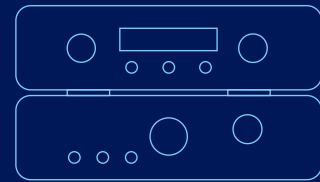
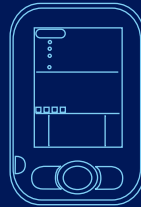
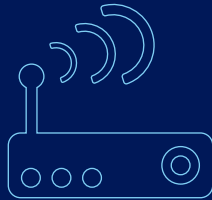
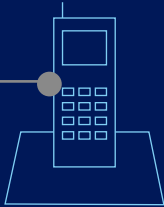
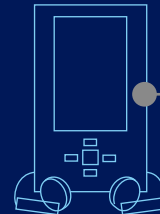
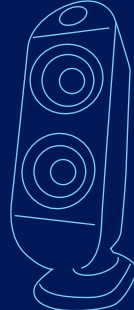
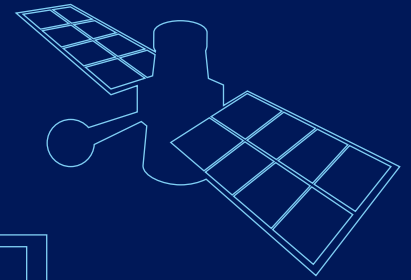




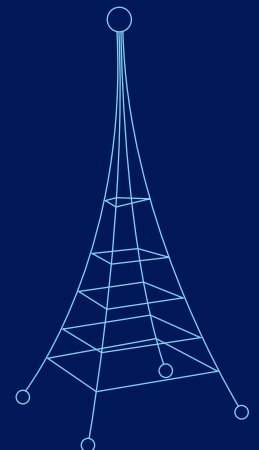
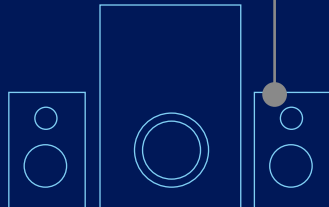
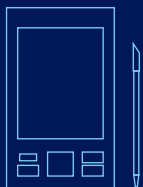
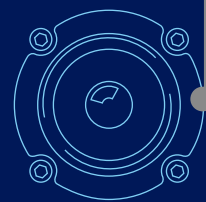
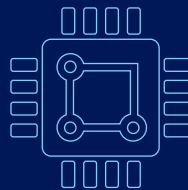
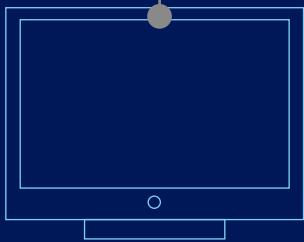
Kwang Sung Electronics H.K. Co. Limited

光 星 電 子 香 港 有 限 公 司

Stock Code 股份代號 : 2310



# Kwang Sung



2009 Annual Report  
年報

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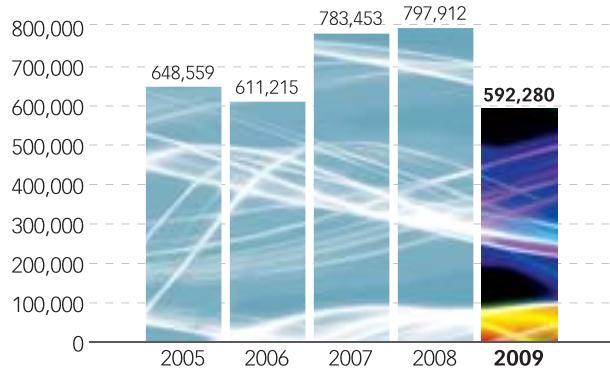


