

EYANG

宇陽控股(集團)有限公司

EYANG HOLDINGS (GROUP) CO., LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

07 年報
annual report

EYANG

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以下為宇陽控股(集團)有限公司(「本公司」)及其附屬公司(「本集團」)已刊發的經審核合併業績，連同2007年12月11日刊發的招股章程所載的過往四年的財務概要。本公司股份已於2007年12月21日(「上市日期」)在香港聯合交易所有限公司(「聯交所」)主板成功上市。

本集團專注於兩項主要業務，分別為片式多層陶瓷電容器(「MLCC」)業務(附註1)及移動手機相關業務(附註2、附註3)。

The following table is a summary of the published audited combined results of EYANG Holdings (Group) Co., Limited (the “Company”), together with its subsidiaries (the “Group”), together with the financial summary for the past four years as set out in the Prospectus dated 11 December 2007. The shares of the Company were successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 21 December 2007 (the “Listing Date”).

The Group focuses on two principal businesses, namely, the Multi-layer ceramic chips (“MLCC”) business (note 1) and the mobile phone related business (note 2, note 3).

		截至十二月三十一日止年度 Year ended 31 December			
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000	二零零五年 2005 人民幣千元 RMB'000	二零零四年 2004 人民幣千元 RMB'000
銷售收入	Revenue	834,608	681,617	455,410	658,612
其中:	Where:				
MLCC業務(附註1)	MLCC business (note 1)	221,545	182,402	151,737	115,470
移動手機(附註2)	Mobile phones (note 2)	609,774	484,428	235,844	51,924
移動手機元件 (附註3)	Mobile phone components (note 3)	3,289	14,787	67,829	491,218
銷售成本	Cost of sales	(701,641)	(575,459)	(385,663)	(601,615)
毛利	Gross profit	132,967	106,158	69,747	56,997
年度利潤	Profit for the year	68,433	48,139	19,121	28,494
總資產	Total assets	623,102	438,236	458,031	304,839
總負債	Total liabilities	235,027	213,112	211,140	160,585
母公司股權持有人 應佔權益	Equity attributable to equity holders of the parent	388,075	224,947	246,677	143,335
每股應佔盈利	Earnings per share	22.6仙cents	16.1仙cents	6.6仙cents	10.0仙cents

附註：

1. MLCC是一種電容器，也是一種廣泛用於信息科技、通信及消費電子產品的基本電本元件。MLCC業務所得的收入即製造、銷售及買賣MLCC產品所得的收入。
2. 本集團移動手機分部所得的收入即製造及銷售移動手機所得的收入。
3. 本集團移動手機組件分部所得的收入即製造、銷售及買賣移動手機組件所得的收入。
4. 本公司於2007年3月6日於開曼群島註冊成立為獲豁免有限公司。根據本集團為籌備本公司股份於香港聯合交易所有限公司主板上市(「股份發售」)，以精簡本集團架構而進行的重組(「重組」)，本公司已成為本集團屬下各附屬公司的最終控股公司。
5. 本公司於2004、2005及2006年12月31日的財務概要是根據合併會計準則原則編製，猶如本集團於上述重組後的架構於有關年度一直存在。

Notes:

1. MLCC is a type of capacitor which is a basic electronic component that has been widely used in information technology, communication and consumer electronic products. The revenue generated from the MLCC business is revenue derived from the manufacture, sale and trading of MLCC products.
2. The revenue generated from the mobile phones segment of the Group is revenue derived from the manufacture and sale of mobile phones.
3. The revenue generated from the mobile phone components segment of the Group is revenue derived from the manufacture, sale and trading of mobile phone components.
4. The Company was incorporated in the Cayman Islands on 6 March 2007. Pursuant to a reorganisation of the Group completed on 5 December 2007 (the “Reorganisation”) to rationalise the structure of the Group in preparation for the public listing of the Company’s shares on Main Board of The Stock Exchange of Hong Kong Limited (the “Share Offer”), the Company became the ultimate holding company of the subsidiaries comprising the Group.
5. The summary of the financial information for the year ended 31 December 2004, 2005 and 2006 have been prepared based on the principles of merger accounting as if the group structure immediately after the saved Reorganisation had been existence throughout the years concerned.

公司資料

CORPORATE INFORMATION

董事局

陳偉榮 (主席兼執行董事)
霜梅 (執行董事)
廖傑 (執行董事)
陳浩 (非執行董事)
程吳生 (非執行董事)
李賀球 (非執行董事)
張志林 (非執行董事)
朱健宏 (獨立非執行董事)
潘偉 (獨立非執行董事)
劉煥彬 (獨立非執行董事)

審核委員會

朱健宏 (主席)
潘偉
劉煥彬

薪酬委員會

劉煥彬 (主席)
陳偉榮
霜梅
潘偉
朱健宏

註冊地址

Cricket Square, Hutchins Drive,
PO Box 2681,
Grand Cayman, KY1-1111,
Cayman Islands

BOARD OF DIRECTORS

Chen Weirong (*Chairman and Executive Director*)
Shuang Mei (*Executive Director*)
Liao Jie (*Executive Director*)
Chen Hao (*Non-executive Director*)
Cheng Wusheng (*Non-executive Director*)
Li Heqiu (*Non-executive Director*)
Zhang Zhilin (*Non-executive Director*)
Chu Kin Wang, Peleus (*Independent Non-executive Director*)
Pan Wei (*Independent Non-executive Director*)
Liu Huanbin (*Independent Non-executive Director*)

AUDIT COMMITTEE

Chu Kin Wang, Peleus (*Chairman*)
Pan Wei
Liu Huanbin

REMUNERATION COMMITTEE

Liu Huanbin (*Chairman*)
Chen Weirong
Shuang Mei
Pan Wei
Chu Kin Wang, Peleus

REGISTERED OFFICE

Cricket Square, Hutchins Drive,
PO Box 2681,
Grand Cayman, KY1-1111,
Cayman Islands

總辦事處及香港主要香港 營業地點

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天廚商業大廈8樓

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Wanchai
Hong Kong

中國主要營業地點

中國深圳市福田區
濱河路9003號
湖北大廈北座27樓

PRINCIPAL PLACE OF BUSINESS IN THE PRC

Floor 27, Hubei Building (North Wing)
No. 9003 Bin He Road
Futian District
Shenzhen, the PRC

授權代表

陳偉榮
霜梅

AUTHORISED REPRESENTATIVES

Chen Weirong
Shuang Mei

主要股份過戶登記處

Bank of Bermuda (Cayman) Limited
P.O. Box 513GT
Strathvale House
North Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Bank of Bermuda (Cayman) Limited
P.O. Box 513GT
Strathvale House
North Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

公司資料

CORPORATE INFORMATION

香港股份過戶登記分處

香港中央證券登記有限公司
香港
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皇后大道東183號
合和中心17樓1712-16號鋪

主要往來銀行

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中國深圳市南山區
南海大道山東大廈501室

中國建設銀行羅湖支行
中國深圳市羅湖區
建設路2028號

深圳平安銀行福華支行
中國深圳市福田區
福華路福鑫苑首層

東亞銀行(中國)有限公司深圳分行
中國深圳市福田區福華一路88號
深圳中心商務大廈1、2層

招商銀行深圳福強支行
中國深圳市福田區
金田南路御庭苑首層9號

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Agricultural Bank of China, Shenzhen Nanshan Branch
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Nanhai Road
Nanshan District
Shenzhen
Guangdong, the PRC

China Construction Bank, Luohu Branch
No. 2028 Jianshe Road,
Luohu District, Shenzhen
Guangdong, the PRC

Shenzhen Ping An Bank, Fuhua Branch
1/F Fuxinyuan, Fuhua Road
Futian District, Shenzhen
Guangdong, the PRC

Bank of East Asia (China) Ltd., Shenzhen Branch
1/F & 2/F, Shenzhen Central Business Building
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Futian District, Shenzhen
Guangdong, the PRC

China Merchants Bank, Shenzhen Fuqiang Branch
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Futian District, Shenzhen,
Guangdong, the PRC

中國公司律師

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Cayman Islands

香港公司律師

李智聰律師事務所
香港
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執業會計師
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PRC LAWYER

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AS TO CAYMAN ISLANDS LAW

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Cayman Islands

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AUDITOR

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Certified Public Accountants
18th Floor
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公司資料

CORPORATE INFORMATION



物業估值師

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香港
中環
交易廣場2期
23樓

PROPERTY VALUER

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23rd Floor
Two Exchange Square
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Hong Kong

合規顧問

農銀證券有限公司
香港中環紅棉路8號
東昌大廈13樓

COMPLIANCE ADVISER

CAF Securities Company Limited
13th Floor
Fairmont House
8 Cotton Tree Drive
Central
Hong Kong



董事及高級管理人員簡介

DIRECTORS' AND SENIOR MANAGEMENT PROFILE

執行董事及主席

陳偉榮先生，49歲，本公司執行董事及主席、總裁。負責企業戰略、策劃及整體發展。陳先生亦是本集團的創辦人，於1982年畢業於華南工學院（現稱華南理工大學），取得工程學學士學位。畢業後，於1982年陳先生於國內一家主要電子消費產品製造及分銷公司康佳集團股份有限公司擔任技術員。於1994年，陳先生晉升為康佳集團的董事總經理直至2001年。於1996年，獲選為「深圳傑出青年企業家」，於1997年獲頒全國「五一」勞動獎章，並於1998年選獲為第九屆全國人民代表大會委員會代表。2001年11月加入本集團。

EXECUTIVE DIRECTOR AND CHAIRMAN

Mr. Chen Weirong (陳偉榮), aged 49, is the executive director and the chairman as well as president of the Company. He is in charge of the corporate strategy, planning and overall development. He is also the founder of the Group. Mr. Chen graduated from 華南工學院 (South China Institute of Technology*, now known as 華南理工大學, South China University of Technology*) in 1982 with a bachelor's degree in engineering. Upon graduation, Mr. Chen started his career as a technician in 康佳集團股份有限公司 (Konka Group Company Limited*) in 1982, a major consumer electronics manufacturing and distribution enterprise in the PRC, and became its managing director in 1994 until 2001. In 1996, Mr. Chen was elected as "Outstanding Young Entrepreneur of Shenzhen", in 1997, he was awarded the "National 'May 1st' Labour Medal" (全國「五一」勞動獎章) and in 1998, he was elected as a representative in the Standing Committee of the 9th National People's Congress. Mr. Chen joined the Group in November 2001.

執行董事

霜梅女士，40歲，本公司執行董事、副總裁，兼深圳市億通科技有限公司（本公司全資子公司）總經理，負責本集團移動手機業務的戰略策劃及發展。霜女士於1991年畢業於南京大學，取得文學士學位，並開始於兩間報社當記者直至1999年。於2000年，取得蘭卡斯特大學的工商管理碩士學位，並於2001年加入本集團。

EXECUTIVE DIRECTOR

Ms. Shuang Mei (霜梅), aged 40, is the executive director and vice president of the Company. She is also the general manager of the wholly-owned subsidiary of the Company, Shenzhen Eycom Technology Co., Ltd. and is in charge of the strategic planning and development of mobile phone business of the Group. Ms. Shuang graduated from 南京大學 (Nanjing University*) in 1991 with a bachelor's degree in arts and started her career as a journalist for two newspapers until 1999. In 2000, she obtained a master's degree in business administration from the University of Lancaster, and joined the Group in 2001.

董事及高級管理人員簡介

DIRECTORS' AND SENIOR MANAGEMENT PROFILE

廖傑先生，40歲，本公司執行董事，MLCC事業部總經理，負責本集團MLCC業務的戰略策劃及發展。廖先生，1990年6月畢業於華中理工大學（現稱華中科技大學），取得工程學學士學位，於1993年畢業於華中理工大學（現稱華中科技大學），取得理學碩士，主修電子組件研究。畢業後，廖先生加入康佳集團股份有限公司，負責監察電子原材料的質量控制，後調入銷售部門，負責華東地區的銷售。廖先生於2001年10月，離開康佳集團股份有限公司加入本集團。

Mr. Liao Jie (廖杰), aged 40, is the executive director of the Company. He is also the general manager of MLCC division and is in charge of the strategic planning and development of MLCC business of the Group. Mr. Liao graduated from 華中理工大學 (Huazhong University of Science and Technology*, now known as 華中科技大學) with a bachelor's degree in engineering in June 1990. He obtained Master of Science specializing in electronics components research from 華中理工大學 (Huazhong University of Science and Technology*, now known as 華中科技大學) in 1993. Upon graduation, Mr. Liao joined Konka Group Company Limited as a manager, responsible for supervising the quality control of electronics raw materials. He was then transferred to the sales division to take charge of the sales in Eastern China. Mr. Liao joined the Group in October 2001 after he left Konka Group Company Limited.

非執行董事

陳浩先生，43歲，本公司的非執行董事。陳先生於1989年畢業於華中理工大學（現稱華中科技大學），取得計算機學學士學位。他在信息科技業（特別是業務管理及經營）及信息科技應用／服務具有超過15年的經驗。陳先生於1992年加入聯想集團，他是聯想集成系統（上海）公司的創辦人，也是聯想集成系統上海公司的副總經理。他在任職期間負責策略管理及業務執行。陳先生於2001年創立聯想投資有限公司，自此擔任投資總監，負責該公司投資活動的整體控制及協調。陳先生現為數間信息科技公司的董事，包括廣州滾石移動網絡有限公司、文思創新軟件技術有限公司、北京開拓天際信息技術有限公司及北京中搜在線軟件有限公司。他亦擔任多間投資公司的董事。他於2003年12月加入本集團。

NON-EXECUTIVE DIRECTOR

Mr. Chen Hao (陳浩), aged 43, is a non-executive Director of the Company. Mr. Chen graduated from 華中理工大學 (Huazhong University of Science and Technology*, now known as 華中科技大學) with a bachelor's degree in computer science in 1989. He has over 15 years of experience in the information technology industry, especially in business management and operations, and information technology applications/services. Mr. Chen joined Legend Group in 1992. He was the founder and the general manager of Legend Advanced System Ltd.. During his tenure, he was responsible for strategic management and business implementation. Mr. Chen founded Legend Capital, a venture capital firm, in 2001, and has served as head of investment ever since. He is responsible for overall control and coordination of investment activities at Legend Capital. Mr. Chan is currently a director of a number of information technology companies, including Taner International Limited, 廣州滾石移動網絡有限公司 (Guangzhou Rock Mobile Network Co., Ltd.*), 文思創新軟件技術有限公司 (Worksoft Creative Software Tech., Ltd.*), 北京開拓天際信息技術有限公司 (Beijing Kaitone Information Technologies Co., Ltd.*) and 北京中搜在線軟件有限公司 (Beijing ZhongSou Online Software Co., Ltd.*). He is also a director of a number of investment companies. He joined the Group in December 2003.

董事及高級管理人員簡介

DIRECTORS' AND SENIOR MANAGEMENT PROFILE

程吳生先生，40歲，本公司非執行董事。程先生於1990年10月至1996年6月擔任康佳集團股份有限公司的區域經理及陝西康佳電子有限公司的副總經理，負責銷售及推廣產品，現為深圳市金邁新貿易有限公司及深圳市南華亞星實業有限公司兩家貿易公司的董事。程先生透過其全資公司WU SHENG Management Limited持有本公司的股權。

李賀球先生，45歲，本公司非執行董事。李先生於2002年3月25日至2005年11月1日為東莞市永泰建築工程有限公司的董事，自2002年3月25日起至目前為該公司總經理，負責建造工程的決策及經營管理。他目前為東莞市永泰實業有限公司及東莞市永龍實業投資有限公司的董事。於2005年6月成為本公司股東，李先生透過其全資公司HEQ Management Limited持有本公司的股權。

張志林先生，57歲，本公司非執行董事。張先生於1981年2月至1985年11月任上海浦東新區合慶鎮向陽村電鍍廠廠長，於1985年12月至1994年1月任上海浦東美靈塑料製品廠廠長，負責產品經營及人力資源管理。張先生現為上海華勵包裝有限公司、上海美陽精密模具有限公司、上海滙陽實業有限公司、上海泰滙液晶顯示器有限公司及上海浦東美靈塑料製品廠的董事，以上公司均為製造業公司。

Mr. Cheng Wusheng (程吳生), aged 40, is the non-executive director of the Company. He was regional manager of Konka Group Company Limited and deputy general manager of 陝西康佳電子有限公司 (Shaanxi Konka Electronic Co., Ltd.*) from October 1990 to June 1996. Through these positions, he was responsible for sales and promotion of products. Mr. Cheng is currently director of 深洲市金邁新貿易有限公司 (Shenzhen Jinmaixin Trading Co., Ltd.*) and 深洲市南華亞星實業有限公司 (Shenzhen Nanhua Yaxing Industrial Co., Ltd.*), both of which are trading companies. He has shareholding interests in the Company through his wholly-owned company WU SHENG Management Limited.

Mr. Li Heqiu (李賀球), aged 45, is the non-executive director of the Company. Mr. Li has been director of 東莞市永泰建築工程有限公司 (Dongguan Yongtai Construction and Engineering Co., Ltd.*) since 25 March 2002 to 1 November 2005 and general manager from 25 March 2002 to present. Through these positions, he was responsible for decision making in construction projects and operation management. He is currently director of 東莞市永泰實業有限公司 (Dongguan Yongtai Industrial Co., Ltd.*), and 東莞市永龍實業投資有限公司 (Dongguan Yonglong Industrial Investment Co., Ltd.*). Mr. Li became a shareholder of the Company in June 2005. Mr. Li has shareholding interests in the Company through his wholly-owned company HEQ Management Limited.

Mr. Zhang Zhilin (張志林), aged 57, is the non-executive director of the Company. He was the factory director of 上海浦東新區合慶鎮向陽村向陽電鍍廠 (Shanghai Pudong Heqing Town Xiangyang Village Xiangyang Electroplating Factory*) from February 1981 to November 1985 and was also the factory director of 上海浦東美靈塑膠製品廠 (Shanghai Pudong Meiling Plastics Factory*) from December 1985 to January 1994. As factory director, he was responsible for production operation and human resource management. Mr. Zhang is currently the director of 上海華勵包裝有限公司 (Shanghai Huali Packing Co., Ltd.*), 上海美陽精密模具有限公司 (Shanghai Meiyang Precision Moulding Co., Ltd.*), 上海滙陽實業有限公司 (Shanghai Huiyang Industrial Co., Ltd.*), 上海泰滙液晶顯示器有限公司 (Shanghai Taihui LCD Co., Ltd.*) and 上海浦東美靈塑膠製品廠 (Shanghai Pudong Meiling Plastics Factory*), all of which are manufacturing companies.

董事及高級管理人員簡介

DIRECTORS' AND SENIOR MANAGEMENT PROFILE

獨立非執行董事

潘偉先生，52歲，本公司獨立非執行董事。潘先生於1982年畢業於北京鋼鐵學院（現稱北京科技大學），取得物理化學學士學位。他分別於1987年及1990年於名古屋大學取得工程學碩士及博士學位。目前為清華大學物料科學及工程學部門的教授。潘先生擅長研究及教育項目，包括保溫層物料、透明陶瓷物料及裝置及其他導電物料。他於2007年4月獲委任為獨立非執行董事。

朱健宏先生，44歲，本公司獨立非執行董事。朱先生於1998年畢業於香港大學，取得工商管理碩士學位。朱先生為香港會計師公會資深執業會員、英國特許會計師公會資紳員、香港公司秘書公司特許秘書及行政人員公會會員。朱先生於2005年9月16日至2007年3月9日擔任Apex Capital Limited的執行董事，該公司為一家於聯交所上市的投資公司，其股份代號為905。他目前為鴻隆股份有限公司的合資格會計師及公司秘書，該公司已於聯交所上市，股份代號為1383。他於2007年4月獲委任為獨立非執行董事。

劉煥彬先生，67歲，本公司獨立非執行董事。劉先生於1965年畢業於華南工學院（現稱華南理工大學），取得工程學學士學位。他擔任華南理工大學化學工程教授，後來晉升為大學校長，任期由1995年5月至2003年9月。於2001年，劉先生獲俄羅斯工程院嘉許為外國院士。他目前為華南理工大學的教授。他於2007年4月獲委任為獨立非執行董事。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Pan Wei (潘偉), aged 52, is an independent non-executive Director of the Company. Mr. Pan graduated from 北京鋼鐵學院(Beijing Institute of Steel*, now known as 北京科技大學, University of Science and Technology Beijing*) with a bachelor's degree in physical chemistry in 1982. He obtained a master's degree in engineering and doctoral degree in engineering from Nagoya University in 1987 and 1990 respectively. He is currently a professor in the Department of Materials Science and Engineering, Tsinghua University. Mr. Pan specialises in research and educational projects, including thermal barrier materials, transparent ceramic materials and devices and other conductive materials. He was appointed as an independent non-executive Director in April 2007.

Mr. Chu Kin Wang, Peleus (朱健宏), aged 44, is an independent non-executive Director of the Company. Mr. Chu graduated from the University of Hong Kong in 1998 with a master's degree in business administration. Mr. Chu is a fellow practicing member of Hong Kong Institute of Certified Public Accountants, fellow member of the Association of Chartered Certified Accountants, associate member of Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators. Mr. Chu was the executive director of Apex Capital Limited, an investment company listed on the Stock Exchange with a designated stock code of 905, for the period from 16 September 2005 to 9 March 2007. He is currently the Qualified Accountant and Company Secretary of Hong Long Holdings Limited, a company listed on the Stock Exchange with a designated stock code of 1383. He was appointed as an independent non-executive Director in April 2007.

Mr. Liu Huanbin (劉煥彬), aged 67, is an independent non-executive Director of the Company. Mr. Liu graduated from 華南工學院(South China Institute of Technology*, now known as 華南理工大學, South China University of Technology*) in 1965 with a bachelor's degree in engineering. He holds professorship in chemical engineering in 華南理工大學(South China University of Technology*), and was later promoted to the principal of the university for the tenure from May 1995 to September 2003. In 2001, Mr. Liu was awarded as a foreign academician by Academy of Engineering of Russia. He is currently a professor in the South China University of Technology. He was appointed as an independent non-executive Director in April 2007.



董事及高級管理人員簡介

DIRECTORS' AND SENIOR MANAGEMENT PROFILE

高級管理層

財務總監

徐純誠先生，46歲，本公司的財務總監，負責本集團的財務及戰略策劃。徐先生於1982年畢業於湖南師範學院數學系（現稱湖南師範大學），取得數學理學學士學位，於1987年畢業於長沙鐵道學院（現稱中南大學），取得數理經濟學碩士學位，再於1996年畢業中國人民銀行研究生部取得國際金融博士學位。徐先生於1987年至1992年於中國人民銀行湖南省分行任調研室主任，負責宏觀經濟金融的調研工作，並於1994年至1998年任招商銀行總行國際業務部、商人銀行部副總經理，負責外匯政策及國際金融業務的管理工作。2006年8月加入本集團前，徐先生於1998年至2006年擔任康佳集團的財務副總監兼康佳通信科技財務總監，負責企業財務策劃及國際貿易的財務監管。

SENIOR MANAGEMENT

CHIEF FINANCIAL OFFICER

Mr. Xu Chuncheng (徐純誠), aged 46, is the chief financial officer of the Company. He is responsible for overall financial and strategic planning of the Group. Mr. Xu graduated from 湖南師範學院 (Hunan Normal College*, now known as 湖南師範大學, Hunan Normal University*) in 1982 with a bachelor's degree in science. He obtained a master's degree in quantitative economics from 長沙鐵道學院 (Changsha Railway College*, now known as 中南大學鐵道學院, Railway College of Central South University*) in 1987 and further obtained a doctoral degree in international finance from the Graduate School of the People's Bank of China in 1996. From 1987 to 1992, he was the supervisor of research division of The People's Bank of China, Hunan Branch where he was responsible for the research of macro-economics and finance. From 1994 to 1998, he was the deputy general manager of international business and merchant banking divisions under China Merchants Bank, Headquarters where he was responsible for the management of foreign exchange policies and international finance business. Prior to joining the Group in August 2006, Mr. Xu worked in Konka Group and Konka Telecommunications Technology as deputy chief financial officer and chief financial officer respectively where he was in charge of strategic corporate financial planning and international trading from 1998 to 2006.

主席報告

CHAIRMAN'S STATEMENT

本人謹代表本公司董事局提呈截至2007年12月31日止年度本集團之年度財務報表。

於2007年，本公司成功在香港聯合交易所有限公司主板上市，此為本公司發展之里程碑，同時亦為本公司的發展提供更廣闊的平台。首先，首次公開招股成功將更有利於本公司的投資者、供應商及客戶瞭解本公司管理團隊的經營理念及經營能力。其次，首次公開招股所募集的資金能進一步提高本公司之核心競爭力，鞏固並提升本公司在行業內的領先地位，從而更好地服務於客戶，同時為新、老投資者創造更大的經濟價值，亦為社會增進效益。

財務摘要

在2007年，本集團銷售收入為人民幣834,608千元，較上一年上升22.4%，其中MLCC銷售收入為人民幣221,545千元，較上一年上升21.5%，移動手機銷售收入為人民幣609,774千元，較上一年上升25.9%；股東應佔溢利為人民幣68,433千元，較上一年上升42.2%。每股盈利則為人民幣0.226元，較上一年增長40.4%。

股息

董事局建議集團分派截至2007年底股東應佔溢利之30%作為截至2007年12月31日止的股息，每股派發人民幣0.05元，按當日中國人民銀行公佈的港幣兌人民幣基準價1HKD=0.9364 RMB折算為0.053港元。

I hereby present the annual financial statements for the year ended 31 December 2007 on behalf of the Board of the Company.

In 2007, the Company was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited. Not only does this set a milestone in the course of development of the Company, it also provides a wider platform for the growth of the Company. Firstly, the success of IPO will have a positive impact on the investors, suppliers and clients of the Company in understanding the operating principles and operating capacity of the management team of the Company. Secondly, the proceeds from IPO may further enhance the core competitiveness of the Company as well as strengthen and enhance the leading position of the Company in the industry, so as to provide better services to the customers, meanwhile create maximum economic value for new and sophisticated investors as well as increase community effectiveness.

FINANCIAL HIGHLIGHTS

In 2007, the sales revenue of the Group was RMB834,608,000, representing an increase of 22.4% as compared to last year, where the sales revenue from MLCC grew by 21.5% to RMB221,545,000 and the sales revenue from mobile phones grew by 25.9% to RMB609,774,000 respectively. The profit attributable to shareholders rose 42.2% to RMB68,433,000; whereas the earning per share rose 40.4% to RMB0.226.

DIVIDEND

The Board recommends the Group to apply 30% of the profit attributable to shareholders as of the end of 2007 as the payment for the dividend of RMB0.05 per share as of 31 December 2007, equivalent to HK\$0.053 based on the prevailing exchange rate of HK\$1=RMB0.9364 as published by the People's Bank of China.

業務回顧

MLCC業務

MLCC業務是本集團的業務支柱。本公司MLCC的客戶以海外客戶為主，銷售收入主要以美元或港幣結算，2007年人民幣兌美元、港幣的快速升值對本公司的經營產生了一定的影響，但因公司技術創新的加快、營銷網絡的擴闊及管理水平的提高增強了公司的核心競爭力，MLCC業務進一步擴展。

移動手機業務

移動手機業務是本集團的另一重要業務，主要以內銷為主，2007年度移動手機的出口增長較快。2007年度，移動手機市場競爭激烈，行業利潤水平急劇下滑，較多的國內外移動手機廠家退出或計劃退出。本集團堅持立足於鞏固3、4級市場，並分步滲透進入二級及中心城市的經營思路，並由於管理水平的提高及一直致力在各個不同服務範疇上為客戶帶來增值，現已成為國內一家以品質見稱的移動手機企業，無論在營銷網絡的表現、創新服務及客戶服務方面，本公司的進步速度均領先同儕，因此得以在競爭激烈的市場，取得可喜的業績。

REVIEW OF OPERATIONS

MLCC BUSINESS

MLCC business is the core business of the Group. The Company's MLCC customers are mainly overseas customers and the sales revenue is mainly denominated in US\$ or HK\$. The accelerated appreciation of RMB against US\$ and HK\$ in 2007 has certain impact on the operations of the Company. However, leverage on the increased core competitiveness of the Company due to the speeding up of technology innovation, expansion of sales and marketing network and enhancement of management, the MLCC business has been further expanded.

MOBILE PHONE RELATED BUSINESS

Mobile phone related business is another principal line of business of the Group. Its sales are mainly made domestically where the export of mobile phones grew quickly in 2007. In 2007, the mobile phones market faces fierce competition with plunging industry profit margin. An increasing number of domestic and overseas mobile phone manufacturers have exited or plan to exit the market. The Group adheres to its operating principle of strengthening its position in the 3rd tier and 4th tier markets and penetrating into the 2nd tier market and core cities in phases. In addition, the enhancement of management and the continued efforts for provision of value-added services to customers in various aspects have helped it to become a quality mobile phones enterprise in China. With the performance of sales and marketing network, innovative services and customer services, its growth has outperformed its industry peers. Accordingly, it is able to achieve satisfactory results despite intense market competition.

主席報告

CHAIRMAN'S STATEMENT

前景

因受美國次貸危機的影響，全球經濟景氣指數下滑，本集團MLCC業務的最終客戶的市場主要以歐美市場為主，其業務的擴展會受到較大的壓力，同時市場預期2008年人民幣兌美元、港幣的升值速度較之上一年可能有更大幅度的提升，這將為本集團MLCC業務的發展及業績提升帶來較大壓力和各種挑戰。本集團將會採取各種積極應對措施以化解這一壓力，例如在市場開拓方面加大力度開拓中國本土市場等等。

移動手機市場競爭持續激烈，自2007年10月國內移動手機生產許可核准制的取消，可能令競爭進一步加劇。有見及此，本公司會繼續專注在各營運範疇進一步提升成本效率。科技發展一日千里，加上通訊與媒體日漸融合，為移動手機的個性化發展帶來各種新挑戰和機遇。我們將繼續致力於滿足客戶更加多姿多采的個性化需求，進一步加大力度開拓3、4級市場，擴大市場佔有率，從而提高本公司的收入。本公司將採取此發展策略，並務求在競爭激烈的市場中脫穎而出。

致謝

本人亦藉此對所有客戶及股東一直以來的支持、董事同仁的指引和遠見，以及每位員工的專心致志及努力，深表謝意。

主席
陳偉榮

2008年4月23日

OUTLOOK

The US sub-prime mortgage crisis has caused a decline in global economy. As the major end customers of the Group's MLCC business are located in Europe and the US, its business growth is under great pressure. Meanwhile, the expected appreciation of RMB against US\$ and HK\$ in 2008 may accelerate significantly as compared to last year. This will pose greater pressure on and more challenges. The Group will take various active measures to alleviate such pressure, such as stepping up its marketing and development efforts in expanding the local market in China.

Mobile phones market continues to face fierce competition. The revocation of approval policies in respect of mobile phones production permit in China since October 2007 may further intensify competition. In this regard, the Company will continue to focus on further enhancement of cost effectiveness of various aspects of operations. Fast-changing technology and growing integration of communication and media have generated various new challenges and opportunities to personalized development of mobile phones. We will continue our efforts to satisfy a wide variety of personalized needs of our customers, further step up our efforts in expanding the 3rd tier and 4th tier markets as well as enhance our market share, so as to generate more revenue for the Company. The Company will adopt such growth strategy and strive to distinguish itself in the highly competitive market.

