to the substantial increase in staff, equipments and materials costs for the research and development of new projects.

The finance cost of the Group for the year ended 31 December 2013 amounted to approximately HK\$5.41 million, representing a decrease of approximately 16.29% as compared to that of last year. The decrease in finance costs was due to the decrease in interest rate of the borrowings.

本集團截至二零一三年十二月三十一日止年度行政開支約為25,130,000港元，較上年度行政開支減少約9.09%。行政費用減少主要是由於年內運輸費用、接待費用減少所致。

本集團截至二零一三年十二月三十一日止年度研發開支約為22,590,000港元，較上年度大幅上升約78.59%。研發成本上升乃由於大幅增加新項目開發投入如人員、設備及材料成本等所致。

本集團於截至二零一三年十二月三十一日止年度融資成本約為5,410,000港元，較上年減少約16.29%。融資成本減少乃由於借貸利率下降所致。

BUSINESS REVIEW AND OUTLOOK

Business Review

The Group is principally engaged in the manufacture and sale of FPC, which are used in communication, LCD and consumer electronic products such as mobile phones, LCD module, car electronics and cameras. The Group is also engaged in sourcing and sale of electronic components and the manufacture and sale of flexible packaging substrates business (including both of the original business of the encapsulation of Chip On Film ("COF") modules and the new product lines of COF films and flexible integrated circuits and module packaging substrates).

業務回顧及展望

業務回顧

本集團主要從事製造及銷售應用於通訊、液晶顯示器及消費電子產品（例如移動電話、液晶顯示模組、汽車電子及照相機）之柔性電路板。本集團亦從事採購及銷售電子元器件及製造及銷售柔性封裝基板（包含原業務薄膜覆晶組件封裝與及新產品線薄膜覆晶基板和柔性晶片及模組封裝基板）。

Management Discussion and Analysis

管理層討論及分析

For the year ended 31 December 2013, the Group's turnover was approximately HK\$641.16 million, representing an increase of approximately 6.74% as compared to 2012. During the year under review, the Group's turnover for the sales of FPC, sourcing and sales of electronic components and the sales of flexible packaging substrates (including both of the original business of encapsulation of COF modules and the new product lines of COF films and flexible integrated circuits and module packaging substrates) were approximately HK\$539.25 million, HK\$89.21 million and HK\$12.70 million respectively, while the turnover for the sales of FPC, sourcing and sales of electronic components and the original business of the encapsulation of COF modules for the year ended 31 December 2012 were approximately HK\$514.72 million, HK\$82.92 million and HK\$3.05 million respectively. The profit attributable to the owners of the Group for 2013 was approximately HK\$30.30 million, representing a decrease of approximately 6.62% as compared to 2012, which was mainly due to the increase in labor costs and substantial increase in the research and development expenses.

During the year under review, the turnover for the sales of FPC increased by approximately 4.77% as compared to that of last year, while its gross profit margin decreased slightly to approximately 13.49% (2012: approximately 16.53%). The turnover for sourcing of electronic components increased by approximately 7.58% as compared to that of last year, while its gross profit margin decreased to approximately 9.54% (2012: approximately 10.22%). Since the first quarter of the year under review, the Group has received orders for other flexible packaging substrates, including COF films and flexible integrated circuits and module packaging substrates. As such new products of the Group adopt similar production technology and share substantially same production lines with the encapsulation of COF modules, the encapsulation of COF modules, COF films and flexible integrated circuits and module packaging substrates are regarded as same series of products of the Group, and are therefore renamed as "flexible packaging substrates" business to include the original business of encapsulation of COF modules and to reflect the expansion of new product lines accordingly. During the year under review, turnover for the flexible packaging substrates business

於截至二零一三年十二月三十一日止年度，本集團錄得營業額約641,160,000港元，較二零一二年度增加約6.74%。於回顧年度內集團柔性電路板之銷售、電子元器件之採購及銷售及柔性封裝基板（包含原業務薄膜覆晶組件封裝與及新產品線薄膜覆晶基板和柔性晶片及模組封裝基板）業務營業額分別約為539,250,000港元、89,210,000港元及12,700,000港元，而截至二零一二年十二月三十一日止年度，柔性電路板之銷售、電子元器件之採購及銷售及原業務薄膜覆晶組件封裝之業務營業額分別約為514,720,000港元、82,920,000港元及3,050,000港元。二零一三年，本集團擁有人應佔溢利約為30,300,000港元，較二零一二年度減少約6.62%，溢利減少主要源自勞動力成本上升及研發開支大幅增加所致。

於回顧年度內，本集團柔性電路板銷售之營業額較去年增加約4.77%，其銷售毛利率略減少至約13.49%（二零一二年：約16.53%）。電子元器件採購業務之營業額較去年增加約7.58%，其毛利率減少至約9.54%（二零一二年：約10.22%）。自回顧年度第一季度起，本集團承接了其他柔性封裝基板，包括薄膜覆晶基板和柔性晶片及模組封裝基板。由於本集團的該等新產品與薄膜覆晶組件封裝採用相似的生產技術及很大程度上分用相同生產線，薄膜覆晶組件封裝、薄膜覆晶基板和柔性晶片及模組封裝基板被視為本集團同系列產品，因此被重新命名為「柔性封裝基板」業務以包括原薄膜覆晶組件封裝及據此反映新產品線的拓展。於回顧年度內，柔性封裝基板業務之營業額（包含薄膜覆晶

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(including both the income from the encapsulation of COF modules and the income from the new product lines of COF films and flexible integrated circuits and module packaging substrates) increased by approximately 316.9% as compared to approximately HK\$3.05 million (which only represented the income from the original encapsulation of COF modules) of last year, while the gross profit margin (taken into account all of the above-mentioned original business and new product lines) increased to approximately 56.06% (the gross loss margin for the above-mentioned original business in 2012 was approximately 13.21%).

During the year under review, the Group's core FPC business recorded slight growth and fell short of the expectation at the beginning of the year, which was mainly due to market shrank in the business of one of our major clients resulting in decrease of orders. Our Group's FPC production was mainly completed in the Nansha Factory and Suzhou Factory. During the year under review, the construction and outdoor decoration of phase II of Suzhou Factory has been completed, and the indoor decoration and sourcing of equipments for the new production line for flexible packaging substrates project commenced at the beginning of 2014. It is expected that production in phase II of Suzhou Factory will commence by the end of 2014.

During the year under review, the Group's sourcing and sale of electronic components business maintained stable and healthy growth. The Group will focus on the steady development and risk control of this business, and will enhance the competitiveness of our core business through improving the business and optimizing the Group's supply management of electronic components.

組件封裝之收入與及自新產品線薄膜覆晶基板和柔性芯片及模組封裝基板之收入)較去年的約3,050,000港元(只代表原薄膜覆晶組件封裝之收入)增加約316.9%，其毛利率(計入所有上述之原業務及新產品線)增加至約56.06%(二零一二年上述原業務之毛虧率：約13.21%)。

於回顧年度內，本集團之核心主業柔性電路板業務取得小幅增長，未達年初預期，主要原因為一位主要客戶本身業務市場出現萎縮導致訂單出現下降。本集團柔性電路板之生產主要由南沙工廠和蘇州工廠完成。於回顧年度內，蘇州工廠二期工程已完成廠房建設及外裝修，於二零一四年初開始進行內部裝修和新柔性封裝基板項目生產線之設備採購，預計蘇州工廠二期於二零一四年底前可投入生產。

於回顧年度內，本集團電子元器件之採購及銷售業務保持平穩增長，經營更為穩健。本集團以該業務之穩健發展，控制風險為重點，主要透過該業務提升和優化本集團之電子元器件供應管理，以支持核心主業之競爭力提升。

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During the year under review, market expansion achieved remarkable effect and has created a favorable environment for the development of the Group's flexible packaging substrates (including both of the original business of the encapsulation of COF modules and the new product lines of COF films and flexible integrated circuits and module packaging substrates) business. However, during the fourth quarter of 2013, due to the adjustment of technical requirement to the products of one of our major clients, corresponding modifications to the engineering design and production process route of such products had to be made, resulting in a drop of sales in the fourth quarter as compared to the third quarter. As at the date of this report, the relevant technical modifications had been completed and all requisite product testing had been passed. Products delivery has resumed since the beginning of March 2014.

During the year under review, the Group continued to increase its investment in the research and development. The research and development expenses increased by 78.59% to HK\$22.59 million as compared to the corresponding period of last year. Our research and development expenses were mainly used for recruiting domestic and foreign talented technicians, and the renewal and upgrade of the experimenting and testing equipments of the R&D center. During the year under review, through recruiting talents, the Group has enlarged its technician team and strengthened its technology development standard. The management believes that the Group's research and development standard in flexible packaging substrates project has been uplifted to a leading level in the country, and has achieved substantial progress in identifying major projects for our current and future development.

於回顧年度內，本集團之柔性封裝基板（包含原業務薄膜覆晶組件封裝與及新產品線薄膜覆晶基板和柔性晶片及模組封裝基板）業務因市場開拓效果顯著出現良好發展態勢。然而，在二零一三年第四季度時，因其中一名主要客戶之產品的技術要求作出調整而需要對該等產品的工程設計及生產工藝路線作相應修改，導致第四季度銷售額比第三季度出現下降。於本報告日期，相關技術修改已完成並已通過所需產品測試，自二零一四年三月初起恢復正常出貨。

於回顧年度內，本集團持續加大研發投入。研發開支比去年同期增長78.59%至22,590,000港元。本集團之研發開支主要用於引進海內外行業技術專才及更新改造研發中心試驗和檢測設備。於回顧年度內，本集團通過引進人才，擴充了集團的技術團隊並提升了集團的技術開發水準，管理層相信本集團柔性封裝基板項目之研發水準已提升至國內領先水準，並在圍繞當前及未來發展之重大項目方面已取得重要進展。

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During the year under review, the Company entered into a subscription agreement (“Subscription Agreement”) with 歌爾聲學股份有限公司 (GoerTek Inc.) (“GoerTek”) and a placing agreement (“Placing Agreement”) with an independent placing manager, both on 27 November 2013. Pursuant to the Subscription Agreement, GoerTek had subscribed for 290,920,000 shares of the Company (“Shares Subscription”) and pursuant to the Placing Agreement, a total of 132,150,000 shares of the Company had been placed to not less than six places (“Placing of Shares”) by the Company. The Shares Subscription and the Placing of Shares were both completed on 27 January 2014. Details about the Shares Subscription and the Placing of Shares had been disclosed in the announcements of the Company dated 27 November 2013, 27 December 2013 and 27 January 2014.

During the year under review, the Group focused on the following aspects in accordance with its corporate development strategy: identifying and developing major international customers, securing more sales orders, further expanding the production capacity and enhancing the automation level of Nansha Factory and Suzhou Factory, enhancing the stability of production technology for high-end FPC, researching on the application of FPC and its bulk production, and optimizing the corporate value chain. Internal management quality was also strengthened and has yielded positive results during the year. As all of our business lines progressed as expected, our efforts on consolidation and thorough adjustment will bring us fruitful results.

Outlook

The Group is dedicated to strengthen its core competence and achieve the Group’s profit goal, thereby creating greater value for its shareholders, its staffs as well as the community. It is the Group’s mission to become a major international supplier of FPC and electronic modules and to become an industry leader in the PRC market.

於回顧年度內，本公司於二零一三年十一月二十七日與歌爾聲學股份有限公司（「歌爾聲學」）簽署一份認購協議（「認購協議」），及與一位獨立配售經理簽署一份配售協議（「配售協議」）。根據認購協議，歌爾聲學認購290,920,000股本公司股份（「股份認購事項」），此外，根據配售協議，本公司向不少於六位承配人配售132,150,000股本公司股份（「股份配售事項」）。股份認購事項及股份配售事項均已於二零一四年一月二十七日完成。有關股份認購事項及股份配售事項的詳情已於本公司二零一三年十一月二十七日、二零一三年十二月二十七日及二零一四年一月二十七日的公佈中披露。

於回顧年度內，本集團根據企業發展戰略，圍繞國際性大客戶開發及訂單增長、南沙和蘇州工廠產能進一步擴充並提高自動化水準、高端柔性電路板工藝穩定性提升、柔性封裝基板應用研究及批量化生產、企業價值鏈進一步優化等方面，苦練內功，年內取得了一定成效，隨著各項業務按照預期之進展，鞏固及深化調整之效果將得以充分顯現。

展望

本集團致力於加強其核心能力，力爭實現本集團之盈利目標，為股東、員工和社區創造更大價值。本集團之目標為致力成為一家柔性電路板及電子組件之重要國際性供應商，並成為中國本土該行業之領導者。

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In light of the trend of intensified competition and increased concentration in the FPC industry, the Group has focused to serve major international customers by the provision of FPC and its components, as well as high-end flexible packaging substrates products. At present, the Group has become a qualified supplier of a number of globally renowned electronic manufacturers.

In order to fulfil the demand for global supply chain system from major international customers, the Group has established two production bases in Southern China and Eastern China respectively which has expanded the capacity and scale of the Group. As a result, the Group's ability in meeting the "one-stop demand" from major international customers has improved significantly, and the Group's concept of offering "one-stop service" to customers can be effectively implemented.

In 2014, the Group will focus on identifying major international customers, advancing our technology in all aspects, enhancing quality control ability, as well as further elevating the production capacity of Nansha Factory and Suzhou Factory, so as to ensure the flexible packaging substrates project in phase II of Suzhou Factory can commence production smoothly. Besides, by taking full advantage of the synergistic effect brought along by co-operation with our strategic investor, placing more effort in developing major international customers, as well as striving for favorable policy support from the government, our internal management and competitiveness will be continually strengthened and our profitability is expected to be gradually uplifted. The Group is confident that our scale of operation will be further expanded and the benefits of economy of scale will also be achieved.

The Board is of the opinion that, the Group is now capable of serving major international customers and fulfilling their personalized demands in general. With the introduction of GoerTek as the strategic investor of the Group, our ability to tap into the global supply chain system has been enhanced substantially. Despite the drastic changes of the economic environment in China and the world, the intensified competition and increased concentration in the industry and the pressure from the continuous increase in labor costs and other costs, the Group is still confident that it will be able to achieve scale operation and bring favorable returns to its shareholders.

隨著柔性電路板行業競爭加劇和產業集中度提高之趨勢形成，本集團已定位於主要為國際性大客戶服務，提供柔性電路板及其組件以及高端柔性封裝基板產品。目前，本集團已成為多家全球知名電子廠商之合資格供應商。

為滿足國際性大客戶全球供應鏈體系要求，本集團已設立華南和華東兩個基地，產能和規模逐步提升，大大提高了本集團滿足國際性大客戶「一站式需求」之能力，將充分貫徹本集團為客戶提供「一站式服務」之理念。

二零一四年，本集團將緊密圍繞以服務國際性大客戶為中心，全面加強技術能力建設和品質管控能力提升，進一步提升廣州工廠和蘇州工廠產能，確保蘇州工廠二期柔性封裝基板項目之順利投產，並通過充分發揮與戰略投資者合作之協同效應，加大國際性大客戶開發力度，努力爭取政府政策性支持，使本集團之管理水準和競爭能力持續提高，穩步提升盈利能力。本集團有信心進一步提升規模，充分實現規模化效益。

董事會認為，本集團已基本具備服務於國際性大客戶，滿足客戶個性化需求之能力。隨著歌爾聲學成為本集團之戰略性投資者，本集團融入國際性大客戶全球供應鏈體系之能力將得到顯著提升，雖然面對中國及世界經濟環境急劇變化，行業競爭加劇和產業集中度提高，勞動力及各項成本不斷上升之壓力，本集團仍有信心實現規模化經營，為股東帶來理想回報。

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LIQUIDITY AND FINANCIAL RESOURCES

The Group financed its operations primarily with internally generated fund from operating activities and banking facilities currently available. It is anticipated that the Group has sufficient working capital for its present funding requirements. As at 31 December 2013, the Group had outstanding borrowings amounting to approximately HK\$126,319,000, all of which were bank borrowings and no bank overdrafts.

EMPLOYEES

As at 31 December 2013, the Group had a total of 1,693 full-time employees (2012: 1,708 employees) based in Hong Kong and the PRC. The total staff costs of the Group, including the Directors' remunerations, for the year ended 31 December 2013 amounted to approximately HK\$94,159,000 (2012: HK\$78,839,000). The Group fixes and reviews the emoluments of its directors and staff based on the qualification, experience, performance and the market rates so as to maintain the remunerations of its directors and staff at a competitive level. The Group participates in various defined contribution retirement plans and insurance schemes in compliance with its statutory obligations under the laws and regulations of the PRC and Hong Kong. The Directors believe that employees are one of the most valuable assets of the Group which significantly contributed to the success of the Group. Apart from the basic remuneration and staff benefits, the Company also provides employees with share option schemes so as to reward their contributions to the Group and to enable the Group to recruit and retain high-calibre employees. The Group recognises the importance of staff training and, hence, regular training is provided to the Group's staff to enhance their technical and product knowledge. Majority of the Group's employees are stationed in the PRC.

CAPITAL STRUCTURE

Since 18 August 2004, the shares of the Company have been listed on GEM and there has been no change in the capital structure of the Company. The capital of the Company comprises only ordinary shares.

流動資金及財政資源

本集團主要以經營業務所得內部資金及現時可用之銀行融資應付其營運所需，預料本集團有足夠營運資金應付其目前資金需要。於二零一三年十二月三十一日，本集團尚未償還之貸款約為126,319,000港元，全部為銀行貸款，無銀行透支。

僱員

於二零一三年十二月三十一日，本集團在香港及中國僱用合共1,693名全職僱員（二零一二年：1,708名僱員）。截至二零一三年十二月三十一日止年度本集團之總員工成本（包括董事酬金）約為94,159,000港元（二零一二年：78,839,000港元）。本集團根據董事及員工之資歷、經驗、表現及市場水準以制定及審核其薪酬，以維持董事及員工薪酬於一個具競爭之水準。本集團參加若干遵照中國及香港法例及條例之法律責任規定之定額供款退休及保險計劃。董事相信，僱員乃本集團最重要資產之一，對本集團之成功作出重要貢獻。除基本薪酬及員工福利外，本公司亦向僱員提供購股權計劃以獎勵彼等對本集團作出之貢獻及使本集團聘得及保留優秀僱員。本集團深明員工培訓之重要性，故定期向本集團員工提供培訓以提升其技術及產品知識。本集團大部份僱員均駐於中國。

資本架構

自二零零四年八月十八日起，本公司股份已在創業板上市。自該日以來，本公司之資本架構並無改變。本公司之資本僅由普通股組成。

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SIGNIFICANT INVESTMENTS

Save as disclosed in this report, the Group did not have any significant investments as at 31 December 2013.

MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this report, the Group did not have any material acquisitions or disposals during the year ended 31 December 2013.

FUTURE PLANS RELATING TO MATERIAL INVESTMENT OR CAPITAL ASSETS

The Group completed the Shares Subscription and the Placing of Shares on 27 January 2014. The gross proceeds from the Shares Subscription and the Placing of Shares was approximately HK\$217,030,000, while the net proceeds was approximately HK\$213,996,000 which are intended to be used for (i) the expansion of the flexible packaging substrates business of the Group; (ii) the research and development of new products; and (iii) general working capital of the Group.

PLEDGE OF ASSETS OF THE GROUP

As at 31 December 2013, bank deposits of approximately HK\$2.355 million (as at 31 December 2012: approximately HK\$2.354 million) of the Group were pledged as collateral to secure the banking facilities granted to the Group.

As at 31 December 2013, land use rights and buildings with carrying amounts of approximately HK\$20.671 million and HK\$63.496 million respectively (as at 31 December 2012: approximately HK\$20.564 million and HK\$63.349 million) were pledged to secure general banking facilities granted to the Group.

As at 31 December 2013, machinery and equipment with carrying amounts of approximately HK\$71.728 million (as at 31 December 2012: approximately HK\$54.786 million) were pledged to secure general banking facilities granted to the Group.

重大投資

除本報告所披露者外，於二零一三年十二月三十一日，本集團並無任何重大投資。

重大收購及出售

除本報告所披露者外，於截至二零一三年十二月三十一日止年度內，本集團並無重大收購或出售。

有關重大投資或資本資產之未來計劃

本集團於二零一四年一月二十七日完成股份認購事項及股份配售事項，通過股份認購及配售合計所得款項總額約為217,030,000元，淨額約為213,996,000元，擬用於(i)擴展本集團之柔性封裝基板業務；(ii)研發新產品；及(iii)本集團之一般營運資金。

集團資產質押

於二零一三年十二月三十一日，本集團約2,355,000港元（二零一二年十二月三十一日：約2,354,000港元）的銀行存款已為擔保銀行授予本集團之銀行信貸而質押為抵押品。

於二零一三年十二月三十一日，賬面值分別約20,671,000港元及63,496,000港元之土地使用權及樓宇（二零一二年十二月三十一日：約20,564,000港元及63,349,000港元）已抵押以擔保授予本集團之一般銀行信貸。

於二零一三年十二月三十一日，賬面值約71,728,000港元機器設備（二零一二年十二月三十一日：約54,786,000港元）已抵押以擔保授予本集團之一般銀行信貸。

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CONTINGENT LIABILITIES

As at 31 December 2013, the Group had no significant contingent liabilities.

GEARING RATIO

As at 31 December 2013, the Group had a net cash and cash equivalent position of approximately HK\$42.177 million. The Group's gearing ratio as at 31 December 2013 was approximately 56.82% (31 December 2012: 56.78%) which was calculated based on the Group's total liabilities of approximately HK\$372,184,000 (31 December 2012: HK\$320,216,000) and total assets of approximately HK\$655,027,000 (31 December 2012: HK\$563,943,000).

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The income and expenditure of the Group are mainly received and incurred in US\$ and RMB and the assets and liabilities of the Group are denominated in HK\$ and RMB. The Group is therefore exposed to foreign exchange risk arising from currency exposures, primarily with respect to US\$ and RMB. The results of operations and the financial position of the Group may be affected by any changes in the exchanges rates and the Group has not taken any hedging measures in this connection. Further, the conversion of RMB denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the government of the PRC. However, taking into account the Group's current operational and capital requirements, the Directors do not consider the Group is significantly exposed to any foreign currency exchange risk.

CAPITAL COMMITMENTS

Details of the Group's capital commitments are set out in note 34 to the consolidated financial statements.

或然負債

於二零一三年十二月三十一日，本集團並無任何重大或然負債。

資本負債比率

於二零一三年十二月三十一日，本集團之現金及現金等值項目淨額約為42,177,000港元。於二零一三年十二月三十一日，本集團之資本負債比率約為56.82%（二零一二年十二月三十一日：56.78%），資本負債比率乃按本集團總負債約372,184,000港元（二零一二年十二月三十一日：320,216,000港元）及總資產約655,027,000港元（二零一二年十二月三十一日：563,943,000港元）計算。

匯率波動風險

本集團大部份收入及開銷為美元及人民幣，本集團之資產及負債亦以港元及人民幣計值。因此，本集團須承擔主要因美元及人民幣等貨幣兌換而產生之外匯風險。本集團之經營業績及財政狀況會受任何匯率變動影響而本集團並無就此採取任何對沖措施。此外，人民幣計值結餘兌換為外幣時亦須受中國政府頒佈之外匯管制規例監管。然而，董事於考慮本集團現時經營及資本要求後，並不認為本集團承受任何重大外匯風險。

資本承擔

本集團的資本承擔詳情載於綜合財務報表附註34。

INTRODUCTION

Subject to the deviation as disclosed in this report, the Company has complied with all the code provisions on Corporate Governance Code as set out in the GEM Listing Rules by establishing formal and transparent procedures to protect and maximize the interests of shareholders during the year under review.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less than the standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry on all Directors, the Directors have complied with such code of conduct and the standard of dealings regarding securities transactions throughout the year ended 31 December 2013.

BOARD OF DIRECTORS AND BOARD MEETING

The Board currently consists of 3 executive Directors and 5 non-executive Directors of which 3 are independent non-executive Directors:

Executive Directors:

Mr. Xiong Zheng Feng (*Chairman*)
Mr. Chai Zhi Qiang (*Chief Executive Officer*)
Ms. Li Ying Hong

Non-executive Director:

Mr. Meng Weiwei
Mr. Gong Jiantang (appointed on 27 January 2014)

Independent non-executive Directors:

Mr. Hung Chi Yuen Andrew
Mr. Liang Zhi Li
Mr. Bi Keyun (appointed on 4 February 2013)
Mr. Wang Heng Yi (resigned on 4 February 2013)

緒言

除本報告披露之偏離情況外，本公司已遵守創業板上市規則所載企業管治守則所有守則條文，於回顧年內成立正式具透明度程序，以保障及盡量提高股東利益。

董事進行證券交易

本公司已就董事進行證券交易採納一套操守準則，其條款不較創業板上市規則第5.48至5.67條交易準則寬鬆。向全體董事作出特定查詢後，確定董事於截至二零一三年十二月三十一日止年度一直遵守有關操守準則及有關進行證券交易之交易準則。

董事會及董事會會議

董事會由三名執行董事及五名非執行董事（其中三名為獨立非執行董事）組成：

執行董事：

熊正峰先生（*主席*）
柴志強先生（*行政總裁*）
李映紅女士

非執行董事：

孟衛偉先生
宮見棠先生
（於二零一四年一月二十七日獲委任）

獨立非執行董事：

洪志遠先生
梁志立先生
畢克允先生（於二零一三年二月四日獲委任）
王恒義先生（於二零一三年二月四日辭任）

Corporate Governance Report

公司管治報告

The Board is responsible for the Group's corporate policy formulation, business strategies planning, business development, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim accounts for the Board's approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations. During the year under review, the Board and its audit committee, remuneration committee and nomination committee have performed corporate governance duties in accordance with the functions set out in the code provision D.3.1.

Details of backgrounds and qualifications of the chairman of the Company and the other Directors are set out on pages 8 to 13 of this annual report. All Directors have given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience to hold the position so as to carry out his duties effectively and efficiently. There is no relationship among the members of the Board. According to code provision A.1.8, the Company is required to make appropriate insurance coverage for certain legal liabilities which may arise in the course of performing their duties. The Company had purchased directors' liabilities insurance for the directors of the Company in August 2013.

董事會負責本集團之企業政策制訂、業務策略規劃、業務發展、風險管理、主要收購、出售及資本交易以及其他重大營運及財務事宜。董事會指派管理層負責之主要公司事宜包括：編製年度及中期賬目以供董事會於向公眾公佈前審批、實行業務策略及董事會採納之措施、推行充分之內部監控制度及風險管理程式以及遵守相關法定要求、規則及規例。於回顧年度內，董事會及其審核委員會、薪酬委員會、提名委員會根據守則條文第D.3.1條所載之職能履行了企業管治職責。

本公司主席及其他董事之背景及履歷詳情載於本年報第8至第13頁。全體董事已就本集團事務付出充足時間及心力。每名執行董事均具有其職位所需足夠經驗，以有效執行彼之職務。董事會成員之間並無關係。根據守則條文第A.1.8條，本公司須就董事履行職責時可能引起的若干法律責任提供適當保障。本公司已於二零一三年八月為公司董事購買董事責任險。

Corporate Governance Report

公司管治報告

During the year under review, the Company appointed one non-executive Director and three independent non-executive Directors, and has appointed one additional non-executive Director since 27 January 2014, all appointed directors have appropriate and sufficient experience and qualification to carry out their duties so as to protect the interests of shareholders. Mr. Meng Weiwei was appointed as a non-executive Director with effect from 2 November 2012, and Mr. Gong Jiantang was appointed as a non-executive Director with effect from 27 January 2014. Mr. Hung Chi Yuen Andrew, Mr. Liang Zhi Li and Mr. Bi Keyun were the independent non-executive Directors. Mr. Hung Chi Yuen Andrew was appointed for a term of three years commenced from 17 October 2011. Mr. Liang Zhi Li was first appointed on 19 March 2004 for a term of three years, and was then reappointed on 19 March 2007, 19 March 2010 and 19 March 2013 respectively, each for a term of three years. Mr. Wang Heng Yi resigned as an independent non-executive Director with effect from 4 February 2013, and Mr. Bi Keyun was appointed as an independent non-executive Director on 4 February 2013 for a term of three year. All of them are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Company's articles of association.

Under the Code Provision A.4.2, every director should be subject to retirement by rotation at least once every three years.

Pursuant to the requirements of the GEM Listing Rules, the Company has received written confirmation from each independent non-executive Director confirming his independence to the Company. Based on such confirmations of independence, the Company considers all of the independent non-executive Directors to be independent.

During the year under review, Mr. Xiong Zheng Feng was the chairman and Mr. Chai Zhi Qiang was the chief executive officer.

於回顧年內，本公司委任一名非執行董事及三名獨立非執行董事，自二零一四年一月二十七日起增加委任一名非執行董事，所有委任董事皆具備合適資格及充足經驗以執行彼等之職務，保障股東利益。孟衛偉先生自二零一二年十一月二日獲委任為非執行董事，宮見棠先生自二零一四年一月二十七日獲委任為非執行董事。洪志遠先生、梁志立先生及畢克允先生為獨立非執行董事。洪志遠先生自二零一一年十月十七日起獲委任，任期三年。梁志立先生自二零零四年三月十九日起獲委任，任期三年，並於二零零七年三月十九日、二零一零年三月十九日及二零一三年三月十九日再度獲委任，任期分別均為三年。王恆義先生自二零一三年二月四日起辭任獨立非執行董事職務，畢克允先生自二零一三年二月四日起獲委任為獨立非執行董事，任期三年。彼等均須按本公司之公司組織章程細則於股東週年大會輪值退任及膺選連任。

根據守則條文第A.4.2條，每位董事須每三年最少輪值告退一次。

根據創業板上市規則之規定，本公司已收到各位獨立非執行董事就確認其獨立於本公司之書面確認。基於此等獨立性確認函，本公司認為所有獨立非執行董事均屬獨立人士。

於回顧年內，熊正峰先生為主席，而柴志強先生為行政總裁。

Corporate Governance Report

公司管治報告

The roles of the chairman and chief executive officer are segregated and are not exercised by the same individual during the year under review. The chairman's responsibility is to manage the Board while the chief executive officer's is to manage the business of the Company.

