



**華潤微電子有限公司**  
**China Resources Microelectronics Limited**

(於開曼群島註冊成立之有限公司)  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code 股份代號 : 0597)

***A Leading Analog Semiconductor  
Company in China***  
**中國領先的模擬半導體公司**





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# Corporate Profile and Positioning

## 公司概況及定位

### CORPORATE PROFILE

China Resources Microelectronics Limited (“CR Micro” or the “Company”) is a limited liability company incorporated in the Cayman Island. The Company was listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in August 2004 (Stock Code 0597).

CR Micro, together with its subsidiaries (the “Group” or “We”), is a leading player in the development and operation of semiconductor business in China. Its activities cover open foundry, Integrated Circuits (“IC”) design, IC testing and packaging services as well as discrete devices. The Group has become a leading supplier of analog ICs in China and positions itself as a leading analog semiconductor company in China.

As one of the top five semiconductor producers in China, CR Micro and its subsidiaries, namely CSMC Technologies Corporation, Wuxi China Resources Semico Co., Ltd., Wuxi CR Micro-Assemb Tech. Ltd. and Wuxi China Resources Huajing Microelectronics Co., Ltd. are renowned enterprises in the microelectronics industry.

The Group's main businesses include:

#### Open Foundry Operation

CSMC Technologies Corporation (“CSMC”), one of the subsidiaries of CR Micro, is currently the largest 6-inch open foundry operator in mainland China. The total production capacity of 6-inch wafer of the Group has attained a significant scale of 90,000 wafers per month and with 0.35 $\mu$ m capability, providing various technical platforms such as CMOS, BiCMOS, DMOS, BCD and Bipolar for customers.

Starting from year 2008, CSMC is also able to provide 8-inch open foundry service by formation of a company, CSMC Asia Limited (“CSMC Asia”) with China Resources (Holdings) Co., Ltd., the Company's substantial shareholder. CSMC Asia owns a fab in Wuxi, China, who has designed production capacity of 60,000 8-inch wafer per month and with 0.11 $\mu$ m technology capability. CR Micro, through CSMC, currently owns 19% equity interest in CSMC Asia.

### 公司概況

華潤微電子有限公司（「華潤微電子」或「本公司」）為於開曼群島註冊成立之有限公司。本公司於二零零四年八月於香港聯合交易所有限公司（「聯交所」）主板上市（股份代號0597）。

華潤微電子及其附屬公司（「集團」或「我們」）是中國領先的半導體業務發展營運商。其業務涵蓋開放式晶圓代工、集成電路（「IC」）設計、IC封裝測試服務和分立器件四大板塊。本集團已成為中國主要的模擬集成電路供應商，並矢志成為國內領先的模擬半導體公司。

作為中國前五大半導體製造商之一，華潤微電子及其旗下的華潤上華科技有限公司、無錫華潤矽科微電子有限公司、無錫華潤安盛科技有限公司及無錫華潤華晶微電子有限公司等附屬公司均為中國著名的微電子企業。

本集團的主要業務包括：

#### 開放式晶圓代工業務

華潤微電子旗下的華潤上華科技有限公司（「華潤上華」）是目前中國內地規模最大的六英寸開放式晶圓代工企業。本集團的六英寸晶圓生產線共擁有每月9萬片的總產能規模。技術能力達0.35微米，為客戶提供各種CMOS、BiCMOS、DMOS、BCD及雙極等工藝平台。

由二零零八年起，華潤上華透過與本公司主要股東華潤（集團）有限公司組建合資公司華潤上華亞洲有限公司（「華潤上華亞洲」），亦能夠提供8英寸晶圓代工服務。華潤上華亞洲擁有一間位於中國無錫的工廠，其設計產能為每月60,000片8英寸晶圓，技術能力達0.11微米。華潤微電子通過華潤上華目前擁有華潤上華亞洲之19%股權。

# Corporate Profile and Positioning

## 公司概況及定位

### IC Design Operation

The Group currently owns 3 IC design houses, namely Wuxi China Resources Semico Co., Ltd. (“Wuxi Semico”), CR PowTech (Shanghai) Limited (“CR PowTech”) and China Resources Semiconductor International Limited (“CR Semi”).

Wuxi Semico is one of the leading Chinese fabless design houses in terms of technology and scale, utilising state-of-the-art digital and analog technologies to design and develop semiconductor IC products such as MCU and audio and video processing SoC applied in electronics such as television, Hi-Fi, portable digital electronic products, green lightings, automobile, teaching instrument, etc.

CR PowTech is specialized in analog and mixed signal ICs with primary focus on power management and LED driven products. CR PowTech’s product lines are concentrated in DC-DC boost and buck converters, AC-DC controllers, high-performance LDO regulators, backlight WLED drivers, high-brightness LED drivers, audio amplifiers, and battery management. Its ICs are widely used in portable electronics, home appliances, communication devices, and automotive electronics.

CR Semi is an IC design and development company. Aiming at consumer product market, it has launched a series of products, including single-chip radio circuit, audio amplifier, calculation amplifier, encoder/decoder circuit, LCD, music voice, circuit for clock & watch, UPS and MCU and photoelectric coupled receiver chip, and develops actively the embedded MCU centered mid and high end consumer circuit and provides end users with one-stop system integration solutions. At the same time, it extends the development of high speed, high voltage photoelectric coupled chip with self-owned intellectual property rights and supplies high performance photoelectric parts for domestic market.

### 集成電路設計業務

本集團現時擁有3間集成電路設計公司，即無錫華潤矽科微電子有限公司（「無錫矽科」）、華潤矽威科技（上海）有限公司（「華潤矽威」）及華潤半導體國際有限公司（「華潤半導體」）。

無錫矽科是中國技術和規模領先的無生產線設計公司之一，該公司使用最新數字和模擬技術設計及開發微控制器、音視頻處理系統級芯片等半導體集成電路產品，廣泛應用於電視、高保真音響、便攜式數字電子產品、綠色照明、汽車、教學儀器等電子領域。

華潤矽威專注於以電源管理及LED驅動產品為重心之模擬及混合集成電路。華潤矽威之產品線集中於DC-DC升降壓變換器、AC-DC控制器、高性能LDO調節器、背光WLED驅動器、高亮LED驅動器、聲頻放大器及電池管理。其集成電路產品廣泛應用於便捷式電子產品、家居用品、通訊設備及汽車電子設備。

華潤半導體是一間集成電路設計開發公司。針對消費類市場，該公司推出了一系列包括單片收音機電路、音頻功放、運算放大器、編解碼電路、LCD顯示、音樂語音、鐘錶、電源管理及微控制器MCU電路、光電耦合接收芯片在內的產品，並積極開發以嵌入式MCU為內核的中高檔消費電路，為終端客戶提供一站式的系統集成方案。同時，擴展自有知識產權的高速、高壓光電耦合芯片的開發，為國內市場提供高性能的光電器件。



## Corporate Profile and Positioning

### 公司概況及定位

#### IC Testing & Packaging Operation

The Group formed a joint venture, Wuxi CR Micro-Assemb Tech. Ltd., with STATS ChipPAC Ltd., a leading global IC assembly and testing foundry operator. The joint venture, being one of the key enterprises focused in IC testing and packaging foundry operations in mainland China, mainly engaged in the provision of IC assembly and testing foundry services for internationally well-known semiconductor enterprises with its leading wire bond packaging testing technology in mainland China and a packaging capacity of over 3.4 billion wires per month. The Company holds 75% equity interest of the joint venture.

The Company also has a wholly-owned subsidiary, Semicon Microelectronics (Shen Zhen) Co., Ltd, focusing on providing testing services to semiconductor enterprises in Asia.

#### Discrete Devices Operation

Wuxi China Resources Huajing Microelectronics Co., Ltd. is a leader in the development and manufacture of power semiconductor discrete devices in mainland China. With annual manufacturing capacity of 1.91 million 4-6-inch wafers for discrete devices, this company is a major supplier of discrete device wafers and finished products in mainland China. The aforementioned products developed by the Company are applied in promising sectors including energy saving lightings, home appliances, industrial control devices and personal computers.

#### POSITIONING

The Group is positioned as a leading analog semiconductor company in mainland China. It has become a leading supplier of analog ICs in mainland China market by capitalizing on the eminent position of China as the global manufacturing powerhouse and its burgeoning domestic market, unique design and process technologies of the Group as well as synergy from close cooperation among internal industrial chain. The Group's strategy is to maximize shareholders' value by utilizing the cost advantages of Chinese manufacturing platforms and leveraging on the technological edge accumulated year by year during the Group development.

#### 集成電路封測業務

本集團已與全球領先的集成電路封測代工企業 STATS ChipPAC Ltd. 合資設立無錫華潤安盛科技有限公司。該公司是中國大陸專注集成電路封測代工業務的重點企業之一，主要面向世界知名的半導體廠商提供集成電路封測代工服務，有引線封裝測試技術處於國內領先地位，月封裝能力超過34億線以上。本公司持有該合資公司75%的股權。

本公司亦擁有一家專注於向亞洲半導體企業提供測試服務的全資附屬公司賽美科微電子(深圳)有限公司。

#### 分立器件業務

無錫華潤華晶微電子有限公司是中國內地功率型半導體分立器件開發和製造領域的標桿，該公司擁有年產能4-6英寸分立器件晶圓191萬片，是中國內地分立器件芯片和成品的主要供應商。該公司開發的上述產品應用於綠色照明、家用電器、工業控制儀器和個人計算機等領域。

#### 公司定位

本集團矢志成為中國內地領先的模擬半導體公司。利用中國在全球製造業中的顯著地位及其蓬勃發展的國內市場，公司獨有的設計和工藝技術，以及內部產業鏈緊密協作的優勢，本集團已成為中國大陸主要的模擬集成電路供應商。本集團的策略是利用中國製造平台的成本優勢以及本集團發展過程中多年積累的技术優勢，從而實現股東價值的最大化。

# Corporate Profile and Positioning

## 公司概況及定位

### CORPORATE INFORMATION

English Name	China Resources Microelectronics Limited
Chinese Name	華潤微電子有限公司
Stock Code	597
Chairman	SONG Lin
Vice Chairman	Peter CHEN Cheng-yu ZHU Jinkun
Chief Executive Officer	WANG Guoping
Executive Directors	SONG Lin Peter CHEN Cheng-yu WANG Guoping Frank LAI Ni Hium (re-designated as a Non-Executive Director on 1 June 2009)
Non-Executive Directors	ZHU Jinkun JIANG Wei LI Fuzuo Du Wenmin Frank LAI Ni Hium (formerly an Executive Director, re-designated as a Non-Executive Director on 1 June 2009)
Independent Non-Executive Directors	OON Kum Loon Ralph Sytze YBEMA KO Ping Keung

### 公司資料

英文名稱	China Resources Microelectronics Limited
中文名稱	華潤微電子有限公司
股份代號	597
主席	宋林
副主席	陳正宇 朱金坤
首席執行官	王國平
執行董事	宋林 陳正宇 王國平 黎汝雄 (於二零零九年六月一日 調任非執行董事)
非執行董事	朱金坤 蔣偉 李福祚 杜文民 黎汝雄 (原為執行董事，於二零零九年 六月一日調任非執行 董事)
獨立非執行董事	溫金鸞 Ralph Sytze YBEMA 高秉強



## Corporate Profile and Positioning

### 公司概況及定位

Audit Committee	OON Kum Loon (Chairperson) Ralph Sytze YBEMA DU Wenmin	審核委員會	溫金鸞 (主席) Ralph Sytze YBEMA 杜文民
Remuneration Committee	Ralph Sytze YBEMA (Chairperson) Frank LAI Ni Hium (Resigned on 10 August 2009) OON Kum Loon Peter CHEN Cheng-yu (appointed on 10 August 2009)	薪酬委員會	Ralph Sytze YBEMA (主席) 黎汝雄 (於二零零九年八月十日 辭任) 溫金鸞 陳正宇 (於二零零九年八月十日 獲委任)
Nomination Committee	Ralph Sytze YBEMA (Chairperson) OON Kum Loon KO Ping Keung Peter CHEN Cheng-yu WANG Guoping	提名委員會	Ralph Sytze YBEMA (主席) 溫金鸞 高秉強 陳正宇 王國平
Company Secretary	Tim NGAN Siu Hung <i>HKICPA, ACCA</i> (appointed on 1 June 2009)  Frank LAI Ni Hium (Resigned on 1 June 2009)	公司秘書	顏兆鴻 香港會計師公會會員、特許公 認會計師公會會員 (於二零零九年六月一日 獲委任) 黎汝雄 (於二零零九年六月一日 辭任)
Auditors	Deloitte Touche Tohmatsu	核數師	德勤•關黃陳方會計師行
Legal Advisor	Richards Butler In association with Reed Smith LLP	法律顧問	齊伯禮律師行 (與Reed Smith 律師事務所聯營)
Registered Office	Scotia Center, P.O. Box 2804GT George Town, Grand Cayman Cayman Islands British West Indies	註冊辦事處	Scotia Center, P.O. Box 2804GT George Town, Grand Cayman Cayman Islands British West Indies
Principal Place of Business	No. 14 Liangxi Road Wuxi, Jiangsu 214061 China	主要營業地點	中國 江蘇省無錫市 梁溪路14號 郵編：214061



# Corporate Profile and Positioning

## 公司概況及定位

Place of Business in Hong Kong Registered under Part XI of the Companies Ordinance	Rm. 4003-4005, 40/F China Resources Building 26 Harbour Road Wanchai, Hong Kong	根據公司條例第XI部登記的香港營業地點	香港 灣仔 港灣道26號 華潤大廈 40樓4003-4005室
Share Registrar and Transfer Office in Hong Kong	Computershare Hong Kong Investor Services Limited Rooms 1806-1807 18th Floor Hopewell Centre 183 Queen's Road East Wanchai, Hong Kong	香港股份過戶及登記處	香港中央證券登記有限公司 香港 灣仔 皇后大道東183號 合和中心 18樓 1806-1807室
Website Address	<a href="http://www.crmicro.com">www.crmicro.com</a>	網址	<a href="http://www.crmicro.com">www.crmicro.com</a>



## Financial Highlights

### 財務概要

		<b>6 months ended 30 June 2009</b>	6 months ended 30 June 2008	Increase/ (Decrease)
		<b>HK\$'000</b>	HK\$'000	
		<b>截至二零零九年六月三十日止六個月</b>	截至二零零八年六月三十日止六個月	增加/ (減少)
		<b>千港元</b>	千港元	
Turnover	收入	<b>1,264,521</b>	1,657,160	(23.7%)
Net cash inflow from operating activities	經營活動產生的現金流入淨額	<b>131,650</b>	281,780	(53.3%)
(Loss) profit for the period	期內(虧損)溢利	<b>(93,002)</b>	96,121	(196.8%)
(Loss) earnings per share (Note 1)	每股(虧損)盈利(附註1)			
Basic	基本	<b>(1.34)</b>	1.55	(186.5%)
Diluted	攤薄	<b>N/A不適用</b>	1.54	-
Total earnings before interest expenses, taxation, depreciation and amortization ("EBITDA")	未計利息開支、稅項、折舊及攤銷前的盈利總額(「EBITDA」)	<b>188,439</b>	384,750	(51.0%)
		<b>As at</b>		
		<b>於</b>		
		<b>30 June 2009</b>	31 December 2008	Increase/ (Decrease)
		<b>二零零九年六月三十日</b>	二零零八年十二月三十一日	增加/ (減少)
Equity attributable to equity holders of the Company	本公司股權持有人應佔股權	<b>2,902,075</b>	2,985,656	(2.8%)
Minority interests	少數股東權益	<b>88,396</b>	98,162	(9.9%)
Total equity	權益總額	<b>2,990,471</b>	3,083,818	(3.0%)
Net borrowings	借貸淨額	<b>1,504,464</b>	1,572,604	(4.3%)
Total assets	資產總值	<b>6,657,728</b>	7,131,388	(6.6%)
Gearing ratios	負債比率			
Debt/equity gearing ratio (Note 2)	權益負債比率(附註2)	<b>50.3%</b>	51.0%	(1.4%)
Debt/asset gearing ratio (Note 3)	資產負債比率(附註3)	<b>22.6%</b>	22.1%	2.3%
Net book value per share (HK cents)	每股賬面淨值(港仙)	<b>49.56</b>	50.99	(2.8%)

# Financial Highlights

## 財務概要

### Notes:

- 1 Basic earning per share is calculated based on weight average number of issued shares. No diluted earnings per share for the 6 months ended 30 June 2009 has been presented as the potential ordinary shares resulted from the Equity Incentive Plan and Share Option Scheme are anti-dilutive. Earnings per share for the six months ended 30 June 2008 is restated to take into the effect of rights issue in 2009.
- 2 Debt/equity gearing ratio is the ratio of net borrowings to total equity.
- 3 Debt/asset gearing ratio is the ratio of net borrowings to total assets.