APPRECIATION

I would also like to take this opportunity to thank all of our customers and shareholders for their continued support, our directors for their guidance and insights, as well as our staff for their dedication and efforts.

Chairman
Chen Weirong

23 April 2008

管理層討論及分析

MANAGEMENT'S DISCUSSION AND ANALYSIS

業績撮要

SUMMARY OF RESULTS

		截至十二月三十一日止年度			
		Year ended 31 December			
		二零零七年	二零零六年	二零零五年	二零零四年
		2007	2006	2005	2004
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
收入	Revenue	834,608	681,617	455,410	658,612
其中：	Where:				
MLCC業務	MLCC business	221,545	182,402	151,737	115,470
移動手機	Mobile phones	609,774	484,428	235,844	51,924
移動手機元件	Mobile phone components	3,289	14,787	67,829	491,218
銷售成本	Cost of sales	(701,641)	(575,459)	(385,663)	(601,615)
毛利	Gross profit	132,967	106,158	69,747	56,997
其中：	Where:				
MLCC業務	MLCC business				
毛利	Gross profit	63,820	53,281	33,338	34,033
毛利率	Gross profit margin	28.8%	29.2%	22.0%	29.5%
移動手機	Mobile phones				
毛利／(虧損)	Gross profit/(loss)	68,752	51,885	32,312	(4,051)
毛利／(虧損)率	Gross profit/(loss) margin	11.3%	10.7%	13.7%	(7.8%)
移動手機元件	Mobile phone components				
毛利	Gross profit	395	992	4,097	27,015
毛利率	Gross profit margin	12.0%	6.7%	6.0%	5.5%
年度利潤	Profit for the year	68,433	48,139	19,121	28,494
以下人士應佔：	Attributable to:				
母公司股權持有人	Equity holders of the parent	68,433	48,176	19,826	29,877
少數股東權益	Minority interests	—	(37)	(705)	(1,383)
股息	Dividends	20,275	—	—	—
母公司股權	Earnings per share				
持有人應佔	attributable to equity				
每股應佔盈利	holders of the parent				
基本	Basic	22.6仙cents	16.1仙cents	6.6仙cents	10.0仙cents

業務回顧

因受美國次貸危機的影響，全球經濟景氣指數下滑，本集團MLCC業務的最終客戶的市場主要以歐美市場為主，其業務的擴展會受到較大的壓力，尤其是2007年第4季度，部分客戶因其計畫延期，要求已下訂單延期交貨。同時2007年人民幣兌美元、港幣的快速升值對本公司的MLCC業務的經營產生一定的影響，但因公司技術創新的加快、營銷網路的擴闊及管理水平的提高增強了公司的核心競爭力，MLCC業務於回顧年內錄得增長，而MLCC業務的毛利率仍與2006年的毛利率相若。市場預期二零零八年人民幣兌美元、港幣的升值速度較之上一一年可能有更大幅度的提升，這將為本集團MLCC業務的發展及業績提升帶來較大壓力和各種挑戰，同時也帶來更多的機遇。

移動手機業務是本集團的另一重要業務，主要以內銷為主。2007年度，移動手機市場競爭激烈，行業利潤水準急劇下滑，較多的國內外移動手機廠家退出或計畫退出。本集團堅持立足於鞏固3、4級市場，並分步滲透進入2級及中心城市的經營思路，並由於管理水平的提高及一直致力在各個不同服務範疇上為客戶帶來增值，現已成為國內一家以品質見稱的移動手機企業。由於在營銷網路的表現、創新服務及客戶服務方面，本公司的手機業務在上一年有所增長。

本集團亦曾從事手機元件業務的銷售及製造。由於本集團自2004年起轉移於手機行業的業務重點，本集團重點專注手機業務，而以上移動手機元件業務已於2007年終止。

BUSINESS REVIEW

The US sub-prime mortgage crisis has caused a decline in global economy. As the major end customers of the Group's MLCC business are located in Europe and the US, its business growth is under great pressure. Particularly in the fourth quarter of 2007, some customers have demanded to postpone delivery for their orders placed due to its deferral plans. Meanwhile, the accelerated appreciation of RMB against US\$ and HK\$ will have certain impact on the operation of MLCC business of the Company. However, leverage on the increased core competitiveness of the Company due to the speeding up of technology innovation, expansion of sales and marketing network and enhancement of management, the MLCC business experienced growth during the year under review and the gross profit margin of MLCC business is comparable to that of 2006. The market expects that the appreciation of RMB against US\$ and HK\$ in 2008 may grow significantly as compared to last year. This will pose greater pressure on and more challenges as well as opportunities to the MLCC business.

Mobile phone business is another principal line of business of the Group. Its sales are mainly made in the PRC. In 2007, the mobile phone market faces fierce competition with plunging industry profit margin. An increasing number of domestic and overseas mobile phone manufacturers have exited or plan to exit the market. The Group adheres to its operating principle of strengthening its position in the 3rd tier and 4th tier markets and penetrating into the 2nd tier market and core cities in phases. In addition, the enhancement of management and the continued efforts for the provision of value-added services to customers in various aspects have helped it to become a quality mobile phones enterprise in the PRC. With the performance of sales and marketing network as well as customer services, the Group has enjoyed a growth in mobile phone business last year.

The Group had also been engaged in the sale and manufacture of mobile phone component business. As the shift of the business focus of the Group in the mobile phone industry since 2004, the Group has focused on the mobile phone business and the said mobile phone component business was already ceased in 2007.

未來展望

本集團的主要業務都在中國大陸，中國大陸的宏觀經濟形勢將對本集團的經營業績會產生較大的影響。展望未來，預期人民幣兌美元的升值速度將大幅提升，同時在預期通貨膨脹有進一步提速的背景下，貨幣政策和財政政策從緊的總方針不會改變，這將對本集團的經營帶來挑戰，也會帶來機遇。因本集團所從事的是國家政策鼓勵的高新技術產業，不是國家宏觀政策調控的對象，將應會獲得行業比較優勢。

雖然本集團的MLCC收入主要以美元或港幣結算，且出口遠大於進口，但移動手機業務的收入主要以人民幣為主，且進口大於出口，匯總後本集團總進口金額大於總出口金額，人民幣對美元及港元的匯率波動對本集團會有一定的影響。本集團管理層將盡力其控制在一定範圍內。

利率上調將會增加大多數企業的融資成本，本集團亦不例外，但本集團管理層將根據本集團的結算特性，盡力控制利率上升對本集團影響。

新勞動法的實施也會影響大部分企業的用工成本。但因本集團一直嚴格按勞動法來規範本集團的用工，新勞動法的實施對本集團的影響較小。

展望未來，本集團面臨的機遇大於挑戰，而本集團將嘗試進一步提升市場佔用率。

PROSPECTS

As the principal businesses of the Group are located in the PRC, the macro-economic landscape of the PRC will have a greater impact on the operating results of the Group. Going forward, appreciation of RMB against US\$ is expected to accelerate significantly. Meanwhile, as it is expected that inflation will further accelerate, while the general direction for currency policies and financial policies remains unchanged, this will pose challenges as well as opportunities to the operations of the Group. As the Group engages in the high and new-tech industry as encouraged by the state policies, which is not the key focus of the state's macro-economic control policies, it should enjoy comparative advantages over its industry peers.

Despite the revenue of MLCC is mainly denominated in US\$ or HK\$ and exports exceed imports, whilst the revenue from mobile phone business is mainly denominated in RMB and imports exceed exports, the total imports are greater than total exports after consolidation. The exchange appreciation of RMB against US\$ and HK\$ will have certain impact on the Group. The management of the Group will endeavor to control it within a certain range.

Rising interest rates will increase the financing costs of the majority of enterprises. The Group is no exception. However, the management of the Group will endeavor to control the impact of rising interest rates on the Group utilizing the settlement features of the Group.

The implementation of new labor laws also has an impact on the labor costs of the majority of enterprises. However, as the Group strictly complies with labor laws in respect of employment of the Group, the new labor laws have minimal impact on the Group.

Going forward, the Group faces more opportunities than challenges, the Group will try to further enlarge its market share.

財務回顧

MLCC業務

MLCC是一種電容器，也是一種廣泛用於資訊科技、通信及消費電子產品的基本電子元件。2007年度本集團的MLCC收入約為人民幣221.5百萬元，較上一年上升約21.5%，而毛利約為人民幣63.8百萬元，較上一年上升約19.8%，毛利率約達28.8%，與上一年相似。

本集團2007年來自MLCC業務的收入增加，主要由於本集團為應對客戶對MLCC產品日增的需求而於2007年提升其MLCC產能，本集團生產及銷售了更多MLCC產品。

與2006年相比，本集團2007年從MLCC業務所得的毛利有所增加，主要由於有關收入的增加。2006年度與2007年度的毛利率基本相當。

移動手機相關業務

移動手機

2007年，本集團移動手機的收入增加約25.9%至約人民幣609.8百萬元，而有關毛利增加32.5%至約人民幣68.8百萬元。毛利率達到11.3%，較2006年上升約0.6個百分點。

本集團2007年來自移動手機業務的收入增加，是由於數款新款移動手機受市場客戶歡迎，刺激了本集團移動手機於2007年下半年的銷量。

FINANCIAL REVIEW

MLCC BUSINESS

MLCC is a type of capacitor which is a basic electronic component that has been widely used in information technology, communication and consumer electronic products. In 2007, the revenue of the MLCC business of the Group increased by approximately 21.5% to approximately RMB221.5 million, whereas the gross profit grew by approximately 19.8% to approximately RMB63.8 million respectively. The gross profit margin was approximately 28.8%, which is comparable to that of the last year.

The increase in the revenue generated from the MLCC business in 2007 was mainly attributable to the Group's expansion of its MLCC production capacity in 2007 in order to cope with the increasing demand for the MLCC products. The Group produced and sold more MLCC products accordingly.

Compared to 2006, the Group's gross profit arising from MLCC business increased in 2007, which was mainly attributable to the increase in the relevant revenue. The gross profit margin for 2007 was comparable to that for 2006.

MOBILE PHONE RELATED BUSINESS

MOBILE PHONE

In 2007, the revenue of the mobile phone business of Group grew by 25.9% to approximately RMB609.8 million and the relevant gross profit grew by 32.5% to approximately RMB68.8 million respectively. The gross profit margin was 11.3%, representing an increase of approximately 0.6% as compared to that of 2006.

The increase in the revenue generated from mobile phone business in 2007 was mainly attributable to well-received market response to a series of new mobile phones launched, driving the sales of mobile phones of the Group for the second half of 2007.



管理層討論及分析

MANAGEMENT'S DISCUSSION AND ANALYSIS

與2006年相比，本集團2007年從移動手機業務所得的毛利有所增加，主要由於本集團移動手機業務所得的收入增加。2007年度移動手機業務的毛利率與2006年度相比輕微增加。主要是由於2007年推出配備PDA功能的數款新型號移動手機的價格因新功能及外觀而相對較高，而這些型號受到2007年的市場客戶所歡迎。

移動手機元件

由於本集團自2004年起轉移於手機行業的業務重點，移動手機元件業務已於2007年終止，本集團移動手機元件的銷售收入約為人民幣3.3百萬元。

年度利潤

主要是由於按上文詳述來自MLCC業務及移動手機相關業務的收入增加，於截至2007年12月31日止年度，本公司股東應佔溢利約為人民幣68.4百萬元，較2006年增加約42.2%；每股盈利增至約人民幣0.226元，較2006年增加約40.4%。

資產負債比率

本集團以資產負債比率監察其資本，即淨負債除以資本加淨負債。淨負債按銀行貸款、應付貿易賬款及應付票據以及其他應付款項減現金及現金等價物之總和計算。資本指母公司權益持有人應佔權益。於2006年及2007年12月31日，本集團的資產負債比率分別約為20%及零。

Compared to 2006, the Group's gross profit arising from the mobile phone business increased in 2007, which was mainly attributable to the increase in the revenue generated from the mobile phone business of the Group. The gross profit margin of the mobile phone business in 2007 was slightly higher as compared to that of 2006. That was principally because there was a relatively higher pricing of several new mobile phone models with PDA functions launched in 2007 as a result of new functions and outlook where such models were well received by the market in 2007.

MOBILE PHONE COMPONENTS

As a result of the shift of the business focus of the Group in the mobile phone industry since 2004 and the cessation of mobile phone component business in 2007, the Group recorded a revenue from the sale of mobile phone components of approximately RMB3.3 million.

PROFIT FOR THE YEAR

Principally due to the increase in the revenue generated from the MLCC business and mobile phone related business as detailed above, the profit attributable to the shareholders of the Company for the year ended 31 December 2007 was approximately RMB68.4 million, representing an increase of approximately 42.2% as compared with that in 2006; the earnings per share increased to approximately RMB0.226, representing an increase of approximately 40.4% as compared with that in 2006.

GEARING RATIO

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt is calculated as the sum of bank loans, trade and bills payables, and other payables less cash and cash equivalents. Capital represents equity attributable to the equity holders of the parent. As at 31 December 2006 and 2007, the gearing ratio were approximately 20% and nil, respectively.

管理層討論及分析

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物業、廠房及設備

本集團的物業、廠房及設備主要包括樓宇、廠房及機器、辦事處及其它設備、汽車及在建工程。於2006年及2007年12月31日的賬面淨值分別約為人民幣142.4百萬元及人民幣171.5百萬元。於往績期間，本集團的物業、廠房及設備增加主要由於為開發及擴展MLCC及移動手機的產能而對相關機器及生產設施的購買增加，以及建造深圳高科技工業園的總部。

存貨

本集團的存貨主要包括生產MLCC、移動手機元件及移動手機的原材料、在產品及相關製成品。於2006年及2007年12月31日，本集團錄得存貨的賬面淨值分別約為人民幣90.9百萬元及人民幣75.5百萬元。本集團的存貨結餘減少主要由於期內本集團為控制存貨跌價的風險而嚴格控制庫存，尤其是移動手機的庫存。

應收貿易賬款及應收票據

本集團的應收貿易賬款及應收票據主要是應收本集團MLCC及移動手機產品的客戶的款項。於2006年及2007年12月31日，本集團錄得應收貿易賬款及應收票據的賬面淨值分別約為人民幣52.6百萬元及人民幣117.3百萬元。應收貿易賬款及應收票據之增長主要是因為銷售收入的增加及結算期的延長。

PROPERTY, PLANT AND EQUIPMENT

The property, plant and equipment of the Group mainly comprised of buildings, plant and machinery, office and other equipment, motor vehicles and construction in progress. The net book value as at 31 December 2006 and 2007 were approximately RMB142.4 million and RMB171.5 million respectively. The increase in the property, plant and equipment of the Group during the said period was mainly due to the increase in the purchase of relevant machinery and production facilities for the development and expansion of its production capacity for its MLCC and mobile phone products as well as the construction of the headquarters in Shenzhen Hi-Tech Industrial Park.

INVENTORIES

The inventories of the Group mainly comprised of raw materials for the production of the MLCC, mobile phone components and mobile phones, work in progress and the relevant finished products. As at 31 December 2006 and 2007, the Group recorded net book value of inventories of approximately RMB90.9 million and RMB75.5 million respectively. The decrease in the inventory balance of the Group was mainly due to the stringent inventory control by the Group for managing risk of falling inventory price during the period, especially the inventory of mobile phones.

TRADE AND BILLS RECEIVABLES

The trade and bills receivables of the Group were mainly due from the Group's customers of the Group's MLCC and mobile phone products. As at 31 December 2006 and 2007, the Group recorded a net book value of trade and bills receivables of approximately RMB52.6 million and RMB117.3 million respectively. The increase in the balance of trade and bills receivables was mainly due to the growth of sales revenue and extension of settlement period.

管理層討論及分析

MANAGEMENT'S DISCUSSION AND ANALYSIS

應付貿易賬款及應付票據

本集團應付貿易賬款及應付票據主要是應付供應商的款項。於2006年及2007年12月31日，本集團錄得應付貿易賬款及應付票據的賬面淨值分別約人民幣114.6百萬元及人民幣138.2百萬元。於2007年12月31日，應付貿易賬款及應付票據增加主要由於本集團為應付本集團生產的MLCC及移動手機產品的需求增加，繼而為擴展產能而購買了更多生產MLCC及移動手機的原材料。

稅項

本集團須就本集團成員公司在所在及經營的司法權區產生的利潤按實體方式繳付所得稅。

本集團並無就香港利得稅作出撥備，因為本集團於往績期間並無來自或從香港獲得應課稅利潤。

本公司之附屬公司深圳市宇陽科技發展有限公司（「深圳宇陽」）及深圳市億通科技有限公司（「深圳億通」）均位於深圳經濟特區，因而須按15%所得稅稅率繳付所得稅。根據中國對製造企業的相關所得稅法例及法規，深圳宇陽及深圳億通可自其扣除稅務虧損後首個獲利年度起豁免企業所得稅（「企業所得稅」）兩年，其後3年的稅項豁免一半。

截至2003年12月31日止年度為深圳宇陽首個獲利年，並為享有稅務優惠的首年。因此，深圳宇陽須於截至2007年12月31日止年度按稅率7.5%繳交企業所得稅。

截至2006年12月31日止年度為深圳億通首個獲利年，並為享有稅務優惠之首年。因此，深圳億通於截至2007年12月31日止年度獲豁免繳交企業所得稅。

深圳宇陽之分公司、深圳億通之分公司及東莞市宇陽科技發展有限公司（「東莞宇陽」）均位於東莞，須於截至2007年12月31日止年度按稅率33%繳交企業所得稅。

TRADE AND BILLS PAYABLES

The trade and bills payables of the Group were mainly due to the suppliers of the Group. As at 31 December 2006 and 2007, the Group recorded a net book value of trade and bills payables of approximately RMB114.6 million and RMB138.2 million respectively. The increase in the trade and bills payables of the Group as at 31 December 2007 was mainly because the Group had purchased more raw materials for its MLCC and mobile phone production to satisfy the expansion of production capacity in order to cope with the increasing demand for the MLCC and mobile phone products produced by the Group.

TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the year.

The Company's subsidiaries, Shenzhen Eyang Technology Development Co., Ltd. and Shenzhen Eycm Technology Co., Ltd. ("SZ Eycm") are located in the Shenzhen Special Economic Zone and are therefore subject to an income tax rate of 15%. In accordance with the relevant income tax laws and regulations of the PRC for manufacturing enterprises, SZ Eyang and SZ Eycm were exempted from corporate income tax ("CIT") for two years commencing from their first year with assessable profits after deducting the tax losses brought forward, and were entitled to a 50% tax exemption for the next three years.

The year ended 31 December 2003 was SZ Eyang's first profit-making year and was the first year of its tax holiday. Accordingly, SZ Eyang was subject to CIT at a rate of 7.5% for the year ended 31 December 2007.

The year ended 31 December 2006 was SZ Eycm's first profit-making year and was the first year of its tax holiday. Accordingly, SZ Eycm was exempted from CIT for the year ended 31 December 2007.

The branch of SZ Eyang, the branch of SZ Eycm and Dongguan Eyang Technology Development Co., Ltd. ("DG Eyang") are located in Dongguan and are subject to CIT at a rate of 33% on their assessable profits for the year ended 31 December 2007.

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實際稅率

本集團於截至2007年12月31日之兩個的財政年度之的實際稅率分別約為7%及8%。

借貸

於2007年12月31日，本集團有未償還借貸約人民幣40.5百萬元，皆為有抵押的銀行貸款。所有未償還借貸須於1年內償還。

資產抵押

於2007年12月31日，本集團已抵押賬面淨值約為人民幣54.6百萬元之若干物業、廠房及設備以及銀行存款人民幣14.3百萬元，以作為本集團計息銀行貸款之擔保。

或然負債

本集團於2007年12月31日，本集團並無重大的或然負債。

承擔

於2007年12月31日，本集團的資本承擔約為人民幣25.2百萬元。本集團的資本承擔由2006年約人民幣14.7百萬元增至2007年約人民幣25.2百萬元。增加是因為總部建造工程的未償付款項約有人民幣11.2百萬元的資本承擔及約人民幣14.0百萬元的資本承擔以購買MLCC生產設施。

除上述所披露的應付貿易賬款、應付票據及集團內部的負債外，本集團於2007年12月31日此，並無其他未償還債務亦無已發行及未贖回或同意發行的借貸股本、銀行透支、貸款或同類債務、承兌負債（一般貿易票據除外）、承兌信貸、債券、按揭、抵押、融資租賃或租購承擔、擔保或其他或然負債。

EFFECTIVE TAX RATE

The effective tax rates of the Group for the two years ended 31 December 2007 were approximately 7% and 8% respectively.

BORROWINGS

As at 31 December 2007, the Group had outstanding borrowings of approximately RMB40.5 million, all of which were secured bank loans. All the outstanding borrowings are repayable within one year.

PLEDGE OF ASSETS

As at 31 December 2007, the Group pledged its certain property, plant and equipment with net book value of approximately RMB54.6 million and bank deposits of RMB14.3 million to secure the interest-bearing bank loans of the Group.

CONTINGENT LIABILITIES

As at 31 December 2007, the Group had no material contingent liabilities.

COMMITMENTS

As at 31 December 2007, the capital commitments of the Group were approximately RMB25.2 million. The capital commitments of the Company increased from approximately RMB14.7 million in 2006 to approximately RMB25.2 million in 2007. Such increase was because the Group recorded a capital commitment of approximately RMB11.2 million which was the balance of cost to be paid for the construction of the headquarters and approximately RMB14.0 million which should be paid for the purchase of MLCC production facilities.

Apart from trade and bills payables as disclosed above and intra-group liabilities, the Group did not have any other outstanding indebtedness, nor any outstanding loan capital issued and not redeemed or agreed to be issued, bank overdrafts, loans or similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, finance leases or hire purchases commitments, guarantees or other contingent liabilities outstanding as at 31 December 2007.

管理層討論及分析

MANAGEMENT'S DISCUSSION AND ANALYSIS

流動資金、財務資源及資本架構

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

流動資產淨額

於2007年年12月31日，本集團的流動資產淨額約為人民幣208.4百萬元，其中包括流動資產約人民幣435.4百萬元及流動負債約人民幣227.0百萬元。

Net current asset

As at 31 December 2007, the Group had net current assets of approximately RMB208.4 million, including current assets of approximately RMB435.4 million and current liabilities of approximately RMB227.0 million.

現金流量

Cash flows

		截至十二月三十一日止年度	
		For the year ended 31 December	
		二零零七年	二零零六年
		2007	2006
		人民幣千元	人民幣千元
		RMB'000	RMB'000
經營活動流入的現金淨額	Net cash inflow from operating activities	60,540	83,120
投資活動流出的現金淨額	Net cash outflow from investing activities	(52,262)	(19,394)
融資活動流入／(流出) 的現金淨額	Net cash inflow/(outflow) from financing activities	76,895	(6,005)
年末的現金及現金等價物	Cash and cash equivalents at the end of year	210,334	125,130

截至2007年12月31日止年度，本集團經營活動現金淨流入額約人民幣60.5百萬元。較上一年度下降主要是因為給予客戶更長的賬期，導致應收貿易賬款及應收票據增加。

For the year ended 31 December 2007, the Group recorded a net cash inflow from operating activities of approximately RMB60.5 million. The decrease as compared to last year was mainly due to longer credit period granted to customers which resulted in the increase in the trade and bills receivables.

截至2007年12月31日止年度來自投資活動的現金淨流出額約人民幣52.3百萬元，而上一年的來自投資活動的現金淨流出額約人民幣19.4百萬元，投資活動現金流出額的增加主要是購買設備和建造總部大樓所致。

Net cash outflow from investing activities increased from approximately RMB19.4 million for the year ended 31 December 2006 to approximately RMB52.3 million for the year ended 31 December 2007. The increase was mainly attributable to the purchase of facilities and construction of headquarters.

管理層討論及分析

MANAGEMENT'S DISCUSSION AND ANALYSIS

截至2007年12月31日，來自融資活動的現金淨流入額約為人民幣76.9百萬元，主要是由於本公司透過股份發售發行新股所得的募集資金的現金流入所致。

銀行授信

於2007年12月31日，本集團的銀行授信總額約為人民幣80百萬元，當中約人民幣40百萬元並未使用。

外匯

本集團於2007年度約30.52%的銷售額以美元和港元列值。本集團大部分銷售成本及資本開支以人民幣列值。本集團並無訂立任何戰略以對沖人民幣兌港元的匯率波動風險。

員工

截至2007年12月31日，集團共有1,960員工，他們的工資和福利由市場、國家政策和個人表現而定。

Net cash inflow from financing activities amounted to approximately RMB76.9 million for the year ended 31 December 2007, which was principally due to the cash inflow from the proceeds derived from issue of new shares of the Company through the Share Offer.

Banking facilities

As at 31 December 2007, the Group had aggregate banking facilities of approximately RMB80 million, of which approximately RMB40 million had not been utilized.

Foreign exchange

In 2007, approximately 30.52% of the Group's sales were denominated in US dollars and Hong Kong dollars. The majority of the Group's cost of sales and capital expenditures were denominated in RMB. The Group did not enter into any hedging policy against fluctuations of the exchange rates from RMB against Hong Kong dollars.

STAFF

As at 31 December 2007, the Group had a total of 1,960 staff, whose remuneration and benefits are determined based on market rate, state policies and individual performance.

本公司確保符合企業管治水平以維護股東利益，並付出相當努力維持商業道德和企業管治常規之水平。

本公司竭力遵行上市規則附錄14所載之企業管治常規守則(「企業管治守則」)。本公司相信，本公司自上市日期起已遵從企業管治守則，惟本報告稍後討論若干不違規之地方除外。董事會繼續不時檢討及更新常規，確保遵守法律及商業準則。

董事會

董事會由10名董事組成，包括3名執行董事、4名非執行董事及3名獨立非執行董事。所有董事具備適當學術及專業資格，或相關財務管理的專門知識，為董事會增添廣泛的工商業及財務經驗。董事履歷詳情載於本年報第8至11頁。董事會及各個董事委員會的組成如下：

執行董事：

陳偉榮先生 (主席)
行政總裁及薪酬委員會成員
霜梅女士 (薪酬委員會成員)
廖杰先生

非執行董事：

程吳生先生
李賀球先生
張志林先生
陳浩先生

The Company is committed to ensuring a high standard of corporate governance in the interests of the shareholders and devotes considerable effort to maintaining high level of business ethics and corporate governance practices.

The Company endeavours to comply with the Code of Corporate Governance Practices as set out in Appendix 14 of the Listing Rules (the “CG Code”). The Company considers that it has complied with the CG Code since the Listing Date, except for certain areas of non-compliance that are discussed later in this report. The Board continues to review and update the practices from time to time to ensure compliance with the legal and commercial standards.

THE BOARD

The Board comprises 10 Directors including 3 executive Directors, 4 non-executive Directors, and 3 independent non-executive Directors. All Directors possess appropriate academic and professional qualifications or related financial management expertise and have brought a wide range of business and financial experience to the Board. The biographical details of the Directors are set out on pages 8 to 11 of this annual report. The composition of the Board and the Committees of the Board are given below:

EXECUTIVE DIRECTORS:

Mr. Chen Weirong (*Chairman*)
Chief Executive Officer and member of Remuneration Committee
Ms. Shuang Mei (*member of Remuneration Committee*)
Mr. Liao Jie

NON-EXECUTIVE DIRECTORS:

Mr. Cheng Wusheng
Mr. Li Heqiu
Mr. Zhang Zhilin
Mr. Chen Hao

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獨立非執行董事：

朱健宏先生 (審核委員會主席兼
薪酬委員會成員)

劉煥彬先生 (薪酬委員會主席兼
審核委員會成員)

潘偉先生 (審核委員會及薪酬委員會成員)

董事會每年最少召開4次常規會議，包括2次全體董事會會議，以核准中期及財務業績並建議派發中期及末期股息(若適宜)。董事會亦會在需要時開會，討論重大交易包括發行債務證券、重大收購及出售，以及關連交易(如有)。所有董事均可把某事項納入董事會會議議程內。於截至2007年12月31日止年度內，共舉行6次董事會會議，而各董事出席年內董事會、審核委員會及薪酬委員會會議的記錄如下：

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Chu Kin Wang, Peleus (Chairman of Audit Committee and member of Remuneration Committee)

Mr. Liu Huanbin (Chairman of Remuneration Committee and member of Audit Committee)

Mr. Pan Wei (member of Audit Committee and Remuneration Committee)

Regular Board meetings are held at least four times a year which include two full Board meetings to approve interim and financial results and to propose interim and final dividends, if appropriate. It is also held as and when necessary to discuss significant transactions, including issuance of debt securities, material acquisitions and disposal, and connected transactions, if any. All Directors are given an opportunity to include matters in the agenda for Board meetings. There were six Board meetings during the year ended 31 December 2007 and the individual attendance record of each Director at the meetings of the Board, the Audit Committee and the Remuneration Committee during the year is set out below:

董事姓名 Name of Directors	出席／會議次數 截至二零零七年十二月三十一日止年度 Attendance/Number of meetings for the year ended 31 December 2007		
	董事會 Board	審核委員會 Audit Committee	薪酬委員會 Remuneration Committee
陳偉榮先生 Mr. Chen Weirong	6/6	不適用 Not applicable	0/0 (附註)(Note)
霜梅女士 Ms. Shuang Mei	5/6	不適用 Not applicable	0/0 (附註)(Note)
廖杰先生 Mr. Liao Jie	3/6	不適用 Not applicable	不適用 Not applicable
程吳生先生 Mr. Cheng Wusheng	3/6	不適用 Not applicable	不適用 Not applicable
李賀球先生 Mr. Li Heqiu	3/6	不適用 Not applicable	不適用 Not applicable
張志林先生 Mr. Zhang Zhilin	3/6	不適用 Not applicable	不適用 Not applicable
陳浩先生 Mr. Chen Hao	3/6	不適用 Not applicable	不適用 Not applicable
潘偉先生 Mr. Pan Wei	3/6	0/0 (附註)(Note)	0/0 (附註)(Note)
劉煥彬先生 Mr. Liu Huanbin	3/6	0/0 (附註)(Note)	0/0 (附註)(Note)
朱健宏先生 Mr. Chu Kin Wang, Peleus	3/6	0/0 (附註)(Note)	0/0 (附註)(Note)

附註：由於審核委員會及薪酬委員會於2007年11月30日(即2007年12月本公司上市後)方成立，故回顧年內並無召開有關委員會會議。

Note: No audite committee meeting nor remuneration committee meeting was held during the year under review as both committees were established on 30 November 2007, shortly before the listing of the Company in December 2007.

董事會訂立本集團之整體策略和方向，及監管和評估本集團營運與財務上之表現，並檢討本公司之企業管治水平。董事會亦須決定各項事宜，其中包括全年及中期業績、重大交易、董事聘任或續聘、股息分派及會計政策。董事會已授權行政總裁及高級管理人員負責推行其商業策略及管理本集團之日常商業運作。

各董事之間並沒有財務、業務、親屬或其他重大或相關之關係。

本公司所有非執行董事（包括獨立非執行董事）的任期均固定為3年，由獲委任日期起計。彼等根據本公司組織章程細則均可接受重新委任，並可於輪值告退後備選連任。

本公司已接獲每名獨立非執行董事根據上市規則第3.13條就其獨立身分發出之年度確認函，並且仍然認為各獨立非執行董事均具獨立身分。

主席及行政總裁

現時，本公司並無由不同人士出任主席及行政總裁，該兩個職位均由陳偉榮先生兼任。董事會相信，由同一人負責主席及行政總裁職務，可讓本集團得到有力及一貫之領導，更有效地規劃及執行長遠業務策略，並提高因應瞬息萬變之環境作出決策之效率。董事會同時相信，本公司已擁有堅實企業管治架構以確保能有效地監管管理層。董事會將繼續檢討本集團企業管治架構之有效性，評估是否需要改變。

The Board sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Company. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, and dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group's businesses to the Chief Executive Officer and the senior management.