於回顧年內，主席及行政總裁之職務有所劃分，並非由同一人擔任。主席之職責為管理董事會，而行政總裁之職責為管理本公司之業務。

The Board held a full board meeting for each quarter.

董事會每季均會舉行全體成員列席會議。

Details of the attendance of the meetings of the members of the Board during the year under review are as follows:

董事會成員在回顧年內出席董事會會議之記錄詳情如下：

Directors	董事	Attendance 出席次數
Mr. Xiong Zheng Feng	熊正峰先生	4/4
Mr. Chai Zhi Qiang	柴志強先生	4/4
Ms. Li Ying Hong	李映紅女士	4/4
Mr. Meng Weiwei	孟衛偉先生	4/4
Mr. Hung Chi Yuen Andrew	洪志遠先生	4/4
Mr. Liang Zhi Li	梁志立先生	4/4
Mr. Bi Keyun (appointed on 4 February 2013)	畢克允先生 (於二零一三年 二月四日獲委任)	4/4
Mr. Gong Jiantang (appointed on 27 January 2014)	宮見棠先生 (於二零一四年 一月二十七日獲委任)	0/0

Apart from the above regular board meetings of the year, the members of the Board will meet on other occasions when a board-level decision on a particular matter is required. The Directors will receive agenda and details of items for decision in advance of each board meeting.

除上述年內定期董事會會議外，董事會成員將於特定事宜需要董事會決定時舉行會議。董事於每次董事會會議前均會事先獲發議程及有關詳情。

CONTINUOUS TRAINING AND DEVELOPMENT OF DIRECTORS

During the year under review, the Company engaged a professional training institution to provide all directors with relevant training on directors' responsibilities and information disclosure, relations between assessment and financial reporting. An internal training in relation to amendments to the GEM Listing Rules was organized. Other than Mr. Gong Jiantang who was appointed on 27 January 2014, all Directors had complied with the requirements set out in the code provision A.6.5, participated in the continuous professional development, developed and refreshed their knowledge and skills, to ensure that their contribution to the Board remains informed and relevant.

REMUNERATION COMMITTEE

The remuneration committee was established in August 2005 with written terms of reference. Mr. Liang Zhi Li (being an independent non-executive director) has been appointed as the chairman of the committee. Other members of the remuneration committee are Ms. Li Ying Hong and Mr. Bi Keyun.

The role and function of the remuneration committee included the determination of the specific remuneration packages of all executive Directors, including benefits in kind, pension rights and compensation payments, such as any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive Directors. The remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

董事之持續培訓及發展

於回顧年度內，本公司聘請了專業培訓機構為所有董事進行了董事責任及資訊披露、評估與財務申報的關係等方面的培訓，並組織了有關創業板上市規則修訂之內部培訓，除於二零一四年一月二十七日獲委任的宮見棠先生外，全體董事均已遵守守則條文A.6.5之規定，參與了持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。

薪酬委員會

薪酬委員會於二零零五年八月成立，並制定其書面職權範圍。委員會主席為獨立非執行董事梁志立先生，其他委員為李映紅女士及畢克允先生。因此大部份成員為獨立非執行董事。

薪酬委員會之職務包括釐定全體執行董事之特定薪酬組合，如實物利益、退休權利及補償、包括離職或入職補償，以及就非執行董事之薪酬向董事會提供建議。薪酬委員會應考慮之各種因素包括：可資比較公司所付薪金、董事所投注時間及職責、本集團內僱傭條件及按表現發放薪酬之可行性。

Corporate Governance Report

公司管治報告

During the year under review, two meetings of the remuneration committee were held. Details of the attendance of the remuneration committee meeting are as follows:

於回顧年內，薪酬委員會共舉行兩次會議。董事出席薪酬委員會會議之記錄詳情如下：

Directors	董事	Attendance 出席次數
Mr. Liang Zhi Li	梁志立先生	2/2
Ms. Li Ying Hong	李映紅女士	2/2
Mr. Bi Keyun (appointed on 4 February 2013)	畢克允先生(於二零一三年 二月四日獲委任)	2/2

The remuneration committee of the Company has considered and reviewed the existing terms of employment contracts of the executive Directors and appointment letters of the independent non-executive Directors. The remuneration committee of the Company considers that the existing terms of employment contracts of the executive Directors and appointment letters of the independent non-executive Directors are fair and reasonable.

本公司薪酬委員會已考慮及覆閱執行董事之僱傭合約及獨立非執行董事之委任函件之現有條款。本公司薪酬委員會認為執行董事之僱傭合約及獨立非執行董事之委任函件之現有條款為公平及合理。

NOMINATION COMMITTEE

The nomination committee was established on 22 March 2012 with written terms of reference. The chairman of the committee is Mr. Xiong Zheng Feng who acts as the chairman of the Board with the other members including Mr. Hung Chi Yuen Andrew and Mr. Liang Zhi Li, thus the majority of the committee are independent non-executive directors.

提名委員會

提名委員會於二零一二年三月二十二日成立，並制定其書面職權範圍。委員會主席為董事會主席熊正峰先生，其他成員為洪志遠先生及梁志立先生，因此大部份成員為獨立非執行董事。

The nomination committee shall review the structure, size and composition of the Board (including skills, knowledge, experience, past performance and qualification, etc.) and assess the independence of independent non-executive directors and the adequacy of Corporate Governance Code. The committee is responsible for formulating nomination policy, identifying candidates for Directors and making recommendations to the Board in respect of the nomination, appointment or reappointment of Directors and succession plan of Directors.

提名委員會需檢討董事會的架構、人數及組成(包括技能、知識、經驗、往績及資歷等方面)及評核獨立非執行董事之獨立性及有關企業管治守則之足夠性，並負責制訂提名政策及物色董事人選，就董事之提名、委任或重新委任以及董事繼任計畫向董事會作出推薦建議。

Corporate Governance Report

公司管治報告

The Company acknowledges that the diversification of the members of the Board has positive effects on enhancing the Group's performance. The Company sees the diversification of the members of the Board as an important supporting factor for the Group to achieve its strategic goal and maintain sustainable growth. In deciding the composition of the Board, the Company will consider the Board diversity from various perspectives, including but not limited to sex, age, cultural and academic background, race, professional experience, skills, knowledge and terms of services. All of our Directors are appointed according to the principle of meritocracy while all candidates are being selected objectively, and the benefit of Board diversity will also be taken into full consideration. The nomination committee will review the diversity of the composition of the Board on regular basis, and will monitor the implementation of this policy, so as to ensure this policy has been effectively implemented.

During the year under review, one meeting of the nomination committee was held. Details of the attendance of the nomination committee meeting are as follows:

本公司明白董事會成員多元化對提升公司的表現素質裨益良多。本公司視董事會成員日益多元化為支持其達到戰略目標及維持可持續發展之要素。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並以客觀條件考慮人選，同時會充分顧及董事會成員多元化的裨益。提名委員會將定期檢討董事會在多元化層面之組成並監察本政策之執行，以確保本政策行之有效。

於回顧年內，提名委員會共舉行一次會議。董事出席提名委員會會議之記錄詳情如下：

Directors	董事	Attendance 出席次數
Mr. Xiong Zheng Feng	熊正峰先生	1/1
Mr. Hung Chi Yuen Andrew	洪志遠先生	1/1
Mr. Liang Zhi Li	梁志立先生	1/1

The nomination committee considered and resolved that all the existing Directors shall be recommended to be retained by the Company.

提名委員會考慮及議決推薦本公司留任全體現任董事。

AUDITOR'S REMUNERATION

核數師酬金

The audit committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company. During the year under review, the Group is required to pay an aggregate of approximately HK\$740,000 to the external auditor for their audit service.

本公司之審核委員會負責考慮外聘核數師之委任及審查外聘核數師進行之任何非核數工作，包括有關非核數工作會否對本公司構成任何潛在重大不利影響。於回顧年內，本集團須向外聘核數師支付共約740,000港元，作為其提供核數服務之酬金。

Corporate Governance Report

公司管治報告

AUDIT COMMITTEE

The Company established an audit committee 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 controls system of the Group and provide advice and comments on the Company's draft annual reports and accounts, half year reports and quarterly reports to Directors. During the year under review, the audit committee comprised of three members, Mr. Hung Chi Yuen Andrew, Mr. Liang Zhi Li and Mr. Bi Keyun. All of them were independent non-executive Directors. The chairman of the audit committee is Mr. Hung Chi Yuen Andrew.

The audit committee held 4 meetings during the year under review. Details of the attendance of the audit committee meetings are as follows:

審核委員會

本公司按照創業板上市規則第5.28至5.33條成立審核委員會並制定其書面職權範圍。審核委員會之主要職責為審查及監控本集團之財務申報程式及內部監控制度，並就本公司草擬年報及賬目、半年報告及季度報告時向董事提供忠告及意見。於回顧年度內，審核委員會由三名成員組成，分別為洪志遠先生、梁志立先生及畢克允先生，全部均為獨立非執行董事。審核委員會主席為洪志遠先生。

審核委員會於回顧年內舉行四次會議。審核委員會會議之出席記錄詳情如下：

Directors	董事	Attendance 出席次數
Mr. Hung Chi Yuen Andrew	洪志遠先生	4/4
Mr. Liang Zhi Li	梁志立先生	4/4
Mr. Bi Keyun (appointed on 4 February 2013)	畢克允先生（於二零一三年 二月四日獲委任）	4/4

The Group's unaudited quarterly and interim results and audited annual results for the year ended 31 December 2013 had been reviewed by the audit committee during the year under review, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure had been made. The audited consolidated results of the Group for the year had been reviewed by the audit committee.

於回顧年內，本集團截至二零一三年十二月三十一日止年度之未經審核季度及中期業績以及經審核全年業績已由審核委員會審閱。審核委員會認為，該等業績乃按照適用會計準則及規定編製，已作出充分披露。本集團本年度之經審核綜合業績已經審核委員會審閱。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of accounts, and confirm that the financial statements of the Company are prepared in accordance with statutory requirements and applicable accounting standards. The Directors confirm that, to the best of their knowledge, information and belief and having made all reasonable enquiries, they are not aware of any undisclosed material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

COMPANY SECRETARY

Ms. Hung Ching Yuen was appointed as the company secretary on 13 June 2011. Ms. Hung Ching Yuen is an external service provider to the Company and a solicitor practicing in Hong Kong. She has taken no less than 15 hours of relevant professional training as required by the GEM Listing Rules. The primary contact person between the Company and Ms. Hung Ching Yuen is Mr. Jiang Maoping, officer responsible for compliance and legal matters.

INTERNAL CONTROL

The Company has conducted a review of its system of internal control periodically to ensure an effective and adequate internal control system. The Company convened meetings periodically to discuss financial, operational, compliance and risk management control.

AUDITOR

During the year under review, the performance of the external auditor of the Company had been reviewed and it is proposed to reappoint the external auditor at the forthcoming Annual General Meeting.

董事對財務報表之責任

董事知悉彼等有編製帳目之責任，並確認本公司之財務報表乃根據法定規則及適用會計準則編製。董事確認，就彼等經作出一切合理查詢後所深知、得悉及確信，彼等並不知悉任何可能嚴重影響本公司持續經營能力之未披露重大不明朗事件或情況。

公司秘書

洪靜遠女士於二零一一年六月十三日獲委任為公司秘書。洪靜遠女士乃本公司之外聘服務人員，為香港執業律師。彼已遵照創業板上市規則之規定參加了不少於15個小時的相關專業培訓。本公司內部與洪靜遠女士之主要聯絡人為負責合規及法律事務之主管蔣茂平先生。

內部監控

本公司定期審查其內部監控制度，以確保其為有效及充分之內部監控制度。本公司定期召開會議，討論財務、營運、合規及風險管理監控。

核數師

於回顧年內，已檢討本公司外聘核數師之表現，並建議在應屆股東週年大會重新委任為外聘核數師。

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. The Company welcomes suggestions from investors, stakeholders and the public. The Company has disclosed all necessary information to the shareholders and investors in compliance with GEM Listing Rules and uses a number of formal communications channels to account to shareholders and investors for the Company. These include (1) the publication of announcements and notices, financial information and corporate governance information available on the websites of the Hong Kong Stock Exchange and the Company; (2) the annual general meeting or extraordinary general meeting provide a forum for shareholders of the Company to raise comments and exchange views with the Board; (3) information@akmcompany.com, an email specifically set up by the Company for communications with investors and provide timely replies to the enquires from investors; (iv) the provision of services for shareholders through the Company's registered office and share registrar in Hong Kong.

There was no significant change in the Memorandum and Articles of Association of the Company during the year ended 31 December 2013.

SHAREHOLDERS' RIGHTS

Pursuant to Articles 65 of the Company's Memorandum and Articles of Association, the Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meeting shall also be convened upon request by shareholders of the Company as provided by the new Hong Kong Companies Ordinance (Cap. 622) (with effect from 3 March 2014), or, in default, may be convened by the shareholders requesting the convening of an extraordinary general meeting.

投資者關係及與股東之溝通

本公司不斷促進與投資者之關係，並加強與現有股東及意向投資者之溝通。本公司歡迎投資者、權益持有人及公眾人士提供意見。本公司已向股東及投資者披露創業板上市規則規定之一切所需資料，並透過多種正式通訊管道向股東及投資者匯報本公司表現。該等管道包括：(1)於香港聯合交易所網站及本公司網站刊登之各項公告及通告、財務資料及企業管治資料等；(2)召開股東週年大會或股東特別大會以向本公司股東提供對董事會作出及交流意見之途徑；(3)專門設立與投資者溝通郵箱 information@akmcompany.com 即時回應投資者；(4)通過本公司香港註冊辦事處或香港股份過戶登記處為股東提供服務等。

截至二零一三年十二月三十一日止年度內，本公司之組織章程大綱及細則概無任何重大變動。

股東權利

根據本公司組織章程大綱及細則第65條之規定，董事可於每當認為適合時召開股東特別大會，亦應按香港新《公司條例》（第622章）（已於二零一四年三月三日起生效）所規定，應公司股東要求召開股東特別大會，或於沒有因應該要求召開股東特別大會的情況下，可由要求召開股東特別大會的股東自行召開股東特別大會。

Corporate Governance Report

公司管治報告

According to Sections 566 to 568 of the new Companies Ordinance (Chapter 622) which has become effective on 3 March 2014, the Directors are required to call an extraordinary general meeting if the Company has received requests to do so from shareholders of the Company representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings. Shareholders of the Company may deposit at the registered office of the Company a written request, which must state the general nature of the business to be dealt with at the meeting, include the text of the resolution to be proposed at the meeting, and must be signed by the shareholders who made the demand. If the Directors do not, within twenty one days from the date of depositing the demand, duly convene an extraordinary general meeting to be held on a day not later than 28 days after the date on which the notice convening the meeting is given, the shareholders who made the demand or shareholders representing more than half of the voting rights of such shareholders may convene an extraordinary general meeting themselves in the same manner, as nearly as possible, as that in which extraordinary general meetings may be convened by the Directors of the Company, and all reasonable expenses incurred by the shareholders who made the request as a result of the failure of the Directors to duly convene an extraordinary general meeting shall be repaid to them by the Company.

There is no provision allowing shareholders to move new resolutions at general meetings under the Articles of Association of the Company or the new Hong Kong Companies Ordinance (Cap. 622). Shareholders who wish to move a resolution may request the Company to convene an extraordinary general meeting following the procedures set out in the preceding paragraph.

In relation to proposing a person for election as a director, please refer to the procedures available on the website of the Company.

Shareholders may at any time send their enquiries and concerns to the Board in writing to the Company's registered office in Hong Kong at Rooms 2708-11, 27th Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. Shareholders may also send such enquiries and concerns to information@akmcompany.com, email specifically set up by the Company for communications with investors.

根據香港新《公司條例》(第622章)(已於二零一四年三月三日起生效)第566至568條之規定,如公司收到佔全體有權在股東大會上表決的股東的總表決權最少5%的公司股東要求召開股東特別大會,則董事須召開特別大會。公司股東可向公司的註冊辦事處遞交召開特別大會之書面要求,當中須述明有待在有關股東特別大會上處理的事務的一般性質及擬在股東特別大會上動議的決議的文本,並由提出要求的股東簽署。倘董事並未於遞交要求日期起計二十一日期內未有妥為安排一次在召開會議通知書發出日期後二十八天內召開的特別大會,則提出要求的股東或佔全體該等股東的總表決權過半數的股東,可自行以盡可能按接近董事召開大會之相同形式召開特別大會,而公司須向提出要求的股東償還因董事沒有妥為召開特別大會而招致提出要求的股東產生之一切合理費用。

本公司之公司組織章程細則及香港新《公司條例》(第622章)並無列明股東可在股東大會上提呈任何新決議案。有意提呈決議案之股東可按上段所載程序要求本公司召開股東特別大會。

關於提名董事候選人之事宜,請參閱本公司網站所載之程序。

股東可隨時致函本公司之香港註冊辦事處(地址為香港干諾道中168-200號信德中心西座27樓2708-11室),向董事會提出查詢及表達意見。股東亦可將有關查詢及意見電郵至本公司專門設立與投資者溝通之郵箱 information@akmcompany.com。

Directors' Report

董事會報告

The directors of the Company (the "Directors") present their annual report and the audited consolidated financial statements for the year ended 31 December 2013.

SEGMENT INFORMATION

The Group's principal activities are the manufacture and sale of flexible printed circuit, sourcing and sale of electronic components as well as the manufacture and sale of flexible packaging substrates. An analysis of the Group's turnover by geographical market of its customers and operating segments for the year ended 31 December 2013 are set out in note 5 to the consolidated financial statements.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and is engaged in sourcing of raw materials and equipment for its subsidiaries and trading of flexible printed circuit and flexible packaging substrates. The activities of its principal subsidiaries is set out in note 15 to the consolidated financial statements.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of profit or loss and other comprehensive income on page 54.

The Directors do not recommend a payment of final dividend for the year ended 31 December 2013 (2012: HK1 cent per share). The total amount of dividend appropriated, based on the number of shares in issue, is HK\$0 (the total amount of dividend paid in 2012 was HK\$5,499,000).

PROPERTY, PLANT AND EQUIPMENT

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

本公司董事（「董事」）謹此提呈截至二零一三年十二月三十一日止年度之年度報告及經審核綜合財務報表。

分類資料

本集團之主要業務為製造及銷售柔性電路板、採購及銷售電子元器件以及製造及銷售柔性封裝基板業務。截至二零一三年十二月三十一日止年度，本集團按客戶地區市場劃分及經營分部之營業額分析載於綜合財務報表附註5。

主要業務

本公司為一家投資控股公司，從事為其附屬公司之原材料和設備採購之業務，以及柔性電路板及柔性封裝基板貿易。其主要附屬公司之業務載於綜合財務報表附註15。

業績及股息

截至二零一三年十二月三十一日止年度之本集團業績載於第54頁綜合損益及其他全面收益表。

董事不建議派付截至二零一三年十二月三十一日止年度之末期股息（二零一二年：每股1港仙）。根據已發行的股票數量，本年度股息總額為0港元（二零一二年股息總額5,499,000港元）。

物業、廠房及設備

本集團及本公司於回顧年內之物業、廠房及設備之變動詳情載於綜合財務報表附註13。

Directors' Report

董事會報告

SHARE CAPITAL

Details of the share capital of the Company are set out in note 26 to the consolidated financial statements.

DIRECTORS

The Directors during the year under review and up to the date of this report were as follows:

Executive Directors:

Mr. Xiong Zheng Feng (*Chairman*)
Mr. Chai Zhi Qiang (*Chief Executive Officer*)
Ms. Li Ying Hong

Non-executive Directors:

Mr. Meng Weiwei
Mr. Gong Jiantang (appointed on 27 January 2014)

Independent non-executive Directors:

Mr. Hung Chi Yuen Andrew
Mr. Liang Zhi Li
Mr. Bi Keyun (appointed on 4 February 2013)
Mr. Wang Heng Yi (resigned on 4 February 2013)

Pursuant to Article 101 of the Company's Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office, provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election. Accordingly, Mr. Xiong Zheng Feng and Mr. Hung Chi Yuen Andrew shall retire by rotation at the annual general meeting in accordance with the Articles of Association of the Company. Mr. Xiong Zheng Feng and Mr. Hung Chi Yuen Andrew will retire and being eligible, offer themselves for re-election at the annual general meeting.

股本

本公司股本之詳情載於綜合財務報表附註26。

董事

於回顧年內及截至本報告日期為止董事為：

執行董事：

熊正峰先生 (*主席*)
柴志強先生 (*行政總裁*)
李映紅女士

非執行董事：

孟衛偉先生
宮見棠先生
(於二零一四年一月二十七日獲委任)

獨立非執行董事：

洪志遠先生
梁志立先生
畢克允先生 (於二零一三年二月四日獲委任)
王恒義先生 (於二零一三年二月四日辭任)

根據公司組織章程細則第101條規定，於每年的股東週年大會上，當其時的董事中的三分之一，或如董事人數並非三或三的倍數，則最接近三分之一（但不多於三分之一）人數的董事須退任，惟每位董事須最少每三年輪值退任一次。每年的退任董事須是其最近一次當選後任職最長的董事。因此，根據公司組織章程細則，熊正峰先生及洪志遠先生將於股東週年大會退任，並合資格及願意重選連任。

Directors' Report

董事會報告

Pursuant to Article 92 of the Company's Articles of Association, the Board shall have power from time to time, and at any time to appoint any person as a Director either to fill a vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Gong Jiantang, a non-executive Director appointed by the Board on 27 January 2014 will also retire and being eligible, offer himself for re-election at the annual general meeting.

Each of the executive Directors has entered into a service contract with the Company for a term of three years and thereafter will continue until being terminated by not less than three months' notice in writing served by either party on the other. Each of the non-executive Directors and independent non-executive Directors has been appointed by the Company under a letter of appointment for a term of three years which is terminable by not less than three month's prior notice in writing served by either party on the other.

Save as disclosed above, none of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

Details of the Directors and chief executives' remuneration are set out in note 10 to the consolidated financial statements.

SHARE OPTION SCHEMES

Pursuant to written resolutions of the then shareholders of the Company on 6 August 2004, the Company adopted a Pre-IPO Share Option Scheme (the "Pre-IPO Scheme") and another share option scheme (the "Scheme"). Particulars of the Pre-IPO Scheme and the Scheme are set out in note 27 to the consolidated financial statements. During the year ended 31 December 2013, no options were granted under the Scheme.

根據公司組織章程細則第92條規定，董事會有權不時並隨時委任任何人士為董事，以填補某臨時空缺或增加董事會之名額。如此獲委任之董事，只應任職至本公司下屆週年大會，並應於屆時有資格於該會議上重選連任。宮見棠先生，於二零一四年一月二十七日獲董事會委任為非執行董事，亦將於股東週年大會退任，並合資格及願意重選連任。

各執行董事已與本公司訂立服務合約，為期三年，其後，合約將繼續直至其中一方向對方作出不少於三個月書面通知終止合約為止。而就各非執行董事及獨立非執行董事，彼等經本公司以委任函件委任，任期三年，並可由訂約任何一方向另一方發出不少於三個月書面通知作出終止。

除上文所披露者外，概無董事與本公司或其附屬公司訂立任何本公司不可於一年內以支付賠償金（法定賠償除外）終止之服務合約。

董事及主要行政人員酬金詳情載於綜合財務報表附註10。

購股權計劃

根據本公司於二零零四年八月六日當時股東通過之書面決議案，本公司採納首次招股前購股權計劃（「上市前購股權計劃」）及另一項購股權計劃（「計劃」）。上市前購股權計劃及計劃之詳情載於綜合財務報表附註27。於截至二零一三年十二月三十一日止年度，並無根據計劃授出任何購股權。

Directors' Report

董事會報告

Details of the movements in the number of options during the year which have been granted under the Pre-IPO Scheme are as follows:

年內根據上市前購股權計劃授出之購股權數目變動詳情如下：

Name or category of participant	Date of grant	Exercisable period	Exercise price per share	Number of share options 購股權數目		
				Outstanding at 1.1.2013 於二零一三年一月一日 尚未行使	Lapsed during the year 年內失效	Outstanding at 31.12.2013 於二零一三年十二月三十一日 尚未行使
Directors 董事						
Mr. Xiong Zheng Feng 熊正峰先生	6.8.2004 二零零四年八月六日	18.8.2005 to 6.8.2014 二零零五年八月十八日至 二零一四年八月六日	0.4 每股行使價 HK\$ 港元	2,000,000	-	2,000,000
Mr. Chai Zhi Qiang 柴志強先生	6.8.2004 二零零四年八月六日	18.8.2005 to 6.8.2014 二零零五年八月十八日至 二零一四年八月六日	0.4	2,800,000	-	2,800,000
Ms. Li Ying Hong 李映紅女士	6.8.2004 二零零四年八月六日	18.8.2005 to 6.8.2014 二零零五年八月十八日至 二零一四年八月六日	0.4	600,000	-	600,000
				5,400,000	-	5,400,000
Employees 僱員	6.8.2004 二零零四年八月六日	18.8.2005 to 6.8.2014 二零零五年八月十八日至 二零一四年八月六日	0.4	3,000,000	-	3,000,000
Total 總計				8,400,000	-	8,400,000

Notes:

- All dates are shown in the sequence of day.month.year.
- These share options are exercisable, starting from the first anniversary of the listing date at stepped annual increments of 25% of the total options granted, for a period of not later than 10 years from the date of grant.

附註：

- 所有日期均順序以年、月、日格式表示。
- 該等購股權可自上市日期首週年起按授出購股權總數逐年遞增25%予以行使，行使期限自授出日期起計不超過10年。

Directors' Report

董事會報告

Details of the movements in the number of options during the year which have been granted under the Scheme are as follows:

年內根據計劃授出之購股權數目變動詳情如下：

Name or category of participant	Date of grant	Exercisable period	Exercise price per share	Number of share options 購股權數目			
				Outstanding at 1.1.2013 於二零一三年一月一日 尚未行使	Exercised during the year 年內已行使 (Note 3)	Lapsed during the year 年內失效	Outstanding at 31.12.2013 於二零一三年十二月三十一日 尚未行使
Directors 董事							
Mr. Xiong Zheng Feng 熊正峰先生	9.7.2007 二零零七年七月九日	10.7.2007 to 9.7.2017 二零零七年七月十日至 二零一七年七月九日	0.36 HK\$ 港元	2,000,000	(2,000,000)	-	-
Mr. Chai Zhi Qiang 柴志強先生	9.7.2007 二零零七年七月九日	10.7.2007 to 9.7.2017 二零零七年七月十日至 二零一七年七月九日	0.36	2,000,000	(2,000,000)	-	-
Ms. Li Ying Hong 李映紅女士	9.7.2007 二零零七年七月九日	10.7.2007 to 9.7.2017 二零零七年七月十日至 二零一七年七月九日	0.36	2,000,000	(2,000,000)	-	-
Mr. Liang Zhi Li 梁志立先生	9.7.2007 二零零七年七月九日	10.7.2007 to 9.7.2017 二零零七年七月十日至 二零一七年七月九日	0.36	800,000	(800,000)	-	-
Mr. Wang Heng Yi (Note 4) 王恒義先生(附註4)	9.7.2007 二零零七年七月九日	10.7.2007 to 9.7.2017 二零零七年七月十日至 二零一七年七月九日	0.36	800,000	-	(800,000)	-
				<u>7,600,000</u>	<u>(6,800,000)</u>	<u>(800,000)</u>	<u>-</u>
Employees 僱員	9.7.2007 二零零七年七月九日	10.7.2007 to 9.7.2017 二零零七年七月十日至 二零一七年七月九日	0.36	9,200,000	(3,100,000)	-	6,100,000
Total 總計				<u>16,800,000</u>	<u>(9,900,000)</u>	<u>(800,000)</u>	<u>6,100,000</u>

Directors' Report

董事會報告

Notes:

1. All dates are shown in the sequence of day.month.year.
2. These share options are exercisable, starting from the day after the date upon which the options were granted, for a period of not later than 10 years from the date of grant.
3. On 23 May 2013, an aggregate of 9,900,000 shares of the Company were issued by the Company to such Directors and employees pursuant to the exercise of their respective share options.
4. Mr. Wang Heng Yi resigned as an independent non-executive Director on 4 February 2013 and on the same day, 800,000 share options of the Company held by him also lapsed.

Save as disclosed above, none of the Directors or their spouses and children under the age of 18 had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES

Save as disclosed below, as at 31 December 2013, none of the Directors and the chief executive and their respective associates had or was deemed to have any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Rules 5.46 to 5.68 of the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of the Stock Exchange (the "GEM Listing Rules").