### 附註：

- 1 每股基本盈利按已發行股份的加權平均數計算。由於就股份獎勵計劃及購股權計劃而發行的潛在普通股具反攤薄效應，故並無呈列截至二零零九年六月三十日止六個月之每股攤薄盈利。截至二零零八年六月三十日止六個月的每股盈利已予重列以反映二零零九年供股的影響。
- 2 權益負債比率指借貸淨額與權益總額的比例。
- 3 資產負債比率指借貸淨額與資產總值的比例。

## Chairman's Statement

### 主席報告書



Dear Shareholders,

The worldwide semiconductor industry was hit significantly by the global financial crisis and economic downturn. As one of the largest semiconductor company in China, China Resources Microelectronics Limited was also affected by the recession in the industry and shrinking market demand since the fourth quarter 2008. In the first half of this year, the turnover of the Group decreased by 23.7% from that of the same period last year to HK\$1,264.52 million, while EBITDA decreased by 51.0% to HK\$188.44 million. The Group reported a net loss for the period of HK\$93.00 million. In particular, turnover of the Group in the first quarter of year 2009 decreased by 29.1% from the same period last year, with a net loss. However, the Company experienced recovery in the industry in the second quarter of the year. Benefiting from the State's economic stimulus plan and China's rural subsidies for home appliances purchase, customer orders rebounded, leading to enhanced utilisation of the Group's production capacity as well as increase in the delivery of IC products and discret devices. We are pleased that the Group had recorded a net profit in the second quarter.

致各股東：

由於全球金融危機及經濟低迷，全球半導體行業遭受重創。作為中國最大的半導體公司之一，華潤微電子有限公司自二零零八年第四季亦受到行業蕭條及市場需求收縮的影響。今年上半年，本集團營業額下降23.7%至12.6452億港元，EBITDA亦下跌51.0%至1.8844億港元。本集團報告期內淨虧損9,300萬港元。尤其是，二零零九年第一季的本集團營業額較去年同期下降29.1%，並錄得淨虧損。然而，本公司於今年第二季經歷行業復蘇。得益於中國國內的經濟刺激計劃及家電下鄉計劃，客戶訂單回升，使得本集團產能使用率及集成電路產品和分立器件出貨出現反彈。董事會欣喜得悉，本集團於第二季錄得淨利潤。

# Chairman's Statement

## 主席報告書

The Company successfully distinguished itself from other industrial players in China. The Group now covers open foundry, IC design, testing and packaging and discrete devices businesses, and is positioned to be a leading analog company in China with turn-key service capability. The Group has identified energy saving and environmental protection application as one of the target markets. By investing in new product development and upgrading process technologies, the Group has laid a solid foundation for the development in those markets. The Group also took certain actions to control its manufacturing costs and expenses. The synergy generated from its internal industrial chain enable the Group to make successful adjustments to its production capacity and design capability to achieve integration, thereby improving cost efficiency. This has consolidated the Group's position as one of key suppliers in the semiconductor business in China.

On 26 June, the Company announced to raise not less than approximately HK\$439.1 million by way of a rights issue at the subscription price of HK\$0.15 per rights share on the basis of one rights share for every two existing shares held for the Group's future development. The rights issue was over-subscribed and a total of 2,929,447,319 rights shares were successfully allotted to the shareholders of the Company.

本公司成功在中國其他半導體製造商中突圍而出。目前，本集團業務涵蓋開放式晶圓代工、集成電路設計、測試封裝及分立器件，並憑藉具備提供一站式服務能力而定位為中國領先的模擬公司。本集團已將節能及環保應用定為其目標市場之一。通過對新產品開發及加工技術升級進行投資，本集團已在開發有關市場方面奠定堅實基礎。本集團亦採取一些措施控制其生產成本及費用。憑藉內部產業鏈產生的協同效應，本集團能夠對其生產能力及設計能力作出成功調整以達到整合目的，因此成本效率得以提高。這使得本集團作為中國半導體行業主要供應商之一的地位得以鞏固。

於六月二十六日，本公司宣佈透過以每股供股股份0.15港元的認購價按每持有兩股現有股份供一股供股股份的基準進行供股集資不少於約4.391億港元，以支持本集團的未來發展。供股已獲超額認購，並已向本公司股東成功配發合共2,929,447,319股供股股份。

## Chairman's Statement

### 主席報告書



Finally, on behalf of the Company, I would like to take this opportunity to thank all of our shareholders, business partners and our employees for your support and confidence in us.

最後，本人謹代表本公司，藉此機會對本公司全體股東、業務夥伴及員工的支持和信賴表示感謝。

A handwritten signature in black ink, consisting of a stylized 'S' followed by a vertical line and a small flourish.

**Song Lin**  
*Chairman*

Hong Kong, 8 September 2009

A handwritten signature in black ink, identical to the one on the left, consisting of a stylized 'S' followed by a vertical line and a small flourish.

**宋林**  
*主席*

香港，二零零九年九月八日

# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

Starting from the fourth quarter last year, the financial crisis and economic downturn affected demands of semiconductor products. Customers' inventory adjustment reduced sales orders received by the Group and thus the goods delivery and manufacturing capacity utilisation rates of the Group dropped substantially, especially in the first quarter this year. However, mitigated by the domestic demand through PRC economic stimulation plan and overseas customers' inventory rebuilding, the manufacturing capacity utilisation rates were smoothly back into the normal track in the second quarter this year.

During the six months ended 30 June 2009 (the "Period"), the Group's consolidated turnover and EBITDA decreased by 23.7% and 51.0% to HK\$1,264.52 million and HK\$188.44 million from HK\$1,657.16 million and HK\$384.75 million in the same period of year 2008, respectively. The Group's net loss for the Period was HK\$93.00 million, while basic loss per share for the Period was 1.34 HK cents (same period in year 2008: net profit of HK\$96.12 million and 1.55 HK cents respectively). In particular, the Group's recorded a net loss for the first quarter and a net profit in the second quarter.

### BUSINESS REVIEW

The Group focuses on providing analog products and processes to its customers as they have relatively longer product life cycle. Thus they are relatively immune to volatile price fluctuations and provide stable marginal contribution. The Group will continue to enhance its technical research and development activities to manufacture higher value-added products within this stable-price yet high-growth IC market segment in mainland China. The Group will diligently apply its successful business model of utilising our accumulated technology base and hence optimizing capital expenditure to increase profitability in the growing Chinese analog IC market. The analog products and processes contributed HK\$718.18 million, or 56.8% of total turnover for the Period.

### 概覽

自去年第四季起，金融危機及經濟衰退已影響市場對半導體產品的需求。客戶存貨調整減少了本集團接獲的銷售訂單，從而本集團之交貨及產能使用率大幅下降，尤其在本年第一季。然而，在中國刺激經濟計劃帶動國內需求及海外客戶重建存貨的緩和下，產能使用率於本年第二季逐漸平穩並趨向正常。

於截至二零零九年六月三十日止六個月期間（「期內」），本集團的綜合營業額和EBITDA分別為12.6452億港元和1.8844億港元，比二零零八年同期的營業額16.5716億港元和EBITDA 3.8475億港元分別減少23.7%和51.0%。本集團於期內的淨虧損為9,300萬港元，每股基本虧損為1.34港仙（二零零八年同期：分別為淨虧損9,612萬港元及1.55港仙）。尤其，本集團於第一季錄得淨虧損，而於第二季則錄得淨利潤。

### 業務回顧

本集團專注於向其客戶提供模擬產品及加工服務，因為此等業務的產品壽命相對較長，因此，其價格波動相對輕微且能提供穩定的邊際利潤貢獻。本集團將繼續加強技術研發，為價格穩定並高速增長的中國集成電路市場生產附加值更高的產品。本集團將繼續應用成功的業務模式，即利用本集團多年積累的技術基礎，並優化資本開支以進軍中國不斷發展的模擬集成電路市場。於期內，模擬技術產品貢獻收入達7.1818億港元，佔總收入的56.8%。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Cont'd)

To maintain its competitive niche in the industry, the Group continues to invest in technologies research and development. During the Period, the Group increased its investment in research and development by 19% to HK\$90.4 million, or 7.1% of the Group's consolidated turnover.

In the first half of this year, the Group's open foundry operation reported a turnover of HK\$399.32 million, which decreased by 24.6% from the same period last year. The utilisation rate dropped substantially to 57% from 73% in the first half last year. However, beneficial from the enhancement of manufacturing process mix by introducing analog technologies, the average selling prices were maintained at same level as compared with the same period last year. The segment result decrease by 721.7% to a loss of HK\$46.56 million in the first half of this year mainly due to low capacity utilisation rate.

Affected by the market softening, the segment losses of both IC testing and packaging and discrete devices businesses were reported to HK\$16.12 million and HK\$6.96 million respectively, due to low capacity utilisation rates.

The Group's IC design houses' performance was also affected by the financial crisis. The overall turnover from the IC design houses decreased by 30.4% to HK\$259.62 million from HK\$372.87 million in the same period last year. However, the segment results increased 477.5% to a profit of HK\$7.70 million from a loss of HK\$2.04 million in the same period last year due to the product mix improvement. In particular, CR PowTech, one of the subsidiaries of the Company and a fabless IC house, successfully adopted strategy of analog technologies to focus on LED driver and power management, which resulted a profit of HK\$4.31 million in the first half of this year (same period in year 2008: loss of HK\$5.56 million).

### 業務回顧(續)

為維持於行業內的競爭地位，本集團持續投資於技術研究及開發。於期內，本集團於研究開發的投資較上年增加19%達9,040萬港元，或佔本集團綜合收入的7.1%。

於本年度上半年，本集團的開放式晶圓代工業務錄得營業額3.9932億港元，較去年同期下降24.6%。使用率由去年上半年的73%大幅下跌至57%。然而，受益於引入模擬技術改善製造加工組合，平均售價較上年同期得以維持於同一水平。分部業績下降721.7%至本年度上半年的虧損4,656萬港元，此乃主要由於較低的產能使用率所致。

受市場疲軟影響，IC封裝測試與分立器件業務分部業績分別錄得虧損1,612萬港元及696萬港元，乃由於較低產能使用率所致。

本集團的集成電路設計公司的表現亦受金融危機影響。集成電路設計公司的整體營業額由去年同期的3.7287億港元下降30.4%至2.5962億港元，惟分部業績轉虧為盈，由去年同期的虧損204萬港元增長477.5%至溢利770萬港元，此乃由於產品組合改善所致。尤其是，本公司一間附屬公司及集成電路設計公司華潤矽威成功採用模擬技術策略，專注於LED驅動及電源管理，而該項業務於本年度上半年產生溢利431萬港元（二零零八年同期：虧損556萬港元）。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Cont'd)

#### Employees

Employees are always the most valuable assets to the Group. As at 30 June 2009, the Group had 7,222 employees of which 61% hold college or graduate degrees. The Group has maintained a good working relationship with its employees over the Period.

Despite the severe business environment to the Semiconductor industry caused by the global economic tsunami in past months, the Group has adopted effective measures to enhance the organizational structure and consolidate the manpower which has improved the overall organizational efficiency. The Group also took relevant measures to minimize the impacts to the employees. The Group maintains a highly professional and devoted team and is ready to grasp the future opportunities accompanying economic recovery.

The management successfully leverage on the strengths of both local Chinese employees and international expertise. The Group also prides itself for its track record of recruiting and developing local managerial, technical, and operating personnel. Currently above 99% of the Group's staff are citizens of the People's Republic of China (the "PRC"), including the majority of its managers.

### FINANCIAL REVIEW

The Group's interim results for each of the six months ended 30 June 2009 and 2008 are set out in Interim Financial Information on pages 34 to 59.

### 業務回顧 (續)

#### 僱員

僱員是本集團最寶貴的資產。截至二零零九年六月三十日，本集團有僱員7,222名，其中61%的僱員擁有大學或以上學歷。期內本集團與僱員一直保持著良好關係。

過去數月受到全球金融海嘯的影響，半導體行業經營困難，本集團展開優化組織結構、整合人員編製的方案，以加強組織的效率，同時採取了一系列措施以緩減對僱員的影響。本集團維持著一支高度專業和盡心盡力的團隊，並已準備好迎接未來經濟復甦所帶來的機遇。

管理層成功地利用中國本地僱員及國際專才的優勢。本集團亦對其招聘及發展本地的管理、技術及營運員工的記錄感到驕傲。本集團現有超過99%的員工為中華人民共和國（「中國」）國內人才，包括大部分的經理。

### 財務回顧

本集團截至二零零九年及二零零八年六月三十日止六個月中期業績載於第三十四頁至第五十九頁的中期財務資料中。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Cont'd)

#### Turnover

Turnover decreased to HK\$1,264.52 million for the first half of 2009 from the HK\$1,657.16 million recorded in the same period of 2008, a decrease of 23.7%. It represented 29.1% and 19.7% for the first quarter and second quarter of 2009 respectively compared to that of same periods in 2008.