# Financial Highlights 財務摘要

## Turnover

營業額

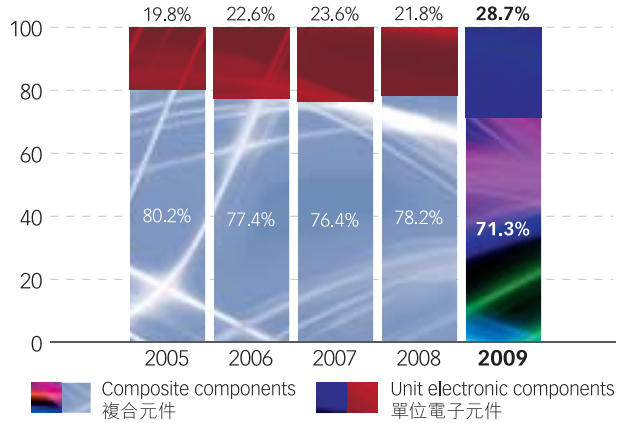
(HK\$'000 千港元)



## Turnover by Business Segments

按業務分部劃分之營業額分析

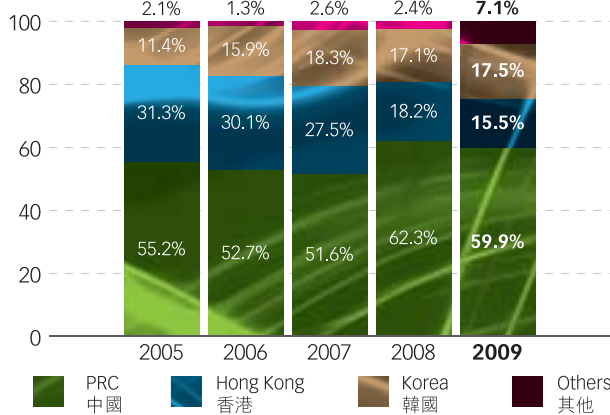
(% 百分比)



## Turnover by Geographical Regions

按地區分佈劃分之營業額分析

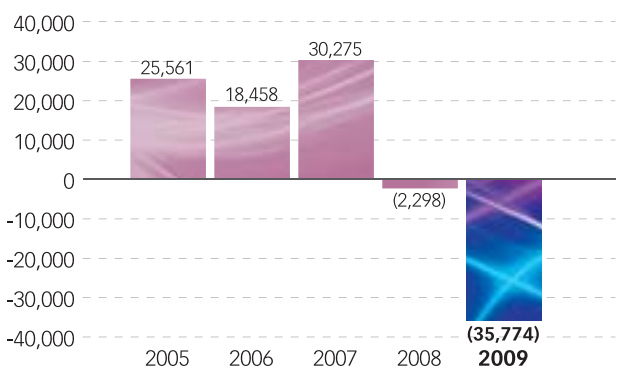
(% 百分比)



## Profit (Loss) Attributable to Owners of the Company

本公司擁有人應佔溢利(虧損)

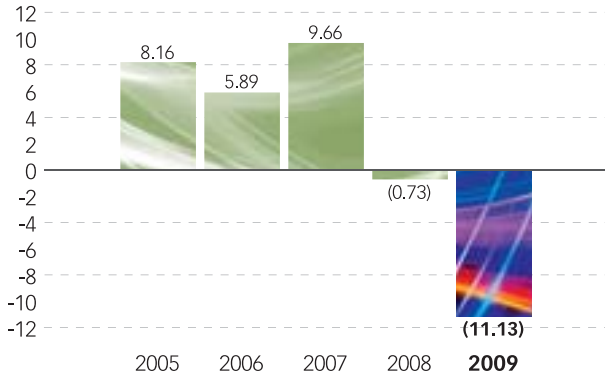
(HK\$'000 千港元)



## Basic Earnings (Loss) per Share

每股基本盈利(虧損)

(HK cents 港仙)