There is no financial, business, family or other material or relevant relationship among the Directors.

All non-executive Directors (including independent non-executive Directors) of the Company have been appointed for a term of three years from the date of their appointments. Upon every expiry of their terms, the appointment would be renewed for a term of three years. They are eligible for re-appointment and subject to re-election on retirement by rotation in accordance with the articles of association of the Company.

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

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company does not have a separate Chairman and Chief Executive Officer and Mr. Chen Weirong, currently holds both positions. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership, allows for more effective planning and execution of long-term business strategies and enhances the efficiency of decision-making process in response to the changing environment. The Board also believes that the Company already has a strong corporate governance structure appropriate for its circumstances in place to ensure effective oversight of management. The Board continually reviews the effectiveness of the Group's corporate governance structure to assess whether any changes are necessary.

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審核委員會

審核委員會由3名獨立非執行董事組成，即朱健宏先生（審核委員會主席）、潘偉先生及劉煥彬先生。

委員會之主要職責為檢討本公司之財務資料及監督本公司之財務申報系統及內部監控程式。

於本公佈日期，審核委員會已經已召開兩次會議檢討財務業績及報告、財務申報及合規程式、有關本公司之內部監控及風險管理回顧與處理之報告，以及重新委任外聘核數師。委員會在選擇、委任、辭任或開除外聘核數師方面與董事會並無持有異見。本集團截至2007年12月31日上年度之年度業績已獲審核委員會審閱。

並無任何可對本公司持續經營能力構成重大疑慮之事件或情況相關之任何重大不明朗因素。

對財務報表之責任

董事負責監察各財政期間賬目之編製工作，從而確保該等賬目可真實公正地反映本集團於該期間之財務狀況及業績及現金流量。本公司之賬目根據所有相關法定要求及適用會計準則編製。董事負責確保已選擇適當會計政策及貫徹採用；所作出之判斷及估計均屬審慎及合理。

本公司外聘核數師就其對財務報表之申報責任之文件載於本年報第52頁至第148頁之獨立核數師報告。

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive Directors, namely, Mr. Chu Kin Wang, Peleus (Chairman of the Audit Committee), Mr. Pan Wei and Mr. Liu Huanbin.

The main duties of the Committee are to review the financial information of the Company and oversee the Company's financial reporting system and internal control procedures.

As at the date of this announcement, the Audit Committee met twice and reviewed the financial results and reports, financial reporting and compliance procedures, report of internal audit department on the Company's internal control and risk management review and processes and the re-appointment of the external auditors. The Committee has not taken a different view from the Board regarding the selection, appointment, resignation or dismissal of the external auditors. The Group's annual results for the year ended 31 December 2007 had been reviewed by the Audit Committee.

There are no material uncertainties relating to events or conditions that may cause significant doubt on the Company's ability to continue as a going concern.

RESPONSIBILITIES IN RESPECT OF FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of accounts for each financial period with a view to ensuring such accounts give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. The Company's accounts are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgment and estimates made are prudent and reasonable.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 52 to 148 of this annual report.

核數師薪酬

安永會計師事務所主要負責就年度綜合財務報表提供核數服務。年內，應付予本公司外聘核數師之總薪酬為人民幣1.1百萬元，其分析明細如下：

AUDITORS' REMUNERATION

Ernst & Young are primarily responsible for providing audit services in connection with the annual consolidated financial statements. During the year, the total remuneration payable to the Company's external auditor amounted to RMB1.1 million, with breakdown as follows:

二零零七年
2007
人民幣百萬元
RMB million

性質	Nature	
法定核數	Statutory audit	1.1
非核數服務	Non-audit services	—
總計	Total	1.1

內部監控

本公司維持一套完備及有效之收入及資本以及收益支出之內部監控系統。作為內部審核監控之一部分，本公司擁有內部審核部門及以維持一套監控系統，並提供手冊指導業務運作之內部監控。本公司將不時檢討內部監控手冊以適應轉變之業務營運環境。內部監控報告已向審核委員會提交予以審議。

INTERNAL CONTROL

The Company maintains a comprehensive and effective internal control system on income and capital and revenue expenditures. As part of internal audit, the Company has its own internal audit department and maintained a system of internal control, with manuals guiding internal controls on business operation. The Company will review the internal controls manuals from time to time to meet with the changing business operation environment. Internal controls report was submitted to the Audit Committee for review.

內部核數經理(乃獨立於本公司日常運作)會向審核委員會及行政總裁直接匯報，並定期對常規、程序、開支及內部監控進行審核。

The Internal Audit Manager, who is independent to the Company's daily operations, reports directly to the Audit Committee and Chief Executive Officer and regularly conducts audits of the practices, procedures, expenditures and internal control.

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薪酬委員會

薪酬委員會於2007年11月30日成立，由兩名執行董事（即陳偉榮先生及霜梅女士）及3名獨立非執行董事（即委員會主席劉煥彬先生、潘偉先生及朱健宏先生）組成。

薪酬委員會之主要職責包括就董事及高級管理人員之薪酬政策及架構及薪酬組合提出推薦意見，以及就此作出批准。薪酬委員會亦負責制定透明程式以發展一套薪酬政策及架構以確保概無董事或其任何聯繫人士會參與釐定自己之薪酬組合。

薪酬委員會按技能、知識、經驗及分派之工作及個人表現及本公司整體盈利能力檢討董事及高級管理人員之薪酬。在釐定薪酬組合時，薪酬委員會亦為董事及高級管理人員取得具競爭性之薪酬水準及市場趨勢之外部參考報告、調查及相關資料。薪酬委員會認為現時董事袍金及給予高級管理人員之酬金，與市場及有關董事及高級管理人員之職務及責任相稱。

提名委員會

本公司並無設立提名委員會，根據組織章程細則，提名或委任額外董事之權力已授予董事會，及根據本公司組織章程細則及香港法例，股東提名任何人士成為本公司董事之權力亦授予董事會。

REMUNERATION COMMITTEE

The Remuneration Committee was set up on 30 November 2007, constituted by two executive Directors, namely Mr. Chen Weirong and Ms. Shuang Mei and three independent non-executive Directors, namely, Mr. Liu Huanbin (Chairman of the Committee), Mr. Pan Wei and Mr. Chu Kin Wang, Peleus.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the Directors and senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration packages.

The Remuneration Committee reviewed the remuneration of the Directors and senior management with reference to the skill, knowledge, experience and the tasks assigned and also to the individual performance and the overall profitability of the Company. In determining the remuneration package, the Remuneration Committee also obtained reports, surveys and relevant information from external source for the competitive level of remuneration and market trend for the Directors and senior management. The Remuneration Committee regards that the current Directors' fee to the Directors and remuneration to the senior management for their duties and responsibilities undertaken are commensurate with the market.

NOMINATION COMMITTEE

The Company does not have a nomination committee, and the power to nominate or appoint additional Directors is vested on the Board according to the Articles of Association, in addition to the power of the shareholders to nominate any person to become a Director of the Company in accordance with the Articles of Association of the Company and the laws of Hong Kong.

當本公司須滿足業務需求、機會及挑戰與遵守法律及法例時，董事會將不時考慮補充董事會之組成。年內，並無就董事之委任及／或罷免召開董事會會議。提名程序基本上按照組織章程細則第86(2)條之規定，董事會獲授權不時及隨時委任任何人士為董事以填補臨時空缺或作為董事會之新增成員。董事將按本公司要求不時透過本公司認為適合之方式選擇及評估董事職位候選人之技能、資格、知識及經驗之均衡性。董事將從廣泛背景考慮候選人，並考慮其個人能力及與董事會載列之客觀標準評價該候選人並考慮其擔任董事一職能付出之時間。

所有新委任之董事將獲提供介紹，以確保其對本集團之業務及營運，以及對上市規則下之責任及義務及其他相關法規要求有適當認識。

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守則，其條款不遜於上市規則附錄10所載之上市公司董事進行證券交易標準守則（「標準守則」）所列出的要求。經向所有董事作出特別查詢後，自上市日期起，各董事確認彼等於截至2007年12月31日止年度均有完全遵守董事進行證券交易之標準守則。

The Board from time to time considers replenishing the composition of the Board whenever the Company requires to meet the business demand, opportunities and challenges and to comply with the laws and regulations. No meeting of the Board was/were held during the year in connection with the appointment and/or removal of Directors. The nomination procedures basically follows Article 86(2) of the Articles of Association which empowers the Board from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. The Directors will select and evaluate the balance of skills, qualification, knowledge and experience of the candidate to the directorship as may be required by the Company from time to time by such means as the Company may deems fit. The Directors shall consider the candidate from a wide range of backgrounds, on his/her merits and against objective criteria set out by the Board and taking into consideration his/her time devoted to the position.

All newly appointed Director will be provided an induction so as to ensure that he/she has appropriate understanding of the business and operations of the Group and of the responsibilities and obligations under the Listing Rules and other relevant regulatory requirements.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct governing securities transactions by directors on terms no less exacting than that required under the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as contained in Appendix 10 of the Listing Rules. Having made specific enquiry with all Directors, since the Listing Date, each of them confirms that he/she has complied in full with the Model Code regarding Directors' securities transactions for the year ended 31 December 2007.

董事會報告

REPORT OF THE DIRECTORS

董事會同仁謹將截至2007年12月31日止年度之報告連同已審核之財務報表呈覽。

公司重組

本公司於2007年3月6日根據開曼群島公司法第22章(1961年第3號法案，經合併及修訂為準)（「公司法」）在開曼群島註冊成立為獲豁免有限公司。根據本集團為籌備本公司股份於香港聯合交易所有限公司（「聯交所」）主板上市，以精簡本集團架構而進行的重組（「重組」），本公司於2007年12月5日成為本集團的控股公司。重組的詳情載於本公司日期為2007年12月11日的招股章程附錄六。

本公司的股份於2007年12月21日（「上市日期」）於聯交所主板上市。

主要業務

本公司的主要業務為投資控股，而其主要附屬公司的業務則詳載於財務報表附註17。

業績

本集團截至2007年12月31日止年度的業績，詳載於第54頁的綜合收益表內。

股息

董事會建議派付截至2007年12月31日止年度的末期股息每股人民幣0.05元，折港幣0.053元。

暫停辦理股東登記

本公司將於2008年5月20日（星期二）至2008年5月26日（星期一）（包括首尾兩天）暫停辦理股東登記，其間亦不會辦理任何股份過戶登記。

為符合資格享有截至2007年12月31日止年度的建議末期股息及出席本公司2007年股東週年大

The Board is pleased to present the report for the year ended 31 December 2007, together with its audited financial statements.

CORPORATE REORGANIZATION

The Company was incorporated in the Cayman Islands under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) (“Companies Law”) of the Cayman Islands as an exempted company with limited liability on 6 March 2007. Pursuant to the Group’s reorganization (the “Reorganization”) to rationalize the structure of the Group in preparation for the listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company became the holding company of the Group on 5 December 2007. Details of the Reorganization are set out in Appendix VI to the Company’s prospectus dated 11 December 2007.

The Company’s shares were listed on the Main Board of the Stock Exchange on 21 December 2007 (the “Listing Date”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the activities of its subsidiaries are set in note 17 to the financial statements.

RESULTS

The results of the Group for the year ended 31 December 2007 are set out in the consolidated income statement on page 54.

DIVIDEND

The Board recommended the payment of a final dividend of RMB0.05 (equivalent to approximately HK0.053) per share for the year ended 31 December 2007.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 20 May 2008, Tuesday to 26 May 2008, Monday (both days inclusive), during which period no transfer of shares will be effected.

In order to qualify for the proposed final dividend for the year ended 31 December 2007 and attending and voting at the forthcoming annual

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會並於會上投票，所有過戶檔連同有關股票，必須於2008年5月19日前（星期一）下午4時30分前，送交本公司香港股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-16號室。

general meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 19 May 2008, Monday.

四年財務摘要

本集團於過去四個財政年期的業績及資產、負債及少數股東權益的概要載述如下，乃摘錄自己公佈的經審核財務報表。

FOUR YEARS FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and minority interests of the Group for the last four financial years, as extracted from the published audited financial statements, is set out below.

		截至十二月三十一日止年度 Year ended 31 December			
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000	二零零五年 2005 人民幣千元 RMB'000	二零零四年 2004 人民幣千元 RMB'000
業績	RESULTS				
收入	REVENUE	834,608	681,617	455,410	658,612
銷售成本	Cost of sales	(701,641)	(575,459)	(385,663)	(601,615)
毛利	Gross profit	132,967	106,158	69,747	56,997
其他收入及收益	Other income and gains	3,554	4,048	4,461	2,183
銷售及分銷成本	Selling and distribution costs	(21,921)	(22,624)	(16,970)	(9,769)
行政開支	Administrative expenses	(18,575)	(17,629)	(13,356)	(11,510)
研究及開發成本	Research and development costs	(11,759)	(9,745)	(12,403)	(2,668)
其他開支	Other expenses	(6,599)	(6,745)	(6,280)	(4,963)
融資成本	Finance costs	(3,211)	(1,779)	(2,666)	(1,272)
除稅前利潤	PROFIT BEFORE TAX	74,456	51,684	22,533	28,998
稅項	Tax	(6,023)	(3,545)	(3,412)	(504)
年度利潤	PROFIT FOR THE YEAR	68,433	48,139	19,121	28,494
以下人士應佔：	Attributable to:				
母公司權益持有人	Equity holders of the parent	68,433	48,176	19,826	29,877
少數股東權益	Minority interests	—	(37)	(705)	(1,383)
		68,433	48,139	19,121	28,494
股息	DIVIDENDS				
擬派末期	Proposed final	20,275	—	—	—
母公司股權 持有人應佔 每股盈利 基本	EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT Basic	22.6仙cents	16.1仙cents	6.6仙cents	10.0仙cents
資產、負債及 少數股東權益	ASSETS, LIABILITIES AND MINORITY INTERESTS				
總資產	TOTAL ASSETS	623,102	438,236	458,031	304,839
總負債	TOTAL LIABILITIES	(235,027)	(213,112)	(211,140)	(160,585)
少數股東權益	MINORITY INTERESTS	—	(177)	(214)	(919)
		388,075	224,947	246,677	143,335

董事會報告

REPORT OF THE DIRECTORS

儲備

本集團及本公司在本年度的儲備變動分別載於綜合財務報表附註29。

可分派儲備

根據開曼群島公司法(經修訂)第34條，在本公司章程組織規程細則條文規限下，倘本公司能夠支付日常業務範圍內到期之債務，則股份溢價可供分派予股東，否則不可分派予股東。於2007年12月31日，董事認為本公司可供分派的儲備約為人民幣64,132,000元。

物業、廠房及設備

本公司物業、廠房及設備固定資產變動詳情載於綜合財務報表附註14。

股本

本公司的股本變動詳情載於綜合財務報表附註28。

RESERVES

Details of movements in reserves of the Group and the Company during the year are set out in note 29 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

Pursuant to Article 34 of the Cayman Islands Companies Law (as revised) and subject to the articles of association of the Company, the share premium may be distributed to its shareholders unless the Company is able to pay its liabilities due in the course of ordinary business, or otherwise no distribution to the shareholders can be made. The Directors believe that, the Company's reserves available for distribution as at 31 December 2007 were approximately RMB64,132,000.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment and fixed assets of the Company are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in share capital of the Company are set out in note 28 to the consolidated financial statements.

董事

於本年度內及截至本報告書的日期止，本公司在任的董事如下：

執行董事

陳偉榮 (主席)	(於2007年3月6日委任)
霜梅	(於2007年3月6日委任)
廖傑	(於2007年4月16日委任)

非執行董事

陳浩	(於2007年4月16日委任)
程吳生	(於2007年4月16日委任)
李賀球	(於2007年4月16日委任)
張志林	(於2007年4月16日委任)

獨立非執行董事

朱健宏	(於2007年4月16日委任)
潘偉	(於2007年4月16日委任)
劉煥彬	(於2007年4月16日委任)

按照本公司細則第87(1)條規定，陳偉榮先生、霜梅女士、廖傑先生及張志林先生將於應屆股東周年大會上輪流告退，彼等符合資格願意膺選連任。董事會已接獲各名獨立非執行董事就其獨立性而呈交的年度書面確認，並確信其獨立性符合香港聯合交易所有限公司證券上市規則（「上市規則」）的規定。

DIRECTORS

The current directors of the Company during the year and as of the date of the report were:

EXECUTIVE DIRECTORS

Chen Weirong <i>Chairman</i>	Appointed on 6 March 2007
Shuang Mei	Appointed on 6 March 2007
Liao Jie	Appointed on 16 April 2007

NON-EXECUTIVE DIRECTORS

Chen Hao	Appointed on 16 April 2007
Cheng Wusheng	Appointed on 16 April 2007
Li Heqiu	Appointed on 16 April 2007
Zhang Zhilin	Appointed on 16 April 2007

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chu Kin Wang, Peleus	Appointed on 16 April 2007
Pan Wei	Appointed on 16 April 2007
Liu Huanbin	Appointed on 16 April 2007

In accordance with article 87(1) of the Company's articles of association, Mr. Chen Weirong, Ms. Shuang Mei, Mr. Liao Jie and Mr. Zhang Zhilin will retire by rotation at the forthcoming annual general meeting, and being eligible, offer themselves for re-election. The Board has received the annual written confirmation submitted in respect of their independence by each independent non-executive director and has confirmed their independence in compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Ltd. (the "Listing Rules").

董事會報告

REPORT OF THE DIRECTORS

董事服務合約

執行董事

各執行董事於2007年11月30日與本公司訂立服務合約，由上市日起為期3年，其後可續約直至訂約方向對方發出不少於3個月書面知或根據服務合約的條款終止。

非執行董事及獨立非執行董事

各非執行董事及獨立非執行董事與本公司簽署由上市日期起為期3年的委聘書。委任須符合本公司細則董事退任及輪任的條文。

除上文所披露者外，概無董事與本公司或其任何附屬公司訂立任何服務合約（不包括將於1年內屆滿或可由僱主於1年內免付賠償（法定賠償除外））。本公司概無與董事訂立任何超過3年或不可由本公司於1年內免付賠償（法定賠償除外）的服務合約。

董事薪酬

支付予本公司董事的薪酬乃根據各自的服務協議條款（如有）而釐訂。董事袍金則需每年檢討及經股東於股東週年大會上批准及授權。於截至2007年12月31日止財政年度已支付及將支付予本公司董事的薪酬詳情，載於財務報表附註8。

DIRECTORS' SERVICE CONTRACTS

EXECUTIVE DIRECTORS

Each executive director entered into the service contract with the Company on 30 November 2007 for a term of 3 years from the Listing Date, renewable thereafter until termination by giving no less than 3 months' written notice to the other party or pursuant to the terms of the service contract.

NON-EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

All non-executive directors and independent non-executive directors have entered into a letter of engagement with the Company for a term of 3 years from the Listing Date. The engagement shall comply with the directors' retirement and rotation provisions in accordance with the Company's articles of association.

Save as disclosed above, no Director has a service contract with the Company or any of its subsidiaries which is expiring within one year or determinable by the employer within one year without payment of compensation (other than statutory compensation). The Company has no service contract with the Directors with a term of more than 3 years or not determinable by the Company within one year without payment of compensation (other than statutory compensation).

DIRECTORS' REMUNERATION

The remuneration paid to the Company's Directors is determined based on their respective terms of service agreement (if any). The Directors' fee is reviewed annually and approved and authorized by the shareholders at the annual general meeting. Details of remuneration paid and to be paid to the Company's Directors for the financial year ended 31 December 2007 are set out in note 8 to the financial statements.

董事於重要合約之權益

除本報告書所詳述的關連交易外，於年終或年內任何時間本公司或各附屬公司概無簽訂任何涉及本集團的業務而本公司董事直接或間接在其中擁有重大權益的重要合約。

企業管治

本公司的企業管治原則及常規載於本報告第26頁至第32頁的「企業管治報告」一節內。

優先購買權

本公司的公司章程細則或本公司註冊成立的司法權區開曼群島的法例並無有關本公司須按比例向本公司現有股東發售新股份的優先購買權的規定。

董事及高級管理人員之個人簡歷

董事及高級管理人員之個人簡歷載於本報告第8頁至第12頁。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the connected transactions as stated in the report, no contracts of significance relating to the business of the Group to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CORPORATE GOVERNANCE

The principles and practices of corporate governance of the Company is set out under the section of “Corporate Governance Report” from page 26 to page 32 in the report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands where the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders of the Company.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

The biographies of Directors and senior management are set out on page 8 to page 12 in the report.

董事會報告

REPORT OF THE DIRECTORS

董事及高級行政人員之權益

於2007年12月31日，本公司之董事及最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債務證券中擁有根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例的該等條文彼等被當作或視為擁有之權益或淡倉），或記錄於本公司根據證券及期貨條例第352條須存置之登記冊中或根據上市規則之《上市公司董事進行證券交易的標準守則》所述董事進行證券交易之規定準則須知會本公司及聯交所之權益或淡倉如下：

DIRECTORS AND CHIEF EXECUTIVES' INTERESTS

As at 31 December 2007, the interests or short positions of the Directors and the chief executives in the Shares, underlying Shares and debentures of the Company or its associated corporations, within the meaning of Part XV of the SFO, which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he was taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which would be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, are as follows:

董事姓名	本公司／ 相關法團名稱	身份／權益性質	股本／持有 註冊股本數量	於本公司／ 相關法團的 概約權益 百分比 Approximate percentage of interest in the Company/ associated corporations (%)
Name of Director	Company/ Name of associated corporation	Capacity/ Nature of interest	Amount of share capital/ registered capital held	interest in the Company/ associated corporations (%)
陳偉榮先生	本公司	於受控制 法團權益 ⁽¹⁾		
Mr. Chen Weirong	Company	Interest of controlled corporations ⁽¹⁾	262,020,000	64.62%
霜梅女士	本公司	公司權益 ⁽²⁾		
Ms. Shuang Mei	Company	Corporate interest ⁽²⁾	9,160,000	2.26%
廖傑先生	本公司	公司權益 ⁽³⁾		
Mr. Liao Jie	Company	Corporate interest ⁽³⁾	7,160,000	1.77%
程吳生先生	本公司	公司權益 ⁽⁴⁾		
Mr. Cheng Wusheng	Company	Corporate interest ⁽⁴⁾	16,160,000	3.99%
李賀球先生	本公司	公司權益 ⁽⁵⁾		
Mr. Li Heqiu	Company	Corporate interest ⁽⁵⁾	20,800,000	5.13%
張志林先生	本公司	公司權益 ⁽⁶⁾		
Mr. Zhang Zhilin	Company	Corporate interest ⁽⁶⁾	23,120,000	5.70%

附註：

1. 陳偉榮先生合法擁有Eversharp Management Limited已發行股本100%，從而合法擁有EY SHINE Management Limited(「EY Shine」)已發行股本42.71%。陳偉榮先生亦合法擁有Everbright Management Limited已發行股本100%，其擁有EY Shine已發行股本36.01%。EY Shine合法擁有EY Ocean 60.31%。就證券及期貨條例第XV部而言，陳偉榮先生被視為於EY Ocean持有的所有股份中擁有權益。
2. 霜梅女士合法擁有HE-YANG Management Limited已發行股本100%，從而合法擁有EY Shine已發行股本5.79%。EY Shine合法擁有EY Ocean 60.31%。霜梅女士因而間接持有約9,160,000股股份。
3. 廖傑先生合法擁有LJ Management Limited已發行股本100%，從而合法擁有EY Shine已發行股本4.53%。EY Shine合法擁有EY Ocean 60.31%。廖傑先生因而間接持有約7,160,000股股份。
4. 程吳生先生合法擁有WUSHENG Management Limited已發行股本100%，從而合法擁有EY Ocean已發行股本6.17%。程吳生先生因而間接持有約16,160,000股股份。
5. 李賀球先生合法擁有HEQ Management Limited已發行股本100%，從而合法擁有EY Ocean已發行股本7.94%。李賀球先生因而間接持有約20,800,000股股份。
6. 張志林先生合法擁有ZHILIN Management Limited已發行股本100%，從而合法擁有EY Ocean已發行股本8.82%。張志林先生因而間接持有約23,120,000股股份。

除上文所披露者外，於2007年12月31日，概無董事及最高行政人員(包括彼等之配偶及未滿18歲之子女)及彼等之聯繫人於本公司、其附屬公司或其任何相聯法團的股份、相關股份或債券中擁有或被視作擁有任何權益或淡倉，而須記錄於根據證券及期貨條例第352條所規定存置的登記冊內，或根據證券及期貨條例第XV部或根據上市規則之「上市公司董事進行證券交易的標準守則」，須知會本公司及聯交所。

Notes:

- (1) Mr. Chen Weirong legally owns 100% of the issued share capital of Eversharp Management Limited, which in turn legally owns 42.71% of the issued share capital of EY SHINE Management Limited ("EY Shine"). Mr. Chen Weirong also legally owns 100% of the issued share capital of Everbright Management Limited, which owns 36.01% of the issued share capital of EY Shine. EY Shine legally owns 60.31% of EY Ocean. For the purposes of Part XV of the SFO, Mr. Chen Weirong is deemed to be interested in all the Shares held by EY Ocean.
- (2) Ms. Shuang Mei legally owns 100% of the issued share capital of HE-YANG Management Limited, which in turn legally owns 5.79% of the issued share capital of EY Shine. EY Shine legally owns 60.31% of EY Ocean. Ms. Shuang Mei therefore is indirectly interested in approximately 9,160,000 Shares.
- (3) Mr. Liao Jie legally owns 100% of the issued share capital of LJ Management Limited, which in turn legally owns of the issued share capital of 4.53% of EY Shine. EY Shine legally owns 60.31% of EY Ocean. Mr. Liao Jie therefore is indirectly interested in approximately 7,160,000 Shares.
- (4) Mr. Cheng Wusheng legally owns 100% of the issued share capital of WUSHENG Management Limited, which in turn legally owns 6.17% of the issued share capital of EY Ocean. Mr. Cheng Wusheng therefore is indirectly interested in approximately 16,160,000 Shares.
- (5) Mr. Li Heqiu legally owns 100% of the issued share capital of HEQ Management Limited, which own 7.94% of the issued share capital of EY Ocean. Mr. Li Heqiu therefore is indirectly interested in approximately 20,800,000 Shares.
- (6) Mr. Zhang Zhilin legally owns 100% of the issued share capital of ZHILIN Management Limited, which in turn legally owns 8.82% of the issued share capital of EY Ocean. Mr. Zhang Zhilin therefore is indirectly interested in approximately 23,120,000 Shares.

Save as disclosed above, as at 31 December 2007, none of the Directors or chief executive (including their respective spouse and children under the age of 18) or their respective associates had an interest or short position in the shares, underlying shares and debentures the Company or its subsidiaries or any of its associated corporations, which was required to be recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

董事會報告

REPORT OF THE DIRECTORS

主要股東的股份權益

本公司的股份及相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部的條文向本公司作出披露的權益或淡倉，或直接或間接擁有附帶權利可於任何情況下在本公司任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上的人士如下：

SUBSTANTIAL SHAREHOLDERS' INTERESTS

The persons who have an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who are, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Company are as follows:

名稱	身份	股份數目	持股量 概約百分比
Name	Capacity	Number of Shares	Approximate percentage of share holding
EY Ocean	實益擁有人 Beneficial owner	262,020,000	64.62%
EY SHINE Management Limited	於一間控制公司的權益 ⁽¹⁾ Interest of a controlled corporation ⁽¹⁾	262,020,000	64.62%
Eversharp Management Limited	於一間控制公司的權益 ⁽²⁾ Interest of a controlled corporation ⁽²⁾	262,020,000	64.62%
Everbright Management Limited 陳偉榮	於一間控制公司的權益 ⁽³⁾ Interest of a controlled corporation ⁽³⁾	262,020,000	64.62%
Chen Weirong	於一間控制公司的權益 ⁽⁴⁾ Interest of a controlled corporation ⁽⁴⁾	262,020,000	64.62%
Legend New-Tech Investment Limited	實益擁有人 Beneficial owner	26,920,000	6.64%
Right Lane Limited	於一間控制公司的權益 ⁽⁵⁾ Interest of a controlled corporation ⁽⁵⁾	26,920,000	6.64%
聯想控股有限公司 (Legend Holding Limited*)	於一間控制公司的權益實益信託 ⁽⁶⁾ Interest of a controlled corporation/ Beneficiary of trusts ⁽⁶⁾	26,920,000	6.64%
中國科學院國有資產經營 有限公司	於一間控制公司的權益 ⁽⁶⁾ Interest of a controlled corporation ⁽⁶⁾	26,920,000	6.64%
(Chinese Academy of Sciences Holdings Co., Ltd.*)	於一間控制公司的權益 ⁽⁶⁾ Interest of a controlled corporation ⁽⁶⁾	26,920,000	6.64%
聯想控股有限公司職工持股會 (Employees' Shareholding Society of Legend Holding Limited*)	於一間控制公司的權益 ⁽⁶⁾ Interest of a controlled corporation ⁽⁶⁾	26,920,000	6.64%

附註：

- (1) EY SHINE Management Limited (「EY Shine」) 擁有 EY Ocean Management Limited (「EY Ocean」) 已發行股本約60.31%權益，及可於其股東大會行使或控制行使三分之一或以上投票權。EY Ocean因而被視為擁有EY Ocean持有的所有股份權益。
- (2) Eversharp Management Limited (「Eversharp」) 擁有EY Shine已發行股本約42.71%權益，及可於其股東大會行使或控制行使三分之一或以上投票權。Eversharp因而被視為擁有EY Ocean持有的所有股份權益。
- (3) Everbright Management Limited (「Everbright」) 擁有EY Shine已發行股本約36.01%權益，及可於其股東大會行使或控制行使三分之一或以上投票權。Eversharp因而被視為擁有EY Ocean持有的所有股份權益。
- (4) 陳偉榮先生合法擁有Eversharp的全部已發行股本及Everbright的全部已發行股本。陳偉榮先生因而被視為擁有EY Ocean持有的所有股份權益。
- (5) Right Lane Limited合法擁有Legend New-Tech Investment的全部已發行股本，Right Lane Limited因而被視為擁有Legend New-Tech Investment持有的所有股份權益。
- (6) 聯想控股有限公司擁有Right Lane Limited全部已發行股本的權益。聯想控股有限公司合擁有Right Lane Limited已發行股本50%，亦作為兩個信託實益擁有Right Lane Limited已發行股本餘下50%。Liu Chuanzhi作為代表Legend Holding Limited的信託人持有Right Lane Limited已發行股本25%。張祖祥作為代表Legend Holding Limited的信託人持有Right Lane Limited已發行股本25%。聯想控股有限公司由中國科學院國有資產經營有限公司擁有65%及聯想控股有限公司職工持股會擁有35%。

目前本公司並無任何其他主要股東(按上市規則的定義為直接或間接擁有附帶權利，可於任何情況下在本公司任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上，或須根據證券及期貨條例第XV部第2及第3分部的條文披露其於本公司的股份及相關股份中擁有的權益或淡倉的任何人士)。

Notes:

1. EY SHINE Management Limited ("EY Shine") is interested in approximately 60.31% of the issued capital of EY Ocean and is entitled to exercise or control the exercise of one-third or more of the voting power at its general meeting. EY Shine is therefore deemed to be interested in all the Shares held by EY Ocean.
2. Eversharp Management Limited ("Eversharp") is interested in approximately 42.71% of the issued capital of EY Shine and is entitled to exercise or control the exercise of one-third or more of the voting power at its general meeting. Eversharp is therefore deemed to be interested in all the Shares held by EY Ocean.
3. Everbright Management Limited ("Everbright") is interested in approximately 36.01% of the issued capital of EY Shine and is entitled to exercise or control the exercise of one-third or more of the voting power at its general meeting. Everbright is therefore deemed to be interested in all the Shares held by EY Ocean.
4. Mr. Chen Weirong legally owns the entire issued share capital of Eversharp and the entire issued share capital of Everbright. Mr. Chen Weirong is therefore deemed to be interested in all the Shares held by EY Ocean.
5. Right Lane Limited legally owns the entire issued share capital of Legend New-Tech Investment Limited. Right Lane Limited is therefore deemed to be interested in all the Shares held by Legend New-Tech Investment Limited.
6. 聯想控股有限公司(Legend Holding Limited*) is interested in the entire issued share capital of Right Lane Limited.聯想控股有限公司(Legend Holding Limited*) legally owns 50% of the issued share capital of Right Lane Limited and also owns the remaining 50% the issued share capital of Right Lane Limited as a beneficiary of two trusts. Liu Chuanzhi is holding 25% of the issued share capital of Right Lane Limited as a trustee for and on behalf of Legend Holding Limited. Zhang Zuxiang is holding 25% of the issued share capital of Right Lane Limited as a trustee for and on behalf of Legend Holding Limited. 聯想控股有限公司(Legend Holding Limited*) is owned as to 65% by 中國科學院國有資產經營有限公司(Chinese Academy of Sciences Holdings Co., Ltd.*) and 35% by聯想控股有限公司職工持股會(Employees' Shareholding Society of Legend Holding Limited*).