Such decrease was mainly due to the global financial crisis and economic downturn, the sales order or the Group's products had experienced a fall and the utilisation rates of the Group's manufacturing facilities dropped substantially during the first quarter of 2009.

The capacity utilisation rates in each of open foundry sector, discrete devices sector and IC testing and packaging sector were around 57%, 53% and 60% respectively, and dropped by approximately 60%, 25% and 38% respectively in the first quarter of 2009. In particular, the capacity utilisation rates in the second quarter of 2009 dropped by approximately 17%, 6% and 18% respectively as compared to the same periods last year.

#### Gross profit

Gross profit decreased to HK\$146.80 million in the first half of 2009 from HK\$354.80 million in the same period of 2008. Moreover, gross margin decreased to 11.6% from 21.4% mainly due to the decrease in capacity utilization rate after the financial crisis and economic downturn.

#### (Loss) Profit for the Period

The Group reported net loss of HK\$93.00 million in the first half of 2009, compared to net profit of HK\$96.12 million in the same period of 2008. The reduction of profit was mainly due to the decrease in capacity utilization rate after the financial crisis and economic downturn.

#### Dividends

The directors do not recommend any payment of interim dividend for 2009.

### 財務回顧(續)

#### 營業額

營業額由二零零八年同期的16.5716億港元減至二零零九年上半年的12.6452億港元，減少23.7%。二零零九年第一季及第二季的營業額較二零零八年同期分別減少29.1%及19.7%。

該減少主要由於全球金融危機及經濟低迷導致本集團二零零九年第一季的產品銷售訂單減少及產品價格下跌以及本集團生產設施的使用率大幅下跌所致。

開放式晶圓代工、分立器件及IC封裝測試分部各自的產能使用率於二零零九年第一季分別為約57%、53%及60%，分別較去年同期下跌約60%、25%及38%。尤其是，二零零九年第二季的產能使用率則較去年同期分別下跌約17%、6%及18%。

#### 毛利

毛利由二零零八年同期的3.5480億港元降至二零零九年上半年的1.4680億港元。此外，毛利率由21.4%下降至11.6%，主要由於金融危機及經濟低迷後產能使用率下跌所致。

#### 期內(虧損)溢利

本集團於二零零九年上半年錄得淨虧損9,300萬港元，而二零零八年同期則為純利9,612萬港元。溢利減少主要由於金融危機及經濟低迷後產能使用率下跌所致。

#### 股息

董事不建議派付二零零九年中期股息。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Cont'd)

#### Liquidity and Capital Resources

It is the Group's policy to maintain a relatively conservative and healthy cash balance to serve for the business operation as well as contingencies.

As at 30 June 2009, the Group's cash on hand was HK\$839.95 million, representing a decrease of HK\$16.92 million or 2.0% compared with that of 31 December 2008. Among the cash balances, 35.0%, 21.5% and 43.5% were denominated in Renminbi, Hong Kong dollars and US dollars respectively.

#### Indebtedness

As at 30 June 2009, the Group had total bank borrowings of HK\$2,344.42 million, of which HK\$706.92 million was short-term in nature which carried interest at rates ranging from 1.13% to 5.58% per annum. The long-term portion of HK\$1,637.50 million carried interest at rates of 1.13% to 1.80% per annum and was repayable within 5 years. Bank borrowing of HK\$1,300.00 million, with maturity date in March 2012, was guaranteed by CRH.

#### Charge of Assets

As at 30 June 2009, certain Group's assets with carrying values of HK\$139.22 million were pledged with banks to secure letter of credits.

#### Capital Expenditures and Research and Development Expenditure

To cope with financial crisis as well with the uncertainty of the business environment thereof, the Group controlled the capital expenditure in the first half of year 2009. The Group incurred a capital expenditure of HK\$104.13 million, representing a 73.87% drop as compared with same period last year (2008: HK\$398.47 million).

In contrast with less capital expenditure, the Group put more resources and efforts on the research and development of new products and process technologies. The expenditure for the first half of year 2009 reached HK\$90.37 million, representing an increase of 18.6% as compared with HK\$76.21 million in the same period last year. The Group believes it is the way to maintain and upgrade its core competence.

### 財務回顧 (續)

#### 流動資金及資金資源

本集團政策為維持相對穩健的現金餘額以應對業務運營及或然事項。

於二零零九年六月三十日，本集團手頭現金為8.3995億港元，較二零零八年十二月三十一日減少1,692萬港元或2.0%。現金餘額之中，35.0%為人民幣，21.5%為港元及43.5%為美元。

#### 債務

於二零零九年六月三十日，本集團有銀行借貸總額23.4442億港元，其中7.0692億港元短期銀行貸款按年利率介乎1.13厘至5.58厘計息。長期銀行貸款16.3750億港元按年利率1.13厘至1.80厘計息，須在五年內償還。其中13億港元銀行借貸乃由華潤集團提供擔保，到期日為二零一二年三月。

#### 資產抵押

於二零零九年六月三十日，本集團部分賬面值為1.3922億港元的資產已抵押予銀行以辦理信用證業務。

#### 資本開支及研發開支

為應對金融危機及其業務環境的不確定性，本集團於二零零九年上半年對其資本開支進行控制。於此期間本集團產生資本開支1.0413億港元，較去年同期下降73.87%（二零零八年：3.9847億港元）。

相比資本開支的下降，本集團集中更多資源及力量研發新產品及加工技術，於二零零九年上半年的相關開支達9,037萬港元，較去年同期的7,621萬港元增長18.6%。本集團相信此乃維持及提升其核心競爭力之道。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Cont'd)

#### Commitments and Contingent Liabilities

As at 30 June 2009, the Group had capital commitment of HK\$433.04 million. Details are set out as follows:

Capital expenditure in respect of acquisition of property, plant and equipment	有關購置物業、廠房及設備的資本開支
Authorised but not contracted for	已授權但未訂約
Contracted but not provided for	已訂約但未撥備

### 財務回顧(續)

#### 承擔及或然負債

於二零零九年六月三十日，本集團的資本承擔為4.3304億港元，詳情如下：

HK\$'000  
千港元

253,038  
180,004

The Group has provided a corporate guarantee amounting to approximately HK\$1.07 million (31 December 2008: HK\$1.98 million) to a third party bank. With respect to the mortgage of its employees, management anticipates that no material liabilities will be arising from the above guarantees.

本集團已提供一項總值約107萬港元(二零零八年十二月三十一日：198萬港元)的公司擔保予第三方銀行。至於其員工的按揭貸款，管理層預期以上擔保不會產生重大負債。

As at 30 June 2009, the Group had lease commitments of HK\$6.42 million (31 December 2008: HK\$15.51 million) for factory premises and office under non-cancellable operating lease agreements, of which HK\$6.42 million (31 December 2008: HK\$13.62 million) is due within five years and none (31 December 2008: HK\$1.89 million) is due after 5 years or later.

於二零零九年六月三十日，本集團在不可註銷的經營租賃協議下的工廠及辦公室租賃承擔為642萬港元(二零零八年十二月三十一日：1,551萬港元)，其中642萬港元(二零零八年十二月三十一日：1,362萬港元)於五年內到期及零港元(二零零八年十二月三十一日：189萬港元)於五年後到期。

#### Principal Accounting Policies

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2008. Details of the accounting policies are set out in the note 3 to the financial statements.

#### 主要會計政策

編製此等簡明綜合財務報表所採用之會計政策與編製本集團截至二零零八年十二月三十一日止年度之年度財務報表所用者相符。會計政策之詳情載於財務報表附註3。

#### Going Concern

On the basis of current financial projections of facilities available, the Group has adequate financial resources to continue its operation for the foreseeable future. For this reason, the going concern basis continues to be adopted in preparing the financial statements.

#### 持續經營

基於現時財務預測及可得的融資額度，本集團於可預見將來擁有適當的財務資源維持其經營。因此，於編製財務報表時將繼續採用持續經營基準。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Cont'd)

#### Legal Liabilities

For the six months ended 30 June 2009, the Company was not involved in any material litigation or arbitration and no material litigation or claims was pending or threatened or made against the Company as far as the Company is aware.

#### Foreign Exchange Risk Management

The Group undertakes certain sales and purchases transactions denominated in foreign currencies, hence exposures to exchange rate fluctuation arises. The Group matches its assets and liabilities in the same currency to the extent whenever practical and possible. The Group and its subsidiaries are mainly exposed to currency fluctuation of United States dollars and Renminbi. The management believes that, considering the working capital position of the Group, the Group will have sufficient foreign exchange to meet its foreign exchange liabilities as they become due. It is the Group's policy not to enter into derivative transactions for speculative purpose.

#### Capital Structure and Gearing Ratio

As at 30 June 2009, the gearing ratio, calculated as net borrowings divided by total equity was 50.3%, compared with 51.0% as at 31 December 2008.

### SIGNIFICANT INVESTMENT, ACQUISITION AND DISPOSALS

#### Disclosable Acquisition

On 15 June, the Company announced that CSMC Technologies Fab3 Co., Ltd. as the purchaser and a joint venture of an international concern as the seller entered into the Agreement whereby the purchaser agreed, inter alia, to acquire certain 6-inch semiconductor manufacturing equipment in the PRC from the seller for an aggregate consideration of RMB100 million. The subject assets will be transferred within two years from the effective date of the agreement. This acquisition will augment the Group's current semiconductor manufacturing capacity and raise its technological sophistication and excellence to a higher level, increase the range of product offering, and broaden the Group's revenue base. We believe that this acquisition will create synergies within the Group in terms of enhanced product range, widening of customer base, access to broader markets and the effective control of production and research and development costs, which are essential for the Group's long term development as a major supplier of analog semiconductors to the domestic market in China.

### 財務回顧 (續)

#### 法律責任

截至二零零九年六月三十日止六個月，本公司並無涉及任何重大訴訟或仲裁，且就本公司所知，亦無任何尚未了結或針對本公司的重大訴訟或申索。

#### 外匯風險管理

本集團從事若干以外幣列值的買賣交易，故面臨匯率波動風險。本集團盡可能以同樣貨幣匹配其資產與負債。本集團及其附屬公司主要面臨美元及人民幣的貨幣波動風險。管理層相信，考慮到本集團的營運資金狀況，本集團有充足的外匯支付到期的外匯負債。本集團的政策是不為投機目的而參與衍生交易。

#### 資本架構及負債比率

於二零零九年六月三十日，按借貸淨額除以權益總額計算所得的負債比率為50.3%，而於二零零八年十二月三十一日則為51.0%。

### 重大投資、收購及出售事項

#### 須予披露收購事項

於六月十五日，本公司宣佈，北京華潤上華半導體有限公司（作為買方）與一間國際公司的合資公司（作為賣方）訂立協議，據此，買方同意（其中包括）向賣方收購位於中國的若干6英寸半導體製造設備，總代價為人民幣1億元。目標資產將於協議生效日期起計兩年內依約轉讓。該項收購有助擴大本集團目前半導體產能及將其精密及優良的技術水平提升至更高水平，並增加現有產品種類以及擴大本集團的收入基礎。就增加產品種類、擴大客戶基礎、進軍更大型市場及有效控制生產及研發成本而言，我們相信該項收購將為本集團創造協同效應，且對本集團作為中國國內市場的模擬半導體主要供應商的長期發展十分重要。



# Management Discussion and Analysis

## 管理層討論及分析

### SIGNIFICANT INVESTMENT, ACQUISITION AND DISPOSALS (Cont'd)

#### Privatisation

On 18 March 2009, China Resources (Holdings) Limited, the substantial shareholder of the Company, through its wholly owned subsidiary, CRM (BVI) Limited put forward the Shareholders of the Company a Proposal of privatization by way of a Scheme of Arrangement under Section 86 of the Companies Law. Under the Scheme of Arrangement, the Shareholders, other than the CRH Group, will receive from CRM (BVI) Limited in consideration for the cancellation of their Shares the Cash Alternative of HK\$0.30 or one share in CRM (BVI) Limited for every Share held.

The Scheme of Arrangement was not approved by the requisite majority and was disapproved by over 10% of all Shares held by all disinterested Shareholders at the Court Meeting held on 3 June 2009. As a result, the proposed privatisation of CR Micro will not proceed and the listing of Shares of the Company is and will be maintained.

### PROSPECTS

2009 will be a year of adjustment to the global semiconductor industry. The economic conditions in semiconductor industry are becoming increasingly challenging. Most of international market research institutions estimated more than 20% decrease in 2009 year-over-year, and PRC semiconductor industry will record the first annual decrease in the year. However, by positioning as an analog semiconductor player in China, we believe the Company would be able to partly mitigate from the economic environment.

We are speeding up the ramping up of new processes and products to form a solid base to the successful transition to a leading analog semiconductor company in China. We are realizing the advantages from the Company's analog focus and Chinese prospects could counter-balance the negative factors from the economic environment. We believe the synergy arising from internal industrial chain as well as various capabilities to supply semiconductor products and services will enable the Group to better recover from the crisis and capture broader opportunities after the recession.

### 重大投資、收購及出售事項（續）

#### 私有化

於二零零九年三月十八日，本公司之主要股東華潤（集團）有限公司已透過其全資附屬公司CRM (BVI) Limited向本公司股東提出一項建議，以根據公司法第86條以協議安排方式進行擬議私有化本公司。根據該協議安排，股東（華潤集團除外）將按每持有一股股份自CRM (BVI) Limited收取0.30港元的現金代價，或每持有一股股份收取一股CRM (BVI) Limited股份，以註銷彼等持有的本公司股份。

協議安排未能於二零零九年六月三日舉行之法院會議上獲所須大多數票數批准，並被所有無意向股東所持超過本公司全部股份10%之投票權所否決。因此，有關華潤微電子的擬議私有化將不會進行，而本公司股份之上市地位將得以繼續維持。

#### 前景

二零零九年將是全球半導體行業面臨調整的一年。半導體行業的經濟環境正日益變得具有挑戰性。大多數國際市場研究機構估計，二零零九年全球半導體行業將錄得超過20%的年度跌幅，而中國半導體行業將於年內錄得首個年度下跌。然而，通過將其定位為一家中國模擬半導體廠商，我們相信本公司將可部分減輕來自經濟環境的影響。

本公司不斷加速新工藝和新產品的開發，為公司成功轉型為國內領先的模擬半導體公司奠定堅實的基礎。我們意識到本公司憑藉其專注於模擬半導體的優勢及中國市場良好前景，將能抵禦這些經濟環境的負面因素。我們相信內部產業鏈及不同半導體產品及服務的供應能力所產生的協同效應將使本集團更快自危機中復蘇及於衰退後把握廣大機遇。

## Additional Information

### 其他資料

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

Save as disclosed below, in the opinion of the directors, the Group has been in compliance with the Code on Corporate Governance Practices contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the Period. The Board acknowledges its responsibility for the Group's systems of internal controls and has assumed this responsibility through formalized Group financial and legal procedures, the Group's auditors and the Audit Committee.