附註：

1. 所有日期均順序以年、月、日格式表示。
2. 該等購股權可自購股權授出日期首日起予以行使，行使期限自授出日期起計不超過10年。
3. 於二零一三年五月二十三日，本公司根據其各自行使之相關購股權向該等董事及僱員發行合共9,900,000股股份。
4. 王恆義先生已於二零一三年二月四日辭任獨立非執行董事，其於本公司持有的800,000股購股權已於同日失效。

除上文所披露者外，概無任何董事或其配偶及18歲以下子女享有認購本公司證券之權利，或於年內行使任何該等權利。

董事於股份、相關股份及債權證之權益及淡倉

除下文所披露者外，於二零一三年十二月三十一日，各董事及最高行政人員及彼等各自之聯繫人士於本公司或其相聯法團（定義見香港法例第571章《證券及期貨條例》（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中，並無擁有或被視為擁有須根據證券及期貨條例第352條記入本公司保存之登記冊內，或須根據聯交所創業板（「創業板」）證券上市規則（「創業板上市規則」）第5.46條至5.68條規定須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益或淡倉：

Directors' Report

董事會報告

(a) The Company

(a) 本公司

(i) Interest in shares of the Company

(i) 於本公司股份之權益

Name	Name of the Company in which interest is held	Class and number of shares of which interested (other than under equity derivatives)	Capacity	Long/short position	Approximate percentage of total issued share capital in the Company as at 31 December 2013 (Note 5) 於二零一三年十二月三十一日佔本公司全部已發行股本之概約百分比(附註5)
姓名	於其中持有權益之公司名稱	股份權益之類別及數目(股本衍生工具除外)	身份	好倉/淡倉	
Mr. Xiong Zheng Feng (Note 1) 熊正峰先生(附註1)	the Company 本公司	16,750,000 ordinary shares 16,750,000股普通股	Beneficial owner 實益擁有人	Long 好倉	3.05
Mr. Chai Zhi Qiang (Note 2) 柴志強先生(附註2)	the Company 本公司	13,500,000 ordinary shares 13,500,000股普通股	Beneficial owner 實益擁有人	Long 好倉	2.45
Ms. Li Ying Hong (Note 3) 李映紅女士(附註3)	the Company 本公司	4,700,000 ordinary shares 4,700,000股普通股	Beneficial owner 實益擁有人	Long 好倉	0.85
Mr. Liang Zhi Li (Note 4) 梁志立先生(附註4)	the Company 本公司	800,000 ordinary shares 800,000股普通股	Beneficial owner 實益擁有人	Long 好倉	0.15

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Notes:

1. On 23 May 2013, an aggregate of 2,000,000 ordinary shares of the Company were issued to Mr. Xiong Zheng Feng pursuant to the exercise of all the share options granted to him by the Company, at an exercise price of HK\$0.36 per share. Moreover, during the period from 15 May 2013 to 13 June 2013, Mr. Xiong Zheng Feng acquired an aggregate of 560,000 ordinary shares of the Company in open market at prices ranging from HK\$0.315 to HK\$0.34 per share. Since 13 June 2013, Mr. Xiong Zheng Feng has been the beneficial owner of an aggregate of 16,750,000 ordinary shares of the Company.
2. On 23 May 2013, an aggregate of 2,000,000 ordinary shares of the Company were issued to Mr. Chai Zhi Qiang pursuant to the exercise of all the share options granted to him by the Company, at an exercise price of HK\$0.36 per share. Since 23 May 2013, Mr. Chai Zhi Qiang has been the beneficial owner of an aggregate of 13,500,000 ordinary shares of the Company.
3. On 23 May 2013, an aggregate of 2,000,000 ordinary shares of the Company were issued to Ms. Li Ying Hong pursuant to the exercise of all the share options granted to her by the Company, at an exercise price of HK\$0.36 per share. Since 23 May 2013, Ms. Li Ying Hong has been the beneficial owner of an aggregate of 4,700,000 ordinary shares of the Company.
4. On 23 May 2013, an aggregate of 800,000 ordinary shares of the Company were issued to Mr. Liang Zhi Li pursuant to the exercise of all the share options granted to him by the Company, at an exercise price of HK\$0.36 per share. Since 23 May 2013, Mr. Liang Zhi Li has been the beneficial owner of an aggregate of 800,000 ordinary shares of the Company.
5. On 27 January 2014, the Company completed the Shares Subscription and the Placing of Shares, and had allotted and issued a total of 290,920,000 shares of the Company to Goertek (HongKong) Co., Limited ("HK Goertek"), a wholly-owned subsidiary of GoerTek, pursuant to the nomination of GoerTek, and had placed a total of 132,150,000 shares of the Company to not less than six places on the same date. The total number of issued shares of the Company was therefore increased from 549,900,000 shares to 972,970,000 shares. Since 27 January 2014, the 16,750,000 shares of the Company held by Mr. Xiong Zheng Feng represents approximately 1.72% of the shares in issue of the Company; the 13,500,000 shares of the Company held by Mr. Chai Zhi Qiang represents approximately 1.39% of shares in issue of the Company; the 4,700,000 shares of the Company held by Ms. Li Ying Hong represents approximately 0.48% of shares in issue of the Company; the 800,000 shares of the Company held by Mr. Liang Zhi Li represents approximately 0.08% of shares in issue of the Company.

附註:

1. 於二零一三年五月二十三日，熊正峰先生獲本公司以每股行使價0.36港元行使其於計劃獲授予之全部購股權向其發行共2,000,000股普通股。此外，於二零一三年五月十五日至二零一三年六月十三日期間，熊正峰先生以每股最低0.315港元至最高0.34港元的價格從公開市場購入本公司合共560,000股普通股。自二零一三年六月十三日起，熊正峰先生為本公司合共16,750,000股普通股的實益擁有人。
2. 於二零一三年五月二十三日，柴志強先生獲本公司以每股行使價0.36港元行使其於計劃獲授予之全部購股權向其發行共2,000,000股普通股。自二零一三年五月二十三日起，柴志強先生為本公司共13,500,000股普通股的實益擁有人。
3. 於二零一三年五月二十三日，李映紅女士獲本公司以每股行使價0.36港元行使其於計劃獲授予之全部購股權向其發行共2,000,000股普通股。自二零一三年五月二十三日起，李映紅女士為本公司共4,700,000股普通股的實益擁有人。
4. 於二零一三年五月二十三日，梁志立先生獲本公司以每股行使價0.36港元行使其於計劃獲授予之全部購股權向其發行共800,000股普通股。自二零一三年五月二十三日起，梁志立先生為本公司共800,000股普通股的實益擁有人。
5. 於二零一四年一月二十七日，本公司完成股份認購事項及股份配售事項，並於同日根據歌爾聲學的提名向香港歌爾泰克有限公司（「香港歌爾」）（歌爾聲學之全資附屬公司）配發及發行本公司共290,920,000股股份，及向不少於六位承配人配售本公司合共132,150,000股股份。本公司的已發行股份總數因此由549,900,000股增加至972,970,000股。自二零一四年一月二十七日起，熊正峰先生持有本公司16,750,000股已發行股份，佔本公司已發行股份的約1.72%；柴志強先生持有本公司13,500,000股已發行股份，佔本公司已發行股份的約1.39%；李映紅女士持有本公司4,700,000股已發行股份，佔本公司已發行股份的約0.48%；梁志立先生持有本公司800,000股已發行股份，佔本公司已發行股份的約0.08%。

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(ii) Interest in the underlying shares of the Company through equity derivatives

(ii) 以股本衍生工具持有之本公司相關股份之權益

Name of Director	Name of the Company in which interest is held	Class and number of underlying shares held under physically settled equity derivatives	Notes	Capacity	Long/short position	Approximate percentage of total issued share capital in the Company as at 31 December 2013 (Note 5)
董事姓名	於其中持有權益之公司名稱	以實物結算之股本衍生工具擁有之相關股份類別及數目	附註	身份	好倉/淡倉	於二零一三年十二月三十一日佔本公司全部已發行股本之概約百分比(附註5)
Mr. Xiong Zheng Feng 熊正峰先生	the Company 本公司	2,000,000 ordinary shares 2,000,000股普通股	1 & 2 1及2	Beneficial owner 實益擁有人	Long 好倉	0.36
Mr. Chai Zhi Qiang 柴志強先生	the Company 本公司	2,800,000 ordinary shares 2,800,000股普通股	1 & 3 1及3	Beneficial owner 實益擁有人	Long 好倉	0.51
Ms. Li Ying Hong 李映紅女士	the Company 本公司	600,000 ordinary shares 600,000股普通股	1 & 4 1及4	Beneficial owner 實益擁有人	Long 好倉	0.11

Notes:

附註:

- The interest of each of Mr. Xiong Zheng Feng, Ms. Li Ying Hong and Mr. Chai Zhi Qiang in the underlying ordinary shares of the Company represents the share options to subscribe for shares in the Company at a subscription price of HK\$0.40 per share granted to him/her under the Pre-IPO Scheme of the Company, and the number of shares held by them remains unchanged since the date of grant on 6 August 2004.
- Mr. Xiong Zheng Feng is interested in 16,750,000 issued shares of the Company and 2,000,000 underlying shares held under equity derivatives.

- 熊正峰先生、李映紅女士及柴志強先生於本公司之相關普通股份中分別擁有之權益指根據本公司之上市前購股權計劃分別授予彼等之購股權，以認購價每股0.40港元認購本公司之股份，其持有之購股權數量自授權日二零零四年八月六日起以來概無改變。
- 熊正峰先生於16,750,000股本公司已發行股份及以股本衍生工具持有之2,000,000股相關股份中擁有權益。

Directors' Report

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3. Mr. Chai Zhi Qiang is interested in 13,500,000 issued shares of the Company and 2,800,000 underlying shares held under equity derivatives.
4. Ms. Li Ying Hong is interested in 4,700,000 issued shares of the Company and 600,000 underlying shares held under equity derivatives.
5. On 27 January 2014, the Company completed the Shares Subscription and the Placing of Shares, and had allotted and issued a total of 290,920,000 shares of the Company to HK Goertek, a wholly-owned subsidiary of GoerTek, pursuant to the nomination of GoerTek, and had placed a total of 132,150,000 shares of the Company to not less than six placees on the same date. The total number of issued shares of the Company was therefore increased from 549,900,000 shares to 972,970,000 shares. Since 27 January 2014, the 2,000,000 underlying shares of the Company interested by Mr. Xiong Zheng Feng represents approximately 0.21% of the shares in issue of the Company; the 2,800,000 underlying shares of the Company interested by Mr. Chai Zhi Qiang represents approximately 0.29% of the shares in issue of the Company; the 600,000 underlying shares of the Company interested by Ms. Li Ying Hong represents approximately 0.06% of the shares in issue of the Company.
3. 柴志強先生於13,500,000股本公司已發行股份及以股本衍生工具持有之2,800,000股相關股份中擁有權益。
4. 李映紅女士於4,700,000股本公司已發行股份及以股本衍生工具持有之600,000股相關股份中擁有權益。
5. 於二零一四年一月二十七日，本公司完成股份認購事項及股份配售事項，並於同日根據歌爾聲學的提名向香港歌爾（歌爾聲學之全資附屬公司）配發及發行本公司共290,920,000股股份及向不少於六位承配人配售本公司合共132,150,000股股份。本公司的已發行股份總數因此由549,900,000股增加至972,970,000股。自二零一四年一月二十七日起，熊正峰先生於2,000,000股本公司相關股份中擁有權益，佔本公司已發行股份的約0.21%；柴志強先生於2,800,000股本公司相關股份中擁有權益，佔本公司已發行股份的約0.29%；李映紅女士於600,000股本公司相關股份中擁有權益，佔本公司已發行股份的約0.06%。

(b) The associated corporation

As at 31 December 2013, to the best knowledge of the Directors, none of the Directors nor chief executive of the Company had or was deemed to have any interests or short positions in the shares or the underlying shares or debentures of any associated corporations of the Company (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO and Rules 5.46 to 5.68 of the GEM Listing Rules.

(b) 相聯法團

截至二零一三年十二月三十一日，據董事所知，概無本公司董事或最高行政人員於本公司任何相聯法團（定義見證券及期貨條例第XV部）之股份或相關股份或債權證中擁有或視作擁有任何根據證券及期貨條例第352條之規定須予記錄或根據證券及期貨條例第XV部第7及8分部及創業板上市規則第5.46至5.68條須知會本公司及聯交所之權益或淡倉。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share options disclosed above, at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company, its holding companies, fellow subsidiaries or 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.

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the top five highest paid individuals of the Group are set out in note 10 to the consolidated financial statements.

SUBSTANTIAL SHAREHOLDERS

Save as disclosed below, as at 31 December 2013, no person other than certain Directors or chief executive of the Company had any interests or short positions in the shares and underlying shares of the Company as recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group.

購買股份或債券之安排

除上文所披露持有之購股權外，於本年度內任何時間，概無本公司董事藉收購本公司或任何其他法團之股份或債權證之任何安排獲授予任何權利以取得利益，而該等安排之其中一方為本公司、其控股公司或其任何附屬公司或同系附屬公司。

董事於重大合約之權益

本公司董事概無於本公司、其控股公司、同系附屬公司或附屬公司所訂立而於本年度內任何時間或年度結束時仍然生效之合約中直接或間接地擁有重大權益。

董事及五名最高薪酬人士之薪酬

本集團董事及五名最高薪酬人士之薪酬詳情載於綜合財務報表附註10。

主要股東

於二零一三年十二月三十一日，除下文所披露者外，並無任何人士（不屬若干本公司董事或最高行政人員）於記錄在本公司根據證券及期貨條例第336條須置存之主要股東名冊內擁有本公司股份及相關股份之任何權益或淡倉；或擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之任何權益或淡倉；或直接或間接擁有附帶權利可在任何情況下於本集團任何成員公司股東大會上投票之任何類別股本面值5%或以上之權益。

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Name of substantial shareholder	Capacity	Class and number of securities in which interested (other than under equity derivatives)	Long/short position	Approximate percentage of total issued share capital in the Company as at 31 December 2013
主要股東名稱	身份	(並非以股本衍生工具) 擁有之證券類別及數目 (Note 2) (附註2)	好倉/淡倉	於二零一三年十二月三十一日 佔本公司全部 已發行股本之概約百分比 (Notes 3 and 4) (附註3及4)
Alpha Luck Industrial Ltd. ("Alpha Luck") (Notes 1 & 3) 安利實業有限公司(「安利實業」) (附註1及3)	Beneficial owner 實益擁有人	360,000,000 ordinary shares 360,000,000股普通股	Long 好倉	65.47
Silver City International (Holdings) Ltd. ("Silver City") (Notes 1 & 3) 銀華國際(集團)有限公司 (「銀華國際」)(附註1及3)	Interest in controlled corporation 於受控制公司之權益	360,000,000 ordinary shares 360,000,000股普通股	Long 好倉	65.47
China North Industries Corporation ("CNIC") (Notes 1 & 3) 中國北方工業公司(「北方工業」) (附註1及3)	Interest in controlled corporation 於受控制公司之權益	360,000,000 ordinary shares 360,000,000股普通股	Long 好倉	65.47

Notes:

- This represents the same block of shares of the Company shown against the name of Alpha Luck. Since Alpha Luck is wholly and beneficially owned by Silver City, Silver City is deemed to be interested in the same number of shares of the Company held by Alpha Luck under Part XV of the SFO. As Silver City is wholly and beneficially owned by CNIC, CNIC is deemed to be interested in the same number of shares of the Company which Silver City is deemed to be interested under Part XV of the SFO.
- None of Alpha Luck, Silver City nor CNIC is interested in any securities of the Company under equity derivatives.

附註:

- 即安利實業名下所示之本公司同一批股份。由於銀華國際全資實益擁有安利實業，故根據證券及期貨條例第XV部，銀華國際被視為擁有安利實業所持有之本公司相同數目股份之權益。由於北方工業全資實益擁有銀華國際，故根據證券及期貨條例第XV部，北方工業被視為擁有銀華國際被視為擁有之相同數目股份之權益。
- 安利實業、銀華國際及北方工業概無於本公司股本衍生工具項下之證券中擁有任何權益。

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董事會報告

3. On 27 January 2014, the Company completed the Shares Subscription and the Placing of Shares, and had allotted and issued a total of 290,920,000 shares of the Company to HK Goertek, a wholly-owned subsidiary of GoerTek, pursuant to the nomination of GoerTek, and had placed a total of 132,150,000 shares of the Company to not less than six placees on the same date. The total number of issued shares of the Company was therefore increased from 549,900,000 shares to 972,970,000 shares. Since 27 January 2014, the 360,000,000 shares of the Company held by Alpha Luck (for which Silver City and CNIC are interested) represents approximately 37.00% of the shares in issue of the Company.
4. Since 27 January 2014, HK Goertek holds 290,920,000 shares of the Company, representing approximately 29.90% of the shares in issue of the Company. Since HK Goertek is wholly-owned by Weifang Goertek Trading Co., Limited ("Weifang Goertek"), which is, in turn, wholly-owned by GoerTek, each of Weifang Goertek and GoerTek is also deemed to be interested in the 290,920,000 shares of the Company held by HK Goertek under Part XV of the SFO since 27 January 2014.
3. 於二零一四年一月二十七日，本公司完成股份認購事項及股份配售事項，並於同日根據歌爾聲學的提名向香港歌爾（歌爾聲學之全資附屬公司）配發及發行本公司共290,920,000股股份及向不少於六位承配人配售本公司合共132,150,000股股份。本公司的已發行股份總數因此由549,900,000股增加至972,970,000股。自二零一四年一月二十七日起，安利實業持有本公司360,000,000股股份（銀華國際及北方工業於其中擁有權益），佔本公司已發行股份的約37.00%。
4. 自二零一四年一月二十七日起，香港歌爾持有本公司290,920,000股股份，佔本公司已發行股份約29.90%。由於香港歌爾由濰坊歌爾貿易有限公司（「濰坊歌爾」）全資擁有，而濰坊歌爾亦由歌爾聲學全資擁有，因此，濰坊歌爾及歌爾聲學自二零一四年一月二十七日起根據證券及期貨條例第XV部均被視為於香港歌爾持有的本公司290,920,000股股份中擁有權益。

RESERVES

The Company's reserves available for distribution to shareholders as at 31 December 2013 comprised the retained profits of HK\$73,074,000.

Details of changes in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 58 and note 28 to the consolidated financial statements.

CONFIRMATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Company considers that all of its independent non-executive Directors are independent.

RETIREMENT BENEFITS SCHEMES

Details of the Group's retirement benefits schemes for the year ended 31 December 2013 are set out in note 35 to the consolidated financial statements.

儲備

於二零一三年十二月三十一日，本公司可供分發予股東之儲備為保留溢利73,074,000港元。

年內本集團及本公司儲備變動詳情載於第58頁綜合權益變動報表及綜合財務報表附註28。

獨立非執行董事之確認函

本公司確認，已根據創業板上市規則第5.09條，收到每名獨立非執行董事就其獨立性作出之年度確認函。基於此確認函，本公司認為其全體獨立非執行董事均為獨立。

退休福利計劃

截至二零一三年十二月三十一日止年度，本集團退休福利計劃詳情載於綜合財務報表附註35。

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted share option schemes as an incentive to Directors and eligible employees, details of the schemes are set out in note 27 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2013, the aggregate amount of turnover attributable to the Group's five largest customers accounted for approximately 51% of the Group's turnover and the turnover attributable to the Group's largest customer accounted for approximately 15% of the Group's turnover.

For the year ended 31 December 2013, the aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 41% of the Group's purchases and the purchases attributable to the Group's largest supplier accounted for approximately 11% of the Group's purchases.

酬金政策

本集團僱員之酬金政策由薪酬委員會根據彼等之專長、資格及能力釐定。

本公司董事之酬金由薪酬委員會根據本公司之經營業績、個人表現及可資比較之市場統計數字釐定。

本公司已採納購股權計劃獎勵董事及合資格僱員，計劃詳情載於綜合財務報表附註27。

優先購買權

本公司之公司組織章程細則並無有關本公司須按比例向現有股東發售新股份之優先購買權之規定。

主要客戶及供應商

截至二零一三年十二月三十一日止年度，本集團五大客戶之營業額合共佔本集團營業額約51%，本集團最大客戶之營業額佔本集團營業額約15%。

截至二零一三年十二月三十一日止年度，本集團五大供應商之採購額合共佔本集團採購額約41%，本集團最大供應商之採購額佔本集團採購額約11%。

Directors' Report

董事會報告

During the year under review, the Company entered into the Subscription Agreement with GoerTek (a customer of the Company) on 27 November 2013. After the completion of the Shares Subscription on 27 January 2014, HK Goertek (a wholly-owned subsidiary of GoerTek) holds a total of 290,920,000 shares of the Company (representing approximately 29.90% of the shares in issue of the Company), each of HK Goertek, Weifang Goertek and GoerTek became a substantial shareholder of the Company since 27 January 2014. Mr. Gong Jiantang (being a director of GoerTek) was nominated by GoerTek as a non-executive Director of the Company pursuant to the Subscription Agreement, and was appointed by the Company on 27 January 2014. Details about the Shares Subscription have been disclosed in the announcements of the Company dated 27 November 2013, 27 December 2013 and 27 January 2014.

Save as disclosed in this report, none of the Directors, their respective associates nor any shareholder (who or which to the best knowledge of the Directors owns more than 5% of the issued share capital of the Company) has any interest in the top five customers and top five suppliers of the Group during the year under review.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year ended 31 December 2013.

COMPETING INTERESTS

None of the Directors nor their respective associates (as defined under the GEM Listing Rules) had any interest in a business which causes or may cause significant competition with the business of the Group.

於回顧年度內，本公司於二零一三年十一月二十七日與歌爾聲學（其為本公司客戶）簽署認購協議。股份認購事項於二零一四年一月二十七日完成後，香港歌爾（歌爾聲學之全資附屬公司）持有本公司共290,920,000股股份（佔本公司已發行股份約29.90%），因此香港歌爾、濰坊歌爾及歌爾聲學自二零一四年一月二十七日起分別均成為本公司主要股東。宮見棠先生（其為歌爾聲學董事）獲歌爾聲學根據認購協議提名為本公司非執行董事，並於二零一四年一月二十七日獲本公司委任。有關股份認購事項的詳情已於本公司二零一三年十一月二十七日、二零一三年十二月二十七日及二零一四年一月二十七日的公佈中披露。

除本報告所披露者外，於回顧年內，董事、彼等各自之聯繫人士或任何股東（就董事所知彼擁有本公司之已發行股本5%以上）概無擁有本集團五大客戶及五大供應商任何權益。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零一三年十二月三十一日止年度內均無購買、出售或贖回本公司任何上市股份。

競爭性權益

本公司之董事或彼等各自之聯繫人士（定義見創業板上市規則）概無擁有任何對本集團業務構成或可能構成重大競爭之任何業務權益。

CONNECTED TRANSACTIONS

On 2 April 2013, AKM Electronic Technology (Suzhou) Company Limited, a wholly-owned subsidiary of the Company, entered into a Purchase Agreement (“Purchase Agreement”) with GoerTek, pursuant to which, the Group sold parts, components and other products (including but not limited to FPC products) (“Subject Transactions”) to GoerTek, for an initial term of one year which shall be automatically renewed for successive terms of one year until being terminated by either party by two months’ written notice in advance, before the expiration of that initial term. After the completion of the Shares Subscription on 27 January 2014, HK Goertek (a wholly-owned subsidiary of GoerTek) holds a total of 290,920,000 shares of the Company (representing approximately 29.90% of the shares in issue of the Company), each of HK Goertek, Weifang Goertek and GoerTek became a substantial shareholder and connected person of the Company since 27 January 2014, and pursuant to the GEM Listing Rules, all existing and continuing transactions contemplated under the Purchase Agreement between the Group and GoerTek have become continuing connected transactions after the completion of the Shares Subscription. Pursuant to Rule 20.41 of the GEM Listing Rules, the Company is required to comply with the applicable reporting, announcement, annual review and disclosure requirements under Chapter 20 of the GEM Listing Rules regarding the continuing connected transactions. Details about the Shares Subscription have been disclosed in announcements of the Company dated 27 November 2013, 27 December 2013 and 27 January 2014.

On 11 March 2014, the Company (for itself and on behalf of its subsidiaries) entered into a new framework purchase agreement (“New Purchase Agreement”) with GoerTek (for itself and on behalf of its subsidiaries) in relation to the Subject Transactions for a term commencing from 3 April 2014 and expiring on 31 December 2016 which will become effective upon the approval of the independent shareholders of the Company. As GoerTek is a substantial shareholder of the Company, the Subject Transactions constitute non-exempt continuing connected transactions (“Continuing Connected Transactions”) of the Company and are subject to the reporting, announcement, annual review and independent shareholders’ approval under the GEM Listing Rules. Details of the New Purchase Agreement, the Continuing Connected Transactions and the annual caps proposed by the Company have been disclosed in an announcement of the Company dated 11 March 2014.

關連交易

於二零一三年四月二日，本公司全資附屬公司安捷利電子科技（蘇州）有限公司與歌爾聲學簽署採購合同（「採購合同」），由本集團向歌爾聲學銷售零件、元件及其他產品（包括但不限於柔性電路板產品）（「主體交易」），合同初步為期一年，期滿後將連續自動續期一年，而任何訂約方可透過於該等初步期限屆滿前預先發出兩個月之書面通知予以終止。於股份認購事項於二零一四年一月二十七日完成後，香港歌爾（歌爾聲學之全資附屬公司）持有本公司共290,920,000股股份（佔本公司已發行股份約29.90%），因此香港歌爾、濰坊歌爾及歌爾聲學自二零一四年一月二十七日起分別均成為本公司主要股東及關連人士，根據創業板上市規則，於股份認購事項完成後，本集團與歌爾聲學於採購合同項下之所有現有及持續交易成為持續關連交易。根據創業板上市規則第20.41條，本公司須就持續關連交易遵守創業板上市規則第20章項下適用之申報、公佈、年度審閱及披露規定。有關股份認購事項的詳情已於本公司二零一三年十一月二十七日、二零一三年十二月二十七日及二零一四年一月二十七日的公佈中披露。

於二零一四年三月十一日，本公司（代表自身及其附屬公司）與歌爾聲學（代表自身及其附屬公司）就主體交易訂立新框架採購合同（「新採購合同」），期限由二零一四年四月三日起至二零一六年十二月三十一日止，並須待本公司獨立股東批准後，方為有效。因歌爾聲學為本公司主要股東，主體交易構成本公司之非豁免持續關連交易（「持續關連交易」），因而須遵守創業板上市規則下申報、公佈、年度審閱及獨立股東批准規定。新採購合同、持續關連交易及公司建議的年度上限詳情已於本公司日期為二零一四年三月十一日的公佈中披露。

Directors' Report

董事會報告

Save as disclosed in this report, during the year ended 31 December 2013, there was no connected transaction or continuing connected transaction entered into by the Company as defined under Chapter 20 of the GEM Listing Rules which were subject to the reporting, announcement or independent shareholders' approval requirements under the GEM Listing Rules. The related party transactions set out in note 36 to the consolidated financial statements of the Company that constituted connected transactions are exempted from the reporting, announcement or independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2013.

AUDITOR

The consolidated financial statements for the year have been audited by Messrs. Deloitte Touche Tohmatsu. A resolution will be submitted to the forthcoming Annual General Meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company.

On behalf of the Board

AKM Industrial Company Limited
Xiong Zheng Feng
CHAIRMAN

Hong Kong, 12 March 2014

除於本報告披露者外，於截至二零一三年十二月三十一日止年度，本公司概無進行創業板上市規則第20章界定且須根據創業板上市規則遵守申報、公佈或獨立股東批准規定之關連交易或持續關連交易。本公司綜合財務報表附註36所載之構成關連交易之關連方交易均獲豁免遵守創業板上市規則第20章之申報、公佈或獨立股東批准之規定。

公眾持股量

於截至二零一三年十二月三十一日止年度，本公司維持足夠之公眾持股量。

核數師

本年度綜合財務報表已由德勤•關黃陳方會計師行審閱。本公司將於應屆本公司股東週年大會上呈交一份決議案，以續聘德勤•關黃陳方會計師行為本公司之核數師。

承董事會命

安捷利實業有限公司
熊正峰
主席

香港，二零一四年三月十二日

Deloitte.

德勤

TO THE MEMBERS OF AKM INDUSTRIAL COMPANY LIMITED
安捷利實業有限公司
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of AKM Industrial Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 54 to 155, which comprise the consolidated and the Company's statements of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTOR'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, 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 about whether the consolidated financial statements are free from material misstatement.