The Company does not have any other substantial shareholder (being defined in the Listing Rules as any person who is, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Company, or being any person who is required to disclose his interest or short position in the Shares and underlying shares of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO) immediately following completion of the Share Offer and Capitalisation Issue.

董事會報告

REPORT OF THE DIRECTORS

董事信納本公司可獨立於控股股東繼續進行其業務。本集團與控股股東或其任何聯繫人之間並無業務交易。於最後可行日期，控股股東對本集團業務以外而與本集團業務產生或可能產生競爭的業務概無興趣。

此外，截至本年報刊發日期，本公司的董事會由10名成員組成(其中3名為獨立非執行董事)。有關董事明白他們的誠信責任是對本公司及其股東整體負責而並非對任何特定的本公司股東負責。

購股權計劃

根據本公司全體股東於2007年11月30日通過的一項書面決議，本公司已採納購股權計劃。購股權計劃的存在，可使本集團將之作為那些為集團作出貢獻的人選的激勵或者回報。

購股權計劃的合資格人士包括但不限於：集團董事(包括獨立非執行董事)、本集團的其他成員、本集團的貨物或服務供應商、本集團的客戶、向本集團提供設計、研究、開發或其他技術支援的人士、本集團的股東、本集團的諮詢顧問人士。購股權計劃在2007年11月30日之後起10年內有效。

目前根據購股權計劃獲准授出但尚未行使的所有購股權獲行使時可能發行的最高股份數目不得超過不時已發行股本30%。於任何12個月期間內，各合資格參與者獲授購股權項下可予發行之最高股份數目不得超過不時已發行股份的1%。授出超過此上限的任何其他購股權須待股東於股東大會上批准。

The Directors are satisfied that the Company can carry on its business independently of the Controlling Shareholders. There is no business transaction between the Group on one hand and the Controlling Shareholders or any of their associates on the other hand. As at the Latest Practicable Date, the Controlling Shareholders are not interested in any business apart from the Group's business which competes or is likely to compete with the Group's business.

Further, as at the date of this annual report, the Company's board of directors consists of ten members (of which three are independent non-executive directors). These Directors understand that their fiduciary duties are owed to the Company and its shareholders as a whole but not to any particular shareholder of the Company.

SHARE OPTION SCHEME

The Share Option Scheme was also adopted pursuant to the written resolutions passed by all shareholders of the Company on 30 November 2007. The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

Eligible participants of the Share Option Scheme include, among others, the Group's directors, including independent nonexecutive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, persons that provide research, development or other technological support to the Group, the Group's shareholders and the advisers or consultants of the Group. The Share Option Scheme will remain in force for a period of 10 years commencing from 30 November 2007.

The maximum number of unexercised options currently permitted to be granted under the Share Option Scheme is an amount equivalent, upon their exercise, to 30% of the Shares in issue at any time. The maximum number of Shares issuable under the options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the Shares in issue at any time. Any further grant of options in excess of this limit is subject to shareholders' approval in a general meeting.

於任何12個月期間內向董事、本公司的行政總裁或主要股東或其各自的聯繫人授出購股權，須獲取獨立非執行董事的事先批准。此外，於任何12個月期間內向主要股東或獨立非執行董事或其各自的聯繫人授出購股權如超過任何時候已發行股份的0.1%，且合共價值(按股份於授出日期的收市價計算)超過5百萬港元，則須事先經股東於股東大會上批准。

購股權承授人於支付合共1港元的象徵性代價後，可於提出授出購股權的要約日期起計21日內接納授出購股權的要約。所授出購股權的行使期由董事決定，該期間可由提出授出購股權的要約日期開始，惟無論如何不得遲於提出授出購股權的要約日期起計10年屆滿時結束，並須受其提早終止規定所限。根據購股權計劃，於購股權可行使前概無規定最短持有期。

購股權的行使價由董事釐定，但不得低於以下的最高者：(i)於提出授出購股權的要約日期股份於聯交所每日報價列表所報的收市價；及(ii)緊接提出授出購股權的要約日期前五個交易日股份於聯交所每日報價列表所報的平均收市價；及(iii)股份的面值。

截至2007年12月31日止年度，概無根據購股權計劃授出任何購股權。

購股權之估值

於截至2007年12月31日並未授出購股權，亦未擬訂具體的購股權實施方案。

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

The offer of a grant of options may be accepted within 21 days from the date of offer of grant of the option, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the options granted is determinable by the Directors, which period may commence from the date of the offer for grant of the options is made, and shall end in any event not later than 10 years from the date on which the offer for the grant of the options subject to the provisions for early termination thereof. There is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

The exercise price of the options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as quoted on the Stock Exchange's daily quotation sheets on the date of the offer for grant of the options; and (ii) the average closing price of the Shares as quoted on the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer for grant of the options; and (iii) the nominal value of the Shares.

For the year ended 31 December 2007, no option had been granted under the Share Option Scheme.

VALUATION OF SHARE OPTIONS

As at 31 December 2007, no share options were granted and no specific share option implementation plans were proposed.

董事會報告

REPORT OF THE DIRECTORS

認購股份或債券之安排

除上述的購股權外，於年內本公司或其任何附屬公司或本公司之控股公司或控股公司之任何附屬公司，並無作出安排使公司董事可從認購本公司或任何其他機構股份或債券而獲取利益。

董事於競爭業務中之權益

本公司之董事概無擁有任何與本集團業務出現競爭的業務權益。

公眾持股量

根據公司及董事所知悉的公開資料，公司確認其股份於本報告之日期在市場上已經有足夠的公眾持股量。

購買、出售或贖回股份

由上市日期至2007年12月31日止任何時間，本公司及其任何附屬公司均無購買、出售或贖回本公司之股份。

管理合約

於本年度內，本公司並無就整體業務或任何重要業務的管理或行政工作簽訂任何合約。

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the above share option scheme, at no time during the year was the Company or any of its subsidiaries or the holding companies of the Company or any subsidiaries of its holdings companies 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' INTERESTS IN COMPETING BUSINESS

The Company's Directors had no interests in any business that may compete with the Group's business.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has confirmed that it has maintained a sufficient public float in the market as at the date of the report.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed shares of the Company any time for the period from the Listing Date to 31 December 2007.

MANAGEMENT CONTRACTS

During the year, the Company had no contract entered into in respect of the management or administration of the overall business or any material business.

稅務減免

董事並不知悉任何本公司股東因持有本公司的證券而可享有任何稅務減免。

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders of the Company by reason of their holding of the Company's securities.

主要客戶及供應商

於本年度內，本集團的主要供應商佔集團總購貨額的百分比如下：

集團最大供應商佔總購貨額	
百分比	8.6%
集團五大供應商佔總購貨額	
百分比	31%

概無董事及彼等之聯繫人於以上所述的供應商擁有權益。

於本年度內，本集團的主要客戶佔集團所售出的貨品及服務的百分比如下：

集團向最大客戶所售出的	
貨品及服務	7.5%

於本年度內，集團向其五大客戶	
所售出的貨品及服務	22%

概無董事及彼等之聯繫人於以上所述的客戶擁有權益。

During the year, the percentage of purchases from the major suppliers of the Group to total purchases of the Group is as follow:

Percentage of purchases from	
the largest supplier of the Group to total purchases:	8.6%
Percentage of purchases from	
top five suppliers of the Group to total purchases	31%

No Directors nor their associates have interests in the above suppliers.

During the year, the percentage of sales from the major customers of the Group to the total sales of goods and services of the Group is as follows:

Percentage of sales from the largest customer of	
the Group to total sales of goods and services	7.5%

Goods and services sold by the Group	
to its top five customers during the year	22%

Neither Directors nor their associates have an interest in the customers referred above.

董事會報告

REPORT OF THE DIRECTORS

關連交易

關連交易如披露於財務報表附註33。下列若干關連人士(定義見上市規則)與本集團訂立及/或持續進行之交易，本公司已遵照上市規則有關規定(如需要時)予以公佈。

1.	Type of Transaction 交易種類	Term 年期	Applicable Listing Rule 適用上市規則	Wavier Sought 尋求的豁免
A.	Lease agreement with Guangtong 與光通的租賃協議	9 years and 8 months 9年8個月	Rule 14A.33(3) 第14A.33(3)條	None (De minimis transaction) 無最低豁免交易。
B.	Supply agreement with Guangtong 與光通的供應協議	3 years 3年	Rule 14A.35 第14A.35條	Exemption from reporting, announcement and independent shareholders' approval requirements 豁免公佈及獨立股東批准的規定。

2. 關連人士

光通為相關關連人士，本集團的成員公司與其訂立持續關連協議。光通為一家於2006年7月11日於中國註冊成立的有限公司，由陳偉志擁有80%、陳淑玲擁有10%及陳淑蓉擁有10%。光通的註冊足繳資本為人民幣500,000元。

3. 獲豁免持續關連交易

根據上市規則第14A.33(3)條，以下關連交易對本集團構成獲豁免持續關連交易，因此，可豁免上市規則要求的呈報、公佈及經獨立股東批准的規定。以下交易按公平原則及正常商業條款或對本集團有利的條款進行。

CONNECTED TRANSACTIONS

Details of connected transactions are disclosed in note 33. The Company has complied with the relevant requirements of the Listing Rules (when necessary) to disclose the transactions and/or continuing transactions entered into between certain connected parties (as defined in the Listing Rules) and the Group as follows:

2. CONNECTED PERSONS

Guangtong is the relevant Connected Person, with whom members of the Group have entered into continuing connected transactions. Guangtong is a limited liability company incorporated in the PRC on 11 July 2006 and is owned as to 80% by Chen Weizhi (陳偉志), 10% by Chen Shuling (陳淑玲) and 10% by Chen Shurong (陳淑蓉). The registered paid-up capital of Guangtong is RMB500,000.

3. EXEMPTED CONTINUING CONNECTED TRANSACTIONS

The following connected transaction will constitute an exempted continuing connected transaction for the Group under Rule 14A.33(3) of the Listing Rules and accordingly, will be exempted from the reporting, announcement and independent shareholders' approval requirements stipulated under the Listing Rules. The following transaction is undertaken on an arms-length basis and on normal commercial terms or terms more favorable to the Group.

A. 與光通的租賃協議

租賃協議的條款

於2007年4月25日，東莞宇陽與光通訂立租賃協議，東莞宇陽同意將一幅位於中國廣東省東莞市鳳崗鎮三聯村石壁坑面積約2,147平方米的土地租予光通，年租人民幣56,680.80元。租賃協議為期9年8個月，由2007年5月1日至2016年12月31日。租賃協議的目的是讓光通於上述地點進行其移動手機外殼生產。年度租金參考當時市場租金釐定。獨立估值師確認光通根據租賃協議建議應付的年度租金與當時市場租金可比較並且屬公平合理。董事（包括獨立非執行董事）認為租賃協議在一般及日常業務過程中且按正常商條款進行，屬公平合理並符合股東整體利益。

A. *Lease Agreement with Guangtong*

Terms of the Lease Agreement

On 25 April 2007, Eyang Dongguan entered into a lease agreement with Guangtong, whereby Eyang Dongguan agreed to lease to Guangtong for an annual rent of RMB56,680.80 land with an area of approximately 2,147 m² situated in Shibikeng, Sanlian Village, Fenggang Town, Dongguan, Guangdong Province, the PRC. The lease agreement is for a term of 9 years and 8 months commencing from 1 May 2007 to 31 December 2016. The purpose of the lease agreement is to enable Guangtong to carry out its production of mobile phone casings at the above location. The annual rental is determined with reference to the prevailing market rent. The independent property valuer, has confirmed that the proposed annual rent payable under the lease agreement with Guangtong is comparable to the prevailing market rate and is fair and reasonable. The Directors, including the independent non-executive directors, consider that the lease agreement is carried out in the ordinary and usual course of business, on normal commercial terms, is fair and reasonable and in the interests of the Shareholders as a whole.

4. 非獲豁免持續關連交易

下列為須遵守上市規則第14A.45條至14A.48條呈報、公佈及經獨立股東批准的規定的持續關連交易（「非獲豁免持續關連交易」）的條款。

4. NON-EXEMPT CONTINUING CONNECTED TRANSACTION

Set out below are the terms of the continuing connected transaction which is subject to the reporting, announcement and independent shareholders' approval requirements under Rules 14A.45 to 14A.48 of the Listing Rules (the "Non-exempt Continuing Connected Transaction").

董事會報告

REPORT OF THE DIRECTORS

A. 與光通的供應協議

供應協議的條款

於2007年11月30日，深圳億通與光通訂立供應協議，光通同意按不遜於獨立第三方提供的正常商業條款不時為深圳億通製造並供應移動手機外殼。供應協議有效期為上市日起至2009年12月31日。

董事已確定同類獨立供應商及光通向本集團提供的條款及條件在各重大方面相似。

擬定的年度上限

董事估計根據與光通訂立的供應協議截至2009年12月31日止年度各年的年度交易金額如下：

		截至十二月三十一日止年度		
		For the year ended 31 December		
		二零零七年	二零零八年	二零零九年
		2007	2008	2009
		人民幣百萬元	人民幣百萬元	人民幣百萬元
		RMB million	RMB million	RMB million
與光通的供應協議	Supply agreement with Guangtong	20.0	33.3	41.7

截至2007年12月31日止年度，本集團向光通採購的移動手機外殼金額約為人民幣17.6百萬元，佔本集團移動手機外殼的總採購額約65%，亦佔本集團總採購額約3%，並無超逾先前公告所披露各類別的上限。

A. Supply agreement with Guangtong

Terms of the supply agreement

On 30 November 2007, Eycorn entered into a supply agreement with Guangtong, whereby Guangtong agreed to manufacture and supply mobile phone casings to Eycorn from time to time on normal commercial terms which are no less favorable than those available from Independent Third Parties. The supply agreement is effective from the Listing Date to 31 December 2009.

The Directors have confirmed that the terms and conditions offered to the Group by the Independent Suppliers and Guangtong are similar in all material respects.

Proposed annual caps

The Directors estimate that the annual value of the transactions under the supply agreement with Guangtong for each of the years ending 31 December 2009 are as follows:

For the year ended 31 December 2007, the purchases of mobile phone casings by the Group from Guangtong was approximately RMB17.6 million, representing approximately 65% of the total purchases of mobile phone casings of the Group, as well as approximately 3% of the total purchases of the Group. Such percentages do not exceed the various caps as disclosed in antecedent announcements.

上述交易已經本公司的獨立非執行董事審閱。獨立非執行董事確認該等持續關連交易由本集團在一般及日常業務程序中訂立，交易按照一般商務條款或不遜於獨立第三方可提供的條款而進行。

獨立非執行董事亦確認該等交易乃根據有關交易的協議條款進行，而交易條款屬公平合理，並且符合公司股東的整體利益。

本公司之核數師亦確認所述之持續關連交易(i)已經由本公司之董事會批准；(ii)乃根據有關交易的協議條款進行；及(iii)並無超逾先前公告所披露各類別的上限。

本公司首次公開招股的所得款項用途

本公司於上市日期在聯交所主板上市時成功發售新股（「股份發售」）的所得款項淨額約為108百萬港元。於本年度，有關所得款項根據招股章程所載建議用途如下：

- 59百萬港元用作購入MLCC生產設施以擴充MLCC產品的產能；
- 12百萬港元用於提升MLCC產品的研發能力；
- 6百萬港元用作購入適用於3G移動手機的第三方方案；
- 9百萬港元用作購入移動手機生產設施，以擴大移動手機的產能；
- 9百萬港元用作進一步加強「EY」品牌移動手機的營銷、銷售及分銷；

The above transactions have been reviewed by the independent non-executive directors of the Company. The independent non-executive directors confirm that such continuing connected transactions have been entered in the ordinary and usual course of business of the Company and such transactions are entered into on normal commercial terms or terms no less favorable than those available from Independent Third Parties.

The independent non-executive directors also confirm that such transactions have been entered into based on the terms of the agreement and such transaction terms are fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor has also confirmed that the above-stated continuing connected transactions (i) have been approved by the Board of the Company; (ii) have been entered into on terms of the agreement of relevant transactions; and (iii) have not exceeded any caps as disclosed in the antecedent announcements.

USE OF PROCEEDS FROM THE IPO OF THE COMPANY

The net proceeds from the Share Offer (the “Share Offer”) of the Company upon successful listing on the Main Board of the Stock Exchange on the Listing Date amounted to approximately HK\$108 million. During the year, the proposed use of proceeds as stated in the Prospectus is as follows:

- as to HK\$59 million to acquire MLCC production facilities to expand the production capacity of MLCC products;
- as to HK\$12 million to enhance the research and development capability of MLCC products;
- as to HK\$6 million to acquire third party solutions designated for the applications of 3G mobile phones;
- as to HK\$9 million to acquire mobile phones production facilities to expand the production capacity of mobile phones;
- as to HK\$9 million to further strengthen the marketing, sale and distribution of mobile phones with “EY” brand;

董事會報告

REPORT OF THE DIRECTORS

- 3百萬港元用作升級現有的計算機系統；
及
 - 2百萬港元預留作一般營運資金。
- as to HK\$3 million to upgrade the existing computer system;
and
 - as to HK\$2 million will be reserved as general working capital.

於2007年12月31日止，股份發售的所得款項淨額並未動用，該等所得款項淨額現存放於香港及／或中國的認可金融機構作短期存款，並將按招股章程所披露的方式動用。

As at 31 December 2007, the net proceeds from the Share Offer were not utilized and such net proceeds were placed with recognized financial institutions in Hong Kong and/or China as short-term deposits and would be applied as disclosed in the Prospectus.

核數師

本年度之財務報表乃經安永會計師事務所審核。該核數師於2007年股東週年大會任滿告退，並表示願意應聘連任。根據審核委員會的建議，續聘安永會計師事務所為本公司核數師的決議案，將於應屆股東周年大會上提呈。

AUDITOR

The financial statements for the year are audited Ernst & Young. Such auditor shall retire at the 2007 annual general meeting, but has agreed to offer themselves for re-appointment. According to the advice of the Audit Committee, a resolution will be proposed to the forthcoming annual general meeting to re-appoint Ernst & Young as auditor of the Company.

董事會代表
主席
陳偉榮

On behalf of the Board
Chen Weirong
Chairman

香港，2008年4月23日

Hong Kong, 23 April 2008



安永會計師事務所

致宇陽控股(集團)有限公司之股東
(於開曼群島註冊成立之有限公司)

吾等已審核第54至148頁所載宇陽控股(集團)有限公司之財務報表，當中包括於2007年12月31日之綜合及公司資產負債表及截至該日止年度之綜合收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策及其他說明附註之概要。

董事就財務報表須承擔之責任

貴公司董事須負責根據國際會計標準委員會頒佈之國際財務報告準則及香港公司條例披露規定，編製及真實公平地呈報該等財務報表。這責任包括設計、實施及維護與編製及真實公平地呈報財務報表相關的內部控制，以確使財務報表不存在因於欺詐或錯誤而導致的重大錯誤陳述；選擇並應用適當之會計政策；及按情況下作出合理之會計估計。

核數師之責任

吾等之責任是根據吾等之審核對財務報表發表意見。本報告僅向各股東作出，除此之外，並無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。

吾等已根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定財務報表是否不存有任何重大錯誤陳述。

To the shareholders of EYANG Holdings (Group) Co., Limited
(Incorporated in the Cayman Islands with limited liability)

We have audited the financial statements of EYANG Holdings (Group) Co., Limited set out on pages 54 to 148, which comprise the consolidated and company balance sheets as at 31 December 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

獨立核數師報告

INDEPENDENT AUDITORS' REPORT

審核涉及執程序以獲取有關財務報表所載金額及披露資料之審核憑證。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財務報表存有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制及真實公平地呈報財務報表相關之內部控制，以設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策是否適當及所作出之會計估計是否合理，以及評價財務報表之整體呈報方式。

吾等相信，吾等所獲得之審核憑證是充足及適當地為吾等之審核意見提供基礎。

意見

吾等認為，該等財務報表已根據國際財務報告準則真實而公平地反映 貴公司及 貴集團於2007年12月31日之經營狀況，及 貴集團截至該日止年度之利潤及現金流量，並已按照香港公司條例之披露規定妥為編製。

安永會計師事務所
執業會計師

香港
中環金融街8號
國際金融中心2期18樓
2008年4月23日

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

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

OPINION

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2007 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young
Certified Public Accountants

18th Floor
Two International Finance Centre
8 Finance Street, Central, Hong Kong
23 April 2008

綜合收益表

CONSOLIDATED INCOME STATEMENT

截至二零零七年十二月三十一日止年度
Year ended 31 December 2007

		附註 Notes	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
收入	REVENUE	5	834,608	681,617
銷售成本	Cost of sales		(701,641)	(575,459)
毛利	Gross profit		132,967	106,158
其他收入及收益	Other income and gains	5	3,554	4,048
銷售及分銷成本	Selling and distribution costs		(21,921)	(22,624)
行政費用	Administrative expenses		(18,575)	(17,629)
研究及開發成本	Research and development costs	7	(11,759)	(9,745)
其他開支	Other expenses		(6,599)	(6,745)
融資成本	Finance costs	6	(3,211)	(1,779)
除稅前利潤	PROFIT BEFORE TAX	7	74,456	51,684
稅項	Tax	10	(6,023)	(3,545)
年度利潤	PROFIT FOR THE YEAR		68,433	48,139
以下人士應佔：	Attributable to:			
母公司權益持有人	Equity holders of the parent	11	68,433	48,176
少數股東權益	Minority interests		—	(37)
			68,433	48,139
股息	DIVIDENDS	12		
擬派末期	Proposed final		20,275	—
母公司股權持有人應佔 每股盈利	EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT			
基本	Basic	13	22.6仙cents	16.1仙cents

綜合資產負債表

CONSOLIDATED BALANCE SHEET

於二零零七年十二月三十一日
31 December 2007

		附註 Notes	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	14	171,490	142,421
投資物業	Investment properties	15	3,700	482
土地租賃預付款項	Land lease prepayments	16	10,708	10,958
遞延稅項資產	Deferred tax assets	18	1,807	1,672
非流動資產總值	Total non-current assets		187,705	155,533
流動資產	CURRENT ASSETS			
存貨	Inventories	19	75,467	90,895
應收貿易賬款及應收票據	Trade and bills receivables	20	117,284	52,643
預付款項、按金 及其他應收款	Prepayments, deposits and other receivables	21	13,548	8,195
應收關連方款項	Due from a related party	33(3)	—	379
應收股東款項	Due from a shareholder	33(4)	—	2,784
應收一家附屬公司 一位少數股東款項	Due from a minority shareholder of a subsidiary	33(5)	—	767
現金及銀行結餘	Cash and bank balances	22	188,812	97,875
受限制的銀行存款	Restricted bank deposits	22	25,986	29,165
已抵押銀行存款	Pledged bank deposits	22	14,300	—
流動資產總值	Total current assets		435,397	282,703
流動負債	CURRENT LIABILITIES			
應付貿易賬款及應付票據	Trade and bills payables	23	138,219	114,588
遞延收入、應計款項 及應付款	Deferred income, accruals and other payables	24	34,617	37,608
應付稅項	Tax payable		7,546	7,150
撥備	Provisions	25	4,609	9,087
計息銀行貸款	Interest-bearing bank loans	27	40,479	34,586
應付股息	Dividends payable		171	—
應付關連方的款項	Due to related parties	33(3)	1,391	1,833
流動負債總值	Total current liabilities		227,032	204,852

綜合資產負債表

CONSOLIDATED BALANCE SHEET

於二零零七年十二月三十一日
31 December 2007

		附註 Notes	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
流動資產淨值	NET CURRENT ASSETS		208,365	77,851
資產總值減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		396,070	233,384
非流動負債	NON-CURRENT LIABILITIES			
遞延收入	Deferred income	26	7,995	7,746
計息銀行貸款	Interest-bearing bank loans	27	—	514
非流動負債總額	Total non-current liabilities		7,995	8,260
資產淨值	Net assets		388,075	225,124
權益	EQUITY			
母公司權益持有人應佔權益	Equity attributable to equity holders of the parent			
已發行股本	Issued capital	28	3,773	48
儲備	Reserves	29(a)	364,027	224,899
擬派末期股息	Proposed final dividend	12	20,275	—
			388,075	224,947
少數股東權益	Minority interests		—	177
總權益	Total equity		388,075	225,124

陳偉榮
Chen Weirong
董事
Director

霜梅
Shuang Mei
董事
Director

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零零七年十二月三十一日止年度
Year ended 31 December 2007

母公司權益持有人應佔

Attributable to equity holders of the parent

		股份溢價賬		匯率 波動儲備		留存盈利 擬派末期股息		少數 股東權益		
		已發行股本	Share	實繳盈餘	Exchange	Retained	Proposed final	總計	Minority	總權益
		Issued	premium	Contributed	fluctuation	profits	dividend	Total	interests	Total equity
		capital	account	surplus	reserve					
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		(附註28)		(附註29(a))						
		(note 28)		(note 29(a))						
於2006年 1月1日	At 1 January 2006	48	—	203,536	44	43,127	—	246,755	214	246,969
本年度利潤	Profit for the year	—	—	—	—	48,176	—	48,176	(37)	48,139
附屬公司宣派之股息 (附註12)	Dividends declared by the subsidiaries (note 12)	—	—	—	—	(70,160)	—	(70,160)	—	(70,160)
匯率整調	Exchange realignment	—	—	—	176	—	—	176	—	176
於2006年 12月31日及 2007年 1月1日	At 31 December 2006 and 1 January 2007	48	—	203,536*	220*	21,143*	—	224,947	177	225,124
本年度利潤	Profit for the year	—	—	—	—	68,433	—	68,433	—	68,433
發行股份(附註28)	Issue of shares (note 28)	943	121,670	—	—	—	—	122,613	—	122,613
資本化發行股份 (附註28)	Capitalisation issue of shares (note 28)	2,782	(2,782)	—	—	—	—	—	—	—
新股份上市之 上市開支	Listing expenses for listing of new shares	—	(20,626)	—	—	—	—	(20,626)	—	(20,626)
收購少數股東權益 (附註29(a)(ii))	Acquisition of minority interests (note 29(a)(ii))	—	—	(2,823)	—	—	—	(2,823)	(177)	(3,000)
附屬公司宣派之股息 (附註12)	Dividends declared by the subsidiaries (note 12)	—	—	—	—	(4,500)	—	(4,500)	—	(4,500)
2007年擬派末期股息 (附註12)	Proposed final 2007 dividend (note 12)	—	—	—	—	(20,275)	20,275	—	—	—
匯率整調	Exchange realignment	—	—	—	31	—	—	31	—	31
於2007年 12月31日	At 31 December 2007	3,773	98,262*	200,713*	251*	64,801*	20,275	388,075	—	388,075

* 該等儲備賬目包括綜合資產負債表中之綜合儲備人民幣364,027,000元(2006年: 人民幣224,899,000元)。

* These reserve accounts comprise the consolidated reserves of RMB364,027,000 (2006: RMB224,899,000) in the consolidated balance sheet.