The Chairman of the Board, Mr. SONG Lin did not attend the Annual General Meeting on 26 June 2009 due to other crucial business on that date. The Chairman is aware that it deviated from the provision E.1.2 of the Code which stipulates that the Chairman should attend the annual general meeting of the Company. However, the Chairman has asked Vice Chairman, Dr. Peter CHEN Cheng-yu to act on behalf. Vice Chairman and the Chairpersons of Audit, Remuneration and Nomination Committees and the Chief Executive Officer attended the meeting. The Company considers that their presence is sufficient for (i) answering questions from and (ii) effective communication with shareholders presented at the AGM.

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

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules. The Company has made specific enquiry to all Directors, and all Directors have confirmed that, for the six months ended 30 June 2009, they have complied with required standard of dealing set out in the Model Code.

#### 遵守上市規則的企業管治常規守則

除下文所披露者外，董事認為，本集團於期內一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載的企業管治常規守則。董事會深明其對本集團的內部監控系統的責任，並已透過本集團正式財務及法律程序、本集團核數師及審核委員會履行責任。

於二零零九年六月二十六日舉行的本公司股東週年大會上，董事會主席宋林先生因處理其他重要事務未能出席大會，主席知悉此與規定主席應出席公司股東週年大會之守則之條文E.1.2有所偏差。然而，主席已要求副主席陳正宇博士代為出席。副主席與審核、薪酬、提名委員會主席及首席執行官均有出席會議。本公司認為彼等出席會議於(i)回答股東提問及(ii)與與會股東有效溝通屬足夠。

#### 《上市公司董事進行證券交易的標準守則》

本公司已採納上市規則附錄十所載的上市公司董事進行證券交易的標準守則（「標準守則」）。本公司已向全體董事作出個別查詢，而全體董事均已確認，截至二零零九年六月三十日止六個月，他們一直遵守標準守則所載的買賣標準規定。



## Additional Information

### 其他資料

#### DIRECTORS' INTERESTS IN SHARES OF THE COMPANY

As at 30 June 2009, the directors and the Chief Executive Officer of the Company and their respective associates had the following interests and short positions in the shares, underlying shares and debentures of the Company and 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 and short positions which he was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO to be entered in the register of the Company referred to therein or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to the Company and the Stock Exchange:

#### Interest in issued ordinary shares and share options of the Groups

- Shares allocated to the directors under the Equity Incentive Plan, Share Option Scheme and Restricted Share Award Scheme

As at 30 June 2009, there is no outstanding shares allocated but not exercised to directors and their respective associates (as defined in the Listing Rules) under the Equity Incentive Plan, Share Option Scheme and Restricted Share Award Scheme.

No options were granted to the directors during the six months ended 30 June 2009 under the Equity Incentive Plan, Share Option Scheme and Restricted Share Award Scheme.

#### 董事於本公司股份的權益

於二零零九年六月三十日，本公司董事及首席執行官及彼等各自的聯繫人於本公司或其相聯法團（定義見證券及期貨條例第XV部）股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括已獲得或根據證券及期貨條例有關規定視為擁有的權益及淡倉），或擁有根據證券及期貨條例第352條所存置的本公司登記冊內所記錄的權益或淡倉，或擁有根據上市規則所載的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的權益或淡倉如下：

#### 於本集團已發行普通股及購股權的權益

- 根據股份獎勵計劃、購股權計劃及限制性股份獎勵計劃分配予董事的股份

於二零零九年六月三十日，並無根據股份獎勵計劃、購股權計劃及限制性股份獎勵計劃向董事及彼等相關的聯繫人（定義見上市規則）分配已發行但尚未行使的股份。

截至二零零九年六月三十日止六個月，並無於股份獎勵計劃、購股權計劃及限制性股份獎勵計劃下授予董事購股權。



## Additional Information

### 其他資料

#### DIRECTORS' INTERESTS IN SHARES OF THE COMPANY (Cont'd)

##### Interest in issued ordinary shares and share options of the Groups (Cont'd)

###### – Shares held by the directors

As at 30 June 2009, particulars of shares held by the directors and their respective associates (as defined in the Listing Rules), directly and indirectly, were as follows:

Director	董事	Shares held 所持股份	Approximate percentage of interest in the Company 於本公司權益的 概約百分比
Mr. SONG Lin	宋林先生	1,245,533	0.02%
Dr. Peter CHEN Cheng-yu	陳正宇博士	39,623,200	0.68%
Mr. WANG Guoping	王國平先生	6,393,248	0.11%
Mr. Frank LAI Ni Hium	黎汝雄先生	14,650,605	0.25%
Mr. ZHU Jinkun <sup>1</sup>	朱金坤先生 <sup>1</sup>	12,292,150	0.21%
Mr. JIANG Wei	蔣偉先生	537,614	0.01%
Mr. LI Fuzuo	李福祚先生	918,000	0.02%
Mr. DU Wenmin	杜文民先生	972,000	0.02%
Mr. Ralph Sytze YBEMA	Ralph Sytze YBEMA先生	4,000,000	0.07%
Professor KO Ping Keung	高秉強教授	2,173,458	0.04%
Total	總計	82,805,808	1.41%

##### Note:

- (1) These 12,292,150 shares include 12,004,150 shares held personally by Mr. ZHU and 288,000 shares held by his spouse. Mr. ZHU is deemed to be interested in the said 288,000 shares under Part XV of the SFO.

#### 董事於本公司股份的權益 (續)

##### 於本集團已發行普通股及購股權的權益 (續)

###### – 董事持有的股份

於二零零九年六月三十日，董事及彼等各自的聯繫人（定義見上市規則）直接及間接持有的股份詳情如下：

##### 附註：

- (1) 該等12,292,150股股份包括由朱先生個人持有的12,004,150股股份及由其配偶持有的288,000股股份。根據證券及期貨條例第XV部，朱先生被視為於上述288,000股股份中擁有權益。



## Additional Information

### 其他資料

#### DIRECTORS' INTERESTS IN SHARES OF THE COMPANY (Cont'd)

Interest in issued ordinary shares and share options granted under the share option schemes of China Resources Enterprise, Limited ("CRE"), an associated corporation of the Company

#### 董事於本公司股份的權益 (續)

於本公司聯營公司華潤創業有限公司 (「華潤創業」) 已發行普通股及根據其購股權計劃授出的購股權中的權益

Name of Director	Capacity	Long or short position	No. of shares	No. of share options	Aggregate percentage of interest as at 30 June 2009 <sup>1</sup>
董事姓名	身份	好倉或淡倉	股份數目	購股權數目	於二零零九年六月三十日的權益總額百分比 <sup>1</sup>
Mr. SONG Lin 宋林先生	Beneficial owner 實益擁有人	Long position 好倉	1,600,000	—	0.067%
Mr. ZHU Jinkun 朱金坤先生	Interest of spouse 配偶的權益	Long position 好倉	42,000	—	0.002%
Mr. JIANG Wei 蔣偉先生	Beneficial owner 實益擁有人	Long position 好倉	240,000	—	0.010%
Mr. DU Wenmin 杜文民先生	Beneficial owner 實益擁有人	Long position 好倉	100,000	—	0.004%

#### Note:

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares of CRE to the total issued share capital of CRE as at 30 June 2009.

#### 附註：

1. 此為於二零零九年六月三十日所持有華潤創業普通股及相關股份好倉總額佔華潤創業已發行股本總額的百分比。

## Additional Information

### 其他資料

#### DIRECTORS' INTERESTS IN SHARES OF THE COMPANY (Cont'd)

#### 董事於本公司股份的權益 (續)

Interest in issued ordinary shares and share options granted under the share option schemes of China Resources Power Holdings Company Limited ("CRP"), an associated corporation of the Company

於本公司聯營公司華潤電力控股有限公司(「華潤電力」)已發行普通股及根據其購股權計劃授出的購股權中的權益

Name of Director	Capacity	Long or short position	No. of shares	No. of share options	Exercise price per share	Date of grant	Aggregate percentage of interest as at 30 June 2009 <sup>1</sup> 於二零零九年六月三十日的權益總額百分比 <sup>1</sup>
董事姓名	身份	好倉或淡倉	股份數目	購股權數目	每股行使價	授出日期	
Mr. SONG Lin 宋林先生	Beneficial owner 實益擁有人	Long position 好倉	1,386,000	814,400 549,720	2.750 3.919	12/11/2003 <sup>2</sup> 18/03/2005 <sup>3</sup>	0.065%
Mr. ZHU Jinkun 朱金坤先生	Beneficial owner 實益擁有人	Long position 好倉	198,000	101,800	2.750	12/11/2003 <sup>2</sup>	0.007%
Mr. WANG Guoping 王國平先生	Beneficial owner 實益擁有人	Long position 好倉	419,000	-	-	-	0.010%
Mr. JIANG Wei 蔣偉先生	Beneficial owner 實益擁有人	Long position 好倉	840,000	203,600 366,480	2.750 3.919	12/11/2003 <sup>2</sup> 18/03/2005 <sup>3</sup>	0.033%
Mr. LI Fuzuo 李福祚先生	Beneficial owner 實益擁有人	Long position 好倉	528,000	91,620 183,240	2.750 3.919	12/11/2003 <sup>2</sup> 18/03/2005 <sup>3</sup>	0.019%
Mr. DU Wenmin 杜文民先生	Beneficial owner 實益擁有人	Long position 好倉	297,000	183,240	2.750	12/11/2003 <sup>2</sup>	0.011%

#### Notes:

#### 附註:

- This represents the percentage of aggregate long position in ordinary shares and underlying shares of CRP to the total issued share capital of CRP as at 30 June 2009.
- The exercisable period is divided into 5 tranches, exercisable during the periods from 6 October 2004, 2005, 2006, 2007 and 2008 to 5 October 2013.

- 此為於二零零九年六月三十日所持有華潤電力普通股及相關股份好倉總額佔華潤電力已發行股本總額的百分比。
- 行使期分為五個期間，即二零零四年、二零零五年、二零零六年、二零零七年及二零零八年十月六日起至二零一三年十月五日止期間行使。



## Additional Information

### 其他資料

#### DIRECTORS' INTERESTS IN SHARES OF THE COMPANY (Cont'd)

3. The exercisable period is divided into 5 tranches, exercisable during the periods from 18 March 2006 2007, 2008, 2009 and 2010 to 17 March 2015.

Interest in issued ordinary shares and share options granted under the share option schemes of China Resources Land Limited ("CR Land"), an associated corporation of the Company

#### 董事於本公司股份的權益 (續)

3. 行使期分為五個期間，即二零零六年、二零零七年、二零零八年、二零零九年及二零一零年三月十八日起至二零一五年三月十七日止期間行使。

於本公司聯營公司華潤置地有限公司(「華潤置地」)已發行普通股及根據其購股權計劃授出的購股權中的權益

Name of Director	Capacity	Long or short position	No. of shares	No. of share options	Exercise price per share	Date of grant	Aggregate percentage of interest as at 30 June 2009 <sup>1</sup> 於二零零九年六月三十日的權益總額百分比 <sup>1</sup>
董事姓名	身份	好倉或淡倉	股份數目	購股權數目	每股行使價	授出日期	
Mr. SONG Lin 宋林先生	Beneficial owner 實益擁有人	Long position 好倉	-	900,000	1.23	01/06/2005 <sup>2</sup>	0.018%
Mr. ZHU Jinkun 朱金坤先生	Beneficial owner 實益擁有人	Long position 好倉	100,000	-	-	-	0.002%
Mr. JIANG Wei 蔣偉先生	Beneficial owner 實益擁有人	Long position 好倉	892,000	-	-	-	0.018%
Mr. LI Fuzuo 李福祚先生	Beneficial owner 實益擁有人	Long position 好倉	750,000	250,000	1.23	01/06/2005 <sup>2</sup>	0.020%
Mr. DU Wenmin 杜文民先生	Beneficial owner 實益擁有人	Long position 好倉	790,000	250,000	1.23	01/06/2005 <sup>2</sup>	0.021%

#### Notes:

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares of CR Land to the total issued share capital of CR Land as at 30 June 2009.

#### 附註：

1. 此為於二零零九年六月三十日所持有華潤置地普通股及相關股份好倉總額佔華潤置地已發行股本總額的百分比。

# Additional Information

## 其他資料

### DIRECTORS' INTERESTS IN SHARES OF THE COMPANY (Cont'd)

- The exercisable period is divided into 4 tranches, exercisable during the periods from 1 June 2006, 2007, 2008 and 2009 to 31 May 2015.
- In each case, HK\$1.00 is payable upon acceptance of the share options granted.

Interest in issued ordinary shares and share options granted under the share option schemes of China Resources Gas Group Limited ("CR GAS"), an associated corporation of the Company

### 董事於本公司股份的權益 (續)

- 行使期分為四個期間，即可於二零零六年、二零零七年、二零零八年及二零零九年六月一日起至二零一五年五月三十一日止期間行使。
- 於各情況下，須於接納所獲授的購股權時支付1.00港元。

於本公司聯營公司華潤燃氣控股有限公司（「華潤燃氣」）已發行普通股及根據其購股權計劃授出的購股權中的權益

Name of Director	Capacity	Long or short position	No. of shares	No. of share options	Aggregate percentage of interest as at 30 June 2009 <sup>1</sup> 於二零零九年六月三十日的權益總額百分比 <sup>1</sup>
董事姓名	身份	好倉或淡倉	股份數目	購股權數目	
Mr. ZHU Jinkun 朱金坤先生	Beneficial owner 實益擁有人	Long position 好倉	100,000	—	0.007%
Mr. LI Fuzuo 李福祚先生	Beneficial owner 實益擁有人	Long position 好倉	51,000	—	0.004%
Mr. DU Wenmin 杜文民先生	Beneficial owner 實益擁有人	Long position 好倉	54,000	—	0.004%

#### Note:

- This represents the percentage of aggregate long position in ordinary shares and underlying shares of CR GAS to the total issued share capital of CR GAS as at 30 June 2009.