致：安捷利實業有限公司列位股東

(於香港註冊成立之有限公司)

本核數師行已審核載列於第54至155頁之安捷利實業有限公司(「貴公司」)及其附屬公司(合稱為「貴集團」)綜合財務報表，此等綜合財務報表包括於二零一三年十二月三十一日之綜合及貴公司財務狀況表及截至該日止年度之綜合損益及其他全面收益表、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解釋資料。

董事就綜合財務報表之責任

貴公司董事須負責根據香港會計師公會頒佈之《香港財務報告準則》及香港《公司條例》編製綜合財務報表，以令綜合財務報表作出真實而公平地反映及落實其認為編製綜合財務報表所必要之內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

本核數師之責任為根據本核數師審核工作之結果，對此等綜合財務報表表達意見。本核數師按照香港《公司條例》第141條之規定僅向整體股東報告，除此以外本報告別無其他用途。本核數師概不就本報告之內容向任何其他人負責或承擔任何責任。本核數師乃按照香港會計師公會頒佈之香港核數準則進行審核工作。此等準則要求本核數師遵守道德規範，並規劃及執行審核工作，以合理確定此等綜合財務報表是否存有任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

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

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

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 2013 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 Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
12 March 2014

審計涉及執行情序以獲取有關綜合財務報表所載金額及披露資料之審計憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以真實而公平反映相關之內部控制，以設計適當之審計程序，但目的並非對公司內部控制之有效性發表意見。審計亦包括評價董事所採用會計政策之合適性及作出會計估計之合理性，以及評價綜合財務報表之整體列報方式。

本核數師相信，本核數師所獲得之審核憑證為充足及適當地為本核數師之審核意見提供基礎。

意見

本核數師認為，綜合財務報表已根據香港財務報告準則真實與公平地反映 貴公司及 貴集團於二零一三年十二月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港《公司條例》妥善編製。

德勤•關黃陳方會計師行
執業會計師

香港
二零一四年三月十二日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue	收入	5	641,159	600,686
Cost of sales	銷售成本		(552,804)	(507,521)
Gross profit	毛利		88,355	93,165
Other income	其他收入	6	10,326	3,838
Distribution costs	分銷成本		(12,048)	(12,270)
Administrative expenses	行政支出		(25,130)	(27,643)
Research and development expenses	研發費用		(22,589)	(12,648)
Share of result of a joint venture	應佔一間合營公司之業績		-	(3,301)
Finance costs	融資成本	7	(5,406)	(6,458)
Profit before taxation	除稅前溢利	8	33,508	34,683
Taxation	稅項	9	(2,041)	(2,146)
Profit for the year	本年度溢利		31,467	32,537
Other comprehensive income:	其他全面收益：			
Item that may be subsequently reclassified to profit or loss:	隨後可重新分類至損益之項目：			
Exchange differences arising on translation of foreign operation	換算海外業務產生之匯兌差額		9,584	1,768
Total comprehensive income for the year	本年度全面收益總額		41,051	34,305
Profit for the year attributable to:	應佔本年度溢利：			
Owners of the Company	本公司擁有人		30,301	32,449
Non-controlling interests	非控股權益		1,166	88
			31,467	32,537
Total comprehensive income (expense) attributable to:	應佔全面收益(開支)總額：			
Owners of the Company	本公司擁有人		39,853	34,384
Non-controlling interests	非控股權益		1,198	(79)
			41,051	34,305
Earnings per share	每股盈利	12		
- basic	- 基本		HK5.55 cents港仙	HK6.01 cents港仙
- diluted	- 攤薄		HK5.53 cents港仙	HK6.01 cents港仙

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	306,265	218,118
Prepaid lease payments	預付租賃款項	14	57,994	57,708
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備之按金		2,461	2,687
			366,720	278,513
Current assets	流動資產			
Inventories	存貨	16	74,828	69,239
Trade and other receivables	貿易及其他應收款項	17	167,594	164,400
Prepaid lease payments	預付租賃款項	14	1,353	1,316
Amount due from an intermediate holding company	應收一間中介控股公司款項	22	–	300
Pledged bank deposits	已抵押銀行存款	18	2,355	2,354
Bank balances and cash	銀行結餘及現金	19	42,177	47,821
			288,307	285,430
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	20	167,903	158,639
Deferred income	遞延收入	21	855	4,413
Amount due to ultimate holding company	應付最終控股公司款項	22	–	995
Amount due to a fellow subsidiary	應付一間同系附屬公司款項	22	–	121
Taxation payable	應付稅項		5,377	4,461
Bank borrowings	銀行借貸	23	111,518	72,863
Loan from ultimate holding company	最終控股公司之貸款	24	1,023	995
			286,676	242,487
Net current assets	淨流動資產		1,631	42,943
Total assets less current liabilities	總資產減流動負債		368,351	321,456

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		Notes 附註		
Capital and reserves	股本及儲備			
Share capital	股本	26	54,990	54,000
Reserves	儲備		224,430	187,502
Equity attributable to owners of the Company	本公司擁有人應佔權益		279,420	241,502
Non-controlling interests	非控股權益		3,423	2,225
Total equity	總權益		282,843	243,727
Non-current liabilities	非流動負債			
Deferred income	遞延收入	21	31,218	31,188
Loans from an intermediate holding company	一間中介控股公司之貸款	22	38,775	44,760
Loan from ultimate holding company	最終控股公司之貸款	24	-	995
Bank borrowings	銀行借貸	23	14,801	-
Deferred taxation	遞延稅項	25	714	786
			85,508	77,729
			368,351	321,456

The consolidated financial statements on pages 54 to 155 were approved and authorised for issue by the Board of Directors on 12 March 2014 and are signed on its behalf by:

董事會於二零一四年三月十二日已批准並授權刊發第54至155頁之綜合財務報表，並由下列董事代表簽署：

LI YING HONG

DIRECTOR

李映紅

董事

XIONG ZHENG FENG

DIRECTOR

熊正峰

董事

Statement of Financial Position

財務狀況表

As at 31 December 2013 於二零一三年十二月三十一日

		Notes 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	47	29
Interests in subsidiaries	於附屬公司之權益	15	273,582	268,772
			273,629	268,801
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項	17	49,453	49,934
Amounts due from a subsidiary	應收一間附屬公司款項	15	14,972	15,827
Amount due from intermediate holding company	應收中介控股公司款項	23	–	300
Taxation receivable	應收稅項		399	–
Pledged bank deposits	已抵押銀行存款	18	2,355	2,354
Bank balances and cash	銀行結餘及現金	19	16,675	6,075
			83,854	74,490
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	20	2,612	2,553
Amounts due to subsidiaries	應付附屬公司款項	15	104,401	110,917
Bank borrowings	銀行借貸	23	10,148	298
Taxation payable	應付稅項		–	188
			117,161	113,956
Net current liabilities	淨流動負債		(33,307)	(39,466)
Total assets less current liabilities	總資產減流動負債		240,322	229,335
Capital and reserves	股本及儲備			
Share capital	股本	26	54,990	54,000
Reserves	儲備	28	131,756	130,575
Total equity	總權益		186,746	184,575
Non-current liabilities	非流動負債			
Loans from an intermediate holding company	一間中介控股公司之貸款	22	38,775	44,760
Bank borrowings	銀行借貸	23	14,801	–
			53,576	44,760
			240,322	229,335

LI YING HONG
DIRECTOR
李映紅
董事

XIONG ZHENG FENG
DIRECTOR
熊正峰
董事

Consolidated Statement of Changes in Equity

綜合權益變動報表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔權益					Non-controlling interests		Total
		Share capital	Share premium	Translation reserve	Share options reserve	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	換算儲備	購股權儲備	保留溢利	總額	非控股權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2012	於二零一二年一月一日	54,000	53,868	61,848	2,475	34,927	207,118	3,326	210,444
Profit for the year	本年度溢利	-	-	-	-	32,449	32,449	88	32,537
Disposal of a subsidiary (note 31)	出售附屬公司(附註31)	-	-	(3,848)	-	3,848	-	(1,022)	(1,022)
Other comprehensive income (expense)	其他全面收益(開支)	-	-	1,935	-	-	1,935	(167)	1,768
Total comprehensive (expense) income for the year	本年度全面(開支)收益總額	-	-	(1,913)	-	36,297	34,384	(1,101)	33,283
Lapse of share options	購股權失效	-	-	-	(157)	157	-	-	-
At 31 December 2012	於二零一二年十二月三十一日	54,000	53,868	59,935	2,318	71,381	241,502	2,225	243,727
Profit for the year	本年度溢利	-	-	-	-	30,301	30,301	1,166	31,467
Other comprehensive income	其他全面收益	-	-	9,552	-	-	9,552	32	9,584
Total comprehensive income for the year	本年度全面收益總額	-	-	9,552	-	30,301	39,853	1,198	41,051
Exercise and lapse of share options	購股權獲行使及失效	990	3,544	-	(1,048)	78	3,564	-	3,564
Dividend paid (note 11)	已付股息(附註11)	-	-	-	-	(5,499)	(5,499)	-	(5,499)
At 31 December 2013	於二零一三年十二月三十一日	<u>54,990</u>	<u>57,412</u>	<u>69,487</u>	<u>1,270</u>	<u>96,261</u>	<u>279,420</u>	<u>3,423</u>	<u>282,843</u>

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

	Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before taxation	除稅前溢利	33,508	34,683
Adjustments for:	就下列各項作出調整：		
Interest expense	利息支出	5,406	6,458
Interest income	利息收入	(122)	(310)
Share of result of a joint venture	應佔一間合營公司之業績	-	3,301
(Reversal of) allowance for doubtful debts	呆賬(撥備撥回)撥備	(951)	1,138
Allowance for obsolete inventories	陳舊存貨撥備	3,223	2,935
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,334	1,310
Bad debts recovered	收回壞賬	-	(311)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	29,970	24,727
Foreign exchange difference on inter-company balances	集團內公司間結餘之 匯兌差額	2,182	389
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之 (收益)虧損	(14)	111
Gain on disposal of a subsidiary	出售一間附屬公司之收益	-	(203)
Deferred income recognised	已確認之遞延收入	(6,367)	(1,460)
Operating cash flows before movements in working capital	營運資金變動前經營 現金流量	68,169	72,768
Increase in inventories	存貨增加	(6,899)	(28,891)
Increase in trade and other receivables	貿易及其他應收款項增加	(1,432)	(22,338)
(Decrease) increase in amount due to ultimate holding company	應付最終控股公司款項 (減少)增加	(995)	991
Decrease in amount due to a joint venture	應付一間合營公司之 款項減少	-	(2,491)
Increase in trade and other payables	貿易及其他應付款項增加	6,419	50,587
Government grant received	政府津貼收入	1,892	3,828
Cash generated from operations	經營所得現金	67,154	74,454
Interest paid	已付利息	(5,406)	(6,458)
Profits tax (paid) refunded	(已付)已退還利得稅	(1,206)	123
PRC Enterprise Income Tax paid	已付中國企業所得稅	(187)	(903)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	60,355	67,216

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
	Note 附註		
INVESTING ACTIVITIES	投資業務		
Interest received	已收利息	122	310
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	27	679
Purchase of property, plant and equipment	購買物業、廠房及設備	(111,485)	(32,754)
(Placement) release of pledged bank deposits	已抵押銀行存款(增加)減少	(1)	24,870
Net proceeds from disposal of a subsidiary	出售一間附屬公司所得款項淨額	2,229	9,565
	31		
NET CASH (USED IN) FROM INVESTING ACTIVITIES	投資業務(所耗)所得現金淨額	(109,108)	2,670
FINANCING ACTIVITIES	融資業務		
New borrowings raised	新增借貸	290,141	203,032
Repayment of bank borrowings	償還銀行借貸	(239,117)	(233,649)
Decrease in amount due from (to) an intermediate holding company	應收(應付)一間中介控股公司之款項減少	301	(348)
Decrease in amount due to a fellow subsidiary	應付一間同系附屬公司款項減少	(121)	-
Repayment of loan from ultimate holding company	償還最終控股公司之貸款	(995)	(991)
Dividend paid	已付股息	(5,499)	-
Repayment of loan from an intermediate holding company	償還一間中介控股公司之貸款	(6,000)	-
Exercise of share options	行使購股權	3,564	-
NET CASH FROM (USED IN) FINANCING ACTIVITIES	融資業務所得(所耗)現金淨額	42,274	(31,956)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目(減少)增加淨額	(6,479)	37,930
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及現金等值項目	47,821	9,876
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外幣匯率變動之影響	835	15
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年末現金及現金等值項目	42,177	47,821
REPRESENTING	即		
Bank balances and cash	銀行結餘及現金	42,177	47,821

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

1. GENERAL

The Company is a public limited company incorporated in Hong Kong with limited liability on 9 December 1993. Its parent is Alpha Luck Industrial Limited (“Alpha Luck”) (incorporated in Hong Kong with limited liability) and its ultimate holding company is China North Industries Corporation (“CNIC”), a state-owned enterprise established in the People’s Republic of China (the “PRC”).

The shares of the Company were listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with effect from 18 August 2004 (“Listing Date”). The registered office of the Company is situated at Rooms 2708-11, 27th Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, and the principal place of business of the Company is situated at 63 Huan Shi Road South, Information Technology Park, Nansha District, Guangzhou City, the PRC.

The consolidated financial statements are presented in Hong Kong dollars while the functional currency of the Company is Renminbi (“RMB”). The reason for selecting Hong Kong dollars as its presentation currency is because the Company is a public limited company in Hong Kong.

The Company is an investment holding company and is engaged in sourcing of raw materials and equipment for its subsidiaries and trading of flexible printed circuit (“FPC”). Its subsidiaries are principally engaged in manufacture and sale of FPC, sourcing and sale of electronic components and manufacture and sale of flexible packaging substrates (including the encapsulation of Chip On Film modules (“COF”).

1. 一般資料

本公司乃於一九九三年十二月九日在香港註冊成立之公眾有限責任公司。母公司為在香港註冊成立之安利實業有限公司（「安利實業」），而最終控股公司為在中華人民共和國（「中國」）成立之國有企業中國北方工業公司（「北方工業」）。

本公司股份自二零零四年八月十八日（「上市日期」）起在香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。本公司之註冊辦事處位於香港干諾道中168-200號信德中心西座27樓2708-11室，而本公司之主要營業地點位於中國廣州市南沙區資訊科技園環市大道南63號。

綜合財務報表乃以港元呈列，而本公司之功能貨幣則為人民幣（「人民幣」）。選取港元作為其呈列貨幣之原因，乃由於本公司為一間香港公眾有限公司。

本公司為投資控股公司，並從事為其附屬公司採購原材料及設備以及柔性電路板（「柔性電路板」）貿易業務。其附屬公司主要從事柔性電路板製造及銷售、電子元器件採購，以及柔性封裝基板製造及銷售（包括薄膜覆晶組件封裝）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

Amendments to HKFRSs	Annual improvements to HKFRSs 2009-2011 cycle
Amendments to HKFRS 7	Disclosures – Offsetting financial assets and financial liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: Transition guidance
HKFRS 10	Consolidated financial statements
HKFRS 11	Joint arrangements
HKFRS 12	Disclosure of interests in other entities
HKFRS 13	Fair value measurement
HKAS 19 (as revised in 2011)	Employee benefits

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）

本集團於本年度首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之多項新訂及經修訂香港財務報告準則。

香港財務報告準則之修訂	香港財務報告準則二零零九年至二零一一年週期之年度改進
香港財務報告準則第7號之修訂	披露－抵銷金融資產及金融負債
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂	綜合財務報表、共同安排及於其他實體之權益之披露：過渡指引
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	共同安排
香港財務報告準則第12號	於其他實體之權益之披露
香港財務報告準則第13號	公平值計量
香港會計準則第19號（於二零一一年經修訂）	僱員福利

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

HKAS 27 (as revised in 2011)	Separate financial statements
HKAS 28 (as revised in 2011)	Investments in associates and joint ventures
Amendments to HKAS 1	Presentation of items of other comprehensive income
HK(IFRIC) – INT 20	Stripping costs in the production phase of a surface mine

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and revised Standards on consolidation, joint arrangements, associates and disclosures

In the current year, the Group has applied for the first time the package of five standards on consolidation, joint arrangements, associates and disclosures comprising HKFRS 10 “Consolidated financial statements”, HKFRS 11 “Joint arrangements”, HKFRS 12 “Disclosure of interests in other entities”, HKAS 27 (as revised in 2011) “Separate financial statements” and HKAS 28 (as revised in 2011) “Investments in associates and joint ventures”, together with the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 regarding transitional guidance.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第27號 （於二零一一年 經修訂）	獨立財務報表
香港會計準則第28號 （於二零一一年 經修訂）	於聯營公司及 合營公司之投資
香港會計準則第1號 之修訂	其他全面收益項目的 列報
香港（國際財務報告詮 釋委員會） — 詮釋第20號	露天礦場生產階段的 剝採成本

除下文所述者外，於本年度採納多項新訂及經修訂香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況及／或此等綜合財務報表所載之披露資料並無重大影響。

綜合入賬、共同安排、聯營公司及披露之新訂及經修訂準則

於本年度，本集團首次應用一套五項有關綜合入賬、共同安排、聯營公司及披露之五項準則，包括香港財務報告準則第10號「綜合財務報表」、香港財務報告準則第11號「共同安排」、香港財務報告準則第12號「於其他實體之權益之披露」、香港會計準則第27號（二零一一年經修訂）「獨立財務報表」及香港會計準則第28號（二零一一年經修訂）「於聯營公司及合營公司之投資」，連同香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號有關過渡性指引之修訂。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

The impact of the application of these standards is set out below.

Impact of the application of HKFRS 10

HKFRS 10 replaces the parts of HKAS 27 “Consolidated and separate financial statements” that deal with consolidated financial statements and HK(SIC) Int – 12 “Consolidation – Special purpose entities”. HKFRS 10 changes the definition of control such that an investor has control over an investee when a) it has power over the investee, b) it is exposed, or has rights, to variable returns from its involvement with the investee and c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in HKFRS 10 to explain when an investor has control over an investee.

The directors of the Company have made an assessment as at the date of initial application of HKFRS 10 (i.e. 1 January 2013) in respect of the Group’s control in its subsidiaries under the new definition in the new and revised HKFRSs and concluded that the application of the new standards have no impact on the subsidiaries currently reported in the consolidated financial statements.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

應用該等準則之影響載列於下文。

應用香港財務報告準則第10號之影響

香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」中關於綜合財務報表之部份，並取代香港（標準詮釋委員會）－詮釋第12號「綜合－特別目的實體」。香港財務報告準則第10號對控制權之定義作出改動，投資者在以下情況下對被投資對象存有控制權：a)可對被投資對象行使權力；b)須承擔或享有參與被投資對象之可變回報風險及權力；及c)可運用其權力以影響其回報。投資者必須達成以上全部三項條件，方為對被投資對象存有控制權。過往，控制權被界定為有權力掌管該實體之財務及營運政策，藉以從其活動中受益。關於投資者對被投資對象存有控制權之額外指引已載於香港財務報告準則第10號。

本公司董事已於初步應用香港財務報告準則第10號當日（即二零一三年一月一日），根據多項新訂及經修訂香港財務報告準則之新定義，就本集團對附屬公司之控制權進行評估，並認為應用新準則不會對目前於綜合財務報表呈報之附屬公司造成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

Impact of the application of HKFRS 12

HKFRS 12 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. The directors of the Company concluded that the application of HKFRS 12 has had no material impact with respect to the Group’s interests in subsidiaries.

Amendments to HKAS 1 Presentation of items of other comprehensive income

The Group has applied the amendments to HKAS 1 “Presentation of items of other comprehensive income”. Upon the adoption of the amendments to HKAS 1, the Group’s ‘statement of comprehensive income’ is renamed as the ‘statement of profit or loss and other comprehensive income’. Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

應用香港財務報告準則第12號之影響

香港財務報告準則第12號為一項新披露準則，適用於在附屬公司、共同安排、聯營公司及／或未綜合結構性實體中擁有權益之實體。本公司董事認為應用香港財務報告準則第12號對本集團於附屬公司之權益並無重大影響。

香港會計準則第1號「其他全面收益項目的列報」之修訂

本集團已經應用香港會計準則第1號「其他全面收益項目的列報」之修訂。於採納香港會計準則第1號之修訂後，本集團之「綜合全面收益表」重新命名為「損益及其他全面收益表」。再者，香港會計準則第1號之修訂要求於其他全面收益一節作出額外披露，以將其他全面收益項目歸納為兩個類別：(a)其後不會重新分類至損益之項目；及(b)當特定條件達成後，其後可能會重新分類至損益之項目。其他全面收益項目之所得稅必須按相同基準分配，即該等修訂不會對在其他全面收益項目以除稅前或除稅後方式呈列項目之選擇作出改動。該等修訂已經作出追溯應用，因此其他全面收益項目的列報方式曾進行修訂以反映有關變動。除上述列報方式變動外，應用香港會計準則第1號並不會對損益、其他全面收益及全面收益總額造成任何影響。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 9 and HKFRS 7	Mandatory effective date of HKFRS 9 and transition disclosures ⁴
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities ¹
Amendments to HKAS 19	Defined benefit plans: Employee contributions ²
Amendments to HKAS 32	Offsetting financial assets and financial liabilities ¹
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets ¹
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting ⁴

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並未提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號及香港財務報告準則第7號之修訂	香港財務報告準則第9號之強制性生效日期及過渡披露 ⁴
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號之修訂	投資實體 ¹
香港會計準則第19號之修訂	定額福利計劃：僱員供款 ²
香港會計準則第32號之修訂	抵銷金融資產及金融負債 ¹
香港會計準則第36號之修訂	披露非金融資產之可收回金額 ¹
香港會計準則第39號之修訂	衍生工具之更替及對沖會計法之延續 ⁴

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

Amendments to HKFRSs	Annual improvements to HKFRSs 2010-2012 cycle ³
Amendments to HKFRSs	Annual improvements to HKFRSs 2011-2013 cycle ²
HKFRS 9	Financial instruments ³
HK(IFRIC) – INT 21	Levies ¹

- ¹ Effective for annual periods beginning on or after 1 January 2014.
- ² Effective for annual periods beginning on or after 1 July 2014.
- ³ Effective for annual periods beginning on or after 1 July 2014, with limited exceptions.
- ⁴ Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.

HKFRS 9 Financial instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include the requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for hedge accounting.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則之修訂	香港財務報告準則二零一零年至二零一二年週期之年度改進 ³
香港財務報告準則之修訂	香港財務報告準則二零一一年至二零一三年週期之年度改進 ²
香港財務報告準則第9號	金融工具 ³
香港（國際財務報告詮釋委員會）— 詮釋第21號	徵費 ¹

- ¹ 於二零一四年一月一日或之後開始之年度期間生效。
- ² 於二零一四年七月一日或之後開始之年度期間生效。
- ³ 除少數例外情況外，於二零一四年七月一日或之後開始之年度期間生效。
- ⁴ 可供應用—強制性生效日期將於落實香港財務報告準則第9號的餘下階段時釐定。

香港財務報告準則第9號金融工具

香港財務報告準則第9號於二零零九年頒佈，引進有關金融資產分類及計量之新要求。香港財務報告準則第9號其後於二零一零年經修訂，加入對金融負債之分類及計量及終止確認之規定，並於二零一三年作進一步修訂，加入對沖會計法之新規定。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

HKFRS 9 Financial instruments (Cont’d)

Key requirements of HKFRS 9 are described as follows:

All recognised financial assets that are within the scope of HKAS 39 “Financial instruments: recognition and measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號金融工具（續）

香港財務報告準則第9號之主要規定載列如下：

香港財務報告準則第9號規定屬香港會計準則第39號「金融工具：確認及計量」範圍以內之所有確認之金融資產其後均須按攤銷成本或公平值計量。特別是目的為集合合約現金流量之業務模式內所持有之債項投資，以及合約現金流量僅為本金及尚未償還本金之利息付款之債項投資，一般於其後之會計期末時按攤銷成本計量。所有其他債項投資及權益性投資均於其後之報告期末時按公平值計量。此外，根據香港財務報告準則第9號，實體可不可撤回地選擇在其他全面收益中呈列股本投資（並非持作買賣）之其後公平值變動，一般僅在損益中確認股息收入。

就計量按公平值計入損益之金融負債而言，除非於其他全面收益中確認負債之信貸風險改變之影響會於損益中產生或擴大會計錯配，否則，香港財務報告準則第9號要求因金融負債之信貸風險改變而引致金融負債公平值金額之變動於其他全面收益中呈列。金融負債之信貸風險引致之公平值變動其後不會重新分類為損益。根據香港會計準則第39號，分類為按公平值計入損益之金融負債之公平值變動，乃全數於損益中呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

HKFRS 9 Financial instruments (Cont’d)

The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an ‘economic relationship’. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

Based on the consolidated statement of financial position of the Group as at 31 December 2013, the directors of the Company anticipate that the adoption of HKFRS 9 in the future is not expected to have a significant impact on the amounts reported in respect of the Group’s financial assets and financial liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on Growth Enterprise Market of the Stock Exchange and by the Hong Kong Companies Ordinance.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號金融工具（續）

新一般對沖會計法規定保留三類對沖會計法。然而，新規定對可作對沖會計之交易類別引入更大靈活性，尤其是擴闊合資格作為對沖工具之工具類別及可作對沖會計之非金融項目之風險部分之類別。此外，效用測試已獲修訂並以「經濟關係」之原則取代，且毋須再追溯評估對沖效用。此外，實體風險管理活動亦已引入更嚴謹之披露規定。

根據本集團於二零一三年十二月三十一日之綜合財務狀況表，本公司董事預料日後採納香港財務報告準則第9號將不會對本集團呈報之金融資產及金融負債金額造成重大影響。

3. 主要會計政策

本綜合財務報表乃按香港會計師公會頒佈之香港財務報告準則編製。此外，本綜合財務報表包括聯交所創業板證券上市規則及香港《公司條例》規定之適用披露。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The principal accounting policies are set out below.

Basis of consolidation

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

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

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

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

3. 主要會計政策 (續)

如下文載列之會計政策所說明，於各報告期末，綜合財務報表乃按歷史成本為基礎編製。

歷史成本一般根據貨物及服務交換所得報酬之公平值而釐定。

主要會計政策載於下文。

綜合基準

綜合財務報表包括本公司及本公司及其附屬公司控制之企業之財務報表。控制是指本公司：

- 可對被投資對象行使之權力；
- 須承擔或享有參與被投資對象可變回報之風險及權力；及
- 可運用其權力以影響其回報。

倘有事實及情況顯示上述三項因素其中一項或以上出現變動，則本集團重新評估其是否對被投資對象存有控制權。

附屬公司乃於本集團取得附屬公司控制權起綜合入賬，並於本集團失去該附屬公司控制權時終止入賬，則停止該附屬公司之綜合入賬。特別是，年內所收購或出售之附屬公司之收入及開支由本集團取得控制權當日起至本集團不再控制該附屬公司之日止計入綜合損益及其他全面收益表。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Basis of consolidation (Cont'd)

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

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

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

綜合基準 (續)

損益及其他全面收益表內各個項目歸屬於本公司之擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司之擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

如需要，將會對附屬公司財務報表作出調整，以使其會計政策與本集團之會計政策貫徹一致。

本集團成員之間交易之所有集團內公司間資產與負債、權益、收入、開支及現金流量已於綜合時抵銷。

本集團於現有附屬公司所有權權益之變動

本集團於現有附屬公司所有權權益之變動如並無導致本集團對其喪失控制權，將列作權益交易核算。本集團之權益及非控股權益之賬面金額應予調整以反映彼等於附屬公司相關權益之變動。非控股權益之調整金額與所付或所收代價之公平值之間的任何差額將直接計入權益並歸屬於本公司擁有人。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Basis of consolidation (Cont'd)

Changes in the Group's ownership interests in existing subsidiaries (Cont'd)

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's statement of financial position at cost less any identified impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

3. 主要會計政策 (續)

綜合基準 (續)

本集團於現有附屬公司所有權權益之變動 (續)

倘本集團失去對附屬公司之控制權，收益或虧損於損益中確認，並按以下差額計算：(i)所收代價之公平值及任何保留權益之公平值之總和；及(ii)該附屬公司之資產（包括商譽）與負債之先前賬面值及任何非控股權益。所有過往於該附屬公司其他全面收益確認之金額，會按假設本集團已直接出售該附屬公司相關資產或負債之方式入賬（即按適用香港財務報告準則所規定／准許重新分類至損益或轉撥至另一權益類別）。於失去控制權當日在前附屬公司保留的任何投資之公平值，將會視作其後根據香港會計準則第39號入賬時的首次確認公平值，或（如適用）首次確認於一間聯營公司或一間合營公司投資之成本。

於附屬公司之投資

於附屬公司之投資按成本減任何可識別減值虧損計入本公司財務狀況表。附屬公司之業績由本公司按已收及應收股息基準列賬。

收入確認

收入以已收或應收代價之公平值計算。收入扣除估計客戶回報、回扣及其他類似準備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Revenue recognition (Cont'd)

Revenue from the sale of goods is recognised when the goods are delivered and title are passed, at which time all the following conditions are satisfied:

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

Service income is recognised when services are provided.

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

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

收入確認 (續)

銷售貨品之收入在交付貨品及擁有權轉移且下列所有條件達成時確認：

- 本集團已向買家轉讓貨品所有權之大部份風險及回報；
- 本集團不再對該已售貨品實施擁有權一般賦予程度之繼續管理權；
- 收入金額能可靠計量；
- 與交易有關之經濟效益可能流入本集團；及
- 進行交易所產生或將產生之成本能可靠計量。

服務收入於提供服務時確認。

金融資產之利息收入於經濟利益有可能流入本集團且收入金額能可靠計量時確認。金融資產產生之利息收入乃按時間基準，並參照尚未償還本金額及按適用之實際利率計算，而該實際利率乃於初步確認時按金融資產之預期可使用年期將估計未來現金收入實際折算至該資產之賬面淨值之比率。

本集團就確認來自經營租賃之收入之會計政策載述於下文有關租約之會計政策。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Leasing

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

3. 主要會計政策 (續)

租約

倘租約條款訂明擁有權之絕大部份風險及回報轉歸承租人所有，有關租約列作融資租約。所有其他租約列作經營租賃。

本集團作為出租人

來自經營租賃之租金收入乃按有關租約年期以直線法在損益內確認。

本集團作為承租人

經營租賃款項乃按租期以直線法確認為支出。

倘訂立經營租賃時收到租金獎勵，則該等獎勵確認為負債。累計之獎勵按直線法確認為租金開支之抵減。

租賃土地及樓宇

當租賃包括土地及樓宇時，本集團會根據各元素之幾乎全部風險與報酬是否轉移至本集團之評估，考慮將每項資產單獨劃分為融資租賃或經營租賃，除非該等元素明確屬經營租賃，於此情況下，整項租賃分類為經營租賃。尤其是，最低租金（包括任何一次性預付款）在租賃期開始時，按於租賃土地及樓宇之租賃權益之公平值比例在土地及樓宇之間分派。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Leasehold land and building (Cont'd)

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rationale basis over the useful lives of the related assets.