綜合現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至二零零七年十二月三十一日止年度
Year ended 31 December 2007

	附註 Notes	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
經營活動產生之現金流量	CASH FLOWS FROM OPERATING ACTIVITIES		
除稅前利潤	Profit before tax	74,456	51,684
經調整：	Adjustments for:		
融資成本	Finance costs	3,211	1,779
銀行利息收入	Bank interest income	(956)	(730)
出售物業、廠房及 設備項目之虧損	Loss on disposal of items of property, plant and equipment	—	11
出售投資物業之虧損	Loss on disposal of investment properties	—	43
出售可出售投資之收益	Gain on disposal of available-for-sale investments	—	(185)
折舊	Depreciation	14,945	12,575
土地租賃預付款項攤銷	Amortisation of land lease prepayments	250	250
無形資產攤銷	Amortisation of intangible assets	—	82
物業、廠房及設備項目減值	Impairment of items of property, plant and equipment	—	242
應收貿易賬款 減值／(減值撥回)	Impairment/(reversal of impairment) of trade receivables	(88)	1,579
其他應收款項減值	Impairment of other receivables	386	—
滯銷存貨撥備／(撥備撥回)	Provisions/(reversal of provision) against slow-moving inventories	(2,809)	3,181
現有股份上市之上市開支	Listing expenses for listing of existing shares	12,399	—
		101,794	70,511
存貨之減少／(增加)	Decrease/(increase) in inventories	18,237	(5,454)
應收貿易賬款及應收票據 (增加)／減少	(Increase)/decrease in trade and bills receivables	(64,553)	13,461
預付款項、按金及其他應 收款(增加)／減少	(Increase)/decrease in prepayments, deposits and other receivables	(5,739)	7,162
應收一家附屬公司1位少數股東 款項之減少／(增加)	Decrease/(increase) in an amount due from a minority shareholder of a subsidiary	767	(767)
應收之關連方款項減少	Decrease in an amount due from a related party	379	1,698
應付貿易賬款及應付票據增加	Increase in trade and bills payables	23,631	9,898
遞延收入、應計款項及 其他應付款減少	Decrease in deferred income, accruals and other payables	(4,499)	(13,294)
撥備減少／(增加)	(Decrease)/increase in provisions	(4,478)	6,503
應付一家附屬公司1位少數股東 之款項減少	Decrease in an amount due to a minority shareholder of a subsidiary	—	(3,722)
應付關連方款項減少	Decrease in amounts due to related parties	(442)	(2,554)
遞延收入增加	Increase in deferred income	249	1,850
經營產生之現金	Cash generated from operations	65,347	85,292
已收利息	Interest received	956	730
已付海外稅項	Overseas taxes paid	(5,762)	(2,902)
經營活動產生之現金淨流入	Net cash inflow from operating activities	60,540	83,120

綜合現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至二零零七年十二月三十一日止年度
Year ended 31 December 2007

	附註 Notes	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
投資活動產生的現金流量	CASH FLOWS FROM INVESTING ACTIVITIES		
購買物業、廠房及設項目	Purchases of items of property, plant and equipment	(46,708)	(23,996)
出售一家附屬公司	Disposal of a subsidiary	—	900
收購少數股東權益	Acquisition of minority interests	(3,000)	—
出售投資物業之所得	Proceeds from disposal of investment properties	—	1,819
出售可出售投資之所得	Proceeds from disposal of available-for-sale investments	—	2,055
在購入時原本到期日超過3個月之受限制銀行存款之增加	Increase in restricted bank deposits with original maturity of over three months when acquired	(2,554)	(172)
投資活動產生之現金淨流出	Net cash outflow from investing activities	(52,262)	(19,394)
融資活動產生之現金流量	CASH FLOWS FROM FINANCING ACTIVITIES		
發行股份之所得	Proceeds from issue of shares	28	122,613
上市開支	Listing expenses	(32,041)	—
新造計息銀行貸款	New interest-bearing bank loans	50,000	8,000
償還計息銀行貸款	Repayment of interest-bearing bank loans	(44,621)	(9,441)
向1名股東提供貸款	Advance of a loan to a shareholder	—	(2,784)
一名股東償還貸款	Repayment of an amount due from a shareholder	2,784	70,159
已付利息	Interest paid	(3,211)	(1,779)
已付股息	Dividends paid	(4,329)	(70,160)
已抵押銀行存款增加	Increase in pledged bank deposits	(14,300)	—
融資活動產生之現金淨入／(流出)	Net cash inflow/(outflow) from financing activities	76,895	(6,005)
現金及現金等價物之增加淨額	NET INCREASE IN CASH AND CASH EQUIVALENTS	85,173	57,721
匯率調整	Exchange realignment	31	176
年初之現金及現金等價物	Cash and cash equivalents at beginning of year	125,130	67,233
年底之現金及現金等價物	CASH AND CASH EQUIVALENTS AT END OF YEAR	210,334	125,130
現金及現金等價物結餘分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
現金及銀行結餘	Cash and bank balances	22	188,812
在購入時原本到期日不足3個月之受限制銀行存款	Restricted bank deposits with original maturity of less than three months when acquired	22	21,522
		210,334	125,130

資產負債表

BALANCE SHEET

於二零零七年十二月三十一日
31 December 2007

		附註 Notes	二零零七年 2007 人民幣千元 RMB'000
非流動資產	NON-CURRENT ASSETS		
於附屬公司之投資	Investments in subsidiaries	17	365,000
流動資產	CURRENT ASSETS		
預付款項、按金及其他應收款	Prepayments, deposits and other receivables	21	3,478
現金及銀行結餘	Cash and bank balances	22	103,950
總流動資產	Total current assets		107,428
流動負債	CURRENT LIABILITIES		
其他應付款及應計款項	Other payables and accruals	24	2,125
應付附屬公司款項	Due to subsidiaries	17	17,408
總流動負債	Total current liabilities		19,533
淨流動資產	NET CURRENT ASSETS		87,895
淨資產	Net assets		452,895
權益	EQUITY		
已發行股本	Issued capital	28	3,773
儲備	Reserves	29(b)	428,847
擬派末期股息	Proposed final dividend	12	20,275
總權益	Total equity		452,895

陳偉榮
Chen Weirong
董事
Director

霜梅
Shuang Mei
董事
Director

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

1. 公司資料及集團重組

宇陽控股(集團)有限公司(「本公司」)於2007年3月6日在開曼群島根據開曼群島法例第22章公司法(1961年第3號法案,以經合併及修訂者為準)註冊成立為豁免有限公司。

根據本公司及其附屬公司(合稱「本集團」)於2007年12月5日完成之重組(「重組」)以整頓本集團架構,藉此籌備本公司股份在香港聯合交易所有限公司公開上市(「股份發售」),本公司已成為本集團現時屬下各公司之最終控股公司。本公司股份已於2007年12月21日在香港聯合交易所有限公司(「聯交所」)主板上市。

有關重組之詳情載於2007年12月11日刊發之招股章程內(「招股章程」)。

本公司之註冊辦事處位於The offices of Codon Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands,而本公司之總辦事處及主要營業地點則位於香港灣仔告士打道173-174號天廚商業大廈8樓。本公司之主要業務為投資控股。有關附屬公司之主要業務之詳情載於此等財務報表附註17。年內,本集團主要業務之性質並無出現重大改變。

本公司為EY OCEAN Management Limited(「EY OCEAN」,於英屬處女群島註冊成立之公司)之附屬公司,且EY OCEAN被董事視為本公司之最終控股公司。

1. CORPORATE INFORMATION AND GROUP REORGANISATION

EYANG Holdings (Group) Co., Limited (the "Company") was incorporated in the Cayman Islands on 6 March 2007 as an exempted company with limited liability in the Cayman Islands under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised).

Pursuant to a reorganisation of the Company and its subsidiaries (collectively referred to as the Group) completed on 5 December 2007 (the "Reorganisation") to rationalise the structure of the Group in preparation for the public listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Share Offer"), the Company became the ultimate holding company of the companies now comprising the Group. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 21 December 2007.

Details of the Reorganisation are set out in the prospectus dated 11 December 2007 (the "Prospectus").

The Company's registered office is located at the offices of Codon Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the head office and principal place of business of the Company is located at 8th Floor, Tien Chu Commercial Building, 173 - 174 Gloucester Road, Wanchai, Hong Kong. The principal activities of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 17 to these financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

The Company is a subsidiary of EY OCEAN Management Limited ("EY OCEAN"), a company incorporated in the British Virgin Islands, EY OCEAN is considered by the directors as the Company's ultimate holding company.



財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

2.1 編製基準

於集團重組後，綜合財務報表已按照合併會計原則編製。按此基準，本公司於所呈報財政年度內而非由各自之收購日期起被視為其附屬公司之最終控股公司。因此，截至2006年及2007年12月31日止年度之綜合業績包括由2006年1月1日起或彼等各自註冊成立日期起(以較短者為準)本公司及其附屬公司之業績。於2006年12月31日之比較綜合資產負債表已按假設現有集團於該日已一直存在而編製。

由於本公司於2006年12月31日並不存在，故並無於本公司之資產負債表及附註內呈報比較金額。

董事認為，按以上基準編製之綜合財務報表更能公平地呈報本集團之整體業績及經營狀況。

2.1 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with the principles of merger accounting as a result of the Group Reorganisation. On this basis, the Company has been treated as the ultimate holding company of its subsidiaries for the financial years presented rather than from their respective date of acquisition. Accordingly, the consolidated results for the year ended 31 December 2006 and 2007 include the results of the Company and its subsidiaries with effect from 1 January 2006 or since their respective dates of incorporation, whichever is shorter. The comparative consolidated balance sheet as at 31 December 2006 has been prepared as if the existing Group had been in place at that date.

Comparative amounts have not been presented for the Company's balance sheet and the notes thereto because the Company was not in existence on 31 December 2006.

In the opinion of the directors, the consolidated financial statements prepared on the above basis present more fairly the results and state of affairs of the Group as a whole.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

2.1 編製基準 (續)

此等財務報表是根據國際財務報告準則（「國際財務報告準則」）編製，包括現時仍然生效由國際會計標準委員會（「國際會計標準委員會」）批准之準則及詮釋以及由國際會計準則委員會批准之國際會計準則及常務詮釋委員會詮釋，並按照香港公司條例之披露規定編製。此等財務報表乃根據歷史成本常規法編製。除另有註明者外，此等財務報表以人民幣（「人民幣」）呈列，所有金額均調整至最接近之千元。

一切重要之集團內部交易及結餘均已於合併列賬時作抵銷。

少數股東權益指非由本集團於本公司附屬公司之業績及淨資產持有之外部股東權益。收購少數股東權益會以個體概念法計算，已收購淨資產部分之作價與賬面淨值之間之差異會確認為權益交易。

2.1 BASIS OF PREPARATION (continued)

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which comprise standards and interpretations approved by the International Accounting Standards Board (the “IASB”), and the International Accounting Standards and Standing Interpretations Committee Interpretations approved by the International Accounting Standards Committee that remain in effect, and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

Minority interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company’s subsidiaries. Acquisitions of minority interests are accounted for using the entity concept method whereby the difference between the consideration and the book value of the share of the net assets acquired is recognised as an equity transaction.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

2.2 新訂及經修訂國際財務報告準則之影響

本集團已於編製本年度財務報表時首次採納下列新訂及經修訂國際財務報告準則。除因此引起之採納新訂及經修訂會計政策及作出額外披露之若干情況外，採納此等新訂及經修訂準則及詮釋對此等財務報表並無重大影響。

國際財務報告準則第7號	金融工具：披露
國際會計準則第1號(經修訂)	資本披露
國際財務報告詮釋委員會第8號	國際財務報告準則第2號之範圍
國際財務報告詮釋委員會第9號	內嵌式衍生工具之重估
國際財務報告詮釋委員會第10號	中期財務匯報及減值

2.2 IMPACT OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements. Except for in certain cases, giving rise to new and revised accounting policies and additional disclosures, the adoption of these new and revised standards and interpretations has had no material effect on these financial statements.

IFRS 7	Financial Instruments: Disclosures
IAS 1 Amendment	Capital Disclosures
IFRIC 8	Scope of IFRS 2
IFRIC 9	Reassessment of Embedded Derivatives
IFRIC 10	Interim Financial Reporting and Impairment

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

2.2 新訂及經修訂國際財務報告準則之影響 (續)

採納此等新訂及經修訂國際財務報告準則之主要影響載列如下：

(a) 國際財務報告準則第7號 金融工具：披露

此準則規定作出披露以允許財務報表使用者能評估本集團金融工具之重要性以及該等金融工具所產生之風險性質及範圍。該等新披露貫徹載列於財務報表內。由於對本集團之財務狀況或經營狀況並無影響，比較資料已予載入／經修訂(如適用)。

(b) 國際會計準則第1號(經修訂) 財務報表之呈報 — 資本披露

此修訂規定本集團作出披露以允許財務報表之使用者能夠評估本集團管理資本之目標、政策及過程。此等新披露載列於此等財務報表附註34。

2.2 IMPACT OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

The principal effects of adopting these new and revised IFRSs are as follows:

(a) IFRS 7 *Financial Instruments: Disclosures*

This standard requires disclosures that enable users of the financial statements to evaluate the significance of the Group's financial instruments and the nature and extent of risks arising from those financial instruments. The new disclosures are included throughout the financial statements. While there has been no effect on the financial position or results of operations of the Group, comparative information has been included/revised where appropriate.

(b) Amendment to IAS 1 *Presentation of Financial Statements — Capital Disclosures*

This amendment requires the Group to make disclosures that enable users of the financial statements to evaluate the Group's objectives, policies and processes for managing capital. These new disclosures are shown in note 34 to these financial statements.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

2.2 新訂及經修訂國際財務報告準則之影響 (續)

2.2 IMPACT OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

**(c) 國際財務報告詮釋委員會第8號
國際財務報告準則第2號之範圍**

此詮釋規定，國際財務報告準則第2號須適用於本集團無法明確識別某特殊部份已收取貨物或服務之任何安排，而本集團就該等安排授出股本工具或產生負債（基於本集團股本工具之價值）作為交易代價，而該等安排所收到貨物或服務之價值少於所授出股本工具或所產生負債之公平值。此詮釋對此等財務報表並無影響。

**(d) 國際財務報告詮釋委員會第9號
內嵌式衍生工具之重估**

此詮釋規定，本集團首次成為合約訂約方之日期，即為評估內嵌式衍生工具是否須要與主合約分開而作為衍生工具列賬之日期，並僅當合約之修改大幅改變現金流量時方可進行重估。由於本集團並無按規定須與主合約分開列賬之內嵌式衍生工具，故此詮釋對此等財務報表並無影響。

**(e) 國際財務報告詮釋委員會第10號
中期財務匯報及減值**

本集團已於2007年1月1日起採納此詮釋，而此詮釋規定於過往中期報告期間就商譽確認之減值虧損或分類為可供出售股本工具或按成本列賬之金融資產所確認之減值虧損，其後不得撥回。由於本集團過往並無就該等資產撥回減值虧損，故該詮釋不會對本集團之財務狀況或經營業績產生影響。

(c) IFRIC 8 Scope of IFRS 2

This interpretation requires IFRS 2 to be applied to any arrangement in which the Group cannot identify specifically some of the goods or services received, for which equity instruments are granted or liabilities (based on a value of the Group's equity instruments) are incurred by the Group for a consideration, and which appears to be less than the fair value of the equity instruments granted or liabilities incurred. The interpretation has had no effect on these financial statements.

(d) IFRIC 9 Reassessment of Embedded Derivatives

This interpretation requires that the date to assess whether an embedded derivative is required to be separated from the host contract and accounted for as a derivative is the date that the Group first becomes a party to the contract, with reassessment only if there is a change to the contract that significantly modifies the cash flows. As the Group has no embedded derivative requiring separation from the host contract, the interpretation has had no effect on these financial statements.

(e) IFRIC 10 Interim Financial Reporting and Impairment

The Group has adopted this interpretation as of 1 January 2007, which requires that an impairment loss recognised in a previous interim period in respect of goodwill or an investment in either an equity instrument classified as available-for-sale or a financial asset carried at cost is not subsequently reversed. As the Group has no impairment losses previously reversed in respect of such assets, the interpretation has had no impact on the financial position or results of operations of the Group.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

2.3 已頒佈但尚未生效之國際財務報告準則之影響

本集團並未於此等財務報表內應用下列已頒佈但尚未生效之新訂及經修訂國際財務報告準則。

國際會計準則第1號(經修訂)	財務報表之呈報
國際會計準則第32號及第1號之修訂	財務報表之呈報 — 可贖回金融工具及清盤時產生之責任
國際會計準則第23號(經修訂)	借貸成本
國際會計準則第27號(經修訂)	綜合及獨立財務報表
國際財務報告準則第2號之修訂	以股份為基礎的支付 — 歸屬條款及註銷
國際財務報告準則第3號(經修訂)	業務合併
國際財務報告準則第8號	經營分部
國際財務報告詮釋委員會第11號	國際財務報告準則第2號 — 集團及庫存股份交易
國際財務報告詮釋委員會第12號	服務特許權安排
國際財務報告詮釋委員會第13號	客戶忠誠計劃
國際財務報告詮釋委員會第14號	國際會計準則第19號 — 定額利益資產之限額、最低資本規定及其相互配合關係

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

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

IAS 1 (Revised)	Presentation of Financial Statements
Amendments to IAS 32 & IAS 1	Puttable Financial Instruments and Obligations Arising on Liquidation
IAS 23 (Revised)	Borrowing Costs
IAS 27 (Revised)	Consolidated and Separate Financial Statements
Amendments to IFRS 2	Share-based Payment - Vesting Conditions and Cancellations
IFRS 3 (Revised)	Business Combinations
IFRS 8	Operating Segments
IFRIC 11	IFRS 2 - Group and Treasury Share Transactions
IFRIC 12	Service Concession Arrangements
IFRIC 13	Customer Loyalty Programmes
IFRIC 14	IAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

2.3 已頒佈但尚未生效之國際財務報告準則之影響 (續)

國際會計準則第23號(經修訂)將於2009年1月1日或之後之年度期間起採納。此準則規定將購置、建造或生產符合條件之資產直接相關之借貸成本予以資本化。由於本集團目前之借貸成本政策符合經修訂準則之規定，故經修訂準則不大可能會對本集團構成重大財務影響。

國際財務報告準則第8號將取代國際會計準則第14號「分部報告」，具體說明一家實體應如何報告有關其營運分類資料，並以實體主要營運決策人可用作分配資源予有關分類及評估其表現之組成實體資料為依據。有關準則亦規定，披露分部內所提供產品及服務之資料、本集團經營所在地區及來自本集團主要客戶之收益。本集團預期於2009年1月1日起採納國際財務報告準則第8號。

國際會計準則第1號(經修訂)、國際會計準則第32號及第1號之修訂、國際會計準則第27號(經修訂)、國際財務報告準則第2號、國際財務報告準則第3號(經修訂)、國際財務報告詮釋委員會第11號、國際財務報告詮釋委員會第12號、國際財務報告詮釋委員會第13號及國際財務報告詮釋委員會第14號將分別於二零零九年一月一日、二零零九年一月一日、二零零九年七月一日、二零零九年一月一日、二零零九年七月一日、二零零七年三月一日、二零零八年一月一日、二零零八年七月一日及二零零八年一月一日起或之後之年度期間內採納。本集團正評估此等新訂及經修訂之國際財務報告準則及國際財務報告詮釋委員會於初步採納時所產生之影響。本集團預計，此等新訂及經修訂之國際財務報告準則及國際財務報告詮釋委員會不大可能對本集團之經營業績及財務狀況有任何重大影響。

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

IAS 23 (Revised) shall be applied for annual periods beginning on or after 1 January 2009. The standard require capitalisation of borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset. As the Group's current policy for borrowing costs aligns with the requirements of the revised standard, the revised standard is unlikely to have any financial impact on the Group.

IFRS 8, which will replace IAS 14 Segment Reporting, specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. The standard also requires the disclosure of information about the products and services provided by the segments, the geographical areas in which the Group operates, and revenue from the Group's major customers. The Group expects to adopt IFRS 8 from 1 January 2009.

IAS 1 (Revised), Amendment to IAS 32 & IAS 1, IAS 27 (Revised), IFRS 2, IFRS 3 (Revised), IFRIC 11, IFRIC 12, IFRIC 13 and IFRIC 14 shall be applied for annual periods beginning on or after 1 January 2009, 1 January 2009, 1 July 2009, 1 January 2009, 1 July 2009, 1 March 2007, 1 January 2008, 1 July 2008 and 1 January 2008, respectively. The Group is in the process of making an assessment of the impact of these new and revised IFRSs and IFRICs upon initial application. The Group anticipates that these new and revised IFRSs and IFRICs are unlikely to have any significant impact on the Group's results of operations and financial position.

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2.4 主要會計政策概要

附屬公司

附屬公司是本公司直接或間接控制著其財務及經營政策並從其業務活動獲益之實體。附屬公司之業績會於收購日起作合併，即本集團取得控制之日期，且繼續作合併直至控制停止。

附屬公司之業績計入本公司之收益表內，惟以已收及應收股息為限。本公司於附屬公司之投資按成本減任何減值虧損後列賬。

非金融資產減值

倘出現減值跡象或需要對一項資產進行年度減值測試(存貨、遞延稅項資產及金融資產除外)，便會估計資產之可收回金額。資產之可收回金額是以資產或現金產生單位使用值和資產公平值減出售成本兩者之較高者計算，並釐定為個別資產，除非該項資產未能產生大致上獨立於其他資產或資產組別之現金流量，於此情況下，可收回金額會按資產所屬現金產生單位釐定。

減值虧損只會於資產賬面值超出其可收回金額時確認。於評估使用價值時，會使用可反映目前市場對貨幣時間價值及特定資產風險之評估之稅前折算率，將估計日後現金流量貼現至現值。減值虧損於產生期間列支於收益表內跟已減值資產功能相符之開支類目。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment loss.

Impairment of non-financial assets

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

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

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2.4 主要會計政策概要 (續)

非金融資產減值 (續)

評估會於每個報告日進行，以測看有否跡象顯示以往確認之減值虧損不再存在或可能已減少。倘出現上述跡象，則會估計可收回金額。當用以釐定資產可收回金額之估計有變時，方會撥回先前確認之資產(商譽除外)減值虧損，惟撥回後之金額不可超過過往年度並無就該項資產確認減值虧損而釐定之賬面值(扣除任何折舊／攤銷後)。撥回之減值虧損於產生期間列入收益表。

關連方

在下述情況下某一方會被視為本集團之關連方：

- (a) 該一方直接或間接透過一個或多個中間人(i)控制、被控制或與本集團被共同控制；(ii)持有本集團權益，對本集團有重大影響力；或(iii)能共同控制本集團；
- (b) 該一方為本集團或其母公司之主要管理層成員；
- (c) 該一方是上文(a)或(b)項所述任何人士之親密家庭成員；

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

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

Related parties

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

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is a member of the key management personnel of the Group or its parent;
- (c) the party is a close member of the family of any individual referred to in (a) or (b);

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2.4 主要會計政策概要 (續)

關連方 (續)

- (d) 該一方是一個實體，且是上文(b)或(c)項所述之任何人士直接或間接控制、共同控制或可施行重大影響力之實體或享有重大投票權之實體；或
- (e) 該一方為提供一個僱傭後福利計劃予本集團僱員或任何本集團相關人士之實體作為福利。

物業、廠房及設備與折舊

除在建工程外，物業、廠房及設備乃按成本值減去累積折舊及任何減值虧損列賬。

物業、廠房及設備項目之成本包括其購買價及將資產達致運作狀況及運至工作地點作擬定用途所產生之任何應佔直接成本。物業、廠房及設備項目在投入使用後所產生如維修及保養等開支一般在產生之期內列支於收益表。倘有情況明確顯示有關開支將可增加在使用該等物業、廠房及設備項目時預期之未來經濟利益及各項目之成本可準確計量，該等開支將撥充該等資產作額外成本或作為重置部份。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

- (d) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (b) or (c); or
- (e) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses.

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

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2.4 主要會計政策概要 (續)

物業、廠房及設備與折舊 (續)

折舊乃按個別物業、廠房及設備項目之估計可用年限以直線法撇銷其成本值至其估計餘值。主要之適用估計可用年限和餘值如下：

樓宇	Buildings
廠房及機器	Plant and machinery
辦公及其他設備	Office and other equipment
汽車	Motor vehicles

當一項物業、廠房及設備項目之其中部份擁有不同之可用年限，該部份之成本會以合理原則分攤分配並將每一部份分開折舊。

餘值、可用年限及折舊方法將於每個結算日檢討及按需要作出調整。

物業、廠房及設備項目於出售或預期使用或出售有關項目不會產生未來經濟利益時剔除確認。於剔除確認資產年度在收益表確認之出售或報廢資產之收益或虧損，指按有關資產出售所得款項淨額與賬面值兩者間之差額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

	估計可用年限 Estimated useful lives	餘值 Residual values
樓宇	40 年 years	10%
廠房及機器	10 年 years	10%
辦公及其他設備	5 年 years	10%
汽車	5 年 years	10%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at each balance sheet date.

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

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2.4 主要會計政策概要 (續)

物業、廠房及設備與折舊 (續)

在建工程指興建中之廠房及機器，並按成本值減去減值虧損列賬及不作折舊。成本包括興建期間所產生之直接建造成本。當項目完成並可以使用時，該項目將由在建工程轉撥至物業、廠房及設備項下適當之分類。

投資物業

投資物業是指在持有以賺取租金收入及／或資本升值而非用作生產或供應貨品或服務或行政用途或在日常業務過程中作營銷之土地及樓宇中擁有之權益。該等物業初步按成本(包括交易成本)減累計折舊及任何減值虧損計值。折舊是在40至50年之估計可用年限以直線法計算。

報廢或出售投資物業之任何得益或虧損會於報廢或出售之年度在收益表中剔除確認。

研究及開發成本

一切研究成本會於產生時列支於收益表。

研發新產品計劃所產生之開支只會在以下情況才作資本化及遞延：本集團能夠顯示其在技術上能夠完成無形資產以能供使用或出售、本集團打算完成資產並能夠加以使用或將之出售、資產如何產生可能之未來經濟實益、有足夠資源以完成計劃並且有能力可靠地計算發展期間之開支。倘未能符合以上準則，產品研發開支會在產生之時支銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs, less accumulated depreciation and any impairment losses. Depreciation is calculated on the straight-line basis over the estimated useful lives of 40 to 50 years.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

Research and development costs

All research costs are charged to the income statement as incurred.

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

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2.4 主要會計政策概要 (續)

經營租賃

資產所有權之大部份回報及風險由出租人保留之租賃乃列為經營租賃。倘本集團是出租人，由本集團以經營租賃出租之資產會包括在非流動資產內，而經營租賃之應收租金按租約年期以直線法列入收益表內。倘本集團是承租人，經營租賃之應付租金按租約年期以直線法列支於綜合收益表。

土地預付款項是指已支付給中華人民共和國(「中國」)政府當局之土地使用權成本。經營租賃之土地租賃預付款項初步以成本列賬，其後按租約年期以直線法作確認。

投資及其他金融資產

於國際會計準則第39號範圍內之金融資產根據情況定為貸款及應收款項。金融資產於首次確認時會以公平值(倘投資並非按公平值計入損益)直接加應計交易成本計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statements on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statements on the straight-line basis over the lease terms.

Land lease prepayments represent the cost of land use rights paid to the People's Republic of China ("PRC") government authorities. Land lease prepayments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investment and other financial assets

Financial assets in the scope of IAS 39 are classified as loans and receivables, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

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2.4 主要會計政策概要 (續)

經營租賃 (續)

本集團於成為合約方之時即考慮合約是否包含內嵌式衍生工具，並評估倘分析顯示內嵌式衍生工具之經濟特點及風險跟主合約無密切關連，內嵌式衍生工具會否跟主合約分開。僅准合約條款有變導致合約原有之現金流量出現重大改變，方會進行評估。

本集團會於首次確認後決定如何將金融資產分類，並如獲許及以適用者為準於結算日按情況容許及需要重新評估該等歸類。

所有一般購置及出售金融資產均於交易日(即本集團承諾購置或出售資產之日期)確認。一般購置及出售指購置及出售金融資產時須在市場一般按規例或常規訂定之時段內交付資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment and other financial assets (continued)

The Group assesses whether a contract contains an embedded derivative when the Group first becomes a party to it and assesses whether an embedded derivative is required to be separated from the host contract when the analysis shows that the economic characteristics and risks of the embedded derivatives are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

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



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2.4 主要會計政策概要 (續)

經營租賃 (續)

貸款及應收款

貸款及應收款屬於非衍生類金融資產，有固定或可確定付款金額及沒有活躍之市場報價，此等資產其後以實際利率方法計算並按攤銷後成本列賬。攤銷成本之計算會考慮收購時有否貼現或溢價並會包括屬實際利率和交易成本其中一部分之費用。當該貸款及應收款剔除確認或減值或攤銷時，收益及虧損會列於收益表。

金融資產減值

本集團於每個結算日進行評估，以測看是否有客觀證據顯示一項或一組金融資產已經減值。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment and other financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired.

2.4 主要會計政策概要 (續)

金融資產減值 (續)

按攤銷成本列賬之資產

倘有客觀證據顯示按攤銷成本列賬之貸款及應收款已經出現減值，虧損額會按資產賬面值和按貼現金融資產之原本實際利率（即按初步確認計算之實際利率）估計未來現金流量現值（不包括尚未產生之未來信貸虧損）兩者之間之差額計算。資產之賬面值會直接或透過備抵賬目減記。減值虧損額會在收益表確認。貸款及應收款連同任何相關備抵於預計未能無法收回之情況下撇銷。

倘在往後期間減值虧損數額減少，而減少之原因客觀上與減值虧損確認後所發生之事件相關聯，則先前確認之減值虧損可透過調整備抵賬目予以回撥。於回撥當日，倘若資產賬面值並無超出其攤銷成本，則任何減值虧損之其後回撥將於收益表內確認列賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the impairment loss is recognised in the income statement. Loan and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

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2.4 主要會計政策概要 (續)

金融資產減值 (續)

按攤銷成本列賬之資產 (續)

應收貿易賬款及其他應收款方面，倘有客觀證據 (例如債務人很有可能無法償還款項或面對重大之財政困難) 顯示本集團無法按發票之原本條款收回一切款項，則會計提減值撥備。應收款之賬面值會利用備抵賬目減記。已減值負債則在評估無法收回時剔除確認。

剔除確認金融資產

在下列情況下會剔除確認金融資產 (或 (倘適用) 部份金融資產或一組類似金融資產之一部份)：

- 收取資產現金流量之權利已到期；
- 本集團保留收取資產現金流量之權利，惟根據「轉手」安排有責任即時將有關金額悉數支付予第三方；或

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Assets carried at amortised cost (continued)

In relation to trade and other receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor and significant changes in the technological, market economic or legal environment that have an adverse effect on the debtor) that the Group will not be able to collect all of the amounts due under the original terms of an invoice. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the Group retains the rights to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement; or

2.4 主要會計政策概要 (續)

剔除確認金融資產 (續)

- 貴集團已轉讓其收取資產現金流量之權利，且(a)實質上已轉讓資產之所有風險及回報；或(b)並無轉讓或保留資產之所有風險及回報，但已轉讓資產之控制權。

倘本集團已轉讓其收取資產現金流量之權利，但並無轉讓或保留資產之所有風險及回報，亦無轉讓資產之控制權，該資產會按本集團持續參與有關資產之部份確認。倘以就已轉讓資產作出保證之形式持續參與有關資產，按資產原有賬面值與本集團可能須償還之最高代價金額兩者間之較低者計算。

倘以已轉讓資產之保證及／或購入購股權(包括現金結算購股權或相類撥備)之形式持續參與有關資產，本集團持續參與之部份為本集團可能購回之已轉讓資產之金額，惟倘為按公平價值列賬資產之保證認沽期權(包括現金結算購股權或相類撥備)，則本集團持續參與之部份僅限於已轉讓資產之公平值及購股權行使價兩者之較低者。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, where the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

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2.4 主要會計政策概要 (續)

按攤銷成本列賬之金融負債 (包括附息銀行貸款)

金融負債 (包括應付貿易賬款及其他應付款及附息銀行貸款) 初步按公平值減直接應佔交易成本確認，其後則以實際利息法計算攤銷成本列賬，惟貼現影響輕微者除外，在該情況下會按成本列賬。有關利息開支於收益表「融資成本」項下確認。

負債剔除確認及進行攤銷時，有關之收益及虧損會在收益表確認。

剔除確認金融負債

當負債項下之責任獲解除或取消或屆滿時，會剔除確認金融負債。

倘現有金融負債被來自同一借款人但條款極不相同之另一項負債所取代，或對現有負債之條款進行大幅修改，上述更替或修訂將被視作剔除確認原有負債及確認新負債，而有關賬面值之差額將在收益表確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities at amortised cost (including interest-bearing bank loans)

Financial liabilities including trade and other payables and interest-bearing bank loans are initially recognised at fair value less directly attributable transaction costs and are subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised within “finance costs” in the income statement.

Gains and losses are recognised in the income statements when the liabilities are derecognised as well as through the amortisation process.