#### 附註：

- 此為於二零零九年六月三十日所持有華潤燃氣普通股及相關股份好倉總額佔華潤燃氣已發行股本總額的百分比。



## Additional Information

### 其他資料

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS OF THE COMPANY

So far as known to the directors of the Company, as at the Latest Practicable Date, shareholders (other than directors or Chief Executive Officer of the Company) who had interest or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which are expected to be, directly or indirectly, interested or deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, were as follows:

#### 主要股東於本公司的權益

據本公司董事所知，於最後實際可行日期，於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉，或擁有本公司根據證券及期貨條例第336條所存置的登記冊內所記錄的權益或淡倉，或預期將直接或間接擁有或被視為擁有附有權利於任何情況下在本公司股東大會上投票的任何類別股本面值5%或以上的股東（不包括本公司的董事及首席執行官）載述如下：

Name of shareholder	Number of shares	Percentage of aggregate long position in Shares to the total issued share capital of the Company
股東名稱	股份數目	持有股份好倉總額佔本公司已發行股本總額百分比
China Resources National Corporation <sup>(1)</sup> ("CRN") 中國華潤總公司 <sup>(1)</sup> (「中國華潤」)	3,551,233,882	60.65%
China Resources Co., Limited <sup>(1)</sup> ("CRCL") 華潤股份有限公司 <sup>(1)</sup> (「華潤公司」)	3,551,233,882	60.65%
CRC Bluesky Limited <sup>(1)</sup> ("CRC Bluesky")	3,551,233,882	60.65%
CRH <sup>(2)</sup> 華潤集團 <sup>(2)</sup>	3,551,233,882	60.65%
Splendid Time Investments Inc. <sup>(2)</sup> ("Splendid")	1,997,439,858	34.11%
Waterside Holdings Limited <sup>(2)</sup> ("Waterside")	963,625,937	16.46%
Gold Touch Enterprises Inc. <sup>(2)</sup> ("Gold Touch")	535,013,287	9.14%
Zhao Bin 趙彬	293,482,800	5.01%

## Additional Information

### 其他資料

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS OF THE COMPANY (Cont'd)

##### Notes:

1. CRN is a state owned enterprise which is the parent company of CRCL, a company incorporated in the PRC, which in turn is the parent company of CRC Bluesky, a company incorporated in the British Virgin Islands, which is in turn the parent company of CRH, a company incorporated in Hong Kong. CRN, CRCL and CRC Bluesky each is deemed to be interested in the 3,551,233,882 shares held by CRH.
2. Gold Touch, Waterside and Splendid each directly held 535,013,287 shares, 963,625,937 shares and 1,997,439,858 shares respectively in CR Micro as at 30 June 2008. Gold Touch, Waterside and Splendid are wholly owned subsidiaries of CRH, each of which is therefore deemed to own 3,551,233,882 shares of CR Micro as at 30 June 2009. CRH directly owns 55,154,800 shares in CR Micro.

#### SHARE RELATED OPTION PLANS

As disclosed in the 2008 Annual Report, the Company adopted the Equity Incentive Plan ("EIP") and Share Option Scheme ("SOS") on 8 May 2004 and 27 May 2005 by way of ordinary resolution of shareholders, respectively. In addition, the Company, as approved by the Board on 15 December 2008, adopted Restricted Share Award Scheme (the "RSAS"). The objective of the EIP is to share the pride of ownership among the executives and employees of the Group and to reward their performance and contribution. The objective of the SOS is to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The objective of the RSAS is to recognise and motivate the contribution of certain Employees and to provide incentives and help the Group in retaining its existing Employees and recruiting additional Employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company. The EIP, SOS and RSAS provided the Company with a flexible means of retaining, motivating, rewarding, remunerating, compensating and/or providing benefits to the participants. The EIP, SOS and RSAS are subject to the administration of the Remuneration Committee.

#### 主要股東於本公司的權益 (續)

##### 附註：

1. 中國華潤為國有企業，為華潤公司（於中國註冊成立的公司）的母公司，華潤公司為CRC Bluesky（在英屬處女群島註冊成立的公司）的母公司，CRC Bluesky為華潤集團（於香港註冊成立的公司）的母公司。中國華潤、華潤公司及CRC Bluesky各自被視為於華潤集團擁有的3,551,233,882股股份中擁有權益。
2. 於二零零八年六月三十日，Gold Touch、Waterside及Splendid分別直接持有華潤微電子535,013,287、963,625,937及1,997,439,858股股份。Gold Touch、Waterside及Splendid均為華潤集團的全資附屬公司，因此各自被視為於二零零九年六月三十日於華潤微電子擁有3,551,233,882股股份。華潤集團直接擁有華潤微電子55,154,800股股份。

#### 購股權計劃

如二零零八年年報所披露，本公司股東分別於二零零四年五月八日及二零零五年五月二十七日通過普通決議案，批准採納股份獎勵計劃（「股份獎勵計劃」）及購股權計劃（「購股權計劃」）。此外，經董事會於二零零八年十二月十五日批准，本公司採納限制性股份獎勵計劃（「限制性股份獎勵計劃」）。股份獎勵計劃旨在讓本集團的行政人員及僱員以股東身份分享集團成果，並回報彼等的表現及貢獻。購股權計劃旨在向參與者提供購買本公司所有權權益的機會，以及鼓勵參與者，為增加本公司及其股份價值而努力工作，實現本公司及其股東的整體利益。限制性股份獎勵計劃旨在認可及激勵若干僱員作出貢獻、提供獎勵及幫助本集團挽留現有僱員及增聘僱員，並在實現本公司長期業務目標過程中給予其直接經濟利益。股份獎勵計劃、購股權計劃及限制性股份獎勵計劃為本公司提供一個靈活的方法，讓本公司能挽留、激勵、獎勵、慰勞、補償參與者，及／或給予參與者福利。股份獎勵計劃、購股權計劃及限制性股份獎勵計劃由薪酬委員會管理。



## Additional Information

### 其他資料

#### SHARE RELATED OPTION PLANS (Cont'd)

During the six months ended 30 June 2009, save as disclosed below, no shares were granted under the EIP, SOS and RSAS.

##### – Equity Incentive Plan

Movements in the number of outstanding shares under the EIP are as follows:

#### 購股權計劃 (續)

除下文披露者外，於截至二零零九年六月三十日止六個月期間，概無根據股份獎勵計劃、購股權計劃及限制性股份獎勵計劃授出任何股份。

##### – 股份獎勵計劃

根據股份獎勵計劃已發行的股份數目變動如下：

Date of allocation	Exercise price per share	Balance as at 1 January 2009	Number of shares allocated			Balances as at 30 June 2009	
			Granted during the Period	Exercised during the Period	Lapsed during the Period		
分配日期	每股行使價格	於二零零九年一月一日的結存	於期內授出	於期內行使	於期內失效	於二零零九年六月三十日的結存	
	HK\$ (港元)	'000 (千)	'000 (千)	'000 (千)	'000 (千)	'000 (千)	
Management and employees	01/10/2003 26/01/2005	0.078 0.078	3,565 1,142	– –	– 17	194 59	3,371 1,066
管理層及僱員	02/01/2006 16/05/2006	0.078 0.078	1,371 884	– –	– –	– –	1,371 884
Total			6,962	–	17	253	6,692
總計							

The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$0.122.

購股權被行使日期前股份的加權平均收市價格為0.122港元。



## Additional Information

### 其他資料

#### SHARE RELATED OPTION PLANS (Cont'd)

Shares allocated under the EIP are subject to a four-year vesting period from the related date as approved by the remuneration committee of the Board in which a quarter of such number of shares will vest each year during the four-year period.

##### – Share Option Scheme

Movements in the number of outstanding shares under SOS are as follows:

#### 購股權計劃(續)

股份獎勵計劃下分配的股份受限於自獲董事會屬下的薪酬委員會批准的有關日期開始計算的四年歸屬期，於該四年時期的每一年，四分之一的股份將會被歸屬。

##### – 購股權計劃

購股權計劃下已發行股份數目變動如下：

Date of grant	Exercise price per share	Balance as at 1 January 2009 於二零零九年一月一日的結存	Number of share option allocated 授出購股權數目			Balances as at 30 June 2009 於二零零九年六月三十日的結存	
			Granted during the Period 於期內授出	Exercised during the Period 於期內行使	Lapsed during the Period 於期內失效		
授出日期	每股行使價格 HK\$ (港元)	'000 (千)	'000 (千)	'000 (千)	'000 (千)	'000 (千)	
Management and employees 管理層及僱員	08/09/2006 <sup>1</sup> 28/05/2007 <sup>2</sup>	0.360 <sup>3</sup> 0.750 <sup>3</sup>	15,191 1,587	– –	– –	1,250 300	13,941 1,287
Total 總計			16,778	–	–	1,550	15,228



## Additional Information

### 其他資料

#### SHARE RELATED OPTION PLANS (Cont'd)

##### Notes:

- Share options granted under the SOS on 8 September 2006 are subject to a four-year vesting period from the related date as approved by the remuneration committee of the Board in which a quarter of such number of share options will vest each year during the four-year period.
- Share options granted under the SOS on 28 May 2007 are subject to one-year vesting period from the participant's employment starting date as approved by Remuneration Committee.

Pursuant to the terms of SOS, the exercise price and the number of outstanding share options would be adjusted upon the completion of the Rights Issue in accordance with the requirements set out in the note to Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005. An independent financial advisor was engaged to provide advice regarding the adjustments in SOS. On 8 September 2009, the Board has accepted the adjustment advice and approved such adjustments as follows:

#### 購股權計劃 (續)

##### 附註：

- 於二零零六年九月八日，購股權計劃下授出的購股權受限於自獲董事會屬下的薪酬委員會批准的有關日期開始計算的四年歸屬期，於該四年時期的每一年，四份之一的購股權將會被歸屬。
- 於二零零七年五月二十八日，購股權計劃下授出的購股權受限於由薪酬委員會所批的參與者受僱日期開始計算的一年歸屬期。

根據購股權計劃章程，於供股完成時，發行在外的購股權的行使價格及數量將按上市規則 17.03(13)附註的要求及聯交所於二零零五年九月五日發佈的補充指引進行調整。獨立財務顧問已被聘請以就購股權計劃調整提供建議。於二零零九年九月八日，董事會已接受調整建議并批准有關調整如下：

Date of grant	Before Adjustments		After Adjustments		
	調整前	調整前	調整後	調整後	
	Exercise price of each Share Option (HK\$)	Number of Share Options	Exercise price of each Share Option (HK\$)	Number of Share Options	
授出日期	購股權每股行使價格 (港元)	購股權數量	購股權每股行使價格 (港元)	購股權數量	
8-Sep-06	二零零六年九月八日	0.36	13,941,000	0.341	14,712,439
28-May-07	二零零七年五月二十八日	0.75	1,287,000	0.711	1,358,217
<b>Total</b>	<b>合計</b>		<b>15,228,000</b>		<b>16,070,656</b>

## Additional Information

### 其他資料

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

During the six months ended 30 June 2009, the Company did not purchase, sale or redemption of the Company's shares.

#### **SUBSEQUENT EVENTS**

Save as disclosed in the note 19 to the financial statements on page 58, there is no other significant subsequent event to be reported.

#### **INTERIM RESULT REVIEWED BY THE AUDIT COMMITTEE AND THE AUDITOR**

The Audit Committee has reviewed, with the management and the Company's external auditor, the accounting principles and policies adopted by the Group, and the unaudited interim financial information for the six months ended 30 June 2009.

#### **INTERIM RESULT APPROVED BY THE BOARD OF DIRECTORS**

The unaudited interim financial information for six months ended 30 June 2009 was approved by the Board of Directors for issue on 8 September 2009.

On behalf of the Board



**SONG Lin**  
Chairman

Hong Kong, 8 September 2009

#### **購買、出售或贖回本公司的上市證券**

於截至二零零九年六月三十日止六個月，本公司並無購買、出售或贖回本公司股份。

#### **結算日後事項**

除第五十八頁財務報表附註19披露者外，並無其他重大結算日後事項須予報告。

#### **經審核委員會及核數師審閱的中期業績**

審核委員會與管理層及本公司外聘核數師已審閱本集團採納的會計原則及政策以及截至二零零九年六月三十日止六個月未經審核中期財務資料。

#### **經董事會批准之中期業績**

董事會於二零零九年九月八日批准通過截至二零零九年六月三十日止六個月的未經審核中期財務資料。

代表董事會



**宋林**  
主席

香港，二零零九年九月八日



# Report on Review of Interim Financial Information

## 中期財務資料審閱報告

**Deloitte.**  
德勤

**TO THE BOARD OF DIRECTORS OF  
CHINA RESOURCES MICROELECTRONICS LIMITED**  
*(incorporated in Cayman Islands with limited liability)*

**致華潤微電子有限公司董事會**  
*(於開曼群島註冊成立之有限公司)*

### INTRODUCTION

We have reviewed the interim financial information set out on pages 36 to 59 which comprises the condensed consolidated statement of financial position of China Resources Microelectronics Limited (the "Company") and its subsidiaries as of 30 June 2009 and the related condensed consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 簡介

我們已審閱於第三十六頁至第五十九頁所列的中期財務資料，包括華潤微電子有限公司（「貴公司」）及其附屬公司於二零零九年六月三十日的簡明綜合財務狀況表及於當時止六個月的相關簡明綜合全面收益表、權益變動表及現金流量表以及若干解釋附註。香港聯合交易所有限公司主板證券上市規則規定，編製中期財務資料報告須符合上市規則相關條款及香港會計師公會頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」（「香港會計準則第34號」）。貴公司董事負責根據香港會計準則第34號編製及呈報此中期財務資料。我們的責任是根據審閱的結果對此中期財務資料發表結論，並根據我們議定的聘用條款，僅向閣下報告。除此之外，本報告並無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

# Report on Review of Interim Financial Information

## 中期財務資料審閱報告

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

#### **Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

8 September 2009

### 審閱範圍

我們已按照香港會計師公會頒佈的香港審閱聘用協定準則第2410號「由實體的獨立核數師執行的中期財務資料審閱」進行審閱工作。中期財務資料審閱工作主要包括向負責財務和會計事務的人員作出查詢，及進行分析性和其他審閱程序。審閱的範圍遠不及根據香港核數準則進行審核的範圍，故我們不能保證我們將知悉在審核中可能被發現的所有重大事項。因此，我們並不發表審核意見。

### 結論

按照本所的審閱結果，我們並無發現任何事項，令我們相信中期財務資料在各重大方面未根據香港會計準則第34號編製。

#### **德勤•關黃陳方會計師行**

*執業會計師*

香港

二零零九年九月八日



# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益表

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
Turnover	營業額	<b>1,264,521</b>	1,657,160
Cost of sales	銷售成本	<b>(1,117,720)</b>	(1,302,361)
Gross profit	毛利	<b>146,801</b>	354,799
Other income	其他收入	<b>110,505</b>	37,153
Selling and distribution expenses	銷售及分銷成本	<b>(35,321)</b>	(38,680)
Administrative expenses	行政費用	<b>(149,550)</b>	(170,789)
Research and development expenses	研究及開發費用	<b>(90,366)</b>	(76,210)
Other operating expenses	其他經營費用	<b>(50,379)</b>	(27,544)
Finance costs	融資成本	<b>(25,156)</b>	(47,461)
Gain on disposal of subsidiaries	出售附屬公司收益	-	84,972
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(93,466)</b>	116,240
Taxation credit (charge)	稅項撥回(支出)	<b>464</b>	(20,119)
(Loss) profit for the period	期內(虧損)溢利	<b>(93,002)</b>	96,121
<b>Other comprehensive income</b>	<b>其他全面收益</b>		
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	<b>(623)</b>	253,015
Exchange differences arising on disposal of subsidiaries	出售附屬公司產生的匯兌差額	-	(56,212)
Other comprehensive income for the period (net of tax)	期內其他全面收益(扣除稅項)	<b>(623)</b>	196,803
Total comprehensive income for the period	期內全面收益總額	<b>(93,625)</b>	292,924