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

租賃土地及樓宇 (續)

租賃款項能夠可靠分配時，經營租賃之租賃土地權益於綜合財務狀況表列為「預付租賃款項」，按直線法於租期內攤銷。當租金未能於土地及樓宇間可靠分配時，整項租賃一般分類為融資租賃，並作為物業、廠房及設備列賬。

政府津貼

政府津貼於可合理確定本集團將遵守其所附條件並接到津貼時確認入賬。

政府津貼乃於本集團將擬補償津貼之相關成本確認為開支期間有系統地於損益中確認。尤其是，以要求本集團購買、建造或收購非流動資產為主要條件之政府津貼乃於綜合財務狀況表確認為遞延收入，並於相關資產之可用年期內有系統有理論地轉撥至損益。

用作補償本集團已產生開支或虧損或旨在為本集團提供即時資助（而無未來相關成本）之應收政府津貼，乃於應收期間於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies

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

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

3. 主要會計政策 (續)

外幣

編製個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易乃按交易當日之匯率以相關功能貨幣（即該實體經營所在主要經濟環境之貨幣）記錄。於報告期末，以外幣列值之貨幣項目按當日之匯率重新換算。以外幣過往成本計算之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額會於產生期間之損益確認。

就呈報綜合財務報表而言，本集團海外業務之資產及負債均按報告期末之現行匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目按年內平均匯率換算，除非年內匯率出現大幅波動，於此情況下，則採用交易日期之現行匯率。所產生匯兌差額（如有）均列入其他全面收益及累計權益內之匯兌儲備（應佔非控股權益（如適用））項下確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Foreign currencies (Cont'd)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Taxation

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

外幣 (續)

出售海外業務 (例如出售本集團於海外業務之全部權益, 或出售涉及失去對一間附屬公司 (包括海外業務) 之控制權、失去對一間共同控制企業 (包括海外業務) 之共同控制權或失去對一間聯營公司 (包括海外業務) 之重大影響力) 時, 本公司擁有人應佔該業務之於權益中累計之所有匯兌差額將重新分類至損益。

借貸成本

收購、建設及生產合資格資產 (為必要花費大部份時間準備就緒以供擬定用途或銷售之資產) 直接應佔之借貸成本加入該等資產之成本, 直至該等資產大部份已準備就緒以供擬定用途或銷售時。

特定借貸有待用作合資格資產之開支前用作暫時投資所賺得之投資收入會自合資格資本化之借貸成本中扣除。

所有其他借貸成本均於產生期間在損益中確認。

稅項

所得稅開支表示當前應付稅項及遞延稅項之和。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Taxation (Cont'd)

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

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

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

3. 主要會計政策 (續)

稅項 (續)

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利不包括已撥往其他年度應課稅或應扣減之收入及開支項目，亦不包括可作免稅或不可作稅項扣減之項目，故與綜合損益及其他全面收益表所列「除稅前溢利」不同。本集團及本公司現時稅項負債乃按報告期末實行或實質上實行之稅率計算。

遞延稅項指就綜合財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額確認之稅項。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產乃就所有可扣稅暫時差額確認，惟以可能出現可運用應課稅溢利抵銷之可扣減暫時差額時予以確認為限。如暫時差額由初次確認一項不影響應課稅溢利或會計溢利之交易之其他資產及負債（業務合併除外）所產生，有關資產及負債不予確認。

遞延稅項負債乃按與於附屬公司之投資及合營公司之權益相關之應課稅臨時差額而確認，惟若本集團可控制撥回臨時差額及臨時差額有可能未必於可見將來撥回之情況除外。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產，僅於可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可見將來可以撥回時確認。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Taxation (Cont'd)

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to directors and employees of the Company

For grants of share options that are conditional upon satisfying specified vesting period, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period or recognised as an expense in full at the grant date when the share options granted vested immediately, with a corresponding increase in equity (share options reserve).

稅項 (續)

遞延稅項資產之賬面值乃於報告期末進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可收回全部或部份遞延稅項資產為止。

遞延稅項資產及負債根據報告期末實行或實質上實行之稅率（及稅法）按於負債清償或資產變現期間預期適用之稅率計量。

遞延稅項負債與資產之計量，反映按照本集團於報告期末預期收回或清償資產及負債賬面值之方式所產生稅務結果。

即期及遞延稅項於損益內確認，惟倘即期及遞延稅項涉及於其他全面收益或直接於股本權益內確認之項目，則即期及遞延稅項亦會於其他全面收益或直接於股本權益內確認。

股份支付之交易

按權益結算以股份支付之交易

授予本公司董事及僱員之購股權

就授出須符合指定歸屬期的購股權而言，所獲服務按購股權於授出日之公平值釐定之公平值，在歸屬期間以直線法列作開支或於授出日（即所授購股權即時歸屬當日）全額確認為開支，股權則相應增加（購股權儲備）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Share-based payment transactions (Cont'd)

Equity-settled share-based payment transactions (Cont'd)

Share options granted to directors and employees of the Company (Cont'd)

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at that date of grant, the fair value of the share options grants is expensed immediately to profit or loss.

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

Retirement benefits contributions

Payments to defined contribution retirement benefits schemes and state-managed retirement benefit schemes are recognised as an expenses when employees have rendered service entitling them to the contributions.

3. 主要會計政策 (續)

股份支付之交易 (續)

按權益結算以股份支付之交易 (續)

授予本公司董事及僱員之購股權 (續)

於報告期末，本集團修訂其預期最終可予歸屬之估計購股權數目。於歸屬期期間原有估計變動之影響（如有）於損益內確認，使致累計開支反映經修訂估計，並於購股權儲備作相應調整。

就於授出日期即時歸屬之購股權而言，所授出購股權之公平值乃即時於損益確認為開支。

購股權獲行使時，先前於購股權儲備中確認之數額將轉移至股份溢價。當購股權於歸屬日期後沒收或於屆滿日仍未獲行使，先前於購股權儲備中確認之金額將轉入保留溢利。

退休福利供款

對定額供款退休福利計劃及由國家管理之退休福利計劃之供款於僱員已提供服務而有權收取供款時列作支出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Property, plant and equipment

Property, plant and equipment including building held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, other than construction in progress, less their residual values over their estimated useful lives, using the straight line method. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets or buildings borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

物業、廠房及設備

物業、廠房及設備（包括持有用於生產、貨品或服務供應、或持作行政用途之樓宇）（下述在建物業除外）於綜合財務狀況表內按成本減隨後累計折舊及任何累計減值虧損（如有）列賬。

物業、機器及設備（在建物業除外）確認折舊時旨在按其估計可使用年期並減去其剩餘價值，以直線法撇銷其成本。估計可使用年期、剩餘價值及折舊方法會於各報告期完結時審閱；若估計數字有任何變動，有關影響會按預期基準入賬。

正在興建以作生產、提供貨物或行政用途之物業按成本減任何已確認減值虧損列賬。成本包括為資產或樓宇合法擁有時發生之專業費及根據本集團會計政策可資本化之借貸成本。該等物業於竣工及可作擬定用途時乃按物業、廠房及設備之適當類別分類。當該等資產可供用作擬定用途時，乃按其他物業資產之相同基準折舊。

物業、廠房及設備項目於出售或預期繼續使用該資產不會產生任何日後經濟利益時解除確認。出售或棄用物業、廠房及設備項目時產生之損益按該資產之出售所得款項及賬面值間之差額計算，並於損益賬確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Buildings under development for future owner-occupied purpose

When buildings are in the course of development for production or for administrative purposes, the amortisation of prepaid lease payments provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

Impairment loss on tangible assets

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

3. 主要會計政策 (續)

未來業主自用之在建樓宇

倘正在興建樓宇以作生產或行政用途，於在建期間計提之預付租金攤銷列為在建樓宇成本之一部分。在建樓宇以成本減任何已確認減值虧損入賬。樓宇自其可供使用（即其達到可按管理層原定構思運作之位置及狀況）開始折舊。

有形資產減值虧損

於報告期末，本集團會審核其具有限可使用年期之有形及無形資產之賬面值，以確定是否有任何跡象表明該等資產出現減值虧損。倘出現任何該等跡象，將估計該等資產之可收回金額，以釐定減值虧損（如有）。倘不大可能估計個別資產的可收回金額，則本集團會估計有關資產所屬的現金產生單位的可收回金額。倘可確定合理及一致的分配基準，企業資產可分配至個別現金產生單位，否則，則將企業資產分配至能確定合理及一致的分配基準的最小組別現金產生單位。具無限可使用年期之無形資產及未供使用之無形資產會每年及於出現可能減值之跡象時進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Impairment loss on tangible assets (Cont'd)

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

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Research and development expenditure

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

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

有形資產減值虧損 (續)

可收回金額為公平價值減銷售成本與使用價值之間的較高者。於評估使用價值時，估計未來現金流量會採用反映現時市場對貨幣時間價值及資產特殊風險的評值的稅前貼現率，貼現至其現有價值，及並無就此對未來現金流的估計予以調整。

倘預期某項資產之可收回金額低於其賬面值，該項資產之賬面值將削減至其可收回金額。減值虧損立即於損益賬內確認。

研發費用

研究費用於產生期間確認為支出。

當且僅當所有下列事項已獲證實，則由發展活動（或內部項目之發展階段）產生之內部產生無形資產將予以確認：

- 在技術可行性上能完成無形資產以供使用或出售；
- 有意完成無形資產及使用或出售資產；
- 使用或出售無形資產之能力；
- 無形資產日後產生經濟利益之方式；
- 可動用適當科技、財務及其他資源完成發展及使用或出售無形資產；及
- 可於發展期間可靠計算無形資產應佔之開支時。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Research and development expenditure (Cont'd)

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value is determined as the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

3. 主要會計政策 (續)

研發費用 (續)

就內部產生之無形資產而初步確認之金額指從無形資產首次符合上文所列之確認條件日期起所產生之總金額。倘不能確認內部產生無形資產，則發展開支會於產生期間內於損益表確認。

初步確認之後，內部產生無形資產乃按成本減累計攤銷及累計減值虧損（如有），並按與所收購無形資產相同之基準單獨計量。

存貨

存貨以成本及可變現淨值之較低者列賬。成本按加權平均法予以計算。可變現淨值按存貨之估計銷售價格減去所有估計完工成本及成功出售所需之成本釐定。

金融工具

金融資產及金融負債於集團實體成為該項金融工具訂約條文之訂約方後，於綜合財務狀況表中確認。

金融資產及金融負債初步以公平值計算。收購或發行金融資產及金融負債直接應佔之交易成本乃於初步確認時加入金融資產或金融負債之公平值或自其中扣除（如適用）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Financial instruments (Cont'd)

Financial assets

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

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables including trade and other receivables, amounts due from subsidiaries, amount due from an intermediate holding company, pledged bank deposits and bank balances and cash are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy in respect of impairment of financial assets below).

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments.

金融工具 (續)

金融資產

本集團及本公司之金融資產分類為貸款及應收款項。分類視乎金融資產之性質及目的而定，並於初步確認時釐定。

貸款及應收款項為有固定或可釐定付款且並無在活躍市場上報價之非衍生金融工具。於初步確認後，貸款及應收款項（包括貿易及其他應收款項、應收附屬公司款項、應收中介控股公司款項、質押銀行存款與銀行結餘及現金）均按採用實際利率法計算之已攤銷成本減任何已識別減值虧損入賬（請見下文有關金融資產減值之會計政策）。

實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間分攤利息收入之方法。實際利率乃將估計日後現金收入（包括所有已支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價）按金融資產之預期使用年期，或較短期間（倘合適）實際折現至資產於首次確認時之賬面淨值之利率。

就債務工具而言，利息收入乃按實際利率基礎確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Impairment of financial assets

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

Objective evidence of impairment could include:

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

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 30 to 120 days, observable changes in national or local economic conditions that correlate with default on receivables.

3. 主要會計政策 (續)

金融工具 (續)

金融資產之減值

金融資產會於報告期末評定是否有減值跡象。當有客觀證據顯示金融資產之預期未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時，即金融資產被視為已減值。

減值之客觀證據可包括：

- 發行人或交易對手出現重大財政困難；或
- 違約，如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

就若干類別金融資產（例如貿易應收款項）而言，不會單獨作出減值之資產會於其後彙集一併評估減值。應收款項組合出現減值之客觀證據包括本集團過往收款記錄、組合內超出信貸期30至120日之延遲付款數量有所增加、國家或地區經濟狀況出現明顯變動（與應收賬款未能償還之情況相關）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Financial instruments (Cont'd)

Impairment of financial assets (Cont'd)

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

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

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

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and equity instrument.

金融工具 (續)

金融資產之減值 (續)

減值虧損乃當有客觀證據顯示資產出現減值時於損益中確認，並按該資產之賬面值與按原先實際利率折讓之估計未來現金流量之現值間之差額計量。

所有金融資產之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易應收款項除外，貿易應收款項之賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。當貿易應收款項被視為不可收回時，其將於撥備賬內撇銷。之前已撇銷之款項如其後收回，將撥回損益內。

倘減值虧損額於隨後期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

金融負債及股本工具

債務及集團實體發行之股本工具乃根據所訂立合約安排內容及金融負債與股本工具之釋義分類為金融負債或股本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including trade and other payables, amounts due to subsidiaries, amount due to ultimate holding company, amount due to an intermediate holding company, amount due to a fellow subsidiary, loans from an intermediate holding company, loan from ultimate holding company and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

股本工具

股本工具乃證明本集團於扣減所有負債後的資產中擁有剩餘權益的任何合約。集團所發行的權益工具按已收所得款項減直接發行成本列賬。

實際利率法

實際利率法乃計算金融負債之攤銷成本及按有關期間分攤利息支出之方法。實際利率乃將估計日後現金付款(包括所有支付或收取之其整體可構成實際利率、交易成本及其他溢價或折讓之費用及利息)按金融負債之預期年限,或較短期間(倘合適)折現至初步確認時之賬面淨值之利率。

利息支出以實際利率基礎確認。

金融負債

金融負債(包括貿易及其他應付款項、應付附屬公司款項、應付最終控股公司款項、應付中介控股公司款項、應付同系附屬公司款項、中介控股公司之貸款、最終控股公司之貸款及銀行借貸)其後以實際利率法按攤銷成本計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策 (續)

Financial instruments (Cont'd)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

金融工具 (續)

取消確認

僅當收取資產現金流量之合約權利屆滿時，或將其金融資產或該等資產所有權之絕大部份風險及回報轉移予另一實體時，本集團方會取消確認金融資產。倘本集團並未轉移亦未保留所有權之絕大部份風險及回報，並繼續控制已轉移資產，則本集團繼續確認該資產，惟以其持續參與及確認為相關負債為限。若本集團保留其已轉移金融資產擁有權之絕大部份風險及回報，則本集團持續確認該金融資產，亦將已收所得款項確認為一項有抵押的借貸。

於取消確認全部金融資產時，資產賬面值與已收及應收代價及已於權益內累計之其他全面收益確認之累計損益之總和之差額，將於損益中確認。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Derecognition (Cont'd)

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises a financial liability when, and only when, the Group's obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

取消確認 (續)

除全面取消確認外，於取消確認金融資產時，本集團將金融資產之過往賬面值在其仍確認為繼續參與之部分及取消確認之部分之間，按照該兩者於轉讓當日之相對公平值作出分配。取消確認部分獲分配之賬面值與該部分已收代價及其已於其他綜合收益確認獲分配之任何累計收益或虧損之總和間的差額，乃於損益賬內確認。已於其他綜合收益確認之累計收益或虧損繼續按確認部分及取消確認部分之相對公平值在該兩者間作出分配。

當且僅當本集團之責任獲解除、取消或到期時，本集團取消確認金融負債。取消確認之金融負債賬面值與已付或應付代價之差額乃於損益中確認。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY 4. 估計不明朗因素之主要來源

In the application of the Group's accounting policies which are described in note 3, directors of the Company are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are also discussed below.

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

Management estimates the useful lives and residual values of property, plant and equipment. The estimated useful lives and residual values are based on the expected lifespan of those property, plant and equipment. The useful lives and residual values of property, plant and equipment could change significantly as a result of technical obsolescence. When the actual useful lives and residual values of property, plant and equipment are different from their estimated useful lives and residual values due to the change of commercial and technological environment, such differences will cause an impact on the depreciation charges and the amounts of assets written down for future periods.

The carrying amount of property, plant and equipment for the Group and the Company as at 31 December 2013 are HK\$306,265,000 and HK\$47,000 (2012: HK\$218,118,000 and HK\$29,000), respectively.

於採用本集團之會計政策（如附註3所述）時，本公司董事須就尚無法從其他渠道得知之資產及負債之賬面值作出判斷、估計及假設。於報告期末估計不明朗因素之主要來源（彼等均有導致下個財政年度之資產及負債之賬面值出現大幅調整之重大風險）亦於下文討論。

物業、廠房及設備之可用年期及剩餘價值估計

管理層估計物業、廠房及設備之可用年期及剩餘價值。估計可用年期及剩餘價值以該等物業、廠房及設備之預計可用年限為基準。物業、廠房及設備之可用年期及剩餘價值可能因技術上過時而出現重大變動。倘物業、廠房及設備之實際可用年期及剩餘價值因商業及技術環境變動而有別於估計可用年期及剩餘價值，有關差異則會影響未來期間之折舊費用及所撇減之資產數額。

本集團及本公司於二零一三年十二月三十一日之物業、廠房及設備賬面值分別為306,265,000港元及47,000港元（二零一二年：218,118,000港元及29,000港元）。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd) 4. 估計不明朗因素之主要來源 (續)

Estimated impairment loss recognised in respect of property, plant and equipment

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

The carrying amount of property, plant and equipment at 31 December 2013 is HK\$306,265,000 (2012: HK\$218,118,000), net of accumulated impairment loss recognised in respect of property, plant and equipment of HK\$3,873,000 (2012: HK\$3,873,000).

Allowance for doubtful debts

The management regularly reviews the recoverability and aging of the trade and bills receivables. Allowances are applied to trade and bills receivables where events or changes in circumstances indicated that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Allowance for doubtful debts is made based on the estimation of the future cash flow discounted at the financial assets original effective interest rate to calculate the present value. Where the actual future cash flows and expectation is different from the original estimate, such difference will cause an impact on carrying amounts of trade and bills receivables and doubtful debts expenses in the year in which such estimate is changed.

就物業、廠房及設備確認之估計減值虧損

於釐定物業、廠房及設備有否減值時，需要對物業、廠房及設備所分配之現金產生單位的使用價值作出估計。計算使用價值時，本集團需要估計預期從現金產生單位產生之未來現金流量及合適貼現率，以計算有關現值。當實際未來現金流量少於預期時，則可能會產生重大減值虧損。

於二零一三年十二月三十一日，物業、廠房及設備之賬面值為306,265,000港元（二零一二年：218,118,000港元）（經扣除就物業、廠房及設備確認之累計減值虧損3,873,000港元（二零一二年：3,873,000港元））。

呆賬撥備

管理層定期評估貿易應收款項及應收票據之可收回性及賬齡。倘有事項或情況轉變顯示未必能收回餘款時，則對貿易應收款項及應收票據進行撥備。識別呆壞賬須運用判斷及估計。呆賬撥備乃根據以金融資產原有實際利率折現之估計未來現金流量作出。倘實際之未來現金流量及其預算金額有別於原訂估計，有關差額將影響該估計出現變動之年度內貿易應收款項、應收票據及呆賬開支之賬面值。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd) 4. 估計不明朗因素之主要來源 (續)

Allowance for doubtful debts (Cont'd)

The carrying amount of trade and bills receivables at 31 December 2013 for the Group and the Company are HK\$158,395,000 (2012: HK\$153,709,000), net of allowance for doubtful debts of HK\$6,179,000 (2012: HK\$7,050,000) and HK\$48,510,000 (2012: HK\$45,423,000), net of allowance for doubtful debts of HK\$508,000 (2012: HK\$508,000), respectively.

Allowance for obsolete inventories

The management of the Group reviews an aged analysis at the end of the reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in production. The management estimates the net realisable value for such finished goods and work in progress based primarily on the latest invoice prices and current market conditions. If the net realisable value of inventories is estimated to be less than its carrying amount, the carrying amount of the inventories is reduced to its net realisable value.

The carrying amount of inventories for the Group as at 31 December 2013 is HK\$74,828,000 (2012: HK\$69,239,000), net of allowance for obsolete inventories of HK\$6,177,000 (2012: HK\$8,382,000).

5. REVENUE AND SEGMENT INFORMATION

Revenue represents the net amounts received and receivable for the sales of FPC, electronic components for surface mount technology, manufacture and sale of flexible packaging substrates to external customers, net of discounts and sales related taxes.

呆賬撥備 (續)

本集團及本公司於二零一三年十二月三十一日之貿易應收款項及應收票據賬面值分別為158,395,000港元(二零一二年: 153,709,000港元)(經扣除呆賬撥備6,179,000港元(二零一二年: 7,050,000港元))及48,510,000港元(二零一二年: 45,423,000港元)(經扣除呆賬撥備508,000港元(二零一二年: 508,000港元))。

陳舊存貨撥備

本集團管理層於報告期末審核賬齡分析，並對確認為不再適宜用於生產之陳舊及滯銷存貨作出撥備。管理層主要根據最近期之發票價格及現行市況估計該等製成品及半成品之可變現淨值。倘存貨之可變現淨值估計已少於其賬面值，則會將該存貨之賬面值撇減至其可變現淨值。

本集團於二零一三年十二月三十一日之存貨賬面值為74,828,000港元(二零一二年: 69,239,000港元)(經扣除陳舊存貨撥備6,177,000港元(二零一二年: 8,382,000港元))。

5. 收入及分部資料

收入指本集團向外部客戶銷售柔性電路板、表面組裝技術之電子元器件、製造及銷售柔性封裝基板，扣除折扣及有關銷售稅後之實收及應收款淨額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment information

Information reported to the Executive Directors of the Company, being the chief operating decision makers ("CODM"), for the purpose of resource allocation and assessment of segment performance focuses on type of goods delivered.

For management purposes, the Group is currently organised into three operating divisions, namely the manufacture and sale of FPC, sourcing and sale of electronic components and manufacture and sale of flexible packaging substrates. These divisions are the basis on which the Group reports its segment information to the CODM.

Principal activities are as follows:

- | | | |
|---|---|--|
| FPC business | – | the manufacture and sale of FPC |
| Sourcing and sale of electronic components business | – | the sourcing and sale of electronic components |
| Flexible packaging substrates business (Note) | – | the manufacture and sale of flexible packaging substrates (including the encapsulation of COF modules) |

Note: The flexible packaging substrates business includes (i) encapsulation of COF modules; (ii) COF films; and (iii) flexible integrated circuits and module packaging substrates. Since the first quarter of 2013, orders for other flexible packaging substrates, including COF films and flexible integrated circuits and module packaging substrates were received by the Group. As such new products of the Group adopt similar production technology and share substantially same production lines with the encapsulation of COF modules, the encapsulation of COF modules, COF films and flexible integrated circuits and module packaging substrates are regarded as same series of products of the Group and are therefore re-named as a segment of "flexible packaging substrates" to include the original business of encapsulation of COF modules and to reflect the expansion of new product lines accordingly.

5. 收入及分部資料 (續)

分部資料

分部資料涉及交付貨品之種類，乃向主要經營決策者本公司執行董事報告，以供其分配資源及評估分部業績之用。

為利於管理，本集團現由三個業務分部組成，即製造及銷售柔性電路板、採購及銷售電子元器件以及製造及銷售柔性封裝基板業務。該等分部乃本集團向主要經營決策者報告其分部資料之基礎。

主要業務如下：

- | | | |
|---------------|---|--------------------------|
| 柔性電路板業務 | – | 製造及銷售柔性電路板 |
| 採購及銷售電子元器件業務 | – | 採購及銷售電子元器件 |
| 柔性封裝基板業務 (附註) | – | 製造及銷售柔性封裝基板 (包括薄膜覆晶組件封裝) |

附註： 柔性封裝基板業務包括：(i) 薄膜覆晶組件封裝；(ii) 薄膜覆晶基板；及 (iii) 柔性芯片及模組封裝基板。自二零一三年第一季度起，本集團承接了其他柔性封裝基板，包括薄膜覆晶基板和柔性芯片及模組封裝基板。由於本集團的該等新產品與薄膜覆晶組件封裝採用相似的生產技術及很大程度上分用相同生產線，薄膜覆晶組件封裝、薄膜覆晶基板和柔性芯片及模組封裝基板被視為本集團同系列產品，因此被重新命名為「柔性封裝基板」業務以包括原薄膜覆晶組件封裝及據此反映新產品線的拓展。

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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

5. 收入及分部資料 (續)

Segment revenues and results

分部收入及業績

The following is an analysis of the Group's revenue and results by reportable segment.

本集團按可申報分部劃分之收入及業績分析如下。

		Segment revenue		Inter-segment sales		Eliminations		Segment profit (loss)	
		分部收入		分部間銷售		撇銷		分部溢利(虧損)	
		2013	2012	2013	2012	2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
FPC business	柔性電路板業務	539,249	514,722	260,638	273,130	(260,638)	(273,130)	49,248	60,691
Sourcing and sale of electronic components business	採購及銷售電子元器件	89,206	82,917	69,349	69,933	(69,349)	(69,933)	6,082	5,573
Flexible packaging substrates business	柔性封裝基板業務	12,704	3,047	-	53	-	(53)	5,133	(603)
Total	合計	<u>641,159</u>	<u>600,686</u>	<u>329,987</u>	<u>343,116</u>	<u>(329,987)</u>	<u>(343,116)</u>	<u>60,463</u>	<u>65,661</u>
Interest income	利息收入							122	310
Share of result of a joint venture	應佔合營公司之業績							-	(3,301)
Gain on disposal of a subsidiary	出售附屬公司之收益							-	203
Central administration costs	中央行政成本							(21,671)	(21,732)
Finance costs	融資成本							(5,406)	(6,458)
Profit before taxation	除稅前溢利							<u>33,508</u>	<u>34,683</u>

Revenue reported above represents revenue generated from external customers.

上文所報之收入指來自外部客戶之收入。

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the profit (loss) earned by each segment without allocation of central administration costs, share of result of a joint venture, gain on disposal of a subsidiary, interest income and finance costs. This is the measure reported to the Executive Directors, the Group's CODM, for the purposes of resource allocation and performance assessment.

可申報分部之會計政策乃與附註3所述之本集團會計政策相同。分部溢利(虧損)指各分部所賺取之溢利(虧損)，但不包括中央行政成本、應佔一間合營公司之業績、出售一間附屬公司之收益、利息收入及融資成本之分配。此乃呈報予執行董事(本集團之主要經營決策者)用作資源分配及評估表現之方式。

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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

5. 收入及分部資料 (續)

Segment assets and liabilities

分部資產與負債

Segment assets

分部資產

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
FPC business	柔性電路板業務	569,542	470,691
Sourcing and sale of electronic components business	採購及銷售電子元器件業務	34,180	35,692
Flexible packaging substrates business	柔性封裝基板業務	6,773	7,085
Total segment assets	總分部資產	610,495	513,468
Unallocated assets	未分配資產	44,532	50,475
Consolidated assets	綜合資產	655,027	563,943

Segment liabilities

分部負債

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
FPC business	柔性電路板業務	177,525	169,207
Sourcing and sale of electronic components business	採購及銷售電子元器件業務	21,402	25,248
Flexible packaging substrates business	柔性封裝基板業務	1,049	780
Total segment liabilities	總分部負債	199,976	195,235
Unallocated liabilities	未分配負債	172,208	124,981
Consolidated liabilities	綜合負債	372,184	320,216

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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment assets and liabilities (Cont'd)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments other than amount due from an intermediate holding company, pledged bank deposits and bank balances and cash.
- all liabilities are allocated to reportable segments other than loans from an intermediate holding company, loan from ultimate holding company, bank borrowings, taxation payable and deferred taxation.

Other segment information

2013

Amounts included in the measure of segment profit or loss or segment assets:

5. 收入及分部資料 (續)

分部資產與負債 (續)

為在各分部之間調控分部表現及分配資源：

- 所有資產均已分配至可申報分部，惟不包括應收中介控股公司款項以及已抵押銀行存款以及銀行結餘及現金。
- 所有負債均已分配至可申報分部，惟不包括中介控股公司之貸款、最終控股公司之貸款、銀行借貸、應付稅項及遞延稅項。

其他分部資料

二零一三年

包括於計算分部損益或分部資產之款項：

	FPC business	Sourcing and sale of electronic components business	Flexible packaging subtracts business	Segment total	
	柔性電路板 業務	採購及銷售 電子元器件 業務	柔性封裝基板 業務	分部合計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
(Reversal of) allowance for doubtful debts	呆賬 (撥回) 撥備	(960)	9	–	(951)
Allowance (reversal of allowance) for obsolete inventories	陳舊存貨撥備 (撥回撥備)	3,494	(220)	(51)	3,223
Addition to non-current assets (Note)	添置非流動資產 (附註)	110,398	–	368	110,766
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,334	–	–	1,334
Depreciation of property, plant and equipment	物業、廠房及設備折舊	28,245	75	1,650	29,970
Government grant for research and development projects	有關研發項目之政府津貼	(6,367)	–	–	(6,367)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(14)	–	–	(14)
Research and development expenses	研發費用	18,325	–	–	18,325

Note: Non-current assets represent property, plant and equipment and prepaid lease payments.

附註：非流動資產指物業、廠房及設備以及預付租賃款項。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Other segment information (Cont'd)

2013 (Cont'd)

Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:

5. 收入及分部資料 (續)

其他分部資料 (續)

二零一三年 (續)

定期向主要經營決策者提供之款項但不包括於計算分部損益或分部資產之款項：

		FPC business	Sourcing and sale of electronic components business 採購及銷售 電子元器件 業務	Flexible packaging subtracts business 柔性封裝基板 業務	Segment total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Interest income	利息收入	(110)	(9)	(3)	(122)
Interest expenses	利息開支	5,406	-	-	5,406
Income tax expense	所得稅開支	975	1,159	-	2,134
Net foreign exchange loss (gain)	外匯虧損(收益)淨額	1,038	(648)	107	497

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION (Cont'd)

5. 收入及分部資料 (續)

Other segment information (Cont'd)

其他分部資料 (續)

2012

二零一二年

Amounts included in the measure of segment profit or loss or segment assets:

包括於計算分部損益或分部資產之款項：

	FPC business	Sourcing and sale of electronic components business	Flexible packaging subtracts business	Segment total	
	柔性電路板 業務	採購及銷售 電子元器件 業務	柔性封裝基板 業務	分部合計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Allowance for doubtful debts	呆賬撥備	869	269	-	1,138
Allowance for obsolete inventories	陳舊存貨撥備	2,719	115	101	2,935
Addition to non-current assets (Note)	添置非流動資產 (附註)	32,251	-	279	32,530
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,310	-	-	1,310
Bad debts recovered	已收回壞賬	(311)	-	-	(311)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	23,095	74	1,558	24,727
Government grant for research and development projects	有關研發項目之政府津貼	(1,460)	-	-	(1,460)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	111	-	-	111
Research and development expenses	研發費用	12,648	-	-	12,648

Note: Non-current assets represent property, plant and equipment and prepaid lease payments.