Derecognition of financial liabilities

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

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

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2.4 主要會計政策概要 (續)

存貨

存貨按成本及與可變現淨值兩者之較低者列賬。成本乃以加權平均法確定，倘是半製成品及製成品，則包括直接材料、直接勞工及間接製造成本之應佔部份。可變現淨值乃根據估計售價減預期達致完成及出售所需之成本計算。

現金及現金等價物

於綜合現金流量表內，現金與現金等價物包括手頭現金和活期存款，該等項目隨時可轉換成可知數額之現金且無重大變值風險，在購入時一般均是於3個月內到期之短時限。

於綜合資產負債表內，現金與現金等價物包括沒有使用限制之手頭現金和銀行存款。

撥備

當過往事件引致當前債務（法定或推定），且有可能需要動用未來資源以償還債務，並能夠可靠估計債務金額時確認撥備。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

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

Cash and cash equivalents

For the purpose of the consolidated cash flow statements, cash and cash equivalents comprise cash on hand and demand deposits which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

For the purpose of consolidated balance sheets, cash and cash equivalents comprise cash on hand and at banks, which are not restricted as to use.

Provisions

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

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2.4 主要會計政策概要 (續)

撥備 (續)

若貼現影響重大，則確認撥備之金額為預期償還債務所需之未來開支於結算日之現值。隨時間推移而引致之貼現現值增加會計入收益表之融資成本中。

本集團就某些產品批予之產品保證會根據銷量及過往之維修及回報金額計提撥備，並按需要貼現至其現值。

所得稅

所得稅包括當前所得稅和遞延所得稅。所得稅在收益表確認，惟於同期或不同期直接在權益中確認之相關項目則在權益中作確認。

本期及過往期間之當前稅項資產及負債以可予收回或支付予稅務機關之金額計算。

於結算日以稅基計算之資產與負債與財務報告用途之資產與負債賬面值之間之所有暫時性差異會按負債法計提遞延稅項撥備。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions (continued)

When the effect of discounting is material, the amount recognised for a provision is the present value at the balance sheet date of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

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

Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement, or in equity if it relates to items that are recognised in the same or a different period directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

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

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2.4 主要會計政策概要 (續)

所得稅 (續)

所有應課稅暫時性差異所產生之遞延稅項負債均予確認，惟以下情況除外：

- 倘若遞延稅項負債是由非屬業務合併之交易中初次確認之資產或負債產生，及於進行交易時對會計利潤與應課稅利潤或虧損均無影響；及
- 就涉及附屬公司之投資之應課稅暫時性差異而言，倘若回撥暫時性差異之時間可以控制，而暫時性差異不甚可能在可見將來回撥。

對於所有可予扣減之暫時性差異、承前未動用稅務抵免及未動用稅務虧損，若日後有可能出現應課稅利潤可用以抵扣該等可予扣減暫時性差異、承前未動用稅務抵免及未動用稅務虧損，則遞延稅項資產一律予以確認，惟以下情況除外：

- 倘若有關可予扣減暫時性差異之遞延稅項資產是由非屬業務合併之交易中初次確認資產或負債產生，及於進行交易時對會計利潤或應課稅利潤或虧損均無影響；及

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

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

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2.4 主要會計政策概要 (續)

所得稅 (續)

- 就涉及附屬公司之投資之可予扣減暫時性差異而言，只有在暫時性差異有可能在將來回撥，而且日後有可能出現應課稅利潤可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產之賬面值會在每個結算日予以檢討。若不再可能有足夠應課稅利潤用以抵扣全部或部分相關遞延稅項資產，則減少遞延稅項資產賬面值。相反，若可能有足夠應課稅利潤用以抵扣全部或部分相關遞延稅項資產，則會確認過往未予確認之遞延稅項資產。

遞延稅項資產及負債以資產或負債之變現期間所預期之適用稅率作為衡量，並以結算日當日已經生效或大部份已經生效之稅率（及稅法）為基準。

倘若存在法律上可強制執行之權利，可將有關同一課稅實體及同一稅局之流動稅項資產及流動稅項負債以及遞延稅項抵銷，則對銷遞延稅項資產與遞延稅項負債。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are reassessed at each balance sheet date and are recognised to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

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

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2.4 主要會計政策概要 (續)

政府補助

倘能合理肯定能收到政府補助及遵循補助的相關條款，政府補助會按公平值確認。倘補助是跟開支項目相關，會在按原意用以彌償本集團成本之期間在收益表以系統化模式確認為收入。倘補助是跟資產相關，公平值會記入遞延收入賬目，並於有關資產預期可用年限內在收益表以數額相等之年度款項發放為收入。

收入確認

如果經濟實益可能會流入本集團，而收入又能夠根據下列基準可靠地計算，收入會在收益表確認：

- (a) 銷售貨品，當貨品擁有權之重大風險及回報已轉移予買方，惟本集團沒有涉及已售貨品擁有權一般相關之管理和沒有實際的控制權；
- (b) 租金收入，在租約期間按時間比例基準計算；

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments.

Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms;

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2.4 主要會計政策概要 (續)

收入確認 (續)

- (c) 利息收入，按實際利率以累計基準計算，實際利率即將於金融工具預計可用年限所收取估計未來現金流量折算至該金融資產賬面淨值之利率；及
- (d) 出售投資，於交換有關成交單據之交易日。

僱員退休福利

根據中國之規定及法規，本公司在中國註冊之附屬公司須按當地政府預定之僱員基本薪金若干比率為所有中國僱員向國家管理之退休計劃供款。政府管理之退休計劃負責一切向退休僱員支付退休福利之責任，除每年供款外，本集團在實際退休福利支付或其他員工退休後福利方面沒有其他責任。

僱員退休福利之成本會於產生期間在收益表確認為開支。

借貸成本

借貸成本於產生期間在收益表確認為開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

- (c) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (d) from the sale of investments, on the transaction dates when the relevant contract notes have been exchanged.

Employee retirement benefits

As stipulated by the rules and regulations of the PRC, the Company's subsidiaries registered in the PRC are required to contribute to a state-sponsored retirement plan for all its PRC employees at certain percentages of the basic salaries predetermined by the local governments. The state-sponsored retirement plan is responsible for the entire retirement benefit obligations payable to retired employees and the Group has no further obligations for the actual retirement benefit payments or other post-retirement benefits beyond the annual contributions.

The costs of employee retirement benefits are recognised as expenses in the income statement in the period in which they are incurred.

Borrowing costs

Borrowing costs are recognised as expenses in the income statement in the period in which they are incurred.

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2.4 主要會計政策概要 (續)

股息

董事建議之股息於資產負債表內權益項下歸類為留存盈利之獨立分配，直至在股東大會上獲股東批准為止。此等股息獲股東批准及宣派後會確認為負債。

外幣

財務報表乃以人民幣（「人民幣」）呈報，人民幣是本公司之功能及呈報貨幣。本集團各實體自行決定其功能貨幣，而各實體財務報表內的項目均以該功能貨幣呈報。外幣交易初步按交易日適用之功能貨幣匯率入賬。以外幣為單位之貨幣資產及負債按結算日之適用功能貨幣匯率再作換算。所有匯兌差額計入收益表內。按歷史成本以外幣計算之非貨幣項目按最初交易日適用之匯率兌換。按公平值以外幣計算之非貨幣項目按釐定公平值當日之適用匯率兌換。

某些海外附屬公司之功能貨幣是人民幣以外之貨幣。於結算日，此等實體之資產及負債按結算日之匯率折算成本公司之呈報貨幣，而有關收益表則按年內之加權平均匯率兌換為人民幣。再作兌換之匯率差異會直接於匯兌波動儲備內確認。

就綜合現金流量表而言，在中國境外營運之附屬公司之現金流量按產生當日之匯率兌換為人民幣。在中國境外營運之附屬公司在整個年度內經常產生之現金流量按年度加權平均匯率兌換為人民幣。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends

Dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Foreign currencies

The financial statements are presented in Renminbi ("RMB"), which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currencies of certain overseas subsidiaries are currencies other than RMB. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the balance sheet date and their income statements are translated to RMB at the weighted average exchange rates for the year. Foreign exchange differences on retranslation are recognised directly in the exchange fluctuation reserve.

For the purpose of the consolidated cash flow statements, the cash flows of subsidiaries operating outside Mainland China are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of subsidiaries operating outside Mainland China which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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3. 主要會計判斷及估計

管理層編製本集團之財政報表時，須於報告當日作出會影響報告當日所呈報收入、開支、資產及負債之報告金額及或然負債披露之判斷、估計及假設。然而，由於有關假設和估計之不確定因素，可導致須就未來受影響之資產或負債賬面金額作出重大調整。

判斷

於執行本集團之會計政策的過程中，除某些範圍需作估算外，管理層作出以下判斷，此等判斷對財務報表確認之金額有重大影響：

經營租賃承擔 - 本集團作為出租人

本集團就投資物業組合簽立商用物業租約。本集團決定保留擁有該等以經營租賃出租之物業之一切重大風險及回報。

投資物業與自用物業之歸類

本集團決定某項物業是否符合條件成為投資物業，並且為此制定判斷準則。投資物業是指持有以賺取租金或資本升值或兩者皆為目的之物業。因此，本集團對某物業是否產生現金流量之認定大體上是獨立於本集團擁有之其他資產。

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

JUDGMENTS

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

Operating lease commitments - Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

3. 主要會計判斷及估計 (續)

判斷 (續)

投資物業與自用物業之歸類 (續)

某些物業之部份是為賺取租金或資本增值而持有，而物業內之另一些部份是為用於生產或供應貨品或服務或作行政用途而持有。倘若此等部份可以分開出售（或根據融資租賃分開出租），本集團將把有關部份分開入賬。倘若該等部份無法分開出售，則只會在於用於生產或供應貨品或服務或作行政用途而持有之部份並不重要時，有關物業才會列作投資物業。

本集團對各項物業作判斷，決定配套服務是否重要以使物業並不符合投資物業之資格。

估計之不確定因素

下文討論於結算日極可能導致資產與負債賬面值於下一財政年度需要作出重大調整之未來相關重要假設及導致估計不可靠之其他重要因素。

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

(continued)

JUDGMENTS (continued)

Classification between investment properties and owner-occupied properties (continued)

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

ESTIMATION UNCERTAINTY

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

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NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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3. 主要會計判斷及估計 (續)

判斷 (續)

資產減值

本集團至少每年1次確定某項資產是否已經減值。進行確定必須評估獲分配該資產之現金產生單位之使用價值。要評估使用價值，本集團必須估計現金產生單位所產生之預期未來現金流量，並須選擇適合之貼現率以計算該等現金流量之現值。估計未來現金流量及／或採用之貼現率出現變動均會導致須調整先前所計提之估計減值撥備。

物業、廠房及設備之可用年限及餘值

於釐定物業、廠房及設備之可用年限及餘值時，本集團須考慮各項因素，包括因生產改變或改進引致技術或商業陳舊、或因產品或服務之市場需求改變、資產之預期使用情況、預期物理耗損、資產之維修保養及資產之使用受法律或其他類似限制。資產可用年限之估計是本集團根據以往對用途相若之類似資產之經驗得出。倘估計之物業、廠房及設備可用年限及／或餘值與以往之估計有差異，將計提額外折舊，可用年限及餘值於每個財政年度完結日根據環境轉變作出檢討。

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

(continued)

ESTIMATION UNCERTAINTY (continued)

Impairment of assets

The Group determines whether an asset is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the asset is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. A change in the estimated future cash flows and/or the discount rate applied will result in an adjustment to the estimated impairment provision previously made.

Useful lives and residual values of property, plant and equipment

In determining the useful lives and residual values of items of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed at each financial year end date based on changes in circumstances.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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3. 主要會計判斷及估計 (續)

判斷 (續)

產品保用撥備

本集團向銷予客戶之移動手機提供1年保用，有瑕疵之產品可修理或更換。保用撥備之金額根據銷量及修理和退貨水平之過往經驗估計。估計基準按持續進行基準檢討並於適時修訂。

將存貨減記至可變現淨值

將存貨減記至可變現淨值是根據存貨的估計可變現淨值而作出的。所需之減記評估涉及管理層的判斷及估計。倘實際金額或將來預計有別於原本的估計，該差異會影響存貨的賬面值並會在該估計改變的期間作出減記／回撥。

4. 分部資料

分部資料以兩種分部格式呈列：(i)以業務分部為主要分部呈報基準；及(ii)以地域分部為次要分部呈報基準。

本集團之經營業務按其經營性質及其提供之產品分開構成及管理。本集團之各業務分部代表一個業務策略單位，提供之產品面對有別於其他業務分部之風險及回報。

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

(continued)

ESTIMATION UNCERTAINTY (continued)

Provision against product warranties

The Group provides one-year warranties on the mobile phones sold to its customers, under which faulty products are repaired or replaced. The amount of the warranty provision is estimated based on the sales volumes and past experience of the level of repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

Write-down of inventories to net realisable value

Write-down of inventories to net realisable value is made based on the estimated net realisable value of inventories. The assessment of the required write-down amount involves management's judgment and estimates. Where the actual outcome or expectation in future is different from the original estimate, such difference will have an impact on the carrying amounts of inventories and the write-down charge/write-back amount in the period in which such estimate has been changed.

4. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products they provide. Each of the Group's business segments represents a strategic business unit that offers products which are subject to risks and returns that are different from those of the other business segments.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

4. 分部資料 (續)

業務分部之概要詳情如下：

- (i) 片式多層陶瓷電容器(「MLCC」) 分部從事製造及銷售MLCC及買賣MLCC；
- (ii) 移動手機分部從事製造及銷售移動手機；及
- (iii) 移動手機元件分部從事製造及銷售移動手機元件及買賣移動手機元件。

釐定本集團之地域分部時，分部之收入按客戶之位置，而分部之資產按資產之位置。由於本集團之資產超過90%位於中國大陸，故並無就本集團之地域分部呈報資產及資本開支之資料。

分部間之銷售及轉讓乃參考當時市場價格向第三方銷售之售價交易。

4. SEGMENT INFORMATION (continued)

Summary details of the business segments are as follows:

- (i) the multi-layer ceramic chips (“MLCC”) segment engages in the manufacture and sale of MLCC and the trading of MLCC;
- (ii) the mobile phones segment engages in the manufacture and sale of mobile phones; and
- (iii) the mobile phone components segment engages in the manufacture and sale of mobile phone components and the trading of mobile phone components.

In determining the Group’s geographical segments, revenues are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets. No assets and capital expenditure information is presented for the Group’s geographical segments, as over 90% of the Group’s assets are located in Mainland China.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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4. 分部資料 (續)

(A) 業務分部

下表列出本集團之業務分部於截至2007年及2006年12月31日止年度之收入、利潤及若干資產、負債及支出之資料：

4. 分部資料 (續)

(A) 業務分部 (續)

		移動手機 元件*				總計	
		移動手機 MLCC	Mobile phones	Mobile components*	抵銷 Eliminations	總計 Total	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	
截至2007年	Year ended 31 December 2007						
12月31日止年度							
分部收入：	Segment revenue:						
外部客戶銷售	Sales to external customers	221,545	609,774	3,289	—	834,608	
分部間銷售	Intersegment sales	7,098	—	—	(7,098)	—	
其他收入	Other income	1,087	—	—	—	1,087	
總計	Total	229,730	609,774	3,289	(7,098)	835,695	
分部業績	Segment results	45,861	43,163	30	—	89,054	
銀行利息收入及 未分配收益	Bank interest income and unallocated gains					2,467	
公司及其他未分配開支	Corporate and other unallocated expenses					(13,854)	
融資成本	Finance costs					(3,211)	
除稅前利潤	Profit before tax					74,456	
稅項	Tax					(6,023)	
年度利潤	Profit for the year					68,433	

4. SEGMENT INFORMATION (continued)

(A) BUSINESS SEGMENTS

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's business segments for the years ended 31 December 2007 and 2006.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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4. SEGMENT INFORMATION (continued)

(A) BUSINESS SEGMENTS (continued)

		移動手機 MLCC 人民幣千元 RMB'000	移動手機 Mobile phones 人民幣千元 RMB'000	移動手機 Mobile phone components* 人民幣千元 RMB'000	抵銷 Eliminations 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於2007年12月31日	At 31 December 2007					
分部資產	Segment assets	306,256	186,951	—	—	493,207
公司及其他未分配資產	Corporate and other unallocated assets					129,895
資產總額	Total assets					623,102
分部負債	Segment liabilities	67,893	115,374	—	—	183,267
公司及其他未分配負債	Corporate and other unallocated liabilities					51,760
負債總額	Total liabilities					235,027
其他分部資料	Other segment information					
折舊及攤銷	Depreciation and amortisation	14,102	1,082	—	—	15,184
公司及其他未分配金額	Corporate and other unallocated amounts					11
						15,195
資本開支	Capital expenditure	34,805	4,157	—	—	38,962
公司及其他未分配資本開支	Corporate and other unallocated capital expenditure					8,270
額外保證撥備	Additional warranty provision	—	13,210	—	—	13,210
滯銷存貨撥備	Provision/(reversal of provision)					
／(撥備撥回)	against slow-moving inventories	(4,717)	1,908	—	—	(2,809)
應收貿易賬款減值撥回	Reversal of impairment of trade receivables	(88)	—	—	—	(88)
其他應收款減值	Impairment of other receivables	386	—	—	—	386

* 於截至2007年12月31日止年度，移動手機元件之業務分部已與移動手機之業務分部整合。因此，本集團於2007年12月31日之移動手機元件分部並無分部資產及負債。

* During the year ended 31 December 2007, the business segment of mobile phone components has been integrated with that of mobile phones and therefore, the Group's mobile phone components segment had no segment assets and liabilities as at 31 December 2007.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

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31 December 2007

4. 分部資料 (續)

(A) 業務分部 (續)

		移動手機 元件				總計
		移動手機 MLCC	Mobile phones	Mobile phone components	抵銷 Eliminations	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
截至2006年12月31日	Year ended 31 December 2006					
止年度						
分部收入：	Segment revenue:					
外部客戶銷售	Sales to external customers	182,402	484,428	14,787	—	681,617
分部間銷售	Intersegment sales	6,043	—	19,860	(25,903)	—
其他收入	Other income	820	—	—	—	820
總計	Total	189,265	484,428	34,647	(25,903)	682,437
分部業績	Segment results	24,579	24,790	901	—	50,270
銀行利息收入及 未分配收益	Bank interest income and unallocated gains					3,228
公司及其他未分配開支	Corporate and other unallocated expenses					(35)
融資成本	Finance costs					(1,779)
除稅前利潤	Profit before tax					51,684
稅項	Tax					(3,545)
年度利潤	Profit for the year					48,139

4. SEGMENT INFORMATION (continued)

(A) BUSINESS SEGMENTS (continued)

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

4. 分部資料 (續)

4. SEGMENT INFORMATION (continued)

(A) 業務分部 (續)

(A) BUSINESS SEGMENTS (continued)

		移動手機 元件					
		移動手機	Mobile		抵銷	總計	
		Mobile	phone		Eliminations	Total	
		MLCC	phones components				
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於2006年12月31日	At 31 December 2006						
分部資產	Segment assets	260,497	116,662	58,923	—	436,082	
公司及其他未分配資產	Corporate and other unallocated assets					2,154	
資產總額	Total assets					438,236	
分部負債	Segment liabilities	85,755	80,556	4,551	—	170,862	
公司及其他未分配負債	Corporate and other unallocated liabilities					42,250	
負債總額	Total liabilities					213,112	
其他分部資料	Other segment information						
折舊及攤銷	Depreciation and amortisation	12,265	607	—	—	12,872	
公司及其他未分配金額	Corporate and other unallocated amounts					35	
						12,907	
資本開支	Capital expenditure	25,966	1,049	—	—	27,015	
額外擔保撥備	Additional warranty provision	—	16,650	—	—	16,650	
滯銷存貨撥備	Provision against slow-moving inventories	1,058	401	1,722	—	3,181	
應收貿易賬款減值	Impairment of trade receivables	1,575	4	—	—	1,579	
物業、廠房及設備 項目減值	Impairment of items of property, plant and equipment	242	—	—	—	242	

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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4. 分部資料 (續)

(B) 地域分部

下表列出本集團之地域分部於截至2007年及2006年12月31日止年度之收入資料：

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
外部客戶銷售：	Sales to external customers:		
中國大陸	Mainland China	594,122	536,453
香港及澳門	Hong Kong and Macau	221,630	125,629
美國及歐洲	America and Europe	5,651	6,727
台灣	Taiwan	7,661	10,960
日本	Japan	—	365
印度	India	5,544	1,483
		834,608	681,617

4. SEGMENT INFORMATION (continued)

(B) GEOGRAPHICAL SEGMENTS

The following table presents revenue information for the Group's geographical segments for the years ended 31 December 2007 and 2006:

5. 收入、其他收入及收益

收入(亦為本集團之營業額)指已售貨品發票淨值(扣就除退貨及貿易折扣之備抵)。

收入、其他收入及收益的分析如下：

5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

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

		附註 Notes	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
收入	Revenue			
MLCC銷售	Sale of MLCC		221,545	182,402
移動手機銷售	Sale of mobile phones		609,774	484,428
移動手機元件銷售	Sale of mobile phone components		3,289	14,787
			834,608	681,617
其他收入	Other income			
銀行利息收入	Bank interest income	7	956	730
銷售原材料	Sale of materials		958	912
遞延收入攤銷	Amortisation of deferred income	26	1,087	820
租金收入	Rental income	7	503	504
其他	Others		50	837
			3,554	3,803
收益	Gains			
出售可供出售投資之收益	Gain on disposal of available-for-sale investments		—	185
其他	Others		—	60
			—	245
			3,554	4,048

6. 融資成本

6. FINANCE COSTS

			二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
銀行貸款利息	Interest on bank loans		3,211	1,779

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7. 除稅前利潤

7. PROFIT BEFORE TAX

本集團之除稅前利潤已扣除／(計入)：

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

	附註 Notes	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
已售存貨成本	Cost of inventories sold	688,431	558,809
折舊	Depreciation 14, 15	14,945	12,575
租賃土地預付款攤銷	Amortisation of land lease prepayments 16	250	250
無形資產攤銷	Amortisation of intangible assets	—	82
研究及開發成本：	Research and development costs:		
本年度開支	Current year expenditure	12,759	10,045
減：政府補助	Less: Government grants	(1,000)	(300)
		11,759	9,745
樓宇經營租約最低 租賃款項	Minimum lease payments under operating leases in respect of buildings	662	601
核數師酬金	Auditors' remuneration	1,500	100
僱員福利開支(包括 董事酬金(附註8))：	Employee benefits expense (including directors' remuneration (note 8)):		
工資及薪金	Wages and salaries	45,084	32,231
退休福利供款	Retirement benefits contributions	2,491	1,394
匯兌差異(淨額)	Foreign exchange differences, net	3,426	1,243
滯銷存貨撥備 (撥備撥回)*	Provision/(reversal of provision) against slow-moving inventories*	(2,809)	3,181
應收貿易賬款減值 ／(減值撥回)*	Impairment/(reversal of impairment) of trade receivables* 20	(88)	1,579
其他應收款減值*	Impairment of other receivables* 21	386	—
物業、廠房及設備 項目減值*	Impairment of items of property, plant and equipment* 14	—	242
出售物業、廠房及 設備項目之虧損	Loss on disposal of items of property, plant and equipment	—	11
出售投資物業之虧損	Loss on disposal of investment properties	—	43
產品保用之額外撥備	Additional provision for product warranty 25	13,210	16,650
政府補助**	Government grant**	(1,000)	—
出售可供出售投資之 收益	Gain on disposal of available-for-sale investments	—	(185)
租金收入	Rental income 5	(503)	(504)
銀行利息收入	Bank interest income 5	(956)	(730)

* 滯銷存貨撥備／(撥備撥回)、應收貿易賬款減值／(減值撥回)、其他應收款減值以及物業、廠房及設備項目減值包括在綜合收益表「其他開支」項下。

** 政府補助指深圳市科技和信息局就上市開支批出之補助。

* Provision/(reversal of provision) against slow-moving inventories, impairment/(reversal of impairment) of trade receivables and, impairment of other receivables and impairment of items of property, plant and equipment are included in "Other expenses" on the face of the consolidated income statement.

** The government grant represented the subsidy which was receivable from Shenzhen Bureau of Science Technology & Information for listing expenditure.

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NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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8. 董事酬金

董事酬金詳情如下：

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
袍金	Fees	—	—
其他酬金：	Other emoluments:		
薪金、津貼及實物利益	Salaries, allowances and benefits in kind	981	972
退休福利供款	Retirement benefits contributions	33	27
		1,014	999
		1,014	999

8. DIRECTORS' REMUNERATION

Details of directors' remuneration are as follows:

(A) 獨立非執行董事

劉煥彬先生、潘偉先生及朱健宏先生於2007年3月7日獲委任為本公司獨立非執行董事。

年內並無向獨立非執行董事支付袍金或其他酬金。

(A) INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Liu Huanbin, Mr. Pan Wei and Mr. Peleus Chu were appointed as the independent non-executive directors of the Company on 7 March 2007.

There were no fees or other emoluments payable to independent non-executive directors during the year.

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NOTES TO FINANCIAL STATEMENTS

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8. 董事酬金 (續)

(B) 執行及非執行董事

		薪金、津貼 及實物利益 Salaries, allowances and benefits in kind	退休福利 供款 Retirement benefits contributions	袍金 Fees	總酬金 Total remuneration
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
截至2007年 12月31日 止年度	Year ended 31 December 2007				
執行董事：	Executive directors:				
陳偉榮先生	Mr. Chen Weirong	—	465	11	476
廖杰先生	Mr. Liao Jie	—	213	11	224
霜梅女士	Ms. Shuang Mei	—	303	11	314
		—	981	33	1,014
非執行董事	Non-executive directors:				
程吳生先生	Mr. Cheng Wusheng	—	—	—	—
張志林先生	Mr. Zhang Zhilin	—	—	—	—
陳浩先生	Mr. Chen Hao	—	—	—	—
李賀球先生	Mr. Li Heqiu	—	—	—	—
		—	—	—	—

8. DIRECTORS' REMUNERATION

(continued)

(B) EXECUTIVE AND NON-EXECUTIVE DIRECTORS

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NOTES TO FINANCIAL STATEMENTS

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8. 董事酬金 (續)

8. DIRECTORS' REMUNERATION

(continued)

(B) 執行及非執行董事 (續)

(B) EXECUTIVE AND NON-EXECUTIVE DIRECTORS (continued)

		薪金、津貼 及實物利益 Salaries, allowances and benefits in kind			退休福利 供款 Retirement benefits contributions	總酬金 Total remuneration
		袍金 Fees	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
截至2006年 12月31日 止年度	Year ended 31 December 2006					
執行董事：	Executive directors:					
陳偉榮先生	Mr. Chen Weirong	—	464	9	473	
廖杰先生	Mr. Liao Jie	—	205	9	214	
霜梅女士	Ms. Shuang Mei	—	303	9	312	
		—	972	27	999	
非執行董事：	Non-executive directors:					
程吳生先生	Mr. Cheng Wusheng	—	—	—	—	
張志林先生	Mr. Zhang Zhilin	—	—	—	—	
陳浩先生	Mr. Chen Hao	—	—	—	—	
李賀球先生	Mr. Li Heqiu	—	—	—	—	
		—	—	—	—	

年內概無董事放棄或同意放棄任何酬金之安排。

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

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9. 五名最高薪金僱員

年內，5名最高薪金僱員包括兩名(2006年：3名)董事，其薪酬詳情載於上文附註8。年內，其餘3名(2006年：兩名)非董事、最高薪金僱員之薪酬詳情如下：

	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
薪金、津貼及實物利益 Salaries, allowances and benefits in kind	858	430
退休福利供款 Retirement benefits contributions	33	19
	891	449

薪酬屬於以下範圍之非董事、最高薪金僱員數目如下：

	二零零七年 2007	二零零六年 2006
零至人民幣1,000,000元 Nil to RMB1,000,000	3	2

年內，本集團並無支付薪酬予本董事或5名最高薪僱員的任何1名作為加入本集團或加入本集團後之獎金，或作為離職賠償。並無董事獲豁免或同意豁免於年內之任何薪酬。

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2006: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining three (2006: two) non-director, highest paid employees for the year are as follows:

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

During the year, no remuneration was paid by the Group to the directors or any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. None of the persons, who were directors, waived or agreed to waive any emoluments during the year.

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NOTES TO FINANCIAL STATEMENTS

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10. 稅項

本集團須就本集團成員公司在所在及經營之司法權區產生之利潤按實體方式繳付所得稅。

本集團並無就香港利得稅作出撥備，因為於年內本集團並沒有於香港產生或獲得應課稅利潤。

本公司之附屬公司深圳市宇陽科技發展有限公司(「深圳宇陽」)及深圳市億通科技有限公司(「深圳億通」)均位於深圳經濟特區，因而須按15%所得稅稅率繳付所得稅。根據中國對製造企業之相關所得稅法及法規，深圳宇陽及深圳億通可自其扣除稅務虧損後首個獲利年度起豁免企業所得稅(「企業所得稅」)兩年，其後3年之稅項豁免一半。

截至2003年12月31日止年度為深圳宇陽首個獲利年度，並為享有稅務優惠之首年。因此，深圳宇陽須於截至2007年12月31日止年度按稅率7.5%繳交企業所得稅。

截至2006年12月31日止年度為深圳億通首個獲利年，並為享有稅務優惠之首年。因此，深圳億通於截至2007年12月31日止年度獲豁免繳交企業所得稅。

深圳宇陽之分公司、深圳億通之分公司及東莞市宇陽科技發展有限公司(「東莞宇陽」)均位於東莞，須於截至2007年12月31日止年度按稅率33%繳交企業所得稅。

10. TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the year.

The Company's subsidiaries, Shenzhen Eyang Technology Development Co., Ltd. ("SZ Eyang") (深圳市宇陽科技發展有限公司) and Shenzhen Eycom Technology Co., Ltd. ("SZ Eycom") (深圳市億通科技有限公司) are located in the Shenzhen Special Economic Zone and are therefore subject to an income tax rate of 15%. In accordance with the relevant income tax laws and regulations of the PRC for manufacturing enterprises, SZ Eyang and SZ Eycom were exempted from corporate income tax ("CIT") for two years commencing from their first year with assessable profits after deducting the tax losses brought forward, and were entitled to a 50% tax exemption for the next three years.

The year ended 31 December 2003 was SZ Eyang's first profit-making year and was the first year of its tax holiday. Accordingly, SZ Eyang was subject to CIT at a rate of 7.5% for the year ended 31 December 2007.

The year ended 31 December 2006 was SZ Eycom's first profit-making year and was the first year of its tax holiday. Accordingly, SZ Eycom was exempted from CIT for the year ended 31 December 2007.

The branch of SZ Eyang, the branch of SZ Eycom and Dongguan Eyang Technology Development Co., Ltd. ("DG Eyang") (東莞市宇陽科技發展有限公司) are located in Dongguan and are subject to CIT at a rate of 33% on their assessable profits for the year ended 31 December 2007.