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益表

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2009</b> 二零零九年 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
(Loss) profit for the period attributable to:	以下各方應佔期內(虧損)溢利:		
Owners of the Company	本公司所有人	<b>(83,348)</b>	96,345
Non-controlling interests	非控股權益	<b>(9,654)</b>	(224)
		<b>(93,002)</b>	96,121
Total comprehensive income attributable to:	以下各方應佔全面收益總額:		
Owners of the Company	本公司所有人	<b>(83,859)</b>	287,252
Non-controlling interests	非控股權益	<b>(9,766)</b>	5,672
		<b>(93,625)</b>	292,924
		<b>HK Cents</b> 港仙	HK Cents 港仙 (restated) (經重列)
(Loss) earnings per share	每股(虧損)盈利	8	
Basic	基本	<b>(1.34)</b>	1.55
Diluted	攤薄	<b>N/A</b> 不適用	1.54



# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2009 於二零零九年六月三十日

		Notes 附註	30 June 2009 二零零九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	9	3,342,418	3,592,396
Prepaid lease payments	租賃預付款		170,500	174,906
Available-for-sale investments	可供出售投資		741,092	741,698
Goodwill	商譽		21,024	21,024
Technical know-how	技術知識		1,221	1,629
Deferred tax assets	遞延稅項資產		20,402	18,589
Deposit for acquisition of property, plant and equipment	收購物業、廠房及 設備按金		12,043	21,120
			<b>4,308,700</b>	<b>4,571,362</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		621,262	812,721
Debtors, deposits and prepayments	應收賬款、按金及預付款項	10	874,478	876,431
Prepaid lease payments	租賃預付款		4,187	4,176
Tax recoverable	可收回稅項		8,974	9,329
Pledged bank deposits	有抵押銀行存款		174	492
Bank balances and cash	銀行結餘及現金		839,953	856,877
			<b>2,349,028</b>	<b>2,560,026</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Creditors and accrued charges	應付賬款及應計費用	11	1,086,601	1,352,722
Government grants	政府補助金		27,810	26,308
Financial guarantee contracts	財務擔保合約	12	9,674	10,790
Bank borrowings	銀行借貸	13	706,917	515,891
Provisions	撥備		37,877	39,303
Taxation	稅項		2,695	5,088
			<b>1,871,574</b>	<b>1,950,102</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>477,454</b>	<b>609,924</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>4,786,154</b>	<b>5,181,286</b>



# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2009 於二零零九年六月三十日

		Notes	30 June 2009 二零零九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	15	585,523	585,521
Share premium and reserves	股份溢價及儲備		2,316,552	2,400,135
Equity attributable to owners of the Company	本公司所有人應佔權益		2,902,075	2,985,656
Non-controlling interests	非控股權益		88,396	98,162
<b>Total equity</b>	<b>權益總額</b>		<b>2,990,471</b>	<b>3,083,818</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank borrowings	銀行借貸	13	1,637,500	1,913,590
Long-term payables	長期應付賬款	14	31,468	59,456
Deferred tax liabilities	遞延稅項負債		4,718	4,718
Government grants	政府補助金		121,997	119,704
			<b>1,795,683</b>	<b>2,097,468</b>
			<b>4,786,154</b>	<b>5,181,286</b>



# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

		Attributable to owners of the Company 本公司所有人應佔							Non-controlling interests		Total equity
		Share capital	Share premium	Merger reserve	Translation reserve	Share option reserve	Other reserves	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	合併儲備	兌換儲備	購股權儲備	其他儲備	保留盈利	總額	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(Note a) (附註a)		(Note b) (附註b)				
At 1 January 2009 (audited)	於二零零九年一月一日 (經審核)	585,521	2,178,773	(639,277)	603,435	3,254	151,026	102,924	2,985,656	98,162	3,083,818
Exchange differences	匯兌差額	-	-	-	(511)	-	-	-	(511)	(112)	(623)
Loss for the period	期內虧損	-	-	-	-	-	-	(83,348)	(83,348)	(9,654)	(93,002)
Total comprehensive income for the period	期內全面收入總額	-	-	-	(511)	-	-	(83,348)	(83,859)	(9,766)	(93,625)
Transfer between categories	分類間轉移	-	-	-	-	-	14,731	(14,731)	-	-	-
Shares issued upon exercise of Equity Incentive Plan	於行使股份獎勵計劃時 發行股份	2	6	-	-	(6)	-	-	2	-	2
Recognition of equity-settled share-based payments	確認股本結算的股份付款	-	-	-	-	276	-	-	276	-	276
At 30 June 2009 (unaudited)	於二零零九年六月三十日 (未經審核)	585,523	2,178,779	(639,277)	602,924	3,524	165,757	4,845	2,902,075	88,396	2,990,471
At 1 January 2008 (audited)	於二零零八年一月一日 (經審核)	579,187	2,127,924	(639,277)	419,691	10,799	164,217	500,911	3,163,452	90,042	3,253,494
Exchange differences	匯兌差額	-	-	-	247,119	-	-	-	247,119	5,896	253,015
Profit for the period	期內溢利	-	-	-	-	-	-	96,345	96,345	(224)	96,121
Disposal of subsidiaries	出售附屬公司	-	-	-	(56,212)	-	-	-	(56,212)	-	(56,212)
Total comprehensive income for the period	期內全面收入總額	-	-	-	190,907	-	-	96,345	287,252	5,672	292,924
Shares repurchased and cancelled	已購回及註銷的股份	(844)	(1,516)	-	-	-	-	-	(2,360)	-	(2,360)
Shares issued upon exercise of Equity Incentive Plan	於行使股份獎勵計劃時 發行股份	2,086	7,528	-	-	(8,545)	-	-	1,069	-	1,069
Shares issued upon exercise of Share Option Scheme	於行使購股權計劃時發行股份	90	271	-	-	(37)	-	-	324	-	324
Recognition of equity-settled share-based payments	確認股本結算的股份付款	-	-	-	-	643	-	-	643	-	643
Share issued to China Resources Logic Limited, presently known as China Resources Gas Group Limited ("CR Gas") option-holders (Note c)	向華潤勵致有限公司 (現稱為華潤燃氣控股有限公司) (「華潤燃氣」) 購股權 持有人發行股份 (附註c)	10,306	51,530	-	-	-	(61,836)	-	-	-	-
Capital contribution by non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	361	361
Capital contribution by CR Gas (Note d)	華潤燃氣注資 (附註d)	-	-	-	-	-	22,193	-	22,193	-	22,193
Dividends paid to non-controlling interests	已付非控股權益股息	-	-	-	-	-	-	-	-	(462)	(462)
At 30 June 2008 (unaudited)	於二零零八年六月三十日 (未經審核)	590,825	2,185,737	(639,277)	610,598	2,860	124,574	597,256	3,472,573	95,613	3,568,186

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### Notes:

- (a) The exchange differences arose from translation of assets and liabilities of foreign operations into the presentation currency.
- (b) Other reserves comprise general reserve, statutory surplus reserve, enterprise expansion fund, statutory public welfare fund and discretionary surplus reserve of subsidiaries established in the mainland China and deemed distribution to and capital contribution by CR Gas. General reserve was appropriated each year on the basis of 5% to 10% of the profit after taxation of certain subsidiaries as determined by their board of directors in accordance with the Articles of Association of the subsidiaries. This reserve should only be used for making up losses, capitalisation into capital and expansion of production and operation.
- (c) Amount represents deemed distribution to CR Gas for cancellation of CR Gas options in exchange for shares in the Company to CR Gas option-holders at no consideration or exercise of CR Gas options to be settled by the issuance of shares of the Company pursuant to the sale and purchase agreement of the semiconductor businesses of CR Gas.
- (d) Amount represents capital contribution by CR Gas to the subsidiaries acquired by the Company prior to the date of completion of the acquisition of semiconductor businesses from CR Gas.

### 附註：

- (a) 匯兌差額指因海外業務的資產及負債換算為呈報貨幣而產生的差額。
- (b) 其他儲備包括於中國大陸成立的附屬公司的一般儲備、法定盈餘儲備、企業發展基金、法定公益金、酌情盈餘儲備及視作向華潤燃氣作出的分派及華潤燃氣的出資。一般儲備乃每年自若干附屬公司的除稅後溢利按5%至10%的基準分配，並由各自的董事會根據各附屬公司組織章程細則自行釐定。該儲備僅供彌補虧損、擴充資本及擴充生產力及業務之用。
- (c) 該金額指視作向華潤燃氣作出的分派，即根據華潤燃氣的半導體業務買賣協議以零代價將本公司股份兌換給華潤燃氣購股權持有人以註銷華潤燃氣購股權或透過發行本公司股份給華潤燃氣購股權持有人行使華潤燃氣購股權。
- (d) 該金額指於收購華潤燃氣半導體業務完成日期前，華潤燃氣向本公司已收購的附屬公司所作出的出資。



# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Operating activities</b>	<b>經營業務</b>		
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(93,466)</b>	116,240
Adjustments for:	調整以下項目:		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>254,084</b>	216,974
Gain on disposal of subsidiaries	出售附屬公司的收益	-	(84,972)
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備的 收益淨額	<b>(16,004)</b>	(138)
Finance costs	融資成本	<b>25,156</b>	47,461
Decrease (increase) in inventories	存貨減少(增加)	<b>191,459</b>	(20,914)
Decrease (increase) in debtors, deposits and prepayments	應收賬款、按金及預付款項 減少(增加)	<b>1,746</b>	(220,898)
(Decrease) increase in creditors and accrued charges	應付賬款及應計費用 (減少)增加	<b>(220,254)</b>	234,663
Other operating cash flows (net)	其他經營現金流(淨額)	<b>(11,071)</b>	(6,636)
<b>Net cash from operating activities</b>	<b>經營業務產生的現金淨額</b>	<b>131,650</b>	281,780
<b>Investing activities</b>	<b>投資活動</b>		
Payments and deposits for acquisition of property, plant and equipment	購置物業、廠房及設備的 付款及按金	<b>(104,128)</b>	(398,469)
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備 所得款項	<b>25,750</b>	5,580
Additional contribution to the available-for-sale investments	對可供銷售投資的額外注資	-	(138,118)
Other investing cash flows (net)	其他投資現金流(淨額)	<b>8,270</b>	(7,616)

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Net cash used in investing activities</b>	投資活動動用的現金淨額	<b>(70,108)</b>	(538,623)
<b>Financing activities</b>	融資活動		
New bank loans raised	新籌借銀行貸款	<b>581,929</b>	1,622,938
Repayments of borrowings	償還借貸	<b>(666,759)</b>	(616,082)
Decrease in amounts due to fellow subsidiaries	應付同系附屬公司款項減少	-	(291,223)
Dividends paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股 股東股息	-	(462)
Capital contribution by CR Gas	華潤燃氣注資	-	22,193
Interest paid	已付利息	<b>(11,975)</b>	(45,328)
Government grants received	已收政府補助金	<b>15,455</b>	10,783
Other financing cash flows (net)	其他融資現金流(淨額)	<b>(1,485)</b>	(6,808)
<b>Net cash (used in) from financing activities</b>	融資活動(所用)所得現金淨額	<b>(82,835)</b>	696,011
<b>Net (decrease) increase in cash and cash equivalents</b>	現金及現金等價物(減少) 增加淨額	<b>(21,293)</b>	439,168
<b>Cash and cash equivalents at beginning of the period</b>	期初現金及現金等價物	<b>856,877</b>	839,210
Effect of foreign exchange rate changes	外幣匯率變動的影響	<b>4,369</b>	21,229
<b>Cash and cash equivalents at end of the period representing bank balances and cash</b>	期末現金及現金等價物 即銀行結餘及現金	<b>839,953</b>	1,299,607



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 1. GENERAL

The Company is a company incorporated in Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company’s parent company is China Resources (Holdings) Company Limited (“CRH”), a company incorporated in Hong Kong and its ultimate holding company is China Resources National Corporation (“CRNC”), a company established in the People’s Republic of China.

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

### 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2008.

In the current interim period, the Group has applied, for the first time, a number of new and revised standards, amendments and interpretations (“new or revised HKFRSs”) issued by the HKICPA, which are effective for the Group’s financial year beginning on 1 January 2009.

HKAS 1 (revised 2007) has introduced a number of terminology changes (including revised titles for the condensed consolidated financial statements) and has resulted in a number of changes in presentation and disclosure. However, HKAS 1 (revised 2007) has had no impact on the reported results or financial position of the Group.

### 1. 一般資料

本公司為於開曼群島註冊成立的獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司的母公司為華潤（集團）有限公司（「華潤集團」），一間於香港註冊成立的公司，其最終控股公司為中國華潤總公司（「中國華潤」）（一間於中華人民共和國註冊成立的公司）。

### 2. 編製基準

簡明綜合財務報表已根據香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定及香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號「中期財務報告」而編製。

### 3. 主要會計政策

簡明綜合財務報表以歷史成本基準編製。

本簡明綜合財務報表所使用的會計政策與編製本集團截至二零零八年十二月三十一日止年度的年度財務報表所採用者一致。

於本中期期間，本集團首次採用多項香港會計師公會頒佈的新訂及經修訂準則、修訂本及詮釋（「新訂或經修訂香港財務報告準則」），該等準則於二零零九年一月一日開始的本集團財政年度生效。

香港會計準則第1號（二零零七年經修訂）引入多項詞彙變動（包括修訂簡明綜合財務報表的標題），並導致多項呈列及披露方式變更。然而，香港會計準則第1號（二零零七年經修訂）對本集團所報告業績或財務狀況並無影響。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

The adoption of the new and revised HKFRSs has had no material effect on the reported results and financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been recognised.

The Group has not early applied new and revised standards, amendments or interpretations that have been issued but are not yet effective. The adoption of HKFRS 3 (Revised 2008) may affect the Group's accounting for business combinations for which the acquisition dates are on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised 2008) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary that do not result in loss of control of the subsidiary. Changes in the Group's ownership interest that do not result in loss of control of the subsidiary will be accounted for as equity transactions. The management is assessing the impact on the results and the financial position of the Group upon application of these standards, amendments or interpretations.