附註：非流動資產指物業、廠房及設備以及預付租賃款項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Other segment information (Cont'd)

2012 (Cont'd)

Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:

5. 收入及分部資料 (續)

其他分部資料 (續)

二零一二年 (續)

定期向主要經營決策者提供之款項但不包括於計算分部損益或分部資產之款項：

		FPC business	Sourcing and sale of electronic components business 採購及銷售 電子元器件 業務	Flexible packaging subtracts business 柔性封裝基板 業務	Segment total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Share of loss of a joint venture	應佔一間合營公司之虧損	-	3,301	-	3,301
Interest income	利息收入	(301)	(5)	(4)	(310)
Interest expenses	利息開支	6,458	-	-	6,458
Income tax expense	所得稅開支	905	973	-	1,878
Net foreign exchange loss (gain)	外匯虧損(收益)淨額	837	(228)	131	740

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Geographical information

The Group operates in two principal geographical areas – the PRC (excluding Hong Kong) and Hong Kong (country of domicile). The following table provides an analysis of the Group's revenue from external customers by the geographical location of the customer:

PRC other than Hong Kong	中國（不包括香港）
Hong Kong	香港
Others	其他

Substantially all of the Group's non-current assets, including property, plant and equipment, prepaid lease payments, are located in the PRC. Accordingly, no non-current assets by geographical location is presented.

5. 收入及分部資料（續）

地區資料

本集團於兩個主要地區運營—中國（不包括香港）及香港（註冊成立地點）。下表列示本集團按客戶地理位置劃分來自外部客戶之收入之分析：

		Revenue from external customers 來自外部客戶之收入	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		370,581	319,911
		205,427	237,198
		65,151	43,577
		641,159	600,686

本集團之絕大部份非流動資產（包括物業、廠房及設備以及預付租賃款項）均位於中國境內。因此，並無呈列按地理位置劃分之非流動資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

Customer A ¹	客戶甲 ¹
Customer B ¹	客戶乙 ¹
Customer C ¹	客戶丙 ¹

¹ Revenue from manufacture and sale of FPC.

² The corresponding customer did not contribute over 10% of the total revenue of the Group in 2012.

5. 收入及分部資料 (續)

有關主要客戶之資料

於相應年度為本集團銷售總額帶來逾10%貢獻之客戶收入如下：

2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
----------------------------------	----------------------------------

95,201	92,406
87,938	131,809
74,654	— ²

¹ 來自製造及銷售柔性電路板之收入。

² 相關客戶貢獻之收入不超過本集團二零一二年總收入之10%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

6. OTHER INCOME

6. 其他收入

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Bad debts recovered	已收回壞賬	–	311
Reversal of allowance for doubtful debts	呆賬撥備撥回	951	–
Release of government grant for construction of factory on existing land	於現有土地興建廠房而發放之政府津貼	843	828
Government grant for research and development projects	研發項目之政府津貼	5,524	632
Government subsidies	政府資助	1,357	–
Interest income	利息收入	122	310
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	14	–
Gain on disposal of a subsidiary (note 31)	出售附屬公司之收益 (附註31)	–	203
Rental income	租金收入	151	349
Write-back of long outstanding payables	撥回長期未償還應付款項	–	125
Scrap income	廢料收入	456	527
Sourcing income	採購收入	60	257
Patent income	專利權收入	631	–
Others	其他	217	296
		10,326	3,838

7. FINANCE COSTS

7. 融資成本

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interests on:	利息：		
Bank borrowings wholly repayable within five years	須於五年內悉數償還之銀行借貸	3,882	5,194
Other borrowings wholly repayable within five years	須於五年內悉數償還之其他借貸	1,524	1,264
Total borrowing costs	借貸成本總額	5,406	6,458

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

8. PROFIT BEFORE TAXATION

8. 除稅前溢利

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit before taxation has been arrived at after charging (crediting):	除稅前溢利已扣除(計入)以下項目:		
Research and development expenses	研發費用		
Staff costs	員工成本	7,067	1,609
Other research and development expenses	其他研發費用	15,522	11,039
		22,589	12,648
Directors' and chief executive's remuneration (Note 10)	董事及主要行政人員酬金(附註10)	2,277	902
Other staff costs	其他員工成本	85,469	74,118
Other staff's retirement benefits costs	其他員工之退休福利成本	6,413	3,819
Total staff costs	員工成本總額	94,159	78,839
Less: Other staff costs included in research and development expenses shown above	減:計入上文所示研發費用之其他員工成本	(7,067)	(1,609)
		87,092	77,230
(Reversal of) allowance for doubtful debts	呆賬(撥回)撥備	(951)	1,138
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,334	1,310
Auditor's remuneration	核數師酬金	740	710
Cost of inventories recognised as an expense (Note)	已確認為開支之存貨成本(附註)	552,804	507,521
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	29,970	24,727
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損	(14)	111
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇經營租賃項下之最低租金	479	614
Net foreign exchange losses	外匯虧損淨額	497	740
Shipping and handling expenses (included in distribution costs)	運輸及手續費(計入分銷成本)	1,259	1,315

Note: The amount includes allowance for obsolete inventories of HK\$3,223,000 (2012: HK\$2,935,000).

附註: 金額包括陳舊存貨撥備3,223,000港元(二零一二年: 2,935,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

9. TAXATION

9. 稅項

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current tax:	本年度稅項：		
Hong Kong Profits Tax	香港利得稅	819	915
PRC Enterprise Income Tax	中國企業所得稅	1,390	1,034
		2,209	1,949
(Over) underprovision in prior years:	以往年度(超額)不足撥備：		
Hong Kong Profits Tax	香港利得稅	(83)	12
PRC Enterprise Income Tax	中國企業所得稅	8	(83)
		(75)	(71)
		2,134	1,878
Deferred tax:	遞延稅項：		
Current year (Note 25)	本年度(附註25)	(93)	268
		2,041	2,146

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. The income of the PRC subsidiaries neither arises in, nor is derived from, Hong Kong.

The provision for PRC Enterprise Income Tax is based on the estimated taxable income for each PRC subsidiary and at its applicable tax rate. Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

During the current year, AKM Electronics Industrial (Panyu) Ltd. ("AKM Panyu") and AKM Electronics Technology (Suzhou) Ltd. ("AKM Suzhou") were awarded the Foreign Invested Advanced-Technology Enterprise Certificate. AKM Panyu and AKM Suzhou are entitled to tax rate reduction from 25% to 15% for three years commenced from 1 January 2013.

香港利得稅乃根據本公司於兩個年度之估計應課稅溢利按稅率16.5%計算。而其中國附屬公司之收入亦非在香港產生及並非源自香港。

中國企業所得稅乃按各中國附屬公司之適用稅率就估計應課稅收入作出撥備。根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司之稅率自二零零八年一月一日起為25%。

年內，安捷利(番禺)電子實業有限公司(「番禺安捷利」)及安捷利電子科技(蘇州)有限公司(「蘇州安捷利」)獲頒高新技術企業認證。番禺安捷利及蘇州安捷利自二零一三年一月一日起三年享有稅率減免，由25%下調至15%。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

9. TAXATION (Cont'd)

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

9. 稅項 (續)

年內之稅項可與綜合損益及其他全面收益表之除稅前溢利調節如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit before taxation	除稅前溢利	33,508	34,683
Tax at the applicable income tax rate (Note)	按適用所得稅稅率計算之稅項 (附註)	5,026	8,671
Tax effect of share of result of a joint venture	應佔一間合營公司業績之稅務影響	-	825
Tax effect of income that are not taxable in determining taxable profit	於釐定應課稅溢利時不可課稅之收入之稅務影響	(5)	(140)
Tax effect of expenses that are not deductible in determining taxable profit	於釐定應課稅溢利時不可扣減之開支之稅務影響	196	282
Tax effect of deductible temporary differences not recognised	未確認可扣減臨時差額之稅務影響	333	829
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	426	228
Overprovision in prior years	以往年度之超額撥備	(75)	(71)
Effect of different tax rates of subsidiaries operating in other jurisdictions	附屬公司於其他司法權區經營之不同稅率之影響	231	(1,122)
Utilisation of tax losses previously not recognised	動用之前未確認之稅務虧損	(3,325)	(7,560)
Deferred taxation arising from withholding tax on undistributed profits	未分配溢利被徵收預扣稅所產生之遞延稅項	(93)	268
Others	其他	(673)	(64)
Taxation for the year	本年度稅項	2,041	2,146

Note: AKM Panyu is the Group's major operating subsidiary. Therefore, the Group's applicable income tax rate is 15% (2012: 25%).

附註：番禺安捷利為本集團之主要營運附屬公司。因此，本集團之適用所得稅稅率為15%（二零一二年：25%）。

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10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(i) Details of directors' and chief executive's remuneration are as follows:

10. 董事及主要行政人員之酬金及五名最高薪酬人士

(i) 董事及主要行政人員之酬金詳情載列如下：

		Other emoluments 其他酬金			Total emoluments 酬金總額
		Salaries and other benefits 薪金及其他福利	Retirement benefit scheme contributions 退休福利計劃供款	Performance related incentive payments 與表現掛鉤之獎金	
Fees 袍金		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Xiong Zheng Feng 熊正峰		-	-	-	-
Li Ying Hong 李映紅		-	-	-	-
Hung Chi Yuen Andrew 洪志遠		60	-	-	60
Meng Wei Wei 孟衛偉		-	-	-	-
Chai Zhi Qiang 柴志強		-	530	28	899
Bi Ke Yun (Note a) 畢克允 (附註a)		108	-	-	108
Wang Heng Yi (Note b) 王恒義 (附註b)		6	-	-	6
Liang Zhi Li 梁志立		63	-	-	63
Total for 2013	二零一三年合計	237	530	28	1,136

(Note c)
(附註c)

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Cont'd)

(i) Details of directors' and chief executive's remuneration are as follows: (Cont'd)

10. 董事及主要行政人員之酬金及五名最高薪酬人士 (續)

(i) 董事及主要行政人員之酬金詳情載列如下: (續)

		Other emoluments 其他酬金			Total emoluments 酬金總額 HK\$'000 千港元
		Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Retirement benefit scheme contributions 退休福利 計劃供款 HK\$'000 千港元	
Xiong Zheng Feng	熊正峰	-	-	-	-
Li Ying Hong	李映紅	-	-	-	-
Hung Chi Yuen Andrew	洪志遠	60	-	-	60
Meng Wei Wei	孟衛偉	-	-	-	-
Chai Zhi Qiang	柴志強	-	521	26	720
Liang Zhi Li	梁志立	61	-	-	61
Wang Heng Yi (Note b)	王恒義 (附註b)	61	-	-	61
Total for 2012	二零一二年合計	182	521	26	902

Notes:

- (a) Appointed on 4 February 2013.
- (b) Resigned on 4 February 2013.
- (c) The performance related incentive payments are determined with reference to the Group's operating results and individual performances.

附註:

- (a) 於二零一三年二月四日獲委任。
- (b) 於二零一三年二月四日辭任。
- (c) 與表現掛鈎之獎金乃按本集團經營業績及個人表現而釐定。

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綜合財務報表附註

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10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Cont'd)

(i) Details of directors' and chief executive's remuneration are as follows: (Cont'd)

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

Mr. Xiong Zheng Feng and Ms. Li Ying Hong have been employed by the intermediate holding company and the payment of their emoluments were borne by the intermediate holding company for both years, in which the amounts are considered as insignificant. For the year ended 31 December 2013, Mr. Xiong Zheng Feng and Ms. Li Ying Hong waived their nominal salary of HK\$10 (2012: HK\$10) and HK\$10 (2012: HK\$10), respectively. There are no other directors who had waived their remuneration during the years. Mr. Meng Wei Wei and Mr. Han Li Gang have been employed by the ultimate holding company and the payment of their emoluments were borne by the ultimate holding company for both years, in which the amounts are considered as insignificant.

10. 董事及主要行政人員之酬金及五名最高薪酬人士 (續)

(i) 董事及主要行政人員之酬金詳情載列如下：(續)

柴志強先生亦為本公司行政總裁，其酬金（如上文所披露）包括彼以行政總裁身份提供服務應收取之酬金。

熊正峰先生及李映紅女士已獲中介控股公司聘用，於兩個年度，彼等之酬金由中介控股公司承擔，相關數額不大。截至二零一三年十二月三十一日止年度，熊正峰先生及李映紅女士放棄彼等分別為10港元（二零一二年：10港元）及10港元（二零一二年：10港元）之名義酬金。年內概無其他董事放棄其酬金。孟衛偉先生及韓立剛先生已獲最終控股公司聘用，於兩個年度，彼等之酬金由最終控股公司承擔，相關數額不大。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Cont'd)

(ii) Employees' remuneration:

Of the five individuals with the highest emoluments in the Group, one (2012: one) was director of the Company whose emoluments are included in the disclosures in Note 10(i) above. The emoluments of remaining four (2012: four) individuals were as follows:

Salaries and other benefits	薪金及其他福利
Performance related incentive payments	與表現掛鈎之獎金
Retirement benefit scheme contributions costs	退休福利計劃供款

Remuneration of each of the employees for both years falls within the band of less than HK\$1,000,000.

During the year, no remuneration was paid by the Group to the directors and the Chief Executive or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

10. 董事及主要行政人員之酬金及五名最高薪酬人士 (續)

(ii) 僱員酬金：

本集團五名獲支付最高薪酬人士中，一名(二零一二年：一名)為本公司董事，其薪酬載於上述附註10(i)之披露中。餘下四名(二零一二年：四名)人士之薪酬載列如下：

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and other benefits	2,241	1,614
Performance related incentive payments	681	743
Retirement benefit scheme contributions costs	64	108
	<u>2,986</u>	<u>2,465</u>

每名僱員於過去兩年之酬金均介乎1,000,000港元以內。

年內，本集團並無向董事及行政總裁或五名最高薪酬人士支付任何酬金，以作為鼓勵加入或加入本集團時之獎金或離職補償。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

11. DIVIDEND

11. 股息

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Dividend recognised as distribution during the year:	年內確認為分派之股息：		
Final dividend in cash paid for the year ended 31 December 2012 – HK1 cent per share (2012: nil for the year ended 31 December 2011)	截至二零一二年十二月三十一日止年度以現金派付之末期股息—每股1港仙(二零一二年：截至二零一一年十二月三十一日止年度為零)	5,499	-

No dividend has been proposed since the end of the reporting period (2012: HK1 cent per share).

報告期末後並無建議派付股息(二零一二年：每股1港仙)。

12. EARNINGS PER SHARE

12. 每股盈利

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Earnings	盈利		
Profit for the year attributable to owners of the Company for the purpose of basic and diluted earnings	用作計算每股基本及攤薄盈利之本公司擁有人應佔本年度溢利	30,301	32,449

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12. EARNINGS PER SHARE (Cont'd)

12. 每股盈利 (續)

		Number of shares 股數	
		2013 二零一三年	2012 二零一二年
Number of shares	股數		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用作計算每股基本盈利之普通股加權平均數	546,075,616	540,000,000
Effect of dilutive potential ordinary share issuable under the Company's share option schemes	根據本公司購股權計劃可發行普通股之潛在攤薄影響	1,797,676	—
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用作計算每股攤薄盈利之加權平均普通股數目	547,873,292	540,000,000

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

THE GROUP

本集團

		Buildings 樓宇 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 車輛 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本							
At 1 January 2012	二零一二年一月一日	91,116	200,761	7,387	14,654	2,676	-	316,594
Additions	添置	-	23,957	2,284	1,341	442	4,506	32,530
Disposals	出售	-	(3,374)	-	(21)	(306)	-	(3,701)
Currency realignment	貨幣調整	714	1,615	66	121	15	17	2,548
At 31 December 2012	二零一二年十二月三十一日	91,830	222,959	9,737	16,095	2,827	4,523	347,971
Additions	添置	3	76,127	10,464	1,777	-	22,395	110,766
Disposals	出售	-	-	-	-	(16)	-	(16)
Currency realignment	貨幣調整	2,607	7,283	420	484	55	443	11,292
At 31 December 2013	二零一三年十二月三十一日	94,440	306,369	20,621	18,356	2,866	27,361	470,013
DEPRECIATION AND IMPAIRMENT	折舊及減值							
At 1 January 2012	二零一二年一月一日	4,506	88,935	3,921	8,193	1,610	-	107,165
Provided for the year	年度撥備	2,151	17,854	2,124	2,263	335	-	24,727
Eliminated on disposals	出售時抵銷	-	(2,623)	-	(21)	(267)	-	(2,911)
Currency realignment	貨幣調整	44	709	39	72	8	-	872
At 31 December 2012	二零一二年十二月三十一日	6,701	104,875	6,084	10,507	1,686	-	129,853
Provided for the year	年度撥備	2,190	21,078	4,123	2,217	362	-	29,970
Eliminated on disposals	出售時抵銷	-	-	-	-	(3)	-	(3)
Currency realignment	貨幣調整	221	3,114	231	328	34	-	3,928
At 31 December 2013	二零一三年十二月三十一日	9,112	129,067	10,438	13,052	2,079	-	163,748
CARRYING VALUES	賬面值							
At 31 December 2013	二零一三年十二月三十一日	85,328	177,302	10,183	5,304	787	27,361	306,265
At 31 December 2012	二零一二年十二月三十一日	85,129	118,084	3,653	5,588	1,141	4,523	218,118

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

13. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

THE GROUP (Cont'd)

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

Buildings	Over the shorter of the term of the lease of relevant land, or 40 – 50 years
Plant and machinery	5 – 15 years
Leasehold improvements	Over the remaining term of the lease or 4 years, whichever is shorter
Office equipment	5 years
Motor vehicles	4 – 5 years

As at 31 December 2013, the Group has pledged buildings and plant and machinery with carrying amount of approximately HK\$63,496,000 (2012: HK\$63,349,000) and HK\$71,728,000 (2012: HK\$54,786,000), respectively to secure general banking facilities granted to the Group.

The buildings are located on land under medium-term lease in the PRC.

13. 物業、廠房及設備 (續)

本集團 (續)

上述物業、廠房及設備項目參照估計剩餘價值後使用直線法按以下年率折舊：

樓宇	按相關土地之租約期限或40至50年(以較短者為準)
廠房及機器	5至15年
租賃物業裝修	於餘下租期或4年(以較短者為準)
辦公室設備	5年
車輛	4至5年

於二零一三年十二月三十一日，本集團已抵押賬面值分別為約63,496,000港元(二零一二年：63,349,000港元)及71,728,000港元(二零一二年：54,786,000)之樓宇以及廠房及機器，以擔保授予本集團之一般銀行融資。

該等樓宇均位於中國之中期租賃土地上。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

13. PROPERTY, PLANT AND EQUIPMENT (Cont'd) 13. 物業、廠房及設備 (續)

THE COMPANY

本公司

		Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 車輛 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本			
At 1 January 2012 and 31 December 2012	二零一二年一月一日及 二零一二年十二月 三十一日	170	544	714
Additions	添置	<u>39</u>	<u>–</u>	<u>39</u>
As at 31 December 2013	二零一三年十二月三十一日	<u>209</u>	<u>544</u>	<u>753</u>
DEPRECIATION	折舊			
At 1 January 2012	二零一二年一月一日	144	506	650
Provided for the year	年度撥備	<u>22</u>	<u>13</u>	<u>35</u>
At 31 December 2012	二零一二年十二月三十一日	166	519	685
Provided for the year	年度撥備	<u>8</u>	<u>13</u>	<u>21</u>
At 31 December 2013	二零一三年十二月三十一日	<u>174</u>	<u>532</u>	<u>706</u>
CARRYING VALUES	賬面值			
At 31 December 2013	二零一三年十二月三十一日	<u><u>35</u></u>	<u><u>12</u></u>	<u><u>47</u></u>
At 31 December 2012	二零一二年十二月三十一日	<u><u>4</u></u>	<u><u>25</u></u>	<u><u>29</u></u>

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

14. PREPAID LEASE PAYMENTS

14. 預付租賃款項

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
The Group's prepaid lease payments comprise:	本集團之預付租賃款項包括：		
Land in PRC:	於中國之土地：		
Medium-term lease	中期租賃	<u>59,347</u>	<u>59,024</u>
Analysed for reporting purposes as:	就呈報用途之分析：		
Current assets	流動資產	<u>1,353</u>	1,316
Non-current assets	非流動資產	<u>57,994</u>	<u>57,708</u>
		<u>59,347</u>	<u>59,024</u>

The prepayment for land use rights is under medium term lease and is amortised over 50 years on a straight-line basis.

As at 31 December 2013, the Group has pledged land use rights in PRC with carrying amount of approximately HK\$20,671,000 (2012: HK\$20,564,000) to secure general banking facilities granted to the Group.

土地使用權之預付款項為根據中期租賃並按直線法分50年攤銷。

於二零一三年十二月三十一日，本集團已抵押賬面值約20,671,000港元（二零一二年：20,564,000港元）之中國土地使用權，作為本集團獲授一般銀行信貸之擔保。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

15. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM (TO) SUBSIDIARIES

15. 於附屬公司之權益／應收（應付）附屬公司款項

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
THE COMPANY	本公司		
Capital contribution, at cost	資本出資，按成本值	280,217	280,217
Impairment losses recognised	已確認減值虧損	<u>(6,635)</u>	<u>(11,445)</u>
		<u>273,582</u>	<u>268,772</u>

The Company also has amounts due from subsidiaries of HK\$14,972,000 (2012: HK\$15,827,000) included in current assets and amounts due to subsidiaries of HK\$104,401,000 (2012: HK\$110,917,000) included in current liabilities. Impairment losses recognised in respect of interests in subsidiaries as at 31 December 2013 amount to HK\$6,635,000 (2012: HK\$11,445,000). No impairment loss has been recognised in respect of amounts due from subsidiaries as at 31 December 2013 and 2012.

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

Amounts due to subsidiaries are trade payables of HK\$104,401,000 (2012: HK\$110,917,000) and all aged within 90 days.

At the end of the reporting period, impairment losses recognised in respect of interests in subsidiaries was based on their value in use calculation and measured as the difference between the carrying amount and the present value of the estimated future cash flows discounted at the expected rate of return of the interests in subsidiaries. The discount rate used in estimating the present value of the future cash flows from the interests in subsidiaries was 7.5% (2012: 7.5%).

本公司亦有應收附屬公司款項14,972,000港元（二零一二年：15,827,000港元）計入流動資產，而應付附屬公司款項104,401,000港元（二零一二年：110,917,000港元）則計入流動負債。於二零一三年十二月三十一日，於附屬公司之權益之已確認減值虧損為6,635,000港元（二零一二年：11,445,000港元）。於二零一三年及二零一二年十二月三十一日本公司並未就應收附屬公司款項確認減值虧損。

應收附屬公司款項為無抵押、不計息及須於要求時償還。

計入應付附屬公司款項為應付貿易款項104,401,000港元（二零一二年：110,917,000港元），賬齡為90日。

於報告期末，就於附屬公司之權益確認之減值虧損乃基於使用價值計算並按於附屬公司權益之賬面值與按預期回報率折現之估計未來現金流量現值之差額計量。用作估計來自附屬公司權益之未來現金流量現值之折現率為7.5%（二零一二年：7.5%）。

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15. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM (TO) SUBSIDIARIES (Cont'd)

15. 於附屬公司之權益／應收（應付）附屬公司款項（續）

Details of the Company's subsidiaries as at 31 December 2013 and 2012 are as follows:

於二零一三年及二零一二年十二月三十一日，本公司附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of establishment and operation 成立及經營地點	Form of business structure 企業組成模式	Paid-up capital 繳足資本	Attributable equity interest held by the Company 由本公司持有之應佔股本權益		Principal activities 主要業務
				direct 直接	indirect 間接	
AKM Panyu 番禺安捷利	The PRC 中國	Wholly owned-foreign enterprise 外商獨資企業	US\$21,700,000 (2012: US\$21,700,000) 21,700,000美元 (二零一二年： 21,700,000美元)	100% (2012: 100%) (二零一二年： 100%)	-	Manufacture and sale of FPC 製造及銷售柔性電路板
New Career Guangzhou Electronics Company Limited 廣州安旭特電子有限公司	The PRC 中國	Wholly owned-foreign enterprise 外商獨資企業	US\$2,229,000 (2012: US\$2,229,000) 2,229,000美元 (二零一二年： 2,229,000美元)	100% (2012: 100%) (二零一二年： 100%)	-	Manufacture and sale of flexible packaging substrates 製造及銷售柔性封裝基板
AKM (Suzhou) 蘇州安捷利	The PRC 中國	Wholly owned-foreign enterprise 外商獨資企業	US\$12,642,460 (2012: US\$12,642,460) 12,642,460美元 (二零一二年： 12,642,460美元)	100% (2012: 100%) (二零一二年： 100%)	-	Manufacture and sale of FPC 製造及銷售柔性電路板
Giant Rise Technology Limited 嘉升科技有限公司	Hong Kong 香港	Limited company 有限公司	HK\$1,000,000 (2012: HK\$1,000,000) 1,000,000港元 (二零一二年： 1,000,000港元)	75% (2012: 75%) (二零一二年： 75%)	-	Trading of raw materials and FPC, sourcing and sale of electronic components 買賣材料及柔性電路板、採購及銷售電子元器件
Shenzhen Giant Rise Electronics Company Limited 深圳嘉升宏力偉電子有限公司	The PRC 中國	Wholly owned-foreign enterprise 外商獨資企業	RMB1,800,000 (2012: RMB1,800,000) 人民幣1,800,000元 (二零一二年： 人民幣1,800,000元)	-	100% (2012: 100%) (二零一二年： 100%)	Trading of raw materials and FPC, sourcing and sale of electronic components 買賣材料及柔性電路板、採購及銷售電子元器件

None of the subsidiaries had issued any debt securities at the end of both years.

附屬公司於兩個年度末均無發行任何債務證券。

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16. INVENTORIES

16. 存貨

		THE GROUP 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Raw materials	原材料	31,079	34,660
Work in progress	半成品	22,109	17,926
Finished goods	製成品	21,640	16,653
		74,828	69,239

17. TRADE AND OTHER RECEIVABLES

17. 貿易及其他應收款項

Trade and other receivables include the following balances of trade and bills receivables:

貿易及其他應收款項包括下列貿易應收款項及應收票據結餘：

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trade and bills receivables	貿易應收款項及應收票據	164,574	160,759	49,018	45,931
Less: Allowance for doubtful debts	減：呆賬撥備	(6,179)	(7,050)	(508)	(508)
		158,395	153,709	48,510	45,423
Other tax recoverable	其他應收稅項	632	1,077	-	-
Other receivables (Note)	其他應收款項 (附註)	8,567	9,614	943	4,511
		167,594	164,400	49,453	49,934

Note: The amount mainly represents the advances to suppliers. In the opinion of the directors, the amount is expected to be utilised within next 12 months.

附註：該款項主要指給予供應商之墊款。董事認為，該款項預期於未來十二個月內動用。

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17. TRADE AND OTHER RECEIVABLES (Cont'd)

The Group and the Company allow a credit period normally ranging from 30 to 90 days to its trade customers. At the discretion of the directors, after assessing credit quality of particular customers, several major customers were allowed to settle their balances beyond the credit terms up to 120 days.

Before accepting any new customer, the management delegates a team responsible to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Approximately 77% (2012: 77%) and 84% (2012: 71%) of the Group's and the Company's trade receivables, respectively that are neither past due nor impaired have the best credit scoring attributable under the internal credit scoring used by the Group and the Company.

The following is an aged analysis of trade and bills receivables presented based on the invoice dates (other than bills receivables which are presented based on the issuance date of relevant bills) at the end of the reporting period, which approximated the respective revenue recognition dates:

17. 貿易及其他應收款項 (續)

本集團及本公司給予貿易客戶之信貸期一般為30日至90日不等。經董事酌情准許，在評估特定客戶之信貸質素後，若干主要客戶可在信貸期過後結付賬款餘額，最高可達120日。

在接納新客戶之前，管理層會委派小組負責評估潛在客戶之信貸質素及釐定客戶之信貸上限。給予客戶之信貸上限及評分每年審核兩次。本集團及本公司分別約77% (二零一二年：77%) 及84% (二零一二年：71%) 概無逾期或減值之貿易應收款項獲本集團及本公司所採用之內部信貸評級制度之最高信用評分。

以下為於報告期末與各自的收入確認日期相近按發票日期呈列之貿易應收款項及應收票據之賬齡分析 (惟應收票據按相關票據之出具日期呈列除外)：

	THE GROUP		THE COMPANY		
	本集團		本公司		
	2013	2012	2013	2012	
	二零一三年	二零一二年	二零一三年	二零一二年	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Within 30 days	30日內	61,050	66,458	12,995	19,423
31 – 60 days	31至60日	48,513	31,572	23,558	8,536
61 – 90 days	61至90日	25,522	26,867	11,375	9,018
91 – 120 days	91至120日	6,633	13,568	449	5,723
121 days – 1 year	121日至1年	16,596	14,732	52	2,723
Over 1 year	1年以上	81	512	81	–
		158,395	153,709	48,510	45,423

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17. TRADE AND OTHER RECEIVABLES (Cont'd)

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$29,646,000 (2012: HK\$31,278,000) which are past due at the reporting date for which the Group has not provided for impairment loss in view of the satisfactory subsequent settlement. The Group does not hold any collateral over these balances. The average age of these receivables is 160 days (2012: 125 days).

Included in the Company's trade receivable balance are debtors with aggregate carrying amount of HK\$7,224,000 (2012: HK\$12,980,000) which are past due at the reporting date for which the Company has not provided for impairment loss in view of the satisfactory subsequent settlement. The Company does not hold any collateral over these balances. The average age of these receivables is 61 days (2012: 122 days).