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NOTES TO FINANCIAL STATEMENTS

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10. 稅項 (續)

10. TAX (continued)

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
本集團：	Group:		
即期 — 中國	Current — PRC		
年度稅務支出	Charge for the year	6,158	4,614
遞延 (附註18)	Deferred (note 18)	(135)	(1,069)
年內稅務支出總額	Total tax charge for the year	6,023	3,545

按中國法定所得稅稅率計算之除稅前利潤適用所得稅開支與本集團實際所得稅稅率計算之所得稅開支對賬如下：

A reconciliation of the income tax expense applicable to profit before tax at the statutory income tax rate of the PRC to the income tax expense at the Group's effective tax rate is as follows:

		二零零七年 2007		二零零六年 2006	
		人民幣千元 RMB'000	%	人民幣千元 RMB'000	%
除稅前利潤	Profit before tax	74,456		51,684	
按法定稅率計算之稅項	Tax at the statutory tax rate	24,570	33	17,056	33
以下各項之稅項影響：	Tax effect of:				
特定地區或國家之較低稅率	Lower tax rates for specific districts or countries	(10,909)	(15)	(10,389)	(20)
稅項激勵措施	Tax incentives	(9,608)	(13)	(6,980)	(13)
稅率改變對期初遞延稅項之影響	Effect on opening deferred tax of change in tax rates	7	—	—	—
毋須課稅收入	Income not subject to tax	(163)	—	(123)	—
不可扣稅開支	Expenses not deductible for tax	719	1	737	1
即期稅項之調整	Adjustments in respect of current tax	—	—	3,801	7
之前期間使用之稅項虧損	Tax losses utilised from previous periods	—	—	(6)	—
其他	Others	1,407	2	(551)	(1)
按本集團實際稅率計算呈報之所得稅開支	Tax charge at the Group's effective tax rate	6,023	8	3,545	7

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10. 稅項 (續)

於2007年3月16日閉會的第十屆全國人民代表大會第五次會議上，中國企業所得稅法(「新企業所得稅法」)已獲批准，並將於2008年1月1日起生效。新企業所得稅法引入一系列變動，包括(但不限於)將本地投資及外商投資企業的所得稅率劃一為25%。根據《國務院關於實施企業所得稅過渡優惠政策的通知》(國發[2007]39號)的規定，原享有低稅率優惠政策之企業在新政策下之過渡期由2008年1月1日起計為期5年。享有企業所得稅率15%之企業，2008年按18%繳稅、2009年按20%繳稅、2010年按22%繳稅、2011年按24%繳稅及2012年按25%繳稅，如此類推。

10. TAX (continued)

During the 5th Session of the 10th National People's Congress, which was concluded on 16 March 2007, the PRC Corporate Income Tax Law ("the New Corporate Income Tax Law") was approved and will become effective on 1 January 2008. The New Corporate Income Tax Law introduces a wide range of changes which include, but are not limited to, the unification of the income tax rate for domestic-invested and foreign-invested enterprises at 25%. Pursuant to the State Council Circular on the Implementation of the Transitional Concession Policies for Corporate Income Tax (Guo Fa [2007] No. 39), the new policies of tax rate reductions for enterprises previously entitled to concession shall have a grace period of 5 years commencing on 1 January 2008. Enterprises entitled to a 15% corporate income tax rate will be subject to tax rate of 18% in 2008, 20% in 2009, 22% in 2010, 24% in 2011 and 25% in 2012 and so on.

11. 母公司股權持有人應佔利潤

截至2007年12月31日止年度之母公司股權持有人應佔綜合利潤包括虧損人民幣13,855,000元，該虧損已於本公司財務報表中處理(附註29(b))。

11. PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

The consolidated profit attributable to equity holders of the parent for the year ended 31 December 2007 includes a loss of RMB13,855,000 which has been dealt with in the financial statements of the Company (note 29(b)).

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NOTES TO FINANCIAL STATEMENTS

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12. 股息

12. DIVIDENDS

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
附屬公司宣派之股息	Dividends declared by the subsidiaries	4,500	70,160
擬派末期 — 每股人民幣5仙 (2006年：零)	Proposed final — RMB5 cents (2006: Nil) per share	20,275	—
		24,775	70,160

附屬公司宣派之股息指本公司附屬公司於重組前就截至2007年及2006年12月31日止年度宣派及派付予當時股東之股息。

年內擬派末期股息須待本公司股東於應屆股東週年大會上批准。

The dividends declared by the subsidiaries represent the dividends declared and paid by the Company's subsidiaries to their then shareholders during the years ended 31 December 2007 and 2006 before the Reorganisation.

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

13. 母公司股權持有人應佔每股盈利

每股基本盈利乃按母公司股權持有人應佔年度利潤人民幣68,433,000元(2006年：人民幣48,176,000元)及年內被視為已發行之普通股加權平均數303,014,000股(2006年：300,000,000股)計算。

用以計算截至2006年12月31日止年度之每股基本盈利之股份加權平均數，包括本公司之備考已發行股本300,000,000股，當中：

- (i) 已於2007年12月5日發行5,000,000股股份作為收購Eyang Management Co., Ltd. (「Eyang Management」) 之代價(附註28(d))；及
- (ii) 資本化發行295,000,000股股份(附註28(e))。

用以計算截至2007年12月31日止年度之每股基本盈利之股份加權平均數，除了以上300,000,000股普通股外，亦包括於2007年12月21日本公司股份在聯交所上市時發行之股份之加權平均數3,014,000股。

截至2007年及2006年12月31日止年度並無存在任何潛在攤薄普通股，因此，並無呈列每股攤薄盈利金額。

13. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share is based on the profit for the year attributable to equity holders of the parent of RMB68,433,000 (2006: RMB48,176,000) and the weighted average of 303,014,000 (2006: 300,000,000) ordinary shares deemed to have been in issue during the year.

The weighted average number of shares used to calculate the basic earnings per share for the year ended 31 December 2006 includes the pro forma issued share capital of the Company of 300,000,000 shares, comprising:

- (i) the 5,000,000 shares issued as consideration for the acquisition of Eyang Management Co., Ltd. ("Eyang Management") on 5 December 2007 (note 28(d)); and
- (ii) the capitalisation issue of 295,000,000 shares (note 28(e)).

The weighted average number of shares used to calculate the basic earnings per share for the year ended 31 December 2007 includes the weighted average of 3,014,000 shares issued upon the listing of the Company's shares on the Stock Exchange on 21 December 2007 in addition to the aforementioned 300,000,000 ordinary shares.

There was no potential dilutive ordinary share in existence for the years ended 31 December 2007 and 2006, accordingly, no diluted earnings per share amount has been presented.

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14. 物業、廠房及設備

14. PROPERTY, PLANT AND EQUIPMENT

		樓宇 Buildings	廠房及機器 Plant and machinery	辦事處及其他設備 Office and other equipment	汽車 Motor vehicles	在建工程 Construction in progress	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
2004年12月31日	31 December 2007						
於2006年12月31日 及2007年1月1日：	At 31 December 2006 and at 1 January 2007:						
成本	Cost	37,180	125,200	11,338	1,261	8,336	183,315
累計折舊 及減值	Accumulated depreciation and impairment	(3,313)	(33,811)	(3,218)	(552)	—	(40,894)
賬面淨額	Net carrying amount	33,867	91,389	8,120	709	8,336	142,421
於2007年1月1日， 扣除累計折舊及減值	At 1 January 2007, net of accumulated depreciation and impairment	33,867	91,389	8,120	709	8,336	142,421
添置	Additions	266	21,267	5,098	133	20,468	47,232
轉撥	Transfers	9,985	—	—	—	(9,985)	—
轉撥至投資物業(附註15)	Transfer to investment properties (note 15)	(3,229)	—	—	—	—	(3,229)
年內折舊撥備	Provided during the year	(841)	(11,656)	(2,204)	(233)	—	(14,934)
於二零零七年 十二月三十一日， 扣除累計折舊及減值	At 31 December 2007, net of accumulated depreciation and impairment	40,048	101,000	11,014	609	18,819	171,490
於2007年12月31日：	At 31 December 2007:						
成本	Cost	44,202	146,467	16,436	1,394	18,819	227,318
累計折舊及減值	Accumulated depreciation and impairment	(4,154)	(45,467)	(5,422)	(785)	—	(55,828)
賬面淨額	Net carrying amount	40,048	101,000	11,014	609	18,819	171,490

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14. 物業、廠房及設備 (續)

14. PROPERTY, PLANT AND EQUIPMENT (continued)

		樓宇 Buildings	廠房及機器 Plant and machinery	辦事處及 其他設備 Office and other equipment	汽車 Motor vehicles	在建工程 Construction in progress	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於2006年12月31日	31 December 2006						
於2005年12月31日 及於2006年1月1日：	At 31 December 2005 and at 1 January 2006:						
成本	Cost	35,794	111,259	7,410	1,261	538	156,262
累計折舊	Accumulated depreciation	(2,370)	(23,745)	(1,743)	(245)	—	(28,103)
賬面淨額	Net carrying amount	33,424	87,514	5,667	1,016	538	128,159
於2006年1月1日，	At 1 January 2006, net of						
扣除累計折舊	accumulated depreciation	33,424	87,514	5,667	1,016	538	128,159
添置	Additions	997	13,824	4,031	—	8,163	27,015
出售	Disposals	—	(1)	(99)	—	—	(100)
轉撥	Transfers	247	118	—	—	(365)	—
年內減值	Impairment during the year	—	(242)	—	—	—	(242)
年內折舊撥備	Provided during the year	(930)	(9,824)	(1,479)	(307)	—	(12,540)
轉撥至投資物業(附註15)	Transfer from investment properties (note 15)	129	—	—	—	—	129
於2006年12月31日：	At 31 December 2006,						
扣除累計折舊及減值	net of accumulated depreciation and impairment	33,867	91,389	8,120	709	8,336	142,421
於2006年12月31日：	At 31 December 2006:						
成本	Cost	37,180	125,200	11,338	1,261	8,336	183,315
累計折舊及減值	Accumulated depreciation and impairment	(3,313)	(33,811)	(3,218)	(552)	—	(40,894)
賬面淨額	Net carrying amount	33,867	91,389	8,120	709	8,336	142,421

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NOTES TO FINANCIAL STATEMENTS

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14. 物業、廠房及設備 (續)

本集團之樓宇於中國大陸以中期租約持有。

本集團抵押物業、廠房及設備以擔保本集團之銀行貸款詳情載於附註27(a)。

相關中國機關尚未發出本集團位於東莞，於2007年12月31日賬面淨額分別約為人民幣6,166,000元(2006年：人民幣10,854,000元)之若干樓宇之所有權證。

14. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group's buildings are held under medium term leases in Mainland China.

Details of the Group's property, plant and equipment pledged to secure the Group's bank loans are set out in note 27(a).

Certificates of ownership in respect of certain buildings of the Group located in Dongguan with a net carrying amount of approximately RMB6,166,000 as at 31 December 2007 (2006: RMB10,854,000) have not yet been issued by the relevant PRC authorities.

15. 投資物業

15. INVESTMENT PROPERTIES

		附註 Notes	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
於1月1日之成本， 扣除累計折舊	Cost at 1 January, net of accumulated depreciation		482	2,508
自／(向)物業、廠房及 設備轉撥	Transfer from/(to) property, plant and equipment	14	3,229	(129)
出售	Disposals		—	(1,862)
年內折舊撥備	Depreciation provided during the year		(11)	(35)
於12月31日	At 31 December		3,700	482
於12月31日： 成本	At 31 December: Cost		3,759	530
累計折舊	Accumulated depreciation		(59)	(48)
賬面淨額	Net carrying amount		3,700	482

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於二零零七年十二月三十一日
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15. 投資物業 (續)

本集團之投資物業根據中期租約持有並位於中國大陸。

於2007年12月31日，本集團投資物業之公平值約為人民幣5,769,000元，乃根據獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司按現時使用之基準公開市場估值。

15. INVESTMENT PROPERTIES (continued)

The Group's investment properties are held under medium term leases and are situated in Mainland China.

At 31 December 2007, the fair value of the Group's investment properties was approximately RMB5,769,000, which was based on the valuation by Savills Valuation and Professional Services Limited, independent professionally qualified valuers, on an open market, existing use basis.

16. 租賃土地預付款

16. LAND LEASE PREPAYMENTS

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January	11,208	11,458
年內攤銷撥備	Amortisation provided during the year	(250)	(250)
於12月31日賬面值	Carrying amount at 31 December	10,958	11,208
包括在預付款、按金 及其他應收款項之 即期部分	Current portion included in prepayments, deposits and other receivables	(250)	(250)
非即期部分	Non-current portion	10,708	10,958

本集團抵押土地使用權以擔保本集團於2006年12月31日之銀行貸款詳情載於附註27。

Details of the Group's land use rights pledged to secure the Group's bank loans as at 31 December 2006 are set out in note 27.

本集團之租賃土地根據中期租約持有並位於中國大陸。

The Group's leasehold land is held under a medium term lease and is situated in Mainland China.

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NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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17. 於附屬公司之權益

本公司

非上市股份，按成本值

Unlisted shares, at cost

應付附屬公司款項包括於本公司之流動負債人民幣17,408,000元，乃無抵押、免息及於要求時償還。此等應付附屬公司款項之賬面值與其公平值相若。

17. INTERESTS IN SUBSIDIARIES

COMPANY

二零零七年

2007

人民幣千元

RMB'000

365,000

The amounts due to subsidiaries included in the Company's current liabilities of RMB17,408,000 are unsecured, interest-free and repayable on demand. The carrying amounts of these amounts due to subsidiaries approximate to their fair values.

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NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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17. 於附屬公司之權益 (續)

17. INTERESTS IN SUBSIDIARIES

(continued)

本公司 (續)

COMPANY (continued)

附屬公司之詳情載列如下：

Particulars of the subsidiaries are as follows:

公司名稱 Company name	註冊成立/ 註冊及 營業地點 及日期 Place and date of incorporation/ registration and operation	已發行及 繳足股本/ 註冊 股本面值 Nominal value of issued and paid-up share/ registered capital	應佔 本公司 股本百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
			%	%	
Eyang Management	英屬處女群島 二零零六年八月十日	10,000美元	100	—	投資控股
Eyang Management	BVI 10 August 2006	US\$10,000	100	—	Investment holding
香港宇陽控股(集團)有限公司	香港 二零零六年八月十三日	10,000港元	—	100	投資控股
Hong Kong Eyang Holdings (Group) Co., Ltd. (香港宇陽控股(集團) 有限公司)	Hong Kong 13 August 2006	HK\$10,000	—	100	Investment holding
深圳宇陽	中國大陸 二零零一年二月二十二日	人民幣200,010,000元	—	100	製造及銷售 MLCC及移動手機元件
SZ Eyang	PRC/Mainland China 22 February 2001	RMB200,010,000	—	100	Manufacture and sale of MLCC and mobile phone components
東莞宇陽	中國大陸 二零零一年三月二十二日	人民幣20,000,000元	—	100	分包MLCC、移動 手機及移動手機元件
DG Eyang	PRC/Mainland China 22 March 2001	RMB20,000,000	—	100	Sub-contracting of MLCC, mobile phones and mobile phone components
深圳億通	中國大陸 二零零四年三月二十四日	人民幣10,000,000元	—	100	製造及銷售移動手機
SZ Eycom	PRC/Mainland China 24 March 2004	RMB10,000,000	—	100	Manufacture and sale of mobile phones
香港宇陽科技有限公司	香港/中國大陸 二零零一年十月十二日	500,000港元	—	100	MLCC貿易
Hong Kong Eyang Technology Co., Ltd. (香港宇陽科技 有限公司)	Hong Kong/ Mainland China 12 October 2001	HK\$500,000	—	100	Trading of MLCC

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31 December 2007

18. 遞延稅項資產

於年內本集團之遞延稅項資產變動如下：

本集團

	超出 稅項容許之 折舊之電腦 軟件攤銷 Amortisation of computer software in excess 經營前開支 Pre-operating expenses	人民幣千元 RMB'000	人民幣千元 RMB'000	滯銷存貨 撥備 Provision against slow -moving inventories	人民幣千元 RMB'000	貿易 應收賬款 及其他應收 款減值 Impairment of trade and other receivables	人民幣千元 RMB'000	物業、廠房 及設備 項目減值 Impairment of property, plant and equipment	人民幣千元 RMB'000	保用撥備 Warranty provision	人民幣千元 RMB'000	總計 Total	人民幣千元 RMB'000
於2005年12月31日 及2006年1月1日 於收益表 入賬／(扣除) (附註10)	At 31 December 2005 and 1 January 2006 Credited/(debited) to the income statement (note 10)	23	23	460	97	—	—	603					
於2006年12月31日 及2007年1月1日 於收益表 入賬／(扣除) (附註10)	At 31 December 2006 and 1 January 2007 Credited/(debited) to the income statement (note 10)	—	21	685	215	69	682	1,672					
於2007年12月31日	At 31 December 2007	—	28	791	516	57	415	1,807					

18. DEFERRED TAX ASSETS

The movements in deferred tax assets during the year are as follows:

GROUP

	超出 稅項容許之 折舊之電腦 軟件攤銷 Amortisation of computer software in excess 經營前開支 Pre-operating expenses	人民幣千元 RMB'000	人民幣千元 RMB'000	滯銷存貨 撥備 Provision against slow -moving inventories	人民幣千元 RMB'000	貿易 應收賬款 及其他應收 款減值 Impairment of trade and other receivables	人民幣千元 RMB'000	物業、廠房 及設備 項目減值 Impairment of property, plant and equipment	人民幣千元 RMB'000	保用撥備 Warranty provision	人民幣千元 RMB'000	總計 Total	人民幣千元 RMB'000
於2005年12月31日 及2006年1月1日 於收益表 入賬／(扣除) (附註10)	At 31 December 2005 and 1 January 2006 Credited/(debited) to the income statement (note 10)	23	23	460	97	—	—	603					
於2006年12月31日 及2007年1月1日 於收益表 入賬／(扣除) (附註10)	At 31 December 2006 and 1 January 2007 Credited/(debited) to the income statement (note 10)	—	21	685	215	69	682	1,672					
於2007年12月31日	At 31 December 2007	—	28	791	516	57	415	1,807					

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NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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18. 遞延稅項資產 (續)

遞延稅項資產並未就以下項目確認：

18. DEFERRED TAX ASSETS (continued)

Deferred tax assets have not been recognised in respect of the following items:

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
稅務虧損	Tax losses	905	368

19. 存貨

19. INVENTORIES

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
原材料	Raw materials	52,830	61,731
在製品	Work in progress	9,258	9,922
製成品	Finished goods	19,884	28,556
		81,972	100,209
滯銷存貨撥備	Provision against slow-moving inventories	(6,505)	(9,314)
		75,467	90,895

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31 December 2007

20. 應收貿易賬款及應收票據

20. TRADE AND BILLS RECEIVABLES

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
應收貿易賬款 減值	Trade receivables Impairment	120,341 (3,057)	45,362 (3,145)
		117,284	42,217
應收票據	Bills receivable	—	10,426
		117,284	52,643

本集團與其客戶之貿易方式以記賬為主。給予MLCC及移動手機客戶之信用期一般為2至3個月及1個月。各客戶設有最高信貸額。本集團對未償還應收款項有嚴格控制，並設有信貸控制部門以將其信貸風險減至最低。管理層定期檢討逾期未還款項。應收貿易賬款並不付息。

The Group's trading terms with its customers are mainly on credit. The credit period for MLCC and mobile phone customers is generally for two to three months and one month, respectively. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise its credit risk. Overdue balances are reviewed regularly by management. Trade receivables are non-interest-bearing.

應收票據之賬齡為180日。

The bills receivable will all be mature within 180 days.

於結算日，按發票日期為基準之應收貿易賬款之賬齡分析如下：

An aged analysis of the trade receivables as at the balance sheet date, based on the invoice date, is as follows:

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
90日內	Within 90 days	108,194	34,985
91至180日	91 to 180 days	9,067	7,059
181至360日	181 to 360 days	—	1,694
1至2年	1 to 2 years	1,544	1,624
2至3年	2 to 3 years	1,536	—
		120,341	45,362

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20. 應收貿易賬款及應收票據 (續)

應收貿易賬款減值撥備變動如下：

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
於1月1日	At 1 January	3,145	1,566
已確認減值虧損／(撥回) (附註7)	Impairment losses recognised/(reversed) (note 7)	(88)	1,579
於12月31日	At 31 December	3,057	3,145

計入以上應收貿易賬款減值撥備指賬面值為人民幣3,057,000元(2006年年：人民幣3,145,000元)之個別已減值應收貿易賬款撥備人民幣3,057,000元(2006年：人民幣3,145,000元)。個別已減值應收貿易賬款與面臨財務困難之客戶有關，並預期不可收回。本集團並無就此等結餘設有任何抵押或其他加強信貸措施。

並非個別或共同視為減值之應收貿易款項之賬齡分析如下：

20. TRADE AND BILLS RECEIVABLES (Continued)

The movements in the provision for impairment of trade receivables are as follows:

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of RMB3,057,000 (2006: RMB3,145,000) with a carrying amount of RMB3,057,000 (2006: RMB3,145,000). The individually impaired trade receivables relate to customers that were in financial difficulties and are not expected to be recovered. The Group does not hold any collateral or other credit enhancements over these balances.

The aged analysis of the trade receivables that are neither individually nor collectively considered to be impaired is as follows:

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
尚未逾期亦無出現減值	Neither past due nor impaired	98,597	28,083
逾期少於90日	Less than 90 days past due	18,664	6,898
逾期91至180日	91 to 180 days past due	—	7,059
逾期181至360日	181 to 360 days past due	—	119
逾期1至2年	1 to 2 years past due	23	58
		117,284	42,217

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20. 應收貿易賬款及應收票據 (續)

尚未逾期亦無出現減值之應收貿易賬款與數名不同客戶有關，彼等於近期並無違約行為紀錄。

已逾期但無出現減值之應收貿易賬款與數名獨立客戶有關。彼等於本集團之付款紀錄良好。根據以往經驗，本公司董事認為其信貸質素並無重大改變，且該等結餘仍視為可全數收回，因此毋須就此等結餘作出減值撥備。本集團並無就此等結餘持有任何抵押品或其他信貸保證。

21. 預付款、按金及其他應收款項

20. TRADE AND BILLS RECEIVABLES

(continued)

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

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

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		本集團 Group		本公司 Company
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000	二零零七年 2007 人民幣千元 RMB'000
預付款	Prepayments	6,025	4,836	—
按金及其他應收款項	Deposits and other receivables	7,909	3,359	3,478
		13,934	8,195	3,478
減值	Impairment	(386)	—	—
		13,548	8,195	3,478

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31 December 2007

21. 預付款、按金及其他應收款項

其他應收款減值撥備之變動如下：

於1月1日	At 1 January	—	—
已確認減值虧損(附註7)	Impairment losses recognised (note 7)	386	—
於12月31日	At 31 December	386	—

計入其他應收款減值撥備指個別已減值其他應收款之撥備。個別已減值之其他應收款與付予供應商之長期未償預付款有關，並預期不可收回。本集團並無就此等結餘持有任何抵押品或其他信貸保證。

尚未逾期亦無出現減值的其他應收款項的賬面值與其他近期並無違約行為紀錄之的債務人有關。

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES *(continued)*

The movements in the provision for impairment of other receivables are as follows:

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
於1月1日	At 1 January	—	—
已確認減值虧損(附註7)	Impairment losses recognised (note 7)	386	—
於12月31日	At 31 December	386	—

Included in the above provision for impairment of other receivables is a provision for individually impaired other receivables. The individually impaired other receivables relate to long outstanding prepayments to suppliers which are not expected to be recovered. The Group does not hold any collateral or other credit enhancements over these balances.

The carrying amounts of the other receivables that were neither past due nor impaired related to other debtors for whom there was no recent history of default.

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22. 現金及銀行結餘、受限 制銀行存款及已抵押銀 行存款

22. CASH AND BANK BALANCES, RESTRICTED BANK DEPOSITS AND PLEDGED BANK DEPOSITS

		本集團 Group		本公司 Company
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000	二零零七年 2007 人民幣千元 RMB'000
附註 Notes				
現金及銀行結餘	Cash and bank balances	188,812	97,875	103,950
受限制銀行存款	Restricted bank deposits	25,986	29,165	—
已抵押銀行存款	Pledged bank deposits	14,300	—	—
		229,098	127,040	103,950
減：受限制及 已抵押銀行 存款：	Less: Restricted and pledged bank deposits:			
收購時原到期日 超過3個月之 受限制銀行 存款	Restricted bank deposits with original maturity of over three months when acquired	(4,464)	(1,910)	—
銀行貸款抵押 (附註27(b))	Pledged for bank loans (note 27(b))	(14,300)	—	—
現金及現金等價物	Cash and cash equivalents	210,334	125,130	103,950

附註：

- (a) 本集團抵押受限制銀行存款以擔保向供應商發出之銀行承兌匯票及信用狀。
- (b) 於結算日，本集團之現金及現金等價物以人民幣列值，為人民幣72,827,000元（2006年：人民幣83,349,000元）。人民幣不可自由兌換，然而，根據中國之外匯管制償付、出售及支付外匯管制條例，本集團獲准透過獲授權進行外匯業務之銀行兌換人民幣。

銀行現金乃根據每日銀行存款利率按浮動利率賺取利息。銀行結餘及已抵押存款存放於近期並無違約行為紀錄之信譽銀行內。現金及現金等價物之賬面值與其公平值相若。

Notes:

- (a) The Group's restricted bank deposits were pledged as security for issuing bank acceptance notes and letters of credit to the suppliers.
- (b) At the balance sheet date, the Group's cash and cash equivalents denominated in RMB amounted to RMB72,827,000 (2006: RMB83,349,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents and the pledged deposits approximate to their fair values.

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23. 應付貿易賬款及應付票據

於結算日，按發票日期為基準之應付貿易賬款及應付票據之賬齡分析如下：

23. TRADE AND BILLS PAYABLES

An aged analysis of the trade and bills payables as at the balance sheet date, based on the invoice date, is as follows:

		本集團 Group	
		二零零七年 2007	二零零六年 2006
		人民幣千元 RMB'000	人民幣千元 RMB'000
90日內	Within 90 days	118,670	93,340
91至180日	91 to 180 days	1,518	4,294
181至360日	181 to 360 days	186	2,182
1至2年	1 to 2 years	68	772
		120,442	100,588
應付票據	Bills payable	17,777	14,000
		138,219	114,588

應付貿易賬款為不付息及一般於30至90日清付。

The trade payables are non-interest-bearing and are normally settled on 30 to 90 days terms.

應付票據之賬齡為180日。

The bills payable will all be mature within 180 days.

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24. 遞延收入、應計費用及 其他應付款項

24. DEFERRED INCOME, ACCRUALS AND OTHER PAYABLES

		本集團 Group		本公司 Company
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000	二零零七年 2007 人民幣千元 RMB'000
遞延收入(附註26)	Deferred income (note 26)	1,197	1,048	—
應計費用	Accruals	8,275	3,643	1,100
其他應付款項	Other payables	25,145	32,917	1,025
		34,617	37,608	2,125

其他應付款為不付息及一般於一年內清付。

The other payables are non-interest-bearing and will generally be mature within one year.

25. 撥備

25. PROVISIONS

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
於1月1日	At 1 January	9,087	2,584
額外撥備	Additional provision	13,210	16,650
已動用金額	Amounts utilised	(17,688)	(10,147)
於12月31日	At 31 December	4,609	9,087

本集團向售予客戶之移動手機提供一年保用，有瑕疵之產品可修理或更換。保證撥備之金額根據銷量及修理和退貨水平之過往經驗估計。估計基準按持續進行基準檢討並於適當時修訂。

The Group provides one-year warranty on the mobile phones sold to its customers, under which faulty products are repaired or replaced. The amount of the warranty provision is estimated based on the sales volumes and past experience of the level of repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

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31 December 2007

26. 遞延收入

政府補助

26. DEFERRED INCOME

GOVERNMENT GRANTS

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January	8,794	6,648
補助金額	Granted	1,485	2,966
攤銷為收入(附註5)	Amortised as income (note 5)	(1,087)	(820)
於12月31日之賬面值	Carrying amount at 31 December	9,192	8,794
包括在遞延收入、應計 費用及其他應付款項之 即期部分(附註24)	Current portion included in deferred income, accruals and other payables (note 24)	(1,197)	(1,048)
非即期部分	Non-current portion	7,995	7,746

從不同之政府機關收取之政府補助用作購買生產MLCC之合資格廠房及設備。授予之政府補助之公平值會記入遞延收入賬目，並在有關資產預期可用期限內在收益表以數額相等之年度款項分期發放為收入。除政府補助必須用作購買生產MLCC之合資格廠房及設備這一條件外，這些補助為無條件。

倘有合理保證將收到補助及所有附帶條款將獲遵從，則政府補助會以其公平值確認。政府補助與資產有關。政府補助之公平值會記入遞延收入賬目，並在有關資產預期可用期限內在收益表以數額相等之年度款項分期發放為收入。

The government grants have been received from various government authorities specifically for the purchases of qualified plant and equipment in respect of the production of MLCC. The fair value of the government grant is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments. Except for the condition that the government grants must be specifically used for the purchases of qualified plant and equipment in respect of the production of MLCC, there are no other conditions relating to these grants.

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. The government grants relate to assets. The fair value of the government grants is credited to the deferred income account and is released to the income statement over the expected useful life of the relevant assets by equal annual instalments.

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27. 計息銀行貸款

27. INTEREST-BEARING BANK LOANS

本集團

GROUP

		實際浮動 Effective floating interest rate	利率到期日 Maturity	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
即期	Current				
計息銀行貸款	Interest-bearing				
— 有抵押	bank loans - secured	3.5% - 6.48%	2007 - 2008	40,000	33,000
長期計息銀行貸款之 即期部分	Current portion of long term interest-bearing				
— 有抵押	bank loans - secured	3.5%	2007 - 2008	479	1,586
				40,479	34,586
非即期	Non-current				
長期計息銀行貸款	Long term interest-bearing				
— 有抵押	bank loans - secured	3.5%	2006 - 2008	—	514
				40,479	35,100
分析為：	Analysed into:				
應付計息	Interest-bearing bank				
銀行貸款：	loans repayable:				
1年內	Within one year			40,479	34,586
第2年	In the second year			—	514
				40,479	35,100

本集團之銀行貸款由以下擔保：

- 本集團之賬面淨額約為人民幣54,598,000元(2006年：人民幣55,222,000元)之若干物業、廠房及設備；及
- 本集團若干銀行存款之抵押達人民幣14,300,000元(2006年：無)。

本集團於2006年12月31日之若干銀行貸款由本集團賬面淨值為人民幣511,000元之若干土地使用權作為抵押。

The Group's bank loans are secured by:

- certain property, plant and equipment of the Group with a net carrying amount of approximately RMB54,598,000 (2006: RMB55,222,000); and
- the pledge of certain of the Group's bank deposits amounting to RMB14,300,000 (2006: Nil).

Certain of the Group's bank loans as at 31 December 2006 were secured by certain land use rights of the Group with a net carrying amount RMB511,000.

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27. 計息銀行貸款 (續)

除有抵押銀行貸款約人民幣479,000元(2006年：人民幣2,100,000元)以港元列值外，餘下之有抵押銀行貸款均以人民幣列值。

本集團之銀行貸款賬面值與公平值相若。

本集團有以下未支取之銀行授信：

27. INTEREST-BEARING BANK LOANS

(continued)

Except for the secured bank loan of approximately RMB479,000 (2006: RMB2,100,000), which is denominated in Hong Kong dollars, the remaining secured bank loans are denominated in RMB.

The carrying amounts of the bank loans approximate to their fair values.