### 4. SEGMENT INFORMATION

The Group determines its operating segments based on resources allocation with reference of products or services, for the purpose of reporting to the chief operating decision maker (the Executive Committee).

The Group's reportable segments are as follows:

- Open Foundry
- Integrated Circuits ("IC") Design
- IC Testing and Packaging
- Discrete Devices
- Supporting Function

The segments are managed separately as each division offers different products and services.

### 3. 主要會計政策 (續)

採納新訂及經修訂香港財務報告準則對本會計期間或過往會計期間本集團所報告業績及財務狀況並無重大影響。因此，並無確認任何過往期間調整。

本集團並未提早採用已頒佈但尚未生效的新訂及經修訂準則、修訂本或詮釋。採納香港財務報告準則第3號(二零零八年經修訂)或會影響本集團收購日期為二零零九年七月一日或其後開始的首個年度報告期間開始之日或其後的業務合併的會計處理。香港會計準則第27號(二零零八年經修訂)將影響本集團於附屬公司所有權權益變動(並未導致喪失對附屬公司的控制權)的會計處理。倘本集團所有權權益的變動並未導致喪失對附屬公司的控制權，則將視作股權交易處理。管理層正評估採用該等準則、修訂本或詮釋對本集團業績及財務狀況的影響。

### 4. 分類資料

就向主要運營決策者(執行委員會)報告而言，本集團基於資源分配參考其產品或服務釐定其經營分類。

本集團可報告分類載列如下：

- 晶圓代工
- 集成電路(「集成電路」)設計
- 集成電路測試及封裝
- 分立器件
- 支援服務

由於各部門提供不同的產品及服務，因此該等分類被分別單獨管理。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 4. SEGMENT INFORMATION (Cont'd)

The activities of these divisions are as follows:

Open Foundry – open foundry for manufacturing of wafers with technical platforms, such as CMOS, BiCMOS, DMOS, BCD and Bipolar

IC Design – design and development of semiconductor IC products

IC Testing and Packaging – provision of IC assembly and testing foundry services

Discrete Devices – manufacture of discrete device wafers and finished products for energy saving lightings, home appliances, industrial control devices and personal computers

Supporting Function – provision of utilities and other supporting services

Six months ended 30 June 2009

### 4. 分類資料 (續)

該等部門的活動如下：

晶圓代工 – 為晶圓製造提供代工服務技術平台，如CMOS、BiCMOS、DMOS、BCD及雙極

集成電路設計 – 設計及開發半導體集成電路產品

集成電路測試及封裝 – 提供集成電路封裝及測試代工服務

分立器件 – 製造分立器件晶圓及成品（應用於綠色照明、家用電器、工業控制儀器及個人計算機等領域）

支援服務 – 提供水電及其他支援服務

截至二零零九年六月三十日止六個月

	Open Foundry	IC Design	IC Testing & Packaging	Discrete Devices	Supporting Function	Total
	晶圓代工	集成電路設計	測試及封裝	分立器件	支援服務	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Turnover from external customers 外部客戶營業額	399,324	259,616	249,166	329,383	27,032	1,264,521
Intersegment turnover 分部間營業額	60,340	2,000	15,651	8,965	138,449	225,405
Segment turnover 分部營業額	459,664	261,616	264,817	338,348	165,481	1,489,926
Segment (loss) profit 分類(虧損)溢利	(46,556)	7,704	(16,116)	(6,959)	(1,899)	(63,826)
Items included in segment (loss) profit: 於分類(虧損)溢利列示項目:						
Interest income 利息收入	1,161	15	70	39	2,898	4,183
Finance costs 融資成本	3,161	-	1,900	1,417	1,931	8,409
Depreciation and amortisation 折舊及攤銷	125,662	7,448	48,972	45,033	29,535	256,650
Impairment loss on property, plant and equipment 物業、廠房及設備減值損失	8,783	-	-	-	-	8,783



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 4. SEGMENT INFORMATION (Cont'd)

Six months ended 30 June 2008

	Open Foundry	IC Design	IC Testing & Packaging 集成電路 測試及封裝	Discrete Devices 分立器件	Supporting Function 支援服務	Total
	晶圓代工 HK\$'000 千港元 (unaudited) (未經審核)	集成電路設計 HK\$'000 千港元 (unaudited) (未經審核)	集成電路 測試及封裝 HK\$'000 千港元 (unaudited) (未經審核)	分立器件 HK\$'000 千港元 (unaudited) (未經審核)	支援服務 HK\$'000 千港元 (unaudited) (未經審核)	合計 HK\$'000 千港元 (unaudited) (未經審核)
Turnover from external customers 外部客戶營業額	529,760	372,872	306,285	415,749	32,494	1,657,160
Intersegment turnover 分部間營業額	110,197	7,022	34,416	47,765	187,018	386,418
Segment turnover 分部營業額	639,957	379,894	340,701	463,514	219,512	2,043,578
Segment profit (loss) 分類溢利(虧損)	7,489	(2,040)	3,328	34,053	21,200	64,030
Items included in segment profit (loss): 於分類溢利(虧損)列示項目:						
Interest income 利息收入	1,511	33	87	64	3,183	4,878
Finance costs 融資成本	10,598	-	923	3,084	4,579	19,184
Depreciation and amortisation 折舊及攤銷	118,124	6,619	30,765	37,670	27,766	220,944
Impairment loss on property, plant and equipment 物業、廠房及設備減值損失	-	-	-	-	-	-

### 4. 分類資料(續)

截至二零零八年六月三十日止六個月

(a) Reportable segment's profit is profit before taxation, excluding gain on disposal of subsidiaries, unallocated corporate finance costs from borrowings raised by headquarters and other corporate expenses (mainly including staff costs of general management and other general administrative expenses). This is the measure reported to the Executive Committee for the purposes of resource allocation and assessment of segment performance.

(a) 可報告分類溢利為除稅前溢利，不包括出售附屬公司收益、總部所籌借款的未分配企業融資成本及其他企業開支（主要包括一般管理層的員工成本及其他一般行政開支）。就資源分配及分類業績評估而言，這是向執行委員會報告的措施。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 4. SEGMENT INFORMATION (Cont'd)

#### (b) Reconciliation of the reportable segment turnover and profit or loss

Reportable segment turnover and profit or loss, are reconciled to total turnover and profit or loss of the Group as follows:

	營業額
Reportable segment turnover	可報告分類營業額
Elimination of intersegment turnover	分部間營業額抵銷
Turnover per condensed consolidated statement of comprehensive income	於簡明綜合全面收益表呈列的營業額

Inter-segment sales are charged at cost plus a percentage profit mark-up.

### 4. 分類資料 (續)

#### (b) 可報告分類營業額及損益的對賬

可報告分類營業額及損益與本集團的總營業額及損益的對賬如下：

#### Six months ended 30 June 截至六月三十日止六個月

2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)
1,489,926 (225,405)	2,043,578 (386,418)
1,264,521	1,657,160

分部間銷售是按成本加一定比率之利潤而定。

#### Six months ended 30 June 截至六月三十日止六個月

	損益	2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)
Reportable segment (loss) profit	可報告分類(虧損)溢利	(63,826)	64,030
Unallocated amounts:	未分配金額：		
Gain on disposal of subsidiaries	出售附屬公司收益	-	84,972
Unallocated corporate finance costs	未分配企業融資成本	(16,747)	(28,277)
Unallocated corporate expenses	未分配企業開支	(12,893)	(4,485)
(Loss) profit before taxation per condensed consolidated statement of comprehensive income	於簡明綜合全面收益表呈列的除稅前(虧損)溢利	(93,466)	116,240

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 5. TAXATION CREDIT (CHARGE)

### 5. 稅項撥回(支出)

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)
Current tax	即期稅項		
People's Republic of China ("PRC")	中華人民共和國(「中國」)	2,724	19,807
Hong Kong	香港	79	249
Overprovision in prior year	過往年度超額撥備	(1,444)	(2,700)
		1,359	17,356
Deferred tax	遞延稅項	(1,823)	2,763
		(464)	20,119

Taxation arising in the PRC is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year.

Hong Kong Profits Tax is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used is 16.5% for the periods under review.

Certain subsidiaries obtained approval from the relevant tax bureau and are qualified as High and New Technology Enterprise which would be subject to a tax rate of 15% for both periods.

In addition, certain subsidiaries operating in the PRC were exempted from tax applicable in the PRC for two years starting from the first profit making year after utilisation of the tax losses brought forward, or year ended 31 December 2008, whichever is earlier and were granted a 50% relief for the following three years.

於中國產生的稅項乃按管理層就整個財政年度的預期加權平均年度所得稅率作出的最佳預測而確認。

香港利得稅乃根據管理層對預期整個財政年度的加權平均年度所得稅率的最佳估計予以確認。於回顧期間，所使用的估計平均年度稅率為16.5%。

若干附屬公司獲得有關稅務局批准及合資格為高新技術企業而於兩段期間適用15%的稅率。

此外，若干於中國營運的附屬公司自首個盈利年度(經利用結轉的稅項虧損後)起兩年內或於截至二零零八年十二月三十一日止年度(以較早者為準)豁免繳納中國適用稅項，並於其後三年享受50%的稅項減免。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 6. (LOSS) PROFIT FOR THE PERIOD

### 6. 期內(虧損)溢利

Six months ended 30 June  
截至六月三十日止六個月

		2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)
(Loss) profit for the period has been arrived at after charging (crediting):	期內(虧損)溢利已扣除(計入):		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	254,084	216,974
Income from financial guarantee contracts	財務擔保合約收入	(1,116)	-
Amortisation of technical know-how	技術知識攤銷	407	2,101
Amortisation of prepaid lease payments	租賃預付款攤銷	2,258	1,974
Allowance for doubtful debts	呆賬撥備	207	2,466
Interest expenses on borrowings repayable within five years	五年內應償還的借款利息開支	25,156	47,461
Interest income	利息收入	(4,567)	(9,887)
Government grants	政府補助金	(11,660)	(5,961)
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益淨額	(16,004)	(138)
Gain on disposal of available-for-sale investments	出售可供銷售投資的收益	(840)	-
Impairment loss on property, plant and equipment (included in other operating expenses, see note 9)	物業、廠房及設備減值損失(計入其他經營費用, 見附註9)	8,783	-
Loss on suspension of production (included in other operating expenses, see note a below)	停產損失(計入其他經營費用, 見下文附註a)	42,055	-
Write off of inventories (included in other operating expenses)	存貨撇減(計入其他經營費用)	-	14,275
Reversal of impairment for other receivable and accrual of severance payment (included in other operating expenses, see note b below)	撥回其他應收款減值與解雇支出撥備(計入其他經營費用, 見下文附註b)	(17,368)	-

Notes:

- (a) As a result of the financial crisis in the second half of 2008, the Group's open foundry business has been adversely affected and the Group has temporarily suspended certain production units during the period to reduce losses. The loss on suspension of production mainly includes depreciation of production facilities. The Group has resumed these production since March 2009.
- (b) During the period, the Group has reached agreement with dismissed employees on severance payment and reversed excessive accrual of HK\$9,625,000 and recovered other receivables previously written off of HK\$7,743,000 (2008: Nil).

附註:

- (a) 由於二零零八年下半年的金融危機, 本集團的晶圓代工業務受到不利影響, 本集團於期內暫停若干生產單位以降低成本。停產損失主要包括生產設施折舊。本集團已於二零零九年三月起恢復該項生產。
- (b) 於期內, 本集團與離職僱員就服務金、返還超額應計費用9,625,000港元及收回先前撇銷的其他應收款項7,743,000港元(二零零八年: 無)達成一致。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 7. DIVIDENDS

No dividends were paid, declared or proposed for both periods. The directors do not recommend the payment of an interim dividend.

### 8. (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share is based on the following data:

### 7. 股息

兩段期間概無派付、宣派或擬派股息。董事不建議派付中期股息。

### 8. 每股（虧損）盈利

計算每股基本及攤薄（虧損）盈利的基準如下：

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2009</b> 二零零九年 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核) (restated) (經重列)
<i>Earnings:</i>	<i>盈利：</i>		
(Loss) earnings for the purpose of basic and diluted (loss) earnings per share ((loss) profit for the period attributable to owners of the Company)	用作計算每股基本及攤薄（虧損）盈利的（虧損）盈利（本公司所有人應佔期內（虧損）溢利）	<b>(83,348)</b>	96,345
<i>Number of shares:</i>	<i>股份數目：</i>		
Weighted average number of shares for the purpose of basic (loss) earnings per share	用作計算每股基本（虧損）盈利的加權平均股份數目	<b>6,199,650,018</b>	6,235,877,766
Effect of dilutive potential shares:	潛在攤薄股份的影響：		
Share options – Equity Incentive Plan	購股權 – 股份獎勵計劃	–	14,616,605
Share options – Share Option Scheme	購股權 – 購股權計劃	–	698,452
Weighted average number of shares for the purpose of diluted (loss) earnings per share	用作計算每股攤薄（虧損）盈利的加權平均股份數目	<b>6,199,650,018</b>	6,251,192,823

The weighted average numbers of shares in issue for both periods have been adjusted to reflect the rights issue completed subsequent to the balance sheet date.

No diluted loss per share has been presented for the six months ended 30 June 2009, because the potential ordinary shares in issue during the period would result in decrease in loss per share.

兩段期間發行在外加權平均股份數目已經調整，以反映結算日後所完成的供股。

由於期內已發行潛在普通股會導致每股虧損減少，故於截至二零零九年六月三十日止六個月並無呈列每股攤薄虧損。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2009, the Group spent HK\$52,760,000 on additions to machinery and equipment and construction in progress.

### 10. DEBTORS, DEPOSITS AND PREPAYMENTS

The Group generally allows credit periods ranging from 30 to 90 days to its trade customers, which may be extended to 180 days for selected customers depending on their trade volume and settlement methods. The aged analysis of trade debtors, including notes receivable, net of allowance for doubtful debts presented based on the invoice date, is as follows:

0 – 60 days	0至60天
61 – 90 days	61至90天
91 – 180 days	91至180天
Over 180 days	180天以上

Included in the Group's debtors are receivables of HK\$47,173,000 (31 December 2008: HK\$6,384,000) due from fellow subsidiaries arising from transactions carried out in the ordinary course of business of the Group. These amounts were unsecured, interest-free and are repayable within the credit periods similar to those offered to its customers.