Ageing of trade receivables presented based on the invoice date which are past due but not impaired

17. 貿易及其他應收款項 (續)

本集團之貿易應收款項結餘包括總賬面值為29,646,000港元(二零一二年: 31,278,000港元)之應收賬款,於報告日期已過期,由於該應收賬款隨後清償情況滿意,本集團並無作出減值虧損撥備。本集團並無就該等結餘持有任何抵押。該等應收款項之平均賬齡為160日(二零一二年: 125日)。

本公司之貿易應收款項結餘包括總賬面值為7,224,000港元(二零一二年: 12,980,000港元)之應收賬款,於報告日期已過期,由於該應收賬款隨後清償情況滿意,本公司並無作出減值虧損撥備。本公司並無就該等結餘持有任何抵押。該等應收款項之平均賬齡為61日(二零一二年: 122日)。

按發票日期呈列已過期但未減值之貿易應收款項之賬齡

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
0 – 30 days	30日內	189	186	184	186
31 – 60 days	31至60日	7,790	2,420	5,195	495
61 – 90 days	61至90日	3,404	5,175	1,263	3,853
91 – 120 days	91至120日	2,334	8,870	449	5,723
121 days – 1 year	121日至1年	15,848	14,115	52	2,723
Over 1 year	1年以上	81	512	81	–
		29,646	31,278	7,224	12,980

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17. TRADE AND OTHER RECEIVABLES (Cont'd)

17. 貿易及其他應收款項 (續)

Movement in the allowance for doubtful debts

呆賬撥備之變動

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at beginning of the year	年初結餘	7,050	6,965	508	508
(Reversal of) impairment losses recognised on receivables	就應收款項(撥回)確認之減值虧損	(951)	1,138	-	-
Amount written off as uncollectible	撇銷不可收回之款項	(74)	(1,108)	-	-
Currency realignment	貨幣調整	154	55	-	-
Balance at end of the year	年末結餘	6,179	7,050	508	508

Included in the Group's and the Company's allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of HK\$6,179,000 and HK\$508,000 (2012: HK\$7,050,000 and HK\$508,000), respectively by reference to subsequent settlement and creditability of individual customers.

本集團及本公司之呆賬撥備分別包括結餘總額為數6,179,000港元及508,000港元(二零一二年:7,050,000港元及508,000港元)之個別已減值貿易應收款項,乃參考個別客戶之後續結算及信貸狀況釐定。

The Group's and the Company's trade and other receivables that are denominated in currencies other than functional currencies of the relevant group entities are set out below:

以相關集團實體功能貨幣以外之貨幣列值之本集團及本公司貿易及其他應收款項載列如下:

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
United States Dollar ("US\$")	美元(「美元」)	51,821	52,342	48,510	45,755
Euro ("EUR")	歐元(「歐元」)	-	1,601	-	1,601
Korea Won ("KRW")	韓國圓(「韓國圓」)	237	170	237	170

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18. PLEDGED BANK DEPOSITS

The amounts represent deposits pledged to banks to secure short-term banking facilities granted to the Group and the Company and are therefore classified as current assets.

The pledged bank deposits of the Group and the Company carried at interest rate of 0.02% per annum (2012: 0.02% per annum). The pledged bank deposits will be released upon settlement of the relevant bank borrowings. The pledged bank deposits are denominated in HK\$.

19. BANK BALANCES AND CASH

Bank balances comprise short-term bank deposits with original maturity less than three months which carry interest at rates ranging from 0.01% to 1.265% (2012: 0.01% to 2.6%) per annum.

Included in the Group's bank balances are short-term deposits of HK\$20,475,000 (2012: HK\$41,746,000) kept in banks located in the PRC.

In addition, included in the bank balances and cash are the following amounts denominated in currencies other than the functional currency of the relevant group entities are set out below:

18. 已抵押銀行存款

該款項為抵押予銀行之存款，用作擔保授予本集團及本公司之短期銀行信貸，因此列作流動資產。

本集團及本公司之已抵押銀行存款按0.02%（二零一二年：年利率0.02%）之年利率計息。已抵押銀行存款將於有關銀行借貸清還後解除。已抵押銀行存款乃以港元計值。

19. 銀行結餘及現金

銀行結餘包括以介乎0.01%至1.265%之年利率（二零一二年：0.01%至2.6%）計息且原到期日少於三個月之短期銀行存款。

本集團銀行結餘包括存於在中國之銀行之短期存款20,475,000港元（二零一二年：41,746,000港元）。

此外，銀行結餘及現金包括下列以有關集團實體之功能貨幣以外之貨幣列值之款項：

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
US\$	美元	21,593	15,030	15,786	6,030
EUR	歐元	–	3	–	3
WON	韓國圓	31	–	31	–

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20. TRADE AND OTHER PAYABLES

Trade and other payables include the following balances:

20. 貿易及其他應付款項

貿易及其他應付款項包括下列結餘：

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and bills payables	貿易及其他應付票據	147,068	131,088	59	10
Payables for acquisition of property, plant and equipment	收購物業、廠房及設備之應付款項	909	1,927	-	-
Accrued staff costs	應計員工成本	10,676	11,696	239	265
Construction payables	應付工程款項	2,476	4,429	-	-
Other taxation payables	應付其他稅項	274	263	5	-
Other payables and accruals	其他應付款項及應計費用	6,500	9,236	2,309	2,278
		167,903	158,639	2,612	2,553

The following is an aged analysis by invoice date/bills issued date of trade and bills payables at the end of the reporting period:

以下為於報告期末按發票日期／票據出具日期呈列之貿易應付款項及應付票據之賬齡分析：

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Within 30 days	30日內	58,853	33,421	59	10
31 – 60 days	31至60日	45,254	25,105	-	-
61 – 90 days	61至90日	31,336	25,882	-	-
91 – 120 days	91至120日	9,952	25,133	-	-
121 days – 1 year	121日至1年	1,598	16,630	-	-
Over 1 year	1年以上	75	4,917	-	-
		147,068	131,088	59	10

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20. TRADE AND OTHER PAYABLES (Cont'd)

The Group's and the Company's trade and other payables that are denominated in currencies other than functional currencies of the relevant group entities are set out below:

20. 貿易及其他應付款項 (續)

以相關集團實體功能貨幣以外之貨幣列值之本集團及本公司貿易及其他應付款項載列如下：

	THE GROUP 本集團		THE COMPANY 本公司			
	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元		
US\$		美元	47,209	48,609	1,717	1,772

21. DEFERRED INCOME

21. 遞延收入

		THE GROUP 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Government grants received in respect of:	就下列各項所收取之政府津貼：		
Development of new products (Note 1)	開發新產品 (附註1)	-	3,582
Construction of factory on existing lands (Note 2)	於現有土地興建廠房 (附註2)	32,073	32,019
		32,073	35,601
Less: Amounts to be recognised in profit or loss in the following year	減：來年於損益內確認之款項	(855)	(4,413)
Amount shown under non-current liabilities	列作非流動負債之金額	31,218	31,188

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21. DEFERRED INCOME (Cont'd)

Notes:

- (1) The amounts represent government subsidies received in advance in relation to research and development expenses on certain new products. The amounts will be recognised in the same period as the related research and development expenses are incurred. It had resulted in a credit to profit or loss of HK\$5,524,000 (2012: HK\$632,000).
- (2) The amount of RMB26,750,000 was received in respect of a development support fund for the construction of factory on the lands owned by the Group located at Suzhou pursuant to "Implementation Measures for Development Support Policies for Advanced Manufacturing Industries in Suzhou Guoxin District". The amount would be released over the estimated useful lives of the constructed factory upon the commencement of operation of the new factory. As the construction of the factory was completed and was in use since 2012, HK\$843,000 (2012: HK\$828,000) was released to profit or loss. Details in relation to the grant of the fund had been disclosed in the announcement of the Company dated 25 September 2008.

22. AMOUNT DUE FROM AN INTERMEDIATE HOLDING COMPANY/AMOUNT DUE TO ULTIMATE HOLDING COMPANY/AMOUNT DUE TO A FELLOW SUBSIDIARY/LOANS FROM AN INTERMEDIATE HOLDING COMPANY

THE GROUP

Amount due to a fellow subsidiary and amount due to ultimate holding company are unsecured, interest-free and repayable on demand.

21. 遞延收入 (續)

附註：

- (1) 該款項為政府就若干新產品之研發費用所預先發放之津貼。該款項將於產生之同期確認為有關研發費用。其導致損益進賬5,524,000港元(二零一二年：632,000港元)。
- (2) 該為數人民幣26,750,000元之款項為本集團根據「蘇州高新區關於促進先進製造業發展扶持政策之實施辦法」就其於蘇州自置土地上進行興建廠房而收取之發展扶持資金。該款項將按落成工廠之估計可使用年限於新建工廠開始營運時撥作收入。由於該工廠已竣工並於二零一二年起投入使用，故843,000港元(二零一二年：828,000港元)撥入損益。有關該發展扶持資金之授予詳情已於本公司二零零八年九月二十五日之公佈中披露。

22. 應收中介控股公司款項／應付最終控股公司款項／應付同系附屬公司／中介控股公司之貸款

本集團

應付同系附屬公司款項及應付最終控股公司款項為無抵押、不計息及須於要求時償還。

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22. AMOUNT DUE FROM AN INTERMEDIATE HOLDING COMPANY/AMOUNT DUE TO ULTIMATE HOLDING COMPANY/AMOUNT DUE TO A FELLOW SUBSIDIARY/LOANS FROM AN INTERMEDIATE HOLDING COMPANY (Cont'd)

THE GROUP AND THE COMPANY

Amount due from an intermediate holding company is unsecured, interest-free and repayable on demand.

Unsecured loans from an intermediate holding company comprise:

22. 應收中介控股公司款項／應付最終控股公司款項／應付同系附屬公司／中介控股公司之貸款（續）

本集團及本公司

應收中介控股公司款項為無抵押、免息及按要求償還。

中介控股公司之無抵押貸款包括：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Loan of US\$2 million (Note a)	2,000,000美元之貸款 (附註a)	15,510	15,504
Loan of US\$3 million (Note b)	3,000,000美元之貸款 (附註b)	23,265	23,256
Loan to HK\$6 million (Note c)	6,000,000港元之貸款 (附註c)	—	6,000
		38,775	44,760

Notes:

- (a) As at 31 December 2012, the loan was unsecured, bearing interest at 3.6% per annum and repayable in full in July 2014. During the year ended 31 December 2013, a supplemental agreement was signed to change the terms of the loan to extend the maturity date to July 2015 with other terms and conditions remained unchanged.
- (b) As at 31 December 2012, the loan was unsecured, bearing interest at 3.6% per annum and repayable in full in July 2014. During the year ended 31 December 2013, a supplemental agreement was signed to extend the maturity date to July 2015 with other terms and conditions remained unchanged.
- (c) As at 31 December 2012, the loan was unsecured, bearing interest at 3.6% per annum and repayable in July 2013. The amount was fully settled during the current year.

附註：

- (a) 於二零一二年十二月三十一日，貸款為無抵押、按年息3.6%計息及須於二零一四年七月悉數償還。於截至二零一三年十二月三十一日止年度，簽訂了一份補充協議，將貸款之期限由到期日延長至二零一五年七月，而其他條款及條件保持不變。
- (b) 於二零一二年十二月三十一日，貸款為無抵押、按年息3.6%計息及須於二零一四年七月悉數償還。於截至二零一三年十二月三十一日止年度，簽訂了一份補充協議，將到期日延長至二零一五年七月，而其他條款及條件保持不變。
- (c) 於二零一二年十二月三十一日，該貸款為無抵押、按年息3.6%計息及須於二零一三年七月償還。於本年度，該款項已經悉數結清。

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23. BANK BORROWINGS

23. 銀行借貸

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Bank loans (Note)	銀行貸款 (附註)	122,140	72,863	20,770	298
Trust receipts loans (Note)	信託收據貸款 (附註)	4,178	—	4,178	—
		126,318	72,863	24,948	298
Secured	有抵押	126,318	72,565	24,948	298
Unsecured	無抵押	—	298	—	—
		126,318	72,863	24,948	298
Carrying amount repayable	應償還賬面值				
Within one year	一年內	111,518	72,863	10,148	298
More than one year, but not exceeding two years	多於一年但不超過兩年	4,008	—	4,008	—
More than two years, but not exceeding five years	多於兩年但不超過五年	10,793	—	10,793	—
		126,319	72,863	24,949	298

Note: Bank loans are secured by charges over land use rights, buildings, trade receivables, machinery and bank deposits (2012: land use rights, buildings, trade receivables, machinery and bank deposits) of the Group while the trust receipts loans are secured by charges over the Group's bank deposits (Note 35).

At 31 December 2013, included in the bank loans of the Group are loans of total HK\$122,140,000 (2012: HK\$72,863,000) which bear interest at fixed rates. The remaining bank loans and the trust receipts loans carry interest at prevailing market rates.

附註：銀行貸款以本集團之土地使用權、樓宇、貿易應收款項、機器及銀行存款（二零一二年：土地使用權、樓宇、貿易應收款項、機器及銀行存款）作擔保，而信託收據貸款以本集團與本公司之銀行存款作擔保（附註35）。

於二零一三年十二月三十一日，本集團計入銀行貸款之貸款總額為122,140,000港元（二零一二年：72,863,000港元）乃按固定利率計息。剩餘銀行貸款及信託收據貸款乃按現行市場利率計息。

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23. BANK BORROWINGS (Cont'd)

The ranges of effective interest rates (which also equal to contracted interest rates) on the Group's and the Company's borrowings are as follows:

23. 銀行借貸 (續)

本集團及本公司借貸之實際利率 (亦相等於訂約利率) 範圍如下:

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
Effective interest rates:	實際利率:				
Fixed-rate borrowings	固定利率借貸	2.43% to 5.77%	2.61% to 6.73%	3.25%	2.75% to 5%
Variable-rate borrowings	浮動利率借貸	3.23%	3.25%	3.23%	3.25%

The Group's and the Company's borrowings that are denominated in currencies other than functional currencies of the relevant group entities are set out below:

以相關集團實體功能貨幣以外之貨幣列值之本集團及本公司之借貸載列如下:

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
US\$	美元	103,844	59,644	2,474	-
EUR	歐元	4,178	-	4,178	-

24. LOAN FROM ULTIMATE HOLDING COMPANY

The amount represented an interest-free and unsecured loan obtained by AKM Panyu (a wholly owned subsidiary of the Group) from CNIC for the development of a project. The principal of loan was RMB4,000,000 (equivalent to HK\$4,975,000), and it was repayable on five equal instalments of RMB800,000 (equivalent to HK\$991,000) per annum. The outstanding balance as at 31 December 2013 was RMB800,000 (equivalent to HK\$1,023,000), which is due within one year.

24. 最終控股公司之貸款

番禺安捷利 (本集團之全資附屬公司) 獲得北方工業一筆免息及無抵押貸款, 以供發展一個項目。貸款本金為人民幣4,000,000元 (相等於4,975,000港元), 該貸款分五期償還, 而每期償還的貸款均為每年人民幣800,000元 (相等於991,000港元)。於二零一三年十二月三十一日之尚未償還餘額為人民幣800,000元 (相等於1,023,000港元), 將於一年內到期。

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25. DEFERRED TAXATION

The following deferred tax liability mainly arises from withholding tax on the undistributed profits of the PRC subsidiaries for the year ended 31 December 2013 and movement thereon during current and prior year:

25. 遞延稅項

以下為主要因中國附屬公司於截至二零一三年十二月三十一日止年度之未分配溢利須繳預扣稅而產生之遞延稅項負債，及其於本年度及過往年度之相關變動：

		HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	513
Charged to profit or loss (note 9)	自損益賬扣除 (附註9)	268
Currency realignment	貨幣調整	5
At 31 December 2012	於二零一二年十二月三十一日	786
Credited to profit or loss (note 9)	計入損益賬 (附註9)	(93)
Currency realignment	貨幣調整	21
At 31 December 2013	於二零一三年十二月三十一日	714

During the current year, the Group has recognised a deferred tax credit of HK\$93,000 (2012: deferred tax charge of HK\$268,000) which is arisen from the undistributed profits of the PRC subsidiaries.

於本年度，本集團已確認93,000港元（二零一二年：268,000港元之遞延稅項支出）之遞延稅項抵免，該款項乃中國附屬公司之未分配利潤所致。

At the end of the reporting period, the Group has the deductible temporary differences in respect of accumulated allowance for doubtful debts, accumulated allowance for obsolete inventories, impairment loss in respect of property, plant and equipment of approximately HK\$4,635,000 (2012: HK\$5,595,000), HK\$11,946,000 (2012: HK\$8,765,000), HK\$3,873,000 (2012: HK\$3,873,000), respectively. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that the deductible temporary differences can be utilised in the foreseeable future.

於報告期末，本集團擁有與呆壞賬之累計撥備、陳舊存貨之累計撥備、物業、廠房及設備之減值虧損相關之可扣減臨時差額分別約4,635,000港元（二零一二年：5,595,000港元）、11,946,000港元（二零一二年：8,765,000港元）及3,873,000港元（二零一二年：3,873,000港元）。由於不可能在可預見將來動用可扣減臨時差額，因此並無就該等可扣減臨時差額確認遞延稅項資產。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

25. DEFERRED TAXATION (Cont'd)

At the end of the reporting period, the Group has unused tax losses of HK\$7,308,000 (2012: HK\$26,635,000) available for offset against future taxable profits. No deferred tax asset has been recognised due to the unpredictability of future taxable profit streams. Included in unrecognised tax losses are losses that will expire by 2014.

25. 遞延稅項 (續)

於報告期末，本集團擁有可抵銷未來應課稅溢利之未動用稅項虧損7,308,000港元（二零一二年：26,635,000港元）。由於未來應課稅溢利來源不可預測，因此並無確認遞延稅項資產。將於二零一四年到期之虧損會計入未確認稅項虧損。

26. SHARE CAPITAL

26. 股本

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		
Authorised:	法定：		
At 1 January 2012, 31 December 2012 and 31 December 2013	於二零一二年一月一日、二零一二年十二月三十一日及二零一三年十二月三十一日	2,000,000,000	200,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2012, 31 December 2012	於二零一二年一月一日及二零一二年十二月三十一日	540,000,000	54,000
Exercise of share options (note)	行使購股權 (附註)	9,900,000	990
At 31 December 2013	於二零一三年十二月三十一日	549,900,000	54,990

Note: During the year, 9,900,000 shares of HK\$0.1 each were issued at HK\$0.36 per share upon exercise of the Scheme (as defined under note 27) of the Company by share option holders.

附註：年內，於購股權持有人行使本公司之計劃（定義見附註27）後，按每股0.36港元之價格發行9,900,000股每股面值0.1港元之股份。

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27. SHARE OPTIONS

Pursuant to written resolutions of the then shareholders of the Company on 6 August 2004, the Company adopted both a Pre-IPO share option scheme (the "Pre-IPO Scheme") and a share option scheme (the "Scheme").

(a) Pre-IPO Scheme

The purpose of the Pre-IPO Scheme is to, amongst others, give the participants an opportunity to have a personal stake in the Company and help motivate the participants to optimise their performance and efficiency and retain the participants whose contributions are important to the long-term growth and profitability of the Group.

The HK\$0.40 exercise price per share of the above share options granted under the Pre-IPO Scheme is the same as the initial public offering price of the Company's shares. No share options under the Pre-IPO Scheme were exercised since the date of grant.

No further share options have been offered or granted under the Pre-IPO Scheme upon the commencement of listing of the Company's shares.

These grants under the Pre-IPO Scheme are exercisable, starting from the first anniversary of the Listing Date at stepped annual increments of 25% of the total options granted, for a period of not later than 10 years from the date of grant on the condition that the participants are still under employment of the Company.

The total number of shares in respect of which share options are issuable under the Pre-IPO Scheme shall not in aggregate exceed 5% of the number of issued shares.

27. 購股權計劃

根據本公司於二零零四年八月六日當時股東通過之書面決議案，本公司採納首次招股前購股權計劃（「首次招股前計劃」）及購股權計劃（「計劃」）。

(a) 首次招股前計劃

首次招股前計劃旨在（其中包括）給予參與者在本公司擁有個人股權之機會，及激勵參與者竭盡所能及提高效率，以及挽留對本集團長遠發展及盈利能力作出重要貢獻之參與者。

上述根據首次招股前計劃授出之購股權之每股行使價為0.40港元，與本公司股份之首次公開發售價相同。自授出日期以來，概無任何首次招股前計劃下之購股權獲行使。

本公司股份開始上市後，再無任何購股權根據首次招股前計劃被提呈或授出。

根據首次招股前計劃授出之購股權，可自上市日期首週年起按授出購股權總數逐年遞增25%予以行使，行使期限自授出日期起計不超過10年，條件為參與者依然為本公司聘用之僱員。

根據首次招股前計劃授出之購股權可予發行之股份總數不得超過已發行股份總數之5%。

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27. SHARE OPTIONS (Cont'd)

(a) Pre-IPO Scheme (Cont'd)

As at 31 December 2013, the total number of shares in respect of which share options are issuable under this scheme is 8,400,000 (2012: 8,400,000) representing approximately 1.53% (2012: 1.56%) of the issued share capital of the Company.

Details of the movements in the number of share options during the year under the Pre-IPO Scheme are as follows:

Type of participants	Date of grant	Exercisable period	Exercise price per share	Outstanding at 1.1.2012 於二零一二年一月一日 尚未行使	Lapsed during the year	Outstanding at 1.1.2013 於二零一三年一月一日 尚未行使	Lapsed during the year	Outstanding at 31.12.2013 於二零一三年十二月三十一日 尚未行使
參與者類別	授出日期	行使期間	每股行使價 HK\$ 港元		年內失效		年內失效	
Directors	6 August 2004	18 August 2005 to 6 August 2014	0.40	5,400,000	-	5,400,000	-	5,400,000
董事	二零零四年八月六日	二零零五年八月十八日至二零零一四年八月六日						
Employees	6 August 2004	18 August 2005 to 6 August 2014	0.40	3,000,000	-	3,000,000	-	3,000,000
僱員	二零零四年八月六日	二零零五年八月十八日至二零零一四年八月六日						
				8,400,000	-	8,400,000	-	8,400,000

(b) Scheme

The purpose of the Scheme is to provide incentives or rewards to Participants (as defined below) thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Company or any of its subsidiaries holds any equity interest (the "Invested Entity").

27. 購股權計劃 (續)

(a) 首次招股前計劃 (續)

於二零一三年十二月三十一日，根據計劃授出之購股權可予發行之股份總數為8,400,000股（二零一二年：8,400,000股），佔本公司已發行股本約1.53%（二零一二年：1.56%）。

年內根據首次招股前計劃授出之購股權數目之變化詳情如下：

(b) 計劃

計劃旨在使本集團能就參與者（定義見下文）對本集團所作貢獻向彼等提供獎勵或回報，及／或令本集團可招攬及挽留優秀僱員，以及為本集團及本公司或其任何附屬公司於其中擁有任何股權之任何實體（「注資實體」）吸引有價值之人力資源。

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27. SHARE OPTIONS (Cont'd)

(b) Scheme (Cont'd)

The directors may, at their discretion, invite any participant (the "Participant") being any executive director, non-executive director or employee (whether full time or part time), shareholder, supplier, customer, consultant, adviser, other service provider, any joint venture partner, business or strategic alliance partner, in each case, of the Company, any subsidiary of the Company or any Invested Entity or any discretionary trust whose discretionary objects may be any executive director, non-executive director or employee (whether full time or part time), shareholder, supplier, customer, consultant, adviser, other service provider, any joint venture partner, business or strategic alliance partner, in each case, of the Company, any subsidiary of the Company or any Invested Entity to take up options to subscribe for shares in the Company.

The Scheme commenced on 18 August 2004, being the date on which the Scheme becomes unconditional, and continues in force until the tenth anniversary of such date.

The total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the shares in issue from time to time (the "Scheme Limit").

27. 購股權計劃 (續)

(b) 計劃 (續)

董事可酌情邀請任何參與者(「參與者」)，即本公司或其任何附屬公司或任何注資實體或任何全權信託(其全權信託受益人為本公司或其任何附屬公司或任何注資實體之任何執行董事、非執行董事或僱員(無論全職或兼職)、股東、供應商、客戶、諮詢人、顧問、其他服務提供商、任何合作企業夥伴、業務或策略性聯盟合夥人)之任何執行董事、非執行董事或僱員(無論全職或兼職)、股東、供應商、客戶、諮詢人、顧問、其他服務提供商、任何合作企業夥伴、業務或策略性聯盟合夥人，接納購股權以認購本公司股份。

計劃由二零零四年八月十八日(即計劃成為無條件之日)起生效，並持續有效直至該日期十週年屆滿之日止。

根據計劃及本公司任何其他購股權計劃而授出及有待行使之全部尚未行使購股權獲行使時可能發行之股份總數不得超過不時已發行股份之30%(「計劃限額」)。

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27. SHARE OPTIONS (Cont'd)

(b) Scheme (Cont'd)

In addition to the Scheme Limit, and subject to the following, the total number of shares which may be issued upon exercise of all options granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the Company's shares in issue as at the Listing Date (excluding any options which have lapsed) (the "Scheme Mandate Limit"). The initial number of shares issuable under the Scheme Mandate Limit will be 54,000,000 shares, representing approximately 10% of the issued share capital of the Company.

Unless approved by shareholders, the total number of securities issued and to be issued upon exercise of the options granted to each Participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the Company's shares in issue. Where any further grant of options to a Participant would result in the Company's shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of securities in issue, such further grant must be separately approved by the Company's shareholders in general meeting with such Participant and his associates abstaining from voting.

27. 購股權計劃 (續)

(b) 計劃 (續)

除計劃限額外，在下文規限下，根據計劃及本公司任何其他購股權計劃授出之全部購股權（不包括任何已失效之購股權）獲行使時可能發行之股份總數，合共不得超過於上市日期已發行股份之10%（「計劃授權限額」）。根據計劃授權限額初步可予發行之股份數目將為54,000,000股股份，佔本公司之已發行股本約10%。

除非獲股東批准，於任何十二個月期間內，於向每名參與者授出之購股權（包括已行使及尚未行使之購股權）獲行使時已發行及將予發行之證券總數，不得超過本公司已發行股份之1%。倘向一名參與者進一步授出任何購股權會導致該名人士於截至（及包括）該進一步授出日期止十二個月期間內行使其已獲授及將獲授之所有購股權（包括已行使、註銷及尚未行使之購股權）而獲發行及將獲發行之本公司股份合共超過有關已發行類別證券之1%，該進一步授出須經本公司股東在股東大會上另行批准，而該參與者及其聯繫人士須放棄投票。

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27. SHARE OPTIONS (Cont'd)

(b) Scheme (Cont'd)

The exercise price must be at least the highest of: (a) the nominal value of the Company's share on the date of grant; (b) the closing price of the Company's share as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; and (c) the average closing price of a share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

A nominal consideration of HK\$10 is payable by the grantee upon acceptance of an option.

Share options are vested immediately on the date of grant.

An option may be exercised in accordance with the terms of the Scheme at any time during a period to be determined and notified by the Directors of the Company to each grantee of the option which period may commence on a day after the date upon which the option is granted but shall and in any event be not later than ten years from the date of grant. Unless otherwise determined by the Directors of the Company at their sole discretion, there is no requirement of a minimum period for which a share option must be held.

During the year ended 31 December 2013, there were 9,900,000 (2012: nil) share options exercised and 800,000 (2012: 1,600,000) share options lapsed during the current year. As at 31 December 2013, the total number of shares in respect of which share options are issuable under this scheme is 6,100,000 (2012: 16,800,000) representing approximately 1.11% (2012: 3.11%) of the issued share capital of the Company.

27. 購股權計劃 (續)

(b) 計劃 (續)

行使價須至少為下列三者之最高者：(a)本公司股份於授出日期當日之面值；(b)本公司股份於授出日期當日（須為營業日）在聯交所每日報價表上所報之收市價；及(c)股份於緊接授出日前五個營業日在聯交所每日報價表上所報之平均收市價。

承授人於接納購股權時須支付10港元之名義代價。

購股權於授出日期即時歸屬。

購股權可於本公司董事決定或知會各購股權承授人之期間（該期間於購股權授出日期後一日，但無論如何不得遲於授出日期起十年後開始）內任何時間根據計劃之條款行使。除非本公司董事另行全權酌情決定，概無規定購股權所須持有之最短期限。

截至二零一三年十二月三十一日止年度，共有9,900,000份（二零一二年：無）購股權獲行使及800,000份（二零一二年：1,600,000份）購股權作廢。於二零一三年十二月三十一日，根據計劃授出之購股權可予發行之股份總數為6,100,000份（二零一二年：16,800,000份），佔本公司已發行股本約1.11%（二零一二年：3.11%）。

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27. SHARE OPTIONS (Cont'd)

(b) Scheme (Cont'd)

Details of the movements in the number of share options during the year under the Scheme are as follows:

Type of participants	Date of grant	Exercisable period	Exercise price per share	Outstanding at 1.1.2012	Lapsed during the year	Outstanding at 1.1.2013	Exercised during the year	Lapsed during the year	Outstanding at 31.12.2013
參與者類別	授出日期	行使期間	每股行使價 HK\$ 港元	於二零一二年 一月一日 尚未行使	年內失效	於二零一三年 一月一日 尚未行使	年內行使	年內失效	於二零一三年 十二月 三十一日 尚未行使
Directors	9 July 2007	10 July 2007 to 9 July 2017	0.36	9,200,000	(1,600,000)	7,600,000	(6,800,000)	(800,000)	-
董事	二零零七年 七月九日	二零零七年 七月十日至 二零一七年 七月九日							
Employees and others	9 July 2007	10 July 2007 to 9 July 2017	0.36	9,200,000	-	9,200,000	(3,100,000)	-	6,100,000
僱員及其他	二零零七年 七月九日	二零零七年 七月十日至 二零一七年 七月九日							
				<u>18,400,000</u>	<u>(1,600,000)</u>	<u>16,800,000</u>	<u>(9,900,000)</u>	<u>(800,000)</u>	<u>6,100,000</u>

The Group recognised total expenses of nil (2012: nil) related to equity-settled share-based payment transactions during the year.