		Note 附註	2009 二零零九年	2008 二零零八年	% Changes 變動百分比
<b>Results</b>	<b>業績</b>				
HK\$'000	千港元				
Turnover	營業額		<b>592,280</b>	797,912	(25.8)
Gross profit	毛利		<b>74,500</b>	90,401	(17.6)
Profit (loss) before taxation	除稅前溢利(虧損)		<b>3,308</b>	(1,538)	(315.1)
Loss after taxation attributable to owners of the Company	本公司擁有人 應佔除稅後 虧損		<b>(35,774)</b>	(2,298)	1,456.7
Dividends	股息		<b>-</b>	1,577	(100.0)
<b>Assets and Liabilities</b>	<b>資產與負債</b>				
HK\$'000	千港元				
Total assets	總資產		<b>494,799</b>	430,416	15.0
Total liabilities	總負債		<b>140,220</b>	71,271	96.7
Shareholders' equity	股東權益		<b>354,579</b>	359,145	(1.3)
<b>Per Share Data</b>	<b>每股數據</b>				
HK cents	港仙				
Basic loss	基本虧損		<b>(11.13)</b>	(0.73)	1,424.7
Diluted loss	攤薄虧損		<b>(11.13)</b>	(0.73)	1,424.7
Dividends	股息		<b>-</b>	0.50	(100.0)
HK\$	港元				
Net asset value	資產淨值		<b>1.10</b>	1.14	(3.5)
<b>Financial Ratio</b>	<b>財務比率</b>				
Gross profit margin (%)	毛利率(%)		<b>12.58</b>	11.33	11.0
Net loss margin (%)	淨虧損(%)		<b>(6.13)</b>	(0.29)	2,013.8
Current ratio	流動比率	1	<b>3.04</b>	5.09	(40.3)
Quick ratio	速動比率	2	<b>2.59</b>	3.92	(33.9)
Gearing ratio	負債比率	3	<b>0.28</b>	0.17	64.7

## Notes:

- (1) Current ratio represents current assets divided by current liabilities.
- (2) Quick ratio represents current assets excluding inventories divided by current liabilities.
- (3) Gearing ratio represents total liabilities divided by total assets.

## 附註：

- (1) 流動比率指流動資產除以流動負債。
- (2) 速動比率指不包括存貨的流動資產除以流動負債。
- (3) 負債比率指總負債除以總資產。



Chairman's Statement  
主席報告書



We strive to maintain market share via more revenue streams and a more diverse product portfolio

透過增加收入來源、豐富產品陣容，我們致力維持市場份額

The global financial crisis posed severe challenges to the consumer electronics industry in 2009. The economy was in its trough in the first half of the year and began to slowly recover in the second half. However, with consumer spending power yet to fully restore, customers of electronic components have been cautious in replenishing their inventories. As a result, despite that its sales have been improving since the second half year, the sales of the Group for the whole year was still down as compared with last year. However, with our dedicated efforts to trim costs, we managed to improve our operational efficiency through cost reduction and margins improvement.

The Group also saw the latest development in the evolving consumer electronics industry opening up huge market opportunities for integrated total solutions that can be worked out with technological know-how of the Group making use of a

combination of different functional electronic components. To capture these market opportunities, the Group has strategically redeployed its resources in research and development of products that facilitate multi-functioning of consumer electronics. Armed with expertise in providing key components used in manufacturing different kinds of consumer electronics, we will align our operational focus on offering total solutions that integrate relevant electronic components to meet our customers' needs. Technology driven innovative product development and mass production capability will be key to our continuous success in this new market trend. The move will not only enable the Group to maintain its share in the market with changing taste, but also increase its income sources and give it a more diverse product portfolio.

Looking forward, the Group is cautiously optimistic about the



**Yang Ho Sung 梁皓星**  
Chairman 主席

market outlook in 2010. To prepare its business for when the economy is fully revived, the Group will continue to sharpen its edges by boosting operational efficiency, minimizing expenditure and improving management of cash flow.

Last but not least, I would also like to express my gratitude to all shareholders, my fellow board members, customers and employees for their continuous support to Kwang Sung. I believe that with a team of strong management and capable staff, we are well-prepared to overcome all challenges ahead, seize opportunities in the changing market and maximize returns to our shareholders in the coming years.