### 9. 物業、廠房及設備的變動

於截至二零零九年六月三十日止六個月期間，本集團就添置機器及設備以及在建工程耗資52,760,000港元。

### 10. 應收賬款、按金及預付款項

本集團給予其貿易客戶的信貸期一般為30至90天，個別客戶的信貸期可延長至180天，視乎彼等的交易量及結算條款而定。已扣除呆賬撥備的貿易應收賬款（包括應收票據）的賬齡分析（按發票日期呈列）如下：

30 June 2009 二零零九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
465,420	339,130
97,899	108,013
149,120	295,096
25,455	21,527
<b>737,894</b>	<b>763,766</b>

本集團應收賬款包括本集團於日常業務過程中進行的交易所產生的應收同系附屬公司款項47,173,000港元（二零零八年十二月三十一日：6,384,000港元）。該等款項為無抵押、免息及須於與給予其客戶相若的信貸期內償還。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 11. CREDITORS AND ACCRUED CHARGES

The aged analysis of trade creditors which are included in creditors and accrued charges, presented based on the invoice date is as follows:

0 – 60 days	0至60天
61 – 90 days	61至90天
91 – 180 days	91至180天
Over 180 days	180日以上

Included in the Group's creditors are payables of HK\$154,224,000 and HK\$15,359,000 (31 December 2008: HK\$182,309,000 and HK\$16,846,000) due to a group company of a non-controlling shareholder of a subsidiary and fellow subsidiaries respectively arising from transactions carried out in the ordinary course of business of the Group. The amounts were unsecured, interest-free and are repayable within the credit periods similar to its suppliers.

### 11. 應付賬款及應計費用

本集團應付賬款及應計費用中包括的貿易應付賬款的賬齡分析（按發票日期呈列）如下：

30 June 2009 二零零九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
413,768	397,681
94,333	166,120
172,808	313,228
37,279	33,667
<b>718,188</b>	910,696

本集團應付賬款包括本集團於日常業務過程中進行的交易所產生的應付本公司一間附屬公司之非控股股東集團公司及同系附屬公司款項分別為154,224,000港元及15,359,000港元（二零零八年十二月三十一日：182,309,000港元及16,846,000港元）。該等款項為無抵押、免息及須於與本集團供應商所授相若的信貸期內償還。



## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

#### 12. FINANCIAL GUARANTEE CONTRACTS

The Group and China Resources (Holdings) Company Limited issued a financial guarantee to a fellow subsidiary of the Company, CSMC Asia Limited in proportion to their respective shareholding in this entity. As the Group holds 19% of this entity, the Group has agreed to guarantee 19% of a US\$140 million bank loan facility granted to this entity. Accordingly, US\$22.6 million (representing the 19% of the facilities utilised as at 30 June 2009) was guaranteed by the Group. As at 30 June 2009, a liability of HK\$9,674,000 (31 December 2008: HK\$10,790,000) has been recognised in the condensed consolidated statement of financial position as deferred revenue from finance guarantee contract.

#### 13. BANK BORROWINGS

During the period, the Group raised short-term bank loan in the amount of HK\$582 million. The loans bears interest at (variable) market rates and its repayable within one year. The proceeds were used to meet short-term expenditure needs. Repayments of other bank loans amounting to HK\$667 million were made in line with the relevant repayment terms.

#### 14. LONG TERM PAYABLES

In previous years, the Group acquired property, plant and equipment and technical know-how and incurred long term payable which were repayable over a period of 10 to 12 years. Due to the relocation of manufacturing facilities in prior year, certain of these assets have been impaired as at 31 December 2008. In the current period, the Group entered into an agreement with the vendor of these assets to revise the terms of the outstanding long-term payable and reduce the amount due to the vendor to HK\$45,385,000 by the transfer of the impaired property, plant and equipment and technical know-how back to the vendor at the carrying amount of HK\$25,104,000. The revised amount is non-interest bearing and repayable by installments in three years commencing from October 2009. The present value of HK\$42,814,000 is based on cash flows discounted using a rate based on the borrowing rate of 5.4% per annum.

#### 12. 財務擔保合約

本集團及華潤(集團)有限公司按於本公司一間同系附屬公司(華潤上華(亞洲)有限公司)之權益比例向該公司授出財務擔保。鑒於本集團於該公司持有19%權益,本集團已同意擔保該公司所獲1.4億美元銀行貸款額度的19%。據此,本集團已擔保2,260萬美元(代表於二零零九年六月三十日該額度已使用部份的19%)。於二零零九年六月三十日,負債9,674,000港元(二零零八年十二月三十一日:10,790,000港元)已於簡明綜合財務狀況表按財務擔保合約之遞延收入確認。

#### 13. 銀行借貸

期內,本集團籌借短期銀行貸款582,000,000港元。貸款按(浮動)市場利率計息及須於一年內償還。所得款項用於滿足短期開支所需。其他銀行貸款667,000,000港元乃按相關償還條款償還。

#### 14. 長期應付賬款

於過往年度,本集團收購物業、廠房及設備及技術知識並因此產生長期應付賬款,該等賬款須於十至十二年內期限內支付。由於去年搬遷生產設施,若干該等資產已於二零零八年十二月三十一日減值。於本期間,本集團與該等資產的賣方訂立一份協議,以修訂尚未償還長期應付賬款的條款及通過以賬面值25,104,000港元向賣方轉讓已減值的物業、廠房及設備及技術知識而將應付賣方的款額降至45,385,000港元。經修訂款額為不計利息及自二零零九年十月起於三年內分期償還。42,814,000港元的現值乃基於使用每年5.4%借貸利率的利率得出的折現現金流量。



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## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 15. SHARE CAPITAL

### 15. 股本

		Number of shares 股份數目		Nominal value of shares 股份面值	
		30 June 2009 二零零九年 六月三十日	31 December 2008 二零零八年 十二月三十一日	30 June 2009 二零零九年 六月三十日 HK\$'000 千港元	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元
<b>Shares of HK\$0.10 each</b>	<b>每股面值0.10港元的股份</b>				
Authorised:	法定股本：				
At beginning and end of the period/year	於期初／年初及期末／ 年末	<b>10,000,000,000</b>	10,000,000,000	<b>1,000,000</b>	1,000,000
Issued and fully paid:	已發行及繳足股份：				
At beginning of the period/year	於期初／年初	<b>5,855,209,864</b>	5,791,872,096	<b>585,521</b>	579,187
Shares repurchased and cancelled	已購回及註銷股份	-	(62,080,000)	-	(6,208)
Shares issued to CR Gas option-holders	向華潤燃氣購股權持 有人發行股份	-	103,058,493	-	10,306
Shares issued under Equity Incentive Plan	根據股份獎勵計劃發行 的股份	<b>17,250</b>	21,459,275	<b>2</b>	2,146
Shares issued under Share Option Scheme	根據購股權計劃發行 的股份	-	900,000	-	90
At end of the period/year	於期末／年末	<b>5,855,227,114</b>	5,855,209,864	<b>585,523</b>	585,521

### 16. CONTINGENT LIABILITIES

Other than disclosed in Note 12, as at 30 June 2009, the Group has issued guarantees of HK\$1,065,000 (31 December 2008: HK\$1,984,000) to a bank in respect of the mortgage loans borrowed by the employees of a subsidiary. Management anticipates this no material liabilities to the Group will arise from the guarantees.

### 16. 或然負債

除附註12所披露者外，於二零零九年六月三十日，本集團就一間附屬公司的僱員所借的抵押貸款向一間銀行作出擔保1,065,000港元（二零零八年十二月三十一日：1,984,000港元）。管理層預計該項擔保並不會導致本集團出現重大負債。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 17. CAPITAL COMMITMENTS AND OTHER ARRANGEMENTS

### 17. 資本承擔及其他安排

		<b>30 June 2009</b> 二零零九年 六月三十日 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Capital expenditure in respect of acquisition of property, plant and equipment	購置物業、廠房及設備的資本開支		
Authorised but not contracted for	已批准但未訂約	<b>253,038</b>	356,968
Contracted but not provided for (Note)	已訂約但未撥備 (附註)	<b>180,004</b>	47,230

Note:

Pursuant to an agreement entered into with a company related to a non-controlling shareholders of a subsidiary (the "Vendor") in 2006, the Group has undertaken to make incentive payment of US\$5,000,000 (equivalent to HK\$38,750,000) to the Vendor in the event that the cumulative revenue from the assembly and testing services provided by the Group arising from orders placed by customers of the non-controlling shareholder or any of its subsidiaries for the year 2007 to 2010 exceeds an agreed amount. However, no fair value was ascribed to the undertaking as at the balance sheet date, as the directors consider that the agreed amount is unlikely to be achieved based on the Group's assessment.

附註：

根據與一間附屬公司非控股股東關連的公司（「賣方」）於二零零六年訂立的一份協議，本集團承諾，於二零零七年至二零一零年間，一旦本集團因其非控股股東或任何其附屬公司的客戶發出訂單而提供裝配及測試服務的累計收益超出協定數額，則會向賣方支付獎金5,000,000美元（相當於38,750,000港元），惟根據本集團的評估，董事認為不大可能達到協定金額，故此項承諾於結算日並未獲賦予任何公平值。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 18. RELATED PARTY TRANSACTIONS

#### Transactions with related parties

In addition to the related party transactions set out in other notes to the condensed consolidated financial statements, during the period, the Group entered into the following significant transactions with related parties:

### 18. 關連人士交易

#### 與關連人士的交易

除簡明綜合財務報表其他附註所載的關連人士交易外，本集團於期內與關連人士進行以下重大交易：

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)
Sales to fellow subsidiaries	向同系附屬公司銷售	1,335	11,761
Rental expenses paid to a fellow subsidiary	付予一間同系附屬公司的租金開支	1,091	1,366
Commission paid to a non-controlling shareholder of a subsidiary	付予附屬公司非控股股東的佣金	1,304	4,776
Subcontracting income from a fellow subsidiary	來自一間同系附屬公司的加工收入	-	1,346
Purchases from a fellow subsidiary	向一間同系附屬公司採購	736	3,586
Consultancy fee paid to a company controlled by a director of the Company	付予一間由本公司董事控制的公司的顧問費	-	3,417
Supporting and administrative service fee income from a fellow subsidiary included in other income	來自一間同系附屬公司的支援及行政服務費收入(計入其他收入)	39,856	10,751
Interest expense paid to a fellow subsidiary	付予一間同系附屬公司的利息開支	128	-
Additions to property, plant and equipment from a group company of a non-controlling shareholder of a subsidiary	向一間附屬公司非控股股東的集團公司購買物業、廠房及設備	-	53,146
Disposals of property, plant and equipment to a fellow subsidiary	向一間同系附屬公司出售物業、廠房及設備	443	-
Expenses related to the Group borne by fellow subsidiaries	同系附屬公司承擔的本集團開支	-	3,749



## Notes to the Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

#### 18. RELATED PARTY TRANSACTIONS (Cont'd)

##### Transactions/balances with other state-controlled entities

The Group itself is part of a larger group of companies under CRNC which is controlled by the PRC government. Apart from the transactions with the parent company and its subsidiaries which have been disclosed in other notes to the condensed consolidated financial statements, the Group also conducts businesses with entities directly or indirectly owned or controlled by the PRC government in the ordinary course of business. The directors consider those entities other than the CRNC group are independent third parties as far as the Group's business transactions with them are concerned. In establishing its pricing strategies and approval process for transactions with other state-controlled entities, the Group does not differentiate whether the counter-party is a state-controlled entity or not. The Group is of the opinion that it has provided, at the best of its knowledge, adequate and appropriate disclosure of related party transactions in the condensed consolidated financial statements.

#### 19. POST BALANCE SHEET EVENT

As announced on 26 June 2009, the Company proposed to raise not less than approximately HK\$439.1 million before expenses by way of a rights issue comprising not less than 2,927,613,557 rights shares at the subscription price of HK\$0.15 per rights share on the basis of one rights share for every two existing shares held. The subscription price was expressed in Hong Kong dollars. The rights offer commenced in July 2009 and the rights issue became unconditional on 6 August 2009. 2,929,447,319 rights shares were allocated to the shareholders of the Company. Immediately after the completion of the rights issue, the total number of shares of the Company increased to 8,788,341,958.

#### 18. 關連人士交易 (續)

##### 與其他國家控制實體的交易／結餘

本集團本身為中國華潤(該公司由中國政府控制)旗下一個較大的公司集團成員。除簡明綜合財務報表其他附註所披露與母公司及其附屬公司進行的交易外，本集團亦在日常業務過程中與中國政府直接或間接擁有或控制的實體進行業務往來。董事認為，就本集團與彼等進行的業務交易而言，除中國華潤集團外的該等實體均為獨立第三方。就與其他國家控制實體的交易而制定定價策略及批核程序時，本集團並不區別對方是否屬於國家控制實體。本集團認為，本集團已就其所知於簡明綜合財務報表內對關連人士交易作出充分及適當的披露。

#### 19. 結算日後事項

誠如二零零九年六月二十六日所公佈，本公司建議透過按每持有兩股現有股份獲配一股供股股份的比例及每股供股股份0.15港元的認購價進行供股(包括不少於2,927,613,557股供股股份)，以籌集不少於約439,100,000港元(扣除費用前)。認購價以港元列示。供股發售於二零零九年七月開始及於二零零九年八月六日供股成為無條件。2,929,447,319股供股股份配發予本公司股東。於緊接完成供股後，本公司股份總數增至8,788,341,958股。

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## 簡明綜合財務報表附註

For the six months ended 30 June 2009 截至二零零九年六月三十日止六個月

### 19. POST BALANCE SHEET EVENT (Cont'd)

On 20 August 2009, the authorised share capital of the Company was increased from HK\$1,000,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.1 each to HK\$2,000,000,000 divided into 20,000,000,000 ordinary shares of HK\$0.1 each by the creation of additional 10,000,000,000 unissued ordinary shares of HK\$0.1 each.

### 19. 結算日後事項 (續)

於二零零九年八月二十日，經由新增10,000,000,000股每股面值為0.1港元的未發行普通股，本公司法定股本已由1,000,000,000港元（分為10,000,000,000股，每股面值0.1港元）增加至2,000,000,000港元（分為20,000,000,000股，每股面值0.1港元）。



## Investor Relations

### 投資者關係

Shareholders can obtain copies of Interim Report by writing to:

Computershare Hong Kong Investor Services Limited  
Rooms 1806-1807  
18th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

If you are not a shareholder, please write to:

China Resources Microelectronics Limited  
Room 4003-4005  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong  
Attn: IR Department

CR Micro interim report is also available online at  
<http://www.crmicro.com>

#### SHAREHOLDER ENQUIRIES

Our enquiry hotline is operational during normal office hours:

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股東可致函以下地址索取中期報告印製本：

香港中央證券登記有限公司  
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灣仔  
皇后大道東183號  
合和中心  
18樓  
1806-1807室

倘若閣下並非股東，請致函：

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香港  
灣仔  
港灣道26號  
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4003-4005室  
收件人：投資者關係部

華潤微電子的中期報告亦可於網上瀏覽，網址為  
<http://www.crmicro.com>

#### 股東查詢熱線

閣下可於一般辦公時間內致電本公司的查詢熱線：

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China Resources Microelectronics Limited