The Group has the following undrawn banking facilities:

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
浮動利率	Floating rate		
— 1年內屆滿	— expiring within one year	40,000	47,000

28. 已發行股本

28. ISSUED CAPITAL

		二零零七年 2007 人民幣千元 HK\$'000
法定：	Authorised:	
1,000,000,000股每股 面值0.01港元之普通股	1,000,000,000 ordinary shares of HK\$0.01 each	10,000
已發行及繳足	Issued and fully paid	
400,000,000股每股面值 0.01港元之普通股	400,000,000 ordinary shares of HK\$0.01 each	4,000
人民幣千元等值	Equivalent to RMB'000	3,773

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NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
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28. 已發行股本 (續)

以下為本公司於2007年3月6日(註冊成立之日)至2007年12月31日止期間曾進行之法定及已發行股本變動：

28. ISSUED CAPITAL (continued)

The following changes in the Company's authorised and issued share capital took place during the period from 6 March 2007 (date of incorporation) to 31 December 2007:

		附註 Notes	每股0.01港元 之普通股股數 Number of ordinary shares of HK\$0.01 each	普通股面值 Nominal value of ordinary shares 港幣千元 HK\$'000
法定：	Authorised:			
於註冊成立時	On incorporation	(a)	5,000,000	50
法定股本增加	Increase in authorised share capital	(c)	995,000,000	9,950
於2007年12月31日	As at 31 December 2007		1,000,000,000	10,000
已發行：	Issued:			
未繳配發及發行 於收購Eyang Management時入賬列 作繳足之已發行股份	Allotted and issued at nil amount paid Issued shares credited as fully paid on acquisition of Eyang Management	(b) (d)	5,000,000 —	— 50
待本公司之股份溢價賬 因發行新股份予公眾 有所入賬後，將資本化 發行入賬列作繳足	Capitalisation issue credited as fully paid conditional on the share premium account of the Company being credited as a result of the issue of the new shares to the public	(e)	295,000,000	—
於2006年12月31日	Pro forma share capital as at 31 December 2006		300,000,000	50
之備考股本 上文所載之股份溢價賬 撥充資本	Capitalisation of the share premium account as set out above	(e)	—	2,950
發行新股份	Issue of new shares	(f)	100,000,000	1,000
於2007年12月31日	As at 31 December 2007		400,000,000	4,000
於2008年1月15日 結算日後，行使 超額配股權後 (附註35(a))	Subsequent to balance sheet date at 15 January 2008, upon exercise of an over-allotment option (note 35(a))	(g)	5,500,000	55
於2008年1月15日	As at 15 January 2008		405,500,000	4,055

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28. 已發行股本 (續)

附註：

- (a) 於本公司註冊成立日期，本公司之法定股本為50,000港元，分為5,000,000股每股面值0.01港元之股份。
- (b) 於2007年3月6日，本公司分別配發及發行5,000,000股每股面值0.01港元之未繳股份。股份其後按下文(d)所述入賬列作繳足。
- (c) 根據於2007年11月30日通過之決議案，本公司之法定股本透過設立995,000,000股每股面值0.01港元，由50,000港元增加至10,000,000港元。
- (d) 根據於2007年11月30日通過之決議案及重組，5,000,000股每股面值0.01港元之股份已按上文(b)所述於2007年3月6日未繳配發及發行，並按面值入賬列作繳足。
- (e) 根據於2007年11月30日通過之決議案，將從股份溢價賬撥充資本合計2,950,000港元按彼等各自之持股比例配發及發行合計2,950,000股每股面值0.01港元之股份(按面值入賬列作繳足)予本公司當時之現有股東，該等股東為於2007年11月30日辦公時間結束時名列本公司股東名冊之股東。該配發及撥充資本須待股份溢價賬因下文(f)所述本公司之首次公開發售相關之發行新股份予公眾而錄得進賬後，方成為無條件。
- (f) 就本公司之首次公開發售而言，合計100,000,000股每股面值0.01港元之股份按每股1.3港元之價格發行，總現金代價未計上市開支之前為130,000,000港元。此等股份於2007年12月21日起在聯交所買賣。
- (g) 於結算日後，就本公司之首次公開發售而言，超額配股權已獲行使(附註35(a))，因此，本公司於2008年1月15日額外發行5,500,000股每股面值0.01港元之股份。

28. ISSUED CAPITAL (continued)

Notes:

- (a) On incorporation of the Company, the authorised share capital of the Company was HK\$50,000 divided into 5,000,000 shares of HK\$0.01 each.
- (b) On 6 March 2007, 5,000,000 shares of HK\$0.01 each were allotted and issued at nil amount paid. The shares were subsequently credited as fully paid as described in (d) below.
- (c) Pursuant to the resolutions passed on 30 November 2007, the authorised share capital of the Company was increased from HK\$50,000 to HK\$10,000,000 by the creation of additional 995,000,000 shares of HK\$0.01 each.
- (d) Pursuant to the resolution passed on 30 November 2007 and the Reorganisation, 5,000,000 shares of HK\$0.01 each allotted and issued at nil amount paid on 6 March 2007 as set out in (b) above, were credited as fully paid at par.
- (e) Pursuant to a resolution passed on 30 November 2007, an aggregate of 295,000,000 shares of HK\$0.01 each of the Company were allotted and issued, credited as fully paid at par, by way of capitalisation of the sum of HK\$2,950,000 from the share premium account, to the then existing shareholders of the Company, whose names appeared in the register of the Company at the close of business on 30 November 2007, in proportion to their respective shareholdings. Such allotment and capitalisation were conditional on the share premium account being credited as a result of the issue of new shares to the public in connection with the Company's initial public offering as detailed in (f) below.
- (f) In connection with the Company's initial public offering, 100,000,000 shares of HK\$0.01 each were issued at a price of HK\$1.3 per share for a total cash consideration, before listing expenses, of HK\$130,000,000. Dealings in these shares on the Stock Exchange commenced on 21 December 2007.
- (g) Subsequent to the balance sheet date, in connection with the Company's initial public offering, an over-allotment option was exercised (note 35(a)) and as a result, the Company issued 5,500,000 additional shares of HK\$0.01 each on 15 January 2008.

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29. 儲備

(A) 本集團

本集團於本年度及過往年度之儲備金額及變動於財務報表中之綜合權益變動表呈列。

本集團之實繳盈餘指

- (i) 根據重組已收購附屬公司之股本面值及實繳盈餘超出本公司就交換而發行之股份面值之差額人民幣203,536,000元；及
- (ii) 因東莞宇陽少數股東向收購東莞宇陽而產生之虧絀人民幣2,823,000元。

29. RESERVES

(A) GROUP

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

The contributed surplus of the Group represents

- (i) the difference of RMB203,536,000 being the excess of the nominal value of the shares and contributed surplus of the subsidiaries acquired pursuant to the Reorganisation, over the nominal value of the Company's shares issued in exchange therefor; and
- (ii) the deficit of RMB2,823,000 arising from the acquisition of DG Eyang from the minority shareholders of DG Eyang.

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29. 儲備 (續)

(B) 本公司

	附註 Notes	股份溢價賬	匯率波動儲備		總計 Total
		Share premium account	實繳盈餘 Contributed surplus	Exchange fluctuation reserve	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於註冊成立時	On incorporation	—	—	—	—
期內虧損	Loss for the period	—	—	—	(13,855)
期內虧損總額	Total loss for the period	—	—	—	(13,855)
因重組而產生	Arising from the Reorganisation	—	364,952	—	—
股份資本化發行	Capitalisation issue of shares	28(e)	(2,782)	—	—
發行股份	Issue of shares	28(f)	121,670	—	—
就發行新股份 之上市開支	Listing expenses for issue of new shares		(20,626)	—	—
匯率調整	Exchange realignment	—	—	(237)	—
2007年擬派 末期股息	Proposed final 2007 dividend	12	—	—	(20,275)
於2007年 12月31日	As at 31 December 2007	98,262	364,952	(237)	(34,130)
		428,847			

本公司之實繳盈餘指根據重組於附屬公司之投資之成本與本公司已發行股份面值之差額。

The contributed surplus of the Company represents the difference between the cost of investments in subsidiaries pursuant to the Reorganisation and the nominal value of the Company's shares issued.

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30. 經營租約安排

(A) 作為出租人

本集團根據經營租約安排租出其投資物業(附註15)，經商討之租約年期由一年至十年。

於結算日，本集團根據與租戶訂立於下列期間到期之不可撤回經營租約，有應收未來最低租金總額如下：

30. OPERATING LEASE ARRANGEMENTS

(A) AS LESSOR

The Group leases its investment properties (note 15) under operating lease arrangements, with leases negotiated for terms ranging from one to ten years.

At the balance sheet date, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
1年內	Within one year	966	101
第2至5年 (包括首尾2年)	In the second to fifth years, inclusive	371	403
5年後	After five years	260	362
		1,597	866

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30. 經營租約安排 (續)

(B) 作為承租人

本集團根據經營租約安排租用若干其廠房及辦事處物業。經商討之租約年期為2年。

於結算日，本集團根據訂立於下列期間到期之不可撤回經營租約，有應付未來最低租金總額如下：

30. OPERATING LEASE ARRANGEMENTS (continued)

(B) AS LESSEE

The Group leases certain of its factory and office premises under operating lease arrangements. Leases for properties are negotiated for terms of two years.

At the balance sheet date, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
1年內	Within one year	300	662
第2至5年 (包括首尾2年)	In the second to fifth years, inclusive	—	283
		300	945

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31. 承擔

除上文附註30(b)所載之經營租約承擔外，於結算日，本集團之資本承擔如下：

31 COMMITMENTS

In addition to the operating lease commitments as set out in note 30(b) above, the Group had the following capital commitments as at the balance sheet date:

		本集團 Group	
		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
已訂約但未撥備：	Contracted, but not provided for:		
樓宇	Buildings	11,235	8,280
廠房及機器	Plant and machinery	13,965	6,393
		25,200	14,673

32. 或然負債

本集團及本公司於結算日並無重大或然負債。

32. CONTINGENT LIABILITIES

At the balance sheet date, neither the Group nor the Company had any significant contingent liabilities.

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33. 關連方交易及結餘

本集團於年內與關連方之重大交易及於結算日與關連方之結餘如下：

(1) 再次發生之交易

關連方名稱 Name of parties	交易性質 Nature of transactions	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
東莞市光通實業 有限公司(「東莞光通」)(i) Dongguan Guangtong Enterprise Co., Ltd. (“DG Guangtong”) (i)	向東莞光通 購買移動手機元件(a) Purchases of mobile phone components from DG Guangtong (a)	17,572	16,411
	向東莞光通 收到之租金收入(b) Rental income received from DG Guangtong (b)	65	65
東莞市德陽實業 有限公司(「東莞德陽」)(ii) Dongguan Deyang Industrial Co., Ltd. (“DG Deyang”) (ii)	向東莞德陽 購買移動手機元件(a) Purchases of mobile phone components from DG Deyang (a)	1,804	57
	向東莞德陽 收到之租金收入(b) Rental income received from DG Deyang (b)	39	36

33. RELATED PARTY TRANSACTIONS AND BALANCES

The Group had the following material transactions with related parties during the year and balances with related parties at the balance sheet date:

(1) RECURRING TRANSACTIONS

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33. 關連方交易及結餘 (續)

(1) 再次發生之交易 (續)

附註：

- (i) 東莞光通之股東為本公司董事陳偉榮先生之兄弟姐妹。
- (ii) 東莞德陽之股東為深圳市銀潤實業發展有限公司(「深圳銀潤」)之股東羅展麗女士之兄弟，於重組之前深圳銀潤為深圳宇陽之股東。
- (a) 移動手機元件之採購價經本集團與關連方互相協定。
- (b) 本集團與關連方訂立之租約按互相協定之條款訂立。

董事認為上述交易在本集團之日常業務過程中進行。

33. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(1) RECURRING TRANSACTIONS (continued)

Notes:

- (i) The shareholders of DG Guangtong are the brother and sisters of Mr. Chen Weirong, an executive director of the Company.
- (ii) The shareholders of DG Deyang are the brothers of Ms. Luo Zhanli, a shareholder of Shenzhen Yinrun Industrial Development Co., Ltd. ("SZ Yinrun") (深圳市銀潤實業發展有限公司) which was a shareholder of SZ Eyang before the Reorganisation.
- (a) The purchase prices for mobile phone components were mutually agreed between the Group and the related parties.
- (b) The tenancy agreements entered into between the Group and the related parties were based on mutually agreed terms.

In the opinion of the directors, the above transactions were carried out in the Group's ordinary course of business.

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33. 關連方交易及結餘 (續)

本集團於年內與關連方之重大交易及於結算日與關連方之結餘如下：(續)

(2) 非經常交易

33. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

The Group had the following material transactions with related parties during the year and balances with related parties at the balance sheet date: (continued)

(2) NON-RECURRING TRANSACTIONS

關連方名稱 Name of parties	交易性質 Nature of transactions	二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
深圳市維科通信科技 有限公司銷售(「深圳維科」)(i) Shenzhen Weike Communication Technology Co., Ltd. ("SZ Weike") (i)	向深圳維科 移動手機元件(a) Sale of mobile phone components to SZ Weike (a) 向深圳維科 購買移動手機元件(a) Purchases of mobile phone components from SZ Weike (a)	— —	8 247
東莞市日通實業 有限公司銷售 (「東莞日通」)(ii) Dongguan Ritong Industrial Co., Ltd. ("DG Ritong")	向東莞日通 收到之租金收入(b) Rental income received from DG Ritong (b)	—	10
程吳生先生(iii) Mr. Cheng Wusheng (iii)	向程吳生先生 支付銷售佣金(c) Sales commission paid to Mr. Cheng Wusheng (c)	—	622
河源市億通科技 有限公司(「河源億通」) Heyuan Yitong Technology Co., Ltd. ("HY Yitong")	向河源億通 支付分包費用(d) Sub-contracting fee paid to HY Yitong (d)	684	747

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33. 關連方交易及結餘 (續)

(2) 非經常交易 (續)

附註：

- (i) 深圳維科之兩名股東為深圳宇陽及深圳宇陽股東羅朝恩先生。
- (ii) 東莞日通之實益擁有人為本公司執行董事廖杰先生及霜梅女士。
- (iii) 程吳生先生為深圳宇陽之董事，亦為本公司之非執行董事。
- (iv) 董事認為通過深圳宇陽對財務及經營政策決策之參與，河源億通受深圳宇陽重大影響。
- (a) 移動手機元件之售價及採購價經本集團與關連方互相協定。
- (b) 本集團與關連方訂立之租約按互相協定之條款訂立。
- (c) 銷售佣金按銷售MLCC之所收取之應收貿易賬款之7%計算。此百分比經本集團與關連方互相協定。
- (d) 關連方收取之分包費用乃按互相協定之條款訂立。

董事認為上述關連方交易在本集團之日常業務過程中進行且不會在本公司股份在聯交所上市後持續。

33. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(2) NON-RECURRING TRANSACTIONS

(continued)

Notes:

- (i) The two shareholders of SZ Weike were SZ Eyang and Mr. Luo Chaoen, a shareholder of SZ Eyang.
- (ii) The beneficial owners of DG Ritong were Mr. Liao Jie and Ms. Shuang Mei, the Company's executive directors.
- (iii) Mr. Cheng Wusheng is a director of SZ Eyang and a non-executive director of the Company.
- (iv) In the opinion of the directors, HY Yitong was significantly influenced by SZ Eyang through participation in its financial and operating policy decisions.
- (a) The prices for the sales and purchases of mobile phone components were mutually agreed between the Group and a related party.
- (b) The tenancy agreement was entered into between the Group and the related party based on mutually agreed terms.
- (c) The sales commission was calculated based on 7% on receipts of trade receivables in respect of the sales of MLCC which was mutually agreed between the Group and the related party.
- (d) The sub-contracting fee charged by the related party was based on mutually agreed terms.

In the opinion of the directors, the above related party transactions, which did not continue after the listing of the Company's shares on the Stock Exchange, were carried out in the ordinary course of the Group's business.

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33. 關連方交易及結餘 (續)

33. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(3) 關連方結餘

(3) BALANCES WITH RELATED PARTIES

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
應收款項	Due from		
河源億通	HY Yitong	—	379
應付款項	Due to		
東莞光通	DG Guangtong	460	1,809
東莞德陽	DG Deyang	931	24
		1,391	1,833

關連方結餘為貿易性質、無抵押、免息及無固定還款期。這些結餘之賬面值與其公平值相若。

The balances with related parties are all trade in nature, unsecured, interest-free and have no fixed terms of repayment. The carrying amounts of these balances approximate to their fair values.

與關連方之交易性質於上述附註33(1)及33(2)披露。

The nature of the transactions with related parties is disclosed in notes 33(1) and 33(2) above.

(4) 應收一名股東之款項

(4) DUE FROM A SHAREHOLDER

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
EY OCEAN	EY OCEAN	—	2,784

應收1名股東之款項為非貿易性質、無抵押、免息及無固定還款期。這些結餘之賬面值與其公平值相若。

The amount due from a shareholder was non-trade in nature, unsecured, interest-free and had no fixed terms of repayment. The carrying amount of the balance approximated to its fair value.

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33. 關連方交易及結餘 (續)

(5) 附屬公司少數股東之結餘

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
應收	Due from		
東莞市鳳崗實業 總公司 (「東莞鳳崗」)	Dongguan Fenggang Industrial Co., Ltd. ("DG Fenggang") (東莞市鳳崗實業總公司)	—	767

東莞宇陽少數股東結餘為非貿易性質、無抵押、免息及無固定還款期。這些結餘之賬面值約為其公平值相若。

The balance due from a minority shareholder of DG Eyang was non-trade in nature, unsecured, interest-free and had no fixed terms of repayment. The carrying amount of the balance approximated to its fair value.

(6) 本集團主要管理層人員之薪酬

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
薪金、津貼實物 利益	Salaries, allowances and benefits in kind	1,589	1,080
退休福利供款	Retirement benefits contributions	55	32
支付主要管理層 人員之總薪酬	Total compensation paid to key management personnel	1,644	1,112

董事酬金之詳情載於上文附註8。

Further details of directors' emoluments are included in note 8 above.

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34. 財務風險管理之目的及政策

本集團之主要金融工具包括銀行貸款及現金及銀行結餘。這些金融工具之主要目的為本集團之經營籌措資金。本集團擁有多項直接從其營運產生之其他金融資產及負債，例如應收貿易賬款及應收票據、應付貿易賬款及應付票據。

本集團金融工具涉及之主要風險為現金流量利率風險、外匯風險、信貸風險及流動資金風險。董事會審核並批准管理各項風險之政策概述如下。

利率風險

本集團針對市場利率變動風險主要與本集團附有浮動利率之債務義務有關。

本集團之銀行貸款實際利率及還款期載於上文附註27。

利率之合理可能變動50個基本點子將對本集團於年內之損益並無重大影響，並對本集團之權益並無影響。

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables and trade and bills payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

INTEREST RATE RISK

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

The effective interest rates and terms of repayment of the bank loans of the Group are set out in note 27 above.

A reasonably possible change of 50 basis points in interest rates would have no material impact on the Group's profit or loss during the year and there is no impact on the Group's equity.

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34. 財務風險管理之目的及政策 (續)

外匯風險

本集團有交易貨幣風險。該風險由經營單位以非單位之功能貨幣之貨幣作銷售或購買引起之。本集團在簽立購買或銷售合同時傾向接受避免外匯風險或分配項目。本集團對外幣收入及開支作延展預測以配合所產生之貨幣及金額，從而緩和匯率波動對業務之影響。

美元與港元之間之匯率合理地可能變動5%，對本集團於年內之損益並無重大影響，並對本集團之權益並無影響。

信貸風險

應收貿易賬款賬面值即本集團金融資產面對最大之信貸風險。本集團已有政策確保向有良好信貸記錄之客戶銷售，並以持續進行之基礎緊密監察應收貿易賬款之收回。本集團因壞賬而承擔之風險並不重大。

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

FOREIGN CURRENCY RISK

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currency. The Group tends to accept foreign currency exchange risk avoidance or allocation terms when arriving at purchases and sales contracts. The Group takes rolling forecast on the foreign currency revenue and expenses, matches the currency and the amount incurred, so as to alleviate the impact on business due to exchange rate fluctuations.

A reasonably possible change of 5% in the United States dollar and Hong Kong dollar exchange rate would have no material impact on the Group's profit or loss during the year and there is no impact on the Group's equity.

CREDIT RISK

The carrying amount of the trade receivables represents the Group's maximum exposure to credit risk in relation to its financial assets. The Group has a policy in place to ensure that sales are made to customers with an appropriate credit history and to closely monitor the collection of the trade receivables on an ongoing basis. The Group's exposure to bad debts is not significant.

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34. 財務風險管理之目的及政策 (續)

信貸風險 (續)

就有關本集團其他金融資產(其中包括現金及現金等價物及其他應收款)之信貸風險, 因對方違約而產生, 上限相等於該等金融資產之賬面值。

由於本集團僅與擁有良好聲望兼信譽可靠之第三方進行交易, 故不須要任何抵押。由於本集團應收貿易賬款由大量分散於不同階層及行業之客戶組成, 本集團內並無顯著集中之信貸風險。

有關本集團因應收貿易賬款而產生之信貸風險相關之其他量化數據, 於此等財務報表附註20中披露。

流動資金風險

本集團使用椒環流動資金計劃工具監察其資金短缺風險。此工具考慮其金融工具及金融資產(如應收貿易賬款)之到期日及預計經營之現金流量。

本集團之政策是維持充足現金及現金等價物, 及透過銀行及其他借款融資以應付其營運資金需要。

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

CREDIT RISK (continued)

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

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 20 to these financial statements.

LIQUIDITY RISK

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's policy is to maintain sufficient cash and cash equivalents and have available funding through bank and other borrowings to meet its working capital requirements.

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34. 財務風險管理之目的及政策 (續)

信貸風險 (續)

於結算日，本集團之金融負債根據已訂約未貼現款項之到期情況如下：

本集團

		二零零七年 2007			
		於要求時 On demand	少於一年 Less than 1 year	1至5年 1 to 5 years	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
計息銀行貸款	Interest-bearing bank loans	—	40,479	—	40,479
貿易應付賬款及應付票據	Trade and bills payables	—	138,219	—	138,219
其他應付款及應計費用	Other payables and accruals	—	33,420	—	33,420
應付關連方款項	Due to related parties	1,391	—	—	1,391
		1,391	212,118	—	213,509
		二零零六年 2006			
		於要求時 On demand	少於一年 Less than 1 year	1至5年 1 to 5 years	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
計息銀行貸款	Interest-bearing bank loans	—	34,586	514	35,100
其他應付款及應計票據	Trade and bills payables	—	114,588	—	114,588
其他應付款及應計費用	Other payables and accruals	—	36,560	—	36,560
應付關連方款項	Due to related parties	1,833	—	—	1,833
		1,833	185,734	514	188,081

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

LIQUIDITY RISK (continued)

The maturity profile of the Group's and the Company's financial liabilities as at the balance sheet date, based on the contracted undiscounted payments, was as follows:

Group

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34. 財務風險管理之目的及政策 (續)

信貸風險 (續)

於結算日，本集團之金融負債根據已訂約未貼現款項之到期情況如下：(續)

本公司

		二零零七年 2007		
		於要求時	少於一年	總計
		On demand	Less than 1 year	Total
		人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000
貿易應付賬款及應付票據	Other payables and accruals	—	2,125	2,125
應付附屬公司款項	Due to subsidiaries	17,408	—	17,408
		17,408	2,125	19,533

資本管理

本集團資本管理之主要目的是確保管理能維持持續經營及健康之資本比率，以支持業務並加大股東利益。

要維持或調整資本結構，本集團或需調整對股東之股息支付、向股東歸還資本或發行新股份。截至2007年及2006年12月31日止年度，目標、政策或程序並無變更。

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

LIQUIDITY RISK (continued)

The maturity profile of the Group's and the Company's financial liabilities as at the balance sheet date, based on the contracted undiscounted payments, was as follows: (continued)

Company

		二零零七年 2007		
		於要求時	少於一年	總計
		On demand	Less than 1 year	Total
		人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000
貿易應付賬款及應付票據	Other payables and accruals	—	2,125	2,125
應付附屬公司款項	Due to subsidiaries	17,408	—	17,408
		17,408	2,125	19,533

CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended 31 December 2007 and 2006.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

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34. 財務風險管理之目的及政策 (續)

資本管理 (續)

本集團以資產負債比率監察資本，資產負債比率即債務淨額除以總資本加上債務淨額。債務淨額之計算是銀行貸款、貿易及其他應付票據減現金及現金等價物。資本指母公司股權持有人之應佔權益。本集團之政策是將資產負債比率維持在合理之水平上。於2007年及2006年12月31日之資產負債比率如下：

		二零零七年 2007 人民幣千元 RMB'000	二零零六年 2006 人民幣千元 RMB'000
計息銀行貸款	Interest-bearing bank loans	40,479	35,100
應付貿易賬款及應付票據	Trade and bills payables	138,219	114,588
其他應付款	Other payables	25,145	32,917
減：現金及現金等價物	Less: Cash and cash equivalents	(210,334)	(125,130)
		(6,491)	57,475
債務淨額	Net debt	—	57,475
母公司股權持有人 應佔權益	Equity attributable to equity holders of the parent	388,075	224,947
權益及債務淨額	Equity and net debt	388,075	282,422
資產負債比率	Gearing ratio	—	20%

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

CAPITAL MANAGEMENT (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt is calculated as the sum of bank loans, trade and bills payables, and other payables less cash and cash equivalents. Capital represents equity attributable to the equity holders of the parent. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios at 31 December 2007 and 2006 were as follows:

財務報表附註

NOTES TO FINANCIAL STATEMENTS

於二零零七年十二月三十一日
31 December 2007

35. 結算日後事項

- (a) 根據於2007年12月10日之包銷協議，本公司授予股份發售獨家主經辦人農銀證券有限公司選擇權（「超額配股權」），據此本公司須額外配發及發行合計15,000,000股股份以補足股份發售之超額配發。超額配股權之每股行使價為1.30港元。於2008年1月9日，超額配股權已獲行使，因此，本公司於2008年1月15日額外發行5,500,000股股份。

所得款項55,000港元（即面值）已記入本公司之股本，而餘下所得款項7,095,000港元已記入股份溢價賬。

- (b) 全體股東於2007年11月30日以一項有條件書面決議案通過購股權計劃，並由本公司董事於2007年11月30日以決議案通過採納（「購股權計劃」）。

根據購股權計劃授出之購股權行使價乃由董事會釐定，惟行使價須不低於以下之最高者：(i)本公司股份之面值；(ii)聯交所每日報價表所報本公司股份於購股權授出日期之收市價；及(iii)聯交所每日報價表所報本公司股份於緊接授出日期5個營業日之平均收市價。

35. POST BALANCE SHEET EVENTS

- (a) Pursuant to the underwriting agreement dated 10 December 2007, the Company granted an option (the "Over-allotment Option") to CAF Securities Company Limited, the sole lead manager of the Share Offer whereby the Company was required to allot and issue up to an aggregate of 15,000,000 additional shares to cover over allocation in the Share Offer. The exercise price per share for the Over-allotment Option is HK\$1.30. On 9 January 2008, the Over-allotment Option was exercised and, as a result, the Company issued 5,500,000 additional shares on 15 January 2008.

The proceeds of HK\$55,000, representing the par value, have been credited to the Company's share capital and the remaining proceeds of HK\$7,095,000 have been credited to the share premium account.

- (b) A share option scheme was conditionally approved by a written resolution of all the shareholders passed on 30 November 2007 and adopted by a resolution of the directors of the Company on 30 November 2007 (the "Share Option Scheme").

The exercise price of the share options granted under the Share Option Scheme is determinable by the directors, but may not be less than whichever the highest of (i) the nominal value of the Company's shares (ii) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; and (iii) the average Stock Exchange closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant.

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35. 結算日後事項 (續)

(b) (續)

購股權計劃於2007年11月30日起生效，除非另行註銷或修改，否則由該日起計十年內一直維持有效。根據購股權計劃授出購股權之行使期乃由本公司董事會釐定，並於某歸屬期之後起至購股權提呈日期起計少於10年或購股權計劃期滿之日(以較早者為準)止。

提呈授出購股權可由提呈日期起計28日期內供承授人接納，惟承授人須支付象徵式代價合計1港元。

於2008年1月22日，本公司董事議決，根據購股權計劃授予購股權，使持有人可權按行使價每股1.052港元認購合計40,000,000股本公司股份。購股權授予本公司3位執行董事、若干高級管理人員及僱員，以及本集團兩位供應商(合稱「承授人」)，就此為本集團業務作出貢獻之承授人提供獎勵及回報。於2008年4月3日，本公司董事議決，透過註銷原授予本集團1位供應商及1位前僱員之購股權，將已授購股權數目由40,000,000份減至39,400,000份。

35. POST BALANCE SHEET EVENTS

(continued)

(b) (continued)

The Share Option Scheme became effective on 30 November 2007 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The exercise period of the share options granted under the Share Option Scheme is determinable by the directors of the Company, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options or the expiry of the Share Option Scheme, if earlier.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee.

On 22 January 2008, the directors of the Company resolved to grant share options pursuant to the Share Option Scheme entitling the holders to subscribe for a total of 40,000,000 shares of the Company at an exercise price of HK\$1.052 per share. The share options were granted to three executive directors of the Company, certain senior management and employees and two suppliers of the Group (collectively referred as the "Grantees") for the purpose of providing incentives and rewards to the Grantees who contribute to the success of the Group's operations. On 3 April 2008, the directors of the Company resolved to change the number of share options granted from 40,000,000 to 39,400,000 by canceling the share options originally granted to a supplier and an ex-employee of the Group.

財務報表附註

NOTES TO FINANCIAL STATEMENTS

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35. 結算日後事項 (續)

(b) (續)

倘於授出日期起計滿2年、3年及4年之日，本集團截至2008年12月31日止年度之經審核淨利潤比較截至2007年12月31日止年度增加不少於18%，而本集團截至2009年12月31日止年度之經審核淨利潤比較截至2008年12月31日止年度增加不少於18%，且本集團截至2010年12月31日止年度之經審核淨利潤比較截至2009年12月31日止年度增加不少於18%，方可行使購股權。

購股權於授出日期起計滿一年之日不得行使，而由授出日期起計滿兩年、3年及4年之日可有條件地行使最高分別達總購股權之60%、30%及10%。

倘以上條件於有關年度未能達成，則最多僅可行使80%購股權。未獲行使之購股權可予累積，倘以上條件於有關年度獲達成後，並可於下一年悉數行使。

36. 財務報表之批准

財務報表已於2008年4月23日獲董事會批准授權刊發。

35. POST BALANCE SHEET EVENTS

(continued)

(b) (continued)

The share options may only be exercised in the event that the audited net profit of the Group for the year ending 31 December 2008 increases not less than 18% as compared to that for the year ended 31 December 2007, the audited net profit of the Group for the year ending 31 December 2009 increases not less than 18% as compared to that for the year ending 31 December 2008 and the audited net profit of the Group for the year ending 31 December 2010 increases not less than 18% as compared to that for the year ending 31 December 2009 at the anniversary of the second, third and fourth year respectively from the date of grant.

The share options may not be exercised at the anniversary of the first year from the date of the grant and may conditionally be exercised up to 60%, 30% and 10% of the total share options at the anniversary of the second, third and fourth year respectively from the date of the grant.

The share options may only be exercised up to 80% of the share options as set out in the above in the event that the above conditions are not met in the respective years. The unexercised share options may be accumulated and fully exercised in the next year in the event that the above conditions are met in the respective years.

36. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 23 April 2008.



EYANG

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