By order of the Board  
**Yang Ho Sung**  
*Chairman*  
 Hong Kong, 26 March 2010

—— 零零九年，全球金融危機對消費電子產品業帶來嚴峻挑戰。經濟在上半年跌至谷底並在下半年緩慢復甦。然而，消費者的消費力仍未完全恢復，電子元件客戶在補充存貨時仍見審慎。結果，儘管銷售額自下半年起有所起色，本集團全年銷售額與去年比較仍有下降。然而，通過努力減省成本，我們終能透過節約成本及改善利潤，從而提高我們的營運效率。

本集團也乘着日新月異的消費電子產品業的最新發展，透過結合不同功能性電子元件，為可運用本集團技術訣竅的集成整全解決方案開闢了一個廣大市場。為把握這種市場機會，本集團已策略性地重新調配資源，研發有助開發消費電子產品多功能性的產品。憑著我們在提供製造不同種類消費電子產品所用主要元件的專門技能，我們將配合營運重點，提供能整合相關電子元件的整全方案，以迎合客戶的需要。技術推動的創新產品發展及大量生產能力將為我們於此新市場趨

勢持續成功的關鍵。此舉不單有助本集團保持在這口味常變的市場的份額，也可增加收入來源並實現更多元產品組合。

展望將來，本集團對二零一零年的市場前景審慎樂觀。為了迎接經濟全面復甦，作好業務上的準備，本集團將繼續通過提高營運效率，減低開支及改善現金流管理，強化本身各種優勢。

最後，本人謹感謝全體股東、董事會同袍、客戶和員工對光星的無間斷支持。本人相信，在我們強大的管理層和能幹的員工努力下，我們已是準備就緒，於此不斷變化的市場克服種種挑戰並從中抓緊機遇，在未來幾年再為股東創造最大回報。

承董事會命  
 主席  
**梁皓星**  
 香港，二零一零年三月二十六日

The Group will focus its R&D efforts in multi-function products to capture new opportunities  
 集團將專注研發多功能消費電子產品以把握新商機



# CEO's Report

## 行政總裁報告書





We will capture the opportunities presented by convergence of communications on mobile phones, personal and notebook computers, and televisions

我們將積極把握  
手提電話、個人/筆記  
本電腦及電視多功能  
整合趨勢所帶來的  
商機

## FINANCIAL REVIEW

The global economy started to recover in the second half of 2009. Although turnover has been improving since the second half year, it still decreased by 25.8% year-on-year to HK\$592,280,000 in 2009. For the year ended 31 December 2009, the Group recorded profit before taxation of HK\$3,308,000, as compared with a loss before taxation of HK\$1,538,000 for 2008. As a result of tax provision of HK\$35,996,000, including HK\$9,946,000 to be borne by two shareholders, Mr. Yang Jai Sung and Kwang Sung Electronics Co., Ltd. ("Kwang Sung Korea"), for prior periods in respect of a tax dispute with the Hong Kong Inland Revenue Department (the "HKIRD") over the Company's 50:50 offshore profit claim and deductibility of lease rentals, loss after taxation attributable to owners of the Company increased to HK\$35,774,000. Basic loss per share was HK11.13 cents.

## Turnover

Turnover decreased by 25.8% from HK\$797,912,000 in 2008 to HK\$592,280,000 in 2009 mainly because of a decline in sales of composite components. Turnover from composite components was HK\$422,027,000 (2008: HK\$624,358,000), down 32.4% against last year, accounting for 71.3% of the Group's total turnover (2008: 78.2%). Sales of unit electronic components remained solid, amounting to HK\$170,253,000 (2008: HK\$173,554,000) and accounting for 28.7% of the Group's total turnover (2008: 21.8%).

## Cost of Sales

### Cost Structure

Overall cost of sales decreased by 26.8% from HK\$707,511,000 in 2008 to HK\$517,780,000 in 2009. The rate of decrease in cost of sales is higher than that of turnover. This is mainly due to a decrease in material costs arising



**Yang Jai Sung** 梁在星  
CEO 行政總裁

from change in product mix. During the year, provision for slow moving inventory increased markedly from HK\$1,398,000 in 2008 to HK\$4,394,000 in 2009. However, this negative effect was offset by a decrease in factory overhead during the year.

### Gross Profit

Gross profit was HK\$74,500,000, which represented a decrease of 17.6% from HK\$90,401,000 in 2008. The decrease in gross profit was mainly attributable to a decreased turnover in 2009. However, compensated by the drop in cost of sales, the gross profit margin rose to 12.6% (2008: 11.3%).

### Other Income

Other income increased by 32.2% from HK\$4,348,000 in 2008 to HK\$5,749,000 in 2009. The increase was primarily due to the net effect of a HK\$913,000 increase in value added tax refund, a HK\$658,000

## 財務回顧

全球經濟自二零零九年下半年開始復甦。雖然下半年起營業額持續改善，但二零零九年仍按年減少25.8%至592,280,000港元。截至二零零九年十二月三十一日止年度，本集團錄得除稅前溢利3,308,000港元，而二零零八年則為除稅前虧損1,538,000港元。由於香港稅務局與本公司就50:50離岸豁免的稅務糾紛及租金扣稅問題產生以往期間稅項撥備35,996,000港元，而其中9,946,000港元將由兩名股東梁在星先生及株式會社光星電子（「韓國光星」）承擔，故本公司擁有人應佔除稅後虧損增至35,774,000港元。每股基本虧損為11.13港仙。

### 營業額

營業額由二零零八年的797,912,000港元減少25.8%至二零零九年592,280,000港元，主要因為複合元件的銷售額下跌。複合元件業務的營業額為422,027,000港元（二零零八年：624,358,000港元），較去年減少32.4%，並佔本集團總營業額71.3%（二零零八年：78.2%）。單位電子元件業務的銷售保持穩固，錄得

170,253,000港元（二零零八年：173,554,000港元），並佔本集團總營業額28.7%（二零零八年：21.8%）。

### 銷售成本

#### 成本結構

整體銷售成本由二零零八年的707,511,000港元減少26.8%至二零零九年517,780,000港元。銷售成本減幅高於營業額，主要是因產品組合變動導致物料成本減少。年內，滯銷存貨撥備由二零零八年1,398,000港元顯著增至二零零九年4,394,000港元。然而，這負面影響因年內工廠間接開支減少被抵銷。

#### 毛利

毛利為74,500,000港元，較二零零八年的90,401,000港元減少17.6%。毛利減少，主要歸因於二零零九年營業額減少。然而，因銷售成本下降，毛利率上升至12.6%（二零零八年：11.3%）。

### 其他收入

其他收入由二零零八年的4,348,000港元增加32.2%至二零零九年的

The Group will align our operational focus on offering total solutions to meet customers' needs

集團將把業務焦點投放在提供全面解決方案上  
以滿足客戶需要

## CEO's Report 行政總裁報告書

increase in gain on disposal of property, plant and equipment, a HK\$400,000 increase in fair value of investment property, fair value change of HK\$517,000 on derivative financial liabilities and a HK\$1,545,000 decrease in interest income from bank deposits.

### Selling and Distribution Expenses

Selling and distribution expenses decreased by 23.5% to HK\$19,148,000 in 2009 from HK\$25,014,000 in 2008, which was in line with the decrease in turnover.

### Administrative Expenses

Administrative expenses were kept at about the same level as in 2008.

### Research and Development Expenses

Research and development expenses decreased by 20.9% to HK\$31,066,000 in 2009 from HK\$39,259,000 in 2008. The decrease mainly reflected the Group streamlined its research and development operation, resulting in decrease in staff salaries and tooling charge in Korea.

### Other Operating Expenses

Other operating expenses decreased by 33.9% from HK\$15,269,000 in 2008 to HK\$10,100,000 in 2009. This was primarily attributable to a HK\$5,515,000 decrease in impairment loss on trade receivables during the year.

### Taxation

Income tax expenses increased significantly from HK\$760,000 in 2008 to HK\$39,592,000 in 2009. The significant increase was mainly due to a provision for Hong Kong Profits Tax of HK\$35,996,000 for prior years.

In 2008, the HKIRD enquired the Company the basis of its 50:50 offshore concession claims in relation to the Company's manufacturing activities carried out by Shenzhen Kwang Sung Electronics Co., Ltd. ("Shenzhen Kwang Sung") and a third party processing factory in the People's Republic of China (the "PRC") and deductibility of lease rentals since year of assessment 2001/02. The HKIRD made additional assessment of approximately HK\$3,318,000 for year of assessment 2001/02 in February 2008, approximately HK\$6,424,000

for year of assessment 2002/03 in March 2009 and approximately HK\$9,333,000 for year of assessment 2003/04 in March 2010.

Up to the date of these financial statements, the Company has lodged objections and purchased tax reserve certificates of HK\$9,742,000 as demanded by the HKIRD. In addition, the Company has also submitted documentation information against these additional assessments.

Out of the provision for Hong Kong Profits Tax of HK\$35,996,000 for prior years, the balance represented provision of HK\$1,587,000, HK\$4,652,000, HK\$7,415,000, HK\$6,591,000, HK\$4,724,000, HK\$4,089,000, HK\$4,833,000 and HK\$2,105,000 for years of assessment 2001/02, 2002/03, 2003/04, 2004/05, 2005/06, 2006/07, 2007/08 and 2008/09 respectively. However, a sum of tax expense of HK\$9,946,000 should be borne by two shareholders, Mr. Yang Jai Sung and Kwang Sung Korea. The directors are of the opinion that the provision is to ensure our financial statements consistent with our conservative approach and would not adversely affect our objections against the above additional assessments made by the HKIRD.

5,749,000港元。增加主要是增值稅退稅增加913,000港元，出售物業、機器及設備收益增加658,000港元，投資物業公允價值增加400,000港元，衍生金融負債之公允價值變動517,000港元以及銀行存款利息收入減少1,545,000港元的淨影響。

### 銷售及分銷開支

銷售及分銷開支由二零零八年的25,014,000港元減少23.5%至二零零九年的19,148,000港元，與營業額下跌相符。

### 行政開支

行政開支保持在二零零八年的相同水平。

### 研發開支

研發開支由二零零八年的39,259,000港元減少20.9%至二零零九年的31,066,000港元。減少主要反映本集團精簡研發營運，使韓國研發員工薪金及模具費用也有所減少。

### 其他經營開支

其他經營開支由二零零八年的15,269,000港元減少33.9%至二零零九年10,100,000港元，主要因為年內應收貿易賬款減值虧損減少5,515,000港元。

### 稅項

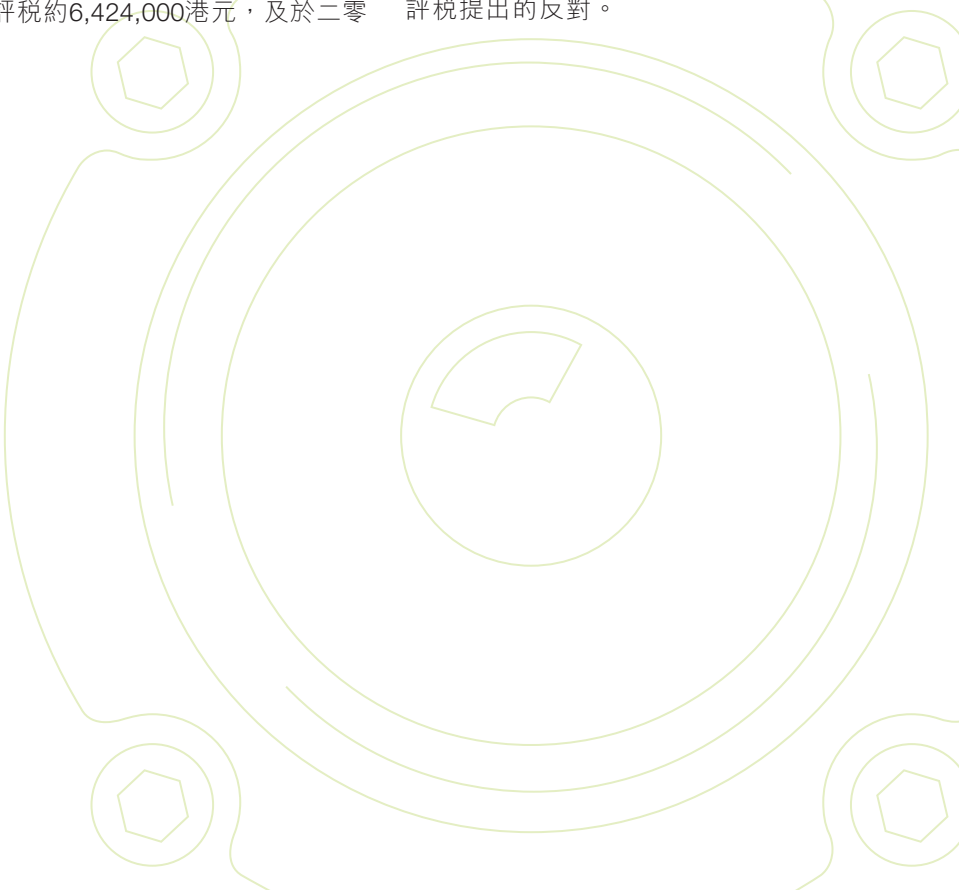
所得稅支出由二零零八年的760,000港元急增至二零零九年的39,592,000港元。急增主要為以往年度香港利得稅的所得稅撥備35,996,000港元。

於二零零八年，香港稅務局向本公司查詢有關本公司在中華人民共和國（「中國」）由深圳光星電子有限公司（「深圳光星」）及第三方工廠所進行的製造活動及租賃租金扣稅問題而就二零零一／零二以來提出50:50離岸豁免要求之依據。香港稅務局於二零零八年二月就二零零一／零二評稅年度發出額外評稅約3,318,000港元，於二零零九年三月就二零零二／零三評稅年度發出額外評稅約6,424,000港元，及於二零

一零年三月就二零零三／零四評稅年度發出額外評稅約9,333,000港元。

截至此等財務報表日期，本公司正提出反對，並如香港稅務局要求購買儲稅券9,742,000港元。此外，本公司亦已就上述額外評稅提交文件資料。

過往年度之35,996,000港元香港利得稅撥備中，就二零零一／零二、二零零二／零三、二零零三／零四、二零零四／零五、二零零五／零六、二零零六／零七、二零零七／零八及二零零八／零九評稅年度分別作出的撥備為1,587,000港元、4,652,000港元、7,415,000港元、6,591,000港元、4,724,000港元、4,089,000港元、4,833,000港元及2,105,000港元。然而，稅項開支9,946,000港元應由兩名股東梁在星先生及韓國光星承擔。董事認為，作出撥備是為了確保本集團財務報表符合的保守做法，且不會不利於我們就上述香港稅務局作出的額外評稅提出的反對。



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Other than the above, the PRC Corporate Income Tax also increased by 76.2% to HK\$1,910,000. The increase was mainly attributable to increased profit recorded in Shenzhen Kwang Sung.

### Loss for the Year

As a result of the combined effects of the above, the Group recorded a loss after taxation attributable to owners of the Company of HK\$35,774,000 for the year ended 31 December 2009, as compared with a loss after taxation attributable to owners of the Company of HK\$2,298,000 for last year. Basic loss per share was HK11.13 cents (2008: HK0.73 cents).

### Financial Condition, Liquidity and Financial Resources

The Group primarily finances its operations with internally generated cash flow. As at 31 December 2009, the Group had cash and bank balances of HK\$179,386,000 (2008: HK\$155,692,000) and net current assets of HK\$261,731,000 (2008: HK\$283,170,000). Shareholders' funds amounted to HK\$354,579,000 as at 31 December 2009 (2008: HK\$359,145,000).

During the year, the Group recorded provision for Hong Kong Profits Tax

of HK\$37,038,000. The amount represented provision for Hong Kong Profits Tax of HK\$1,042,000 for current year and HK\$35,996,000 for prior years in relation to a tax dispute with the HKIRD. Owing mainly to the tax provision for the prior years, the tax payables under current liabilities significantly increased from HK\$5,227,000 as at 31 December 2008 to HK\$42,712,000 as at 31 December 2009.

Pursuant