27. 購股權計劃 (續)

(b) 計劃 (續)

年內根據計劃授出之購股權數目之變化詳情如下：

本年度，本集團就按權益結算以股份支付之交易確認總開支為零（二零一二年：零）。

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28. RESERVES

28. 儲備

		Share premium 股份溢價 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
THE COMPANY	本公司				
At 1 January 2012	於二零一二年一月一日	53,868	2,475	68,001	124,344
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收入總額	-	-	6,231	6,231
Lapse of share options	購股權失效	-	(157)	157	-
At 31 December 2012	於二零一二年十二月三十一日	53,868	2,318	74,389	130,575
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收入總額	-	-	4,106	4,106
Exercise and lapse of share options	購股權獲行使及失效	3,544	(1,048)	78	2,574
Dividend paid (note 11)	已付股息(附註11)	-	-	(5,499)	(5,499)
At 31 December 2013	於二零一三年十二月三十一日	57,412	1,270	73,074	131,756

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

29. FINANCIAL INSTRUMENTS

29. 金融工具

Categories of financial instruments

金融工具類別

		THE GROUP		THE COMPANY	
		本集團		本公司	
		2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial assets	金融資產				
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及 現金等值項目)	203,266	205,660	82,512	69,979
Financial liabilities	金融負債				
Amortised cost	攤銷成本	317,462	260,308	168,511	156,272

Financial risk management objectives

The financial instruments are fundamental to the Group's and the Company's daily operations. The Group's and Company's major financial instruments include trade and other receivables, amount due from an intermediate holding company, amounts due from (to) subsidiaries, pledged bank deposits, bank balances and cash, trade and other payables, amount due to ultimate holding company, amount due to a fellow subsidiary, loans from an intermediate holding company, loan from ultimate holding company and bank borrowings. Details of these financial instruments are disclosed in the respective notes. The risks associated with the financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

財務風險管理目標

金融工具對本集團及本公司之日常營運極為重要。本集團及本公司之主要金融工具包括貿易及其他應收款項、應付中介控股公司款項、已抵押銀行存款、銀行結餘及現金、貿易及其他應付款項、應付中介控股公司款項、應收(應付)附屬公司款項、應付同系附屬公司款項、應收中介控股公司之貸款、應收最終控股公司之貸款及銀行借貸。該等金融工具之詳情於有關附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時有效地採取適當之措施。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

29. FINANCIAL INSTRUMENTS (Cont'd)

Financial risk management objectives (Cont'd)

Market risk

Foreign currency risk management

Certain trade and other receivables, trade and other payables, loans from an intermediate holding company, borrowings, bank overdrafts and bank balances and cash of the Group and the Company are denominated in US\$, other than the functional currency of the relevant group entities, which expose the Group and the Company to foreign currency risk. The Group and the Company have not used any financial instruments to hedge against currency risk. However, the management monitors foreign currency risk exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's and the Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

29. 金融工具 (續)

財務風險管理目標 (續)

市場風險

外幣風險管理

本集團及本公司之若干貿易及其他應收款項、貿易及其他應付款項、中介控股公司之貸款、借貸、銀行透支及銀行結餘以及現金乃以美元(不同於有關集團實體之功能貨幣)計值,使本集團及本公司承受外幣風險。本集團及本公司並未利用任何金融工具對沖貨幣風險。然而,管理層監控外幣風險,並會在需要時考慮對沖重大外幣風險。

於報告日期,本集團及本公司以外幣計值之貨幣資產及貨幣負債之賬面值如下:

		THE GROUP 本集團			
		Liabilities 負債		Assets 資產	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
US\$	美元	<u>189,828</u>	<u>147,013</u>	<u>73,414</u>	<u>67,372</u>

		THE COMPANY 本公司			
		Liabilities 負債		Assets 資產	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
US\$	美元	<u>42,966</u>	<u>40,532</u>	<u>64,296</u>	<u>51,785</u>

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

29. FINANCIAL INSTRUMENTS (Cont'd)

Financial risk management objectives (Cont'd)

Market risk (Cont'd)

Foreign currency sensitivity

The following table details the Group's and the Company's sensitivity to a 5% increase and decrease in RMB against US\$. 5% represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. The sensitivity analysis represents the trade and other receivables, trade and other payables, loans from an intermediate holding company, borrowings, bank overdrafts and bank balances and cash where the denomination are in US\$, the major foreign currency risk. A positive number indicates an increase in post-tax profit for the year where RMB strengthens against US\$. For a 5% weakening of RMB against US\$, there would be an equal and opposite impact on the post-tax profit for the year, and the balances below would be negative.

29. 金融工具 (續)

財務風險管理目標 (續)

市場風險 (續)

外幣敏感度

下表詳述本集團及本公司對人民幣相對美元升值及貶值5%之敏感度。5%反映管理層對外幣匯率之可能合理變動之評估。敏感度分析僅包括尚未清償之外幣計值之貨幣項目，並於年結換算時就外幣匯率之5%變動作出調整。倘以美元（主要外幣風險）計值，敏感度分析代表貿易及其他應收款項、貿易及其他應付款項、中介控股公司之貸款、借貸、銀行透支及銀行結餘及現金。倘人民幣對美元強勁，正數則表示年度除稅後溢利增加。對於人民幣對美元貶值5%，將對年內除稅後溢利有一個對等之相反影響，而下列結餘將會為負數。

	THE GROUP 本集團		THE COMPANY 本公司	
	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Increase (decrease) in post-tax profit for the year	4,948	2,987	(907)	(422)
本年度除稅後溢利增加(減少)				

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綜合財務報表附註

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29. FINANCIAL INSTRUMENTS (Cont'd)

Financial risk management objectives (Cont'd)

Market risk (Cont'd)

Interest rate risk management

The Group's and the Company's cash flow interest rate risk relates primarily to variable-rate bank balances and cash and bank borrowings. The Group and the Company currently do not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The management considers the cash flow interest rate risk is insignificant.

The Group and the Company are also exposed to fair value interest rate risk in relation to the fixed-rate bank borrowings and loans from an intermediate holding company. However, the management considers the fair value interest rate risk on the fixed-rate bank borrowings and loans from an intermediate holding company are insignificant as the bank borrowings are relatively short-term and the interest rate of loans from an intermediate holding company is low. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

29. 金融工具 (續)

財務風險管理目標 (續)

市場風險 (續)

利率風險管理

本集團及本公司之現金流量利率風險主要與浮動利率銀行結餘及現金及銀行借貸有關。本集團及本公司現時並無任何利率對沖政策。然而，管理層會監控利率變動風險，並於需要時考慮對沖重大利率變動風險。管理層認為現金流量利率風險為不重大。

本集團及本公司亦面對定息銀行借貸及中介控股公司之貸款之公平值利率風險。然而，由於銀行借貸相對屬短期，而中介控股公司之貸款之利率低，管理層認為定息銀行借貸及中介控股公司之貸款之公平值利率風險微不足道。管理層監控利率風險，並將在有需要時考慮對沖重大利率風險。

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綜合財務報表附註

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29. FINANCIAL INSTRUMENTS (Cont'd)

Financial risk management objectives (Cont'd)

Credit risk

The Group's and the Company's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 December 2013 and 2012 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position and statement of financial position. In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group and the Company review regularly the recoverable amount of each individual trade receivable to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management consider that the Group's and the Company's credit risk is significantly reduced.

The Group has concentrations of credit risk on trade receivables as 4% (2012: 6%) and 43% (2012: 35%) of the total trade receivables was due from the Group's largest customer and the five largest customers (including the largest customer) respectively within the "FPC business" and "sourcing and sale of electronic components" operating segment in the PRC. The management considers, based on the strong financial background and good credibility of those debtors, there are no significant credit risk.

The credit risk in relation to pledged bank deposits and bank balances and cash is limited because the majority of the counterparties are state-owned banks with good reputation in the PRC.

29. 金融工具 (續)

財務風險管理目標 (續)

信貸風險

倘對方於二零一三年及二零一二年十二月三十一日未能履行彼等之承擔，則本集團及本公司就各類已確認金融資產而須承受之最大信貸風險為綜合財務狀況表及財務狀況表內所列資產之賬面值。為降低信貸風險，管理層已委派一組人員負責制訂信貸限額、信貸審批及其他監控措施，以確保採取跟進措施收回逾期未付之債項。此外，本集團及本公司定期評估個別貿易應收款項之可收回金額，以確保就不可收回金額所作出之減值虧損已足夠。就此而言，管理層認為本集團及本公司之信貸風險已大幅降低。

本集團對貿易應收款項之信貸風險集中度為貿易應收款項總額之4%（二零一二年：6%）及43%（二零一二年：35%），分別為應收本集團於中國「柔性電路板業務」及「採購及銷售電子元器件」營運分部內之最大客戶及五大客戶（包括最大客戶）之款項。鑑於該等債務人之強大財務背景及良好信用，管理層認為並無重大信貸風險。

由於交易對方主要為中國聲譽良好之國有銀行，因此有關質押銀行存款及銀行結餘及現金之信貸風險有限。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

29. FINANCIAL INSTRUMENTS (Cont'd)

Financial risk management objectives (Cont'd)

Liquidity risk

Liquidity risk reflects the risk that the Group and the Company will have insufficient resources to meet its financial liabilities as they fall due. The Group's and the Company's strategy to managing liquidity risk is to ensure that the Group and the Company have sufficient funds to meet all its potential liabilities as they fall due.

In the management of the liquidity risk, the Group and the Company monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's and the Company's operations and mitigate the effects of fluctuations in cash flows. The management also monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group and the Company rely on borrowings as one of the source of liquidity. As at 31 December 2013, the Group and the Company had available unutilised short-term loan facilities of approximately HK\$207 million (2012: HK\$188 million) and HK\$27 million (2012: HK\$31 million), respectively.

Liquidity tables

The following table details the Group's and the Company's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

29. 金融工具 (續)

財務風險管理目標 (續)

流動資金風險

流動資金風險指本集團及本公司並無充足資源償付其到期金融負債之風險。本集團及本公司管理流動資金風險之策略旨在確保本集團及本公司有充足資金於潛在負債到期時償付所有潛在負債。

在流動資金風險管理方面，本集團及本公司會監控及維持管理層認為充足之現金及現金等值項目水平，從而為本集團及本公司營運提供資金及減輕現金流量波動之影響。管理層亦監控銀行借貸之動用及確保遵守貸款契約。

本集團及本公司依賴借貸作為流動資金來源之一。於二零一三年十二月三十一日，本集團及本公司有可供動用而未動用之短期貸款融資分別為約207,000,000港元（二零一二年：188,000,000港元）及27,000,000港元（二零一二年：31,000,000港元）。

流動資金表

下表詳述本集團及本公司非衍生金融負債根據議定還款期之餘下合同到期情況。該表根據本集團及本公司須付款之最早日期之金融負債之未折現現金流量編製。

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29. FINANCIAL INSTRUMENTS (Cont'd)

Financial risk management objectives (Cont'd)

Liquidity risk (Cont'd)

Liquidity tables (Cont'd)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

THE GROUP

		Weighted average interest rate	On demand and less than one month	1 – 3 months	4 – 6 months	7 – 12 months	1 – 5 years	Total undiscounted cash flows	Total carrying amount
		加權平均利率 %	於要求時償還及少於1個月 HK\$'000 千港元	1至3個月 HK\$'000 千港元	4至6個月 HK\$'000 千港元	7至12個月 HK\$'000 千港元	1至5年 HK\$'000 千港元	未折現現金流量總額 HK\$'000 千港元	賬面總值 HK\$'000 千港元
At 31 December 2013	於二零一三年十二月三十一日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	貿易及其他應付款項	-	(76,348)	(50,959)	(24,038)	-	-	(151,345)	(151,345)
Loans from ultimate holding company	最終控股公司之貸款	-	-	-	-	(1,023)	-	(1,023)	(1,023)
Loans from an intermediate holding company	中介控股公司之貸款	3.60	-	-	-	-	(41,046)	(41,046)	(38,775)
Borrowings:	借貸:								
- fixed rate bank borrowings	- 定息銀行借貸	2.94	(23,308)	(40,171)	(41,836)	(3,278)	(15,709)	(124,302)	(122,141)
- variable rate bank borrowings	- 浮息銀行借貸	3.23	(4,188)	-	-	-	-	(4,188)	(4,178)
			(103,844)	(91,130)	(65,874)	(4,301)	(56,755)	(321,904)	(317,462)
At 31 December 2012	於二零一二年十二月三十一日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	貿易及其他應付款項	-	(52,424)	(74,933)	(12,222)	-	-	(139,579)	(139,579)
Amount due to a fellow subsidiary	應付同系附屬公司款項	-	(121)	-	-	-	-	(121)	(121)
Amount due to ultimate holding company	應付最終控股公司款項	-	(995)	-	-	-	-	(995)	(995)
Loans from an intermediate holding company	中介控股公司之貸款	3.60	-	-	-	-	(47,381)	(47,381)	(44,760)
Loan from ultimate holding company	最終控股公司之貸款	-	-	-	-	(995)	(995)	(1,990)	(1,990)
Borrowings:	借貸:								
- fixed rate bank borrowings	- 定息銀行借貸	4.02	(35,398)	(37,726)	-	-	-	(73,124)	(72,863)
			(88,938)	(112,659)	(12,222)	(995)	(48,376)	(263,190)	(260,308)

29. 金融工具 (續)

財務風險管理目標 (續)

流動資金風險 (續)

流動資金表 (續)

下表包括利息與本金之現金流量。在利息流量為浮動利率之前提下，未折現款項乃以報告期末之利率曲線得出。

本集團

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29. FINANCIAL INSTRUMENTS (Cont'd)

29. 金融工具 (續)

Financial risk management objectives (Cont'd)

財務風險管理目標 (續)

Liquidity risk (Cont'd)

流動資金風險 (續)

Liquidity tables (Cont'd)

流動資金表 (續)

THE COMPANY

本公司

		Weighted average interest rate	On demand and less than one month	1 - 3 months	4 - 6 months	7 - 12 months	1 - 5 years	Total undiscounted cash flows	Total carrying amount
		加權平均利率 %	於要求時償還及少於1個月 HK\$'000 千港元	1至3個月 HK\$'000 千港元	4至6個月 HK\$'000 千港元	7至12個月 HK\$'000 千港元	1至5年 HK\$'000 千港元	未折現現金流量總額 HK\$'000 千港元	賬面總值 HK\$'000 千港元
At 31 December 2013	於二零一三年十二月三十一日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	貿易及其他應付款項	-	(140)	(247)	-	-	-	(387)	(387)
Amounts due to subsidiaries	應付附屬公司款項	-	(104,401)	-	-	-	-	(104,401)	(104,401)
Loans from an intermediate holding company	中介控股公司之貸款	3.6	-	-	-	-	(41,046)	(41,046)	(38,775)
Borrowings:	借貸:								
- fixed rate bank borrowings	- 定息銀行借貸	3.23	-	(1,639)	(1,639)	(3,278)	(15,709)	(22,265)	(20,771)
- variable rate bank borrowings	- 浮息銀行借貸	3.23	(4,188)	-	-	-	-	(4,188)	(4,178)
			(108,729)	(1,886)	(1,639)	(3,278)	(56,755)	(172,287)	(168,512)
At 31 December 2012	於二零一二年十二月三十一日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	貿易及其他應付款項	-	(140)	(157)	-	-	-	(297)	(297)
Amounts due to subsidiaries	應付附屬公司款項	-	(110,917)	-	-	-	-	(110,917)	(110,917)
Loans from an intermediate holding company	中介控股公司之貸款	3.6	-	-	-	-	(47,381)	(47,381)	(44,760)
Borrowings:	借貸:								
- fixed rate bank borrowings	- 定息銀行借貸	5.0	(298)	-	-	-	-	(298)	(298)
			(111,355)	(157)	-	-	(47,381)	(158,893)	(156,272)

Fair value of financial instruments

金融工具之公平值

The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

其他金融資產及金融負債之公平值乃按公認定價模式以折現現金流量分析釐定。

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29. FINANCIAL INSTRUMENTS (Cont'd)

Fair value of financial instruments (Cont'd)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values at the end of the reporting period.

No analysis of fair value measurements is presented as the Group and the Company do not have financial instruments that are measured subsequent to initial recognition at fair value in the consolidated financial statement.

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets, financial liabilities and equity instrument are disclosed in note 3.

30. CAPITAL RISK MANAGEMENT

The Group and the Company manage their capital to ensure that entities in the Group and the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's and the Company's overall strategy remain unchanged from prior year.

The capital structure of the Group and the Company consist of bank borrowings disclosed in note 23, loans from an intermediate holding company disclosed in note 22, loan from ultimate holding company disclosed in note 24, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and retained earnings.

The management of the Group and the Company review the capital structure on a continuous basis. The Group and the Company consider the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the raising of bank borrowings and the redemption of existing debt.

29. 金融工具 (續)

金融工具之公平值 (續)

本公司董事認為，於綜合財務報表內按攤銷成本列賬之金融資產及金融負債之賬面值與其於報告期末之公平值相若。

由於本集團及本公司並無於綜合財務報表內初步以公平值確認後計量之金融工具，故概無呈列公平值計量之分析。

主要會計政策

有關各類金融資產、金融負債及股本工具已採納之主要會計政策及方法（包括確認標準、計量基準及收益與開支之確認基準）之詳情於附註3披露。

30. 資本風險管理

本集團及本公司之資本管理旨在確保本集團內之所有實體及本公司均可持續經營，同時透過優化債務及股本結構為股東謀求最大回報。本集團及本公司之整體策略維持與過往年度不變。

本集團及本公司之資本架構包括附註23披露之銀行借貸、附註22披露之中介控股公司之貸款、附註24披露最終控股公司之貸款，扣除現金及現金等值項目以及本公司擁有人應佔權益（包括已發行股本、儲備及保留盈利）。

本集團及本公司管理層持續審閱資本架構。本集團及本公司考慮到資本成本及各類資本相關之風險，並透過增加銀行借貸及贖回現有債務以平衡其整體資本架構。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

31. DISPOSAL OF A SUBSIDIARY

On 21 June 2012, the Group disposed its 75% equity interest in Ever Proven Investments Limited ("Ever Proven"), which held a 53% interests in the PRC joint venture, Shenzhen Smart Electronics Co., Limited, and a shareholder's loan due from Ever Proven to the Company, to an independent third party for a consideration of HK\$11,794,000. Details of the disposal were disclosed in the announcement of the Company dated 21 June 2012. The net assets of the subsidiary at the date of disposal were as follows:

31. 出售一間附屬公司

於二零一二年六月二十一日，本集團以代價11,794,000港元向一名獨立第三方出售其於Ever Proven Investments Limited (「Ever Proven」)之75%股權及Ever Proven結欠本公司之股東貸款，而Ever Proven持有中國合營公司深圳思碼特電子有限公司之53%權益。出售事項之詳情載於本公司日期為二零一二年六月二十一日之公佈。該附屬公司於出售日期之資產淨值載列如下：

		HK\$'000 千港元
Analysis of assets and liabilities over which control was lost:	失去控制權之資產及負債分析：	
Interest in a joint venture	於一間合營公司之權益	14,862
Amount due from a joint venture	應收一間合營公司款項	843
Bank balance	銀行結餘	15
Amount due to a fellow subsidiary	應付一間同系附屬公司款項	(860)
Loan from a non-controlling shareholder of a subsidiary	附屬公司一名非控股股東之貸款	(2,247)
Amount due to immediate holding company	應付直接控股公司款項	(6,743)
Net assets disposed of	已出售資產淨值	<u>5,870</u>
Gain on disposal of a subsidiary:	出售一間附屬公司之收益：	
Consideration received and receivable	已收及應收代價	11,794
Net assets disposed of	已出售資產淨值	(5,870)
Non-controlling interests	非控股權益	1,022
Assignment of amount due to immediate holding company	轉讓應付直接控股公司款項	(6,743)
Gain on disposal	出售產生之收益	<u>203</u>
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	9,565
Consideration receivable in current year (note)	本年度應收代價 (附註)	2,229
Less: bank balance disposed of	減：已出售銀行結餘	(15)
		<u>11,779</u>

Note: The remaining consideration amounting to HK\$2,229,000 was fully settled in March 2013.

附註：剩餘代價2,229,000港元已於二零一三年三月悉數結清。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

32. PLEDGE OF ASSETS

At the end of the reporting period, certain bank deposits, buildings and land use rights were pledged to secure the banking facilities granted to the Group and the Company as follows:

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Bank deposits	銀行存款	2,355	2,354	2,355	2,354
Buildings	樓宇	63,496	63,349	–	–
Plant and machinery	廠房及機器	71,728	54,786	–	–
Land use rights	土地使用權	20,671	20,564	–	–
Trade receivables	貿易應收款項	–	8,411	–	–
		158,250	149,464	2,355	2,354

32. 資產抵押

於報告期末，下列若干銀行存款、樓宇及土地使用權已予抵押，作為本集團及本公司獲授銀行信貸之擔保如下：

33. OPERATING LEASE COMMITMENTS

The Group as lessee

At the end of the reporting period, the Group and the Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases in respect of land and buildings which fall due as follows:

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	309	188	120	20
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	141	–	140	–
		450	188	260	20

33. 經營租賃承擔

本集團作為承租人

於報告期末，本集團及本公司根據土地及樓宇不可撤銷經營租賃而於下列期間到期之未來最低租賃款項之未履行承擔如下：

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

33. OPERATING LEASE COMMITMENTS (Cont'd)

The Group as lessee (Cont'd)

Operating lease payments represent rentals payable by the Group and the Company for certain of the factory, office properties and staff quarters. Leases are negotiated for terms ranging within one to three years.

The Group as lessor

Property rental income earned during the year was HK\$151,000 (2012: HK\$349,000). All of the properties held have committed tenants for the next two years.

33. 經營租賃承擔 (續)

本集團作為承租人 (續)

經營租賃付款指本集團及本公司就若干廠房、辦公室物業及職工宿舍須支付之租金。租賃年期介乎一年至三年。

本集團作為出租人

年內賺取物業租金收入151,000港元(二零一二年: 349,000港元)。全部持有之物業於未來兩年已有租戶承諾租賃。

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	22	129	-	-
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	-	21	-	-
		22	150	-	-

34. CAPITAL COMMITMENTS

34. 資本承擔

		THE GROUP 本集團		THE COMPANY 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Capital expenditure in respect of acquisition of property, plant and equipment:	購置物業、廠房及設備之資本開支:				
- contracted for but not provided in the consolidated financial statements	- 已訂約但未於綜合財務報表內撥備	19,466	41,152	-	-

Notes to the Consolidated Financial Statements

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

35. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund (the "MPF") for all qualifying employees in Hong Kong. The retirement benefits scheme contributions charged to consolidated statement of profit or loss and other comprehensive income of HK\$38,000 (2012: HK\$19,000) represent contributions payable to the MPF scheme by the Group, which contribution is matched by employees.

The employees employed in the Group's PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The Group is required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The state-managed retirement benefits scheme contributions charged to the consolidated statement of profit or loss and other comprehensive income amounted to HK\$6,403,000 (2012: HK\$3,851,000). The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

No forfeited contributions are available to reduce the contribution payable in future years.

35. 退休福利計劃

本集團為所有在香港之合資格僱員設立強制性公積金（「強積金」）。於綜合損益及其他全面收益表內列支之退休福利計劃供款為38,000港元（二零一二年：19,000港元），乃由本集團支付予強積金計劃之供款，而僱員會作出相同供款。

本集團中國附屬公司聘用之僱員為中國政府運作之國營退休福利計劃之成員。本集團須向退休福利計劃支付薪金之若干百分比作為福利金。於綜合損益及其他全面收益表內列支之國營退休福利計劃供款為6,403,000港元（二零一二年：3,851,000港元）。本集團於退休福利計劃之唯一責任為根據該計劃作出規定之供款。

本公司並無沒收供款，可用於扣減來年應付之供款。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

36. RELATED PARTY TRANSACTIONS

In addition to the balances set out in notes 15, 22 and 24, the Group and the Company entered into the following transactions with related parties during the year:

THE GROUP

(i) Transactions with fellow subsidiaries:

Rentals for office charged to the Group
Income from rental of office

Transactions with an intermediate holding company:

Interest paid by the Group

(i) 與同系附屬公司之交易：

向本集團收取之
辦公室租金
辦公室租金收入

與中介控股公司之交易：

本集團支付之利息

(ii) Transactions/balances with other state-controlled entities in the PRC

The Group operates in an economic environment currently predominated by entities directly or indirectly owned or controlled by the PRC government ("state-controlled entities"). In addition, the Group itself is part of a larger group of companies under CNIC which is controlled by the PRC government.

36. 關連方交易

除載於附註15、22及24之結餘外，於本年度內，本集團及本公司亦曾與關連方訂立下列交易：

本集團

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
--	----------------------------------	----------------------------------

(ii) 與中國其他國家控制企業產生之交易／結餘

本集團在目前以中國政府直接或間接擁有或控制之企業（「國家控制企業」）為主體之經濟環境中經營。此外，本集團自身乃中國政府所控制之北方工業屬下大型集團公司之組成部份。

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36. RELATED PARTY TRANSACTIONS (Cont'd)

THE GROUP (Cont'd)

(ii) Transactions/balances with other state-controlled entities in the PRC (Cont'd)

The Group also conducts business with other state-controlled entities. The directors consider those state-controlled entities to be third parties so far as the Group's business with them are concerned.

In addition, the Group has entered into various transactions, including deposits placements, borrowings and other general banking facilities, with certain banks which are state-controlled entities in its ordinary course of business.

The directors are of the opinion that the transactions with other state-controlled entities are not significant to the Group's operations.

(iii) Compensation of key management personnel

The remuneration of key management during the year represented remuneration paid to directors as disclosed in note 10 to the consolidated financial statements.

The remuneration of key management personnel is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

36. 關連方交易 (續)

本集團 (續)

(ii) 與中國其他國家控制企業產生之交易／結餘 (續)

本集團亦與其他國家控制企業進行業務。董事認為，就本集團與其之業務而言，該等國家控制企業為第三方。

此外，本集團已於其正常業務過程中與為國家控制企業之若干銀行訂立各種交易，包括存款、借貸及其他一般銀行融資。

董事認為與其他國家控制企業之交易對本集團之營運並非重要。

(iii) 主要管理人員之補償

年內主要管理人員之酬金指綜合財務報表附註10所披露支付各董事之酬金。

主要管理人員之酬金由薪酬委員會根據個人表現及市場趨勢釐定。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

36. RELATED PARTY TRANSACTIONS (Cont'd)

36. 關連方交易 (續)

THE COMPANY

本公司

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
(iv) Transactions with subsidiaries:			
(iv) 與附屬公司之交易：			
Sales of goods by the Company	本公司銷售貨品	336	15,017
Sales of equipment by the Company	本公司銷售設備	13,906	5,065
Commission income received by the Company	本公司所收取之佣金收入	-	430
Purchases of goods by the Company	本公司購買貨品	241,055	249,146
Interest income	利息收入	419	421
Transactions with fellow subsidiaries:			
Rentals for office charged to the Company	向本公司收取之辦公室租金	120	105
Income from rental of office	辦公室租金收入	-	33
Transactions with an intermediate holding company:			
Interest paid by the Company	本公司支付之利息	1,524	1,264

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

37. EVENT AFTER THE END OF THE REPORTING PERIOD

On 27 January 2014, the Company allotted 290,920,000 ordinary shares of HK\$0.10 each to an independent third party at a subscription price of HK\$0.513 per share. On the same day, the Company allotted 132,150,000 ordinary shares of HK\$0.10 each by placing to six places at a placing price of HK\$0.513 per share. The Company raised approximately HK\$213,996,000 (net of expenses). The new placing shares and subscription shares were issued pursuant to the specific mandates granted to the directors by resolutions of the shareholders of the Company passed at the extraordinary general meeting held on 27 December 2013. Further details of the placing and subscription of new shares are set out in the Company's announcements dated 27 November 2013, 27 December 2013 and 27 January 2014.

37. 報告期末以後之事項

於二零一四年一月二十七日，本公司以認購價每股0.513港元向一名獨立第三方配發290,920,000股每股面值0.10港元之普通股。同日，本公司已透過按配售價每股0.513港元向六名承配人進行配售，配發132,150,000股每股面值0.10港元之普通股。本公司籌得約213,996,000港元（扣除開支）。新配售股份及認購股份乃根據本公司股東於二零一三年十二月二十七日舉行之股東特別大會上通過之決議案向董事授出之特別授權發行。有關配售及認購新股份之進一步詳情，載於本公司日期為二零一三年十一月二十七日、二零一三年十二月二十七日及二零一四年一月二十七日之公佈。

Financial Summary

財務概要

RESULTS 業績		Year ended 31 December 截至十二月三十一日止年度				
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收入	641,159	600,686	415,372	345,945	267,530
Cost of sales	銷售成本	(552,804)	(507,521)	(360,656)	(308,229)	(256,973)
Gross profit	毛利	88,355	93,165	54,716	37,716	10,557
Other income	其他收入	10,326	3,838	4,929	6,468	58,957
Distribution costs	分銷成本	(12,048)	(12,270)	(13,261)	(7,195)	(2,867)
Administrative expenses	行政支出	(25,130)	(27,643)	(21,235)	(18,075)	(16,078)
Factory relocation costs	廠房搬遷成本	-	-	-	-	(21,412)
Research and development expenses	研發費用	(22,589)	(12,648)	(11,055)	(9,733)	(7,635)
Share of result of a joint venture	應佔合營公司之業績	-	(3,301)	(3,887)	(82)	(3,041)
Finance costs	融資成本	(5,406)	(6,458)	(5,844)	(3,914)	(933)
Profit before taxation	除稅前溢利	33,508	34,683	4,363	5,185	17,548
Taxation (charge) credit	稅項(開支)抵免	(2,041)	(2,146)	(391)	(2,101)	160
Profit for the year	本年度溢利	31,467	32,537	3,972	3,084	17,708

ASSETS AND LIABILITIES 資產及負債		At 31 December 於十二月三十一日				
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Total assets	總資產	655,027	563,943	513,453	468,869	370,671
Total liabilities	總負債	(372,184)	(320,216)	(303,009)	(274,360)	(188,060)
		282,843	243,727	210,444	194,509	182,611
Equity attributable to owners of the Company	本公司擁有人應佔權益	279,420	241,502	207,118	190,069	179,284
Non-controlling interests	非控股權益	3,423	2,225	3,326	4,440	3,327
Total equity	總權益	282,843	243,727	210,444	194,509	182,611



AKM Industrial Company Limited
安捷利實業有限公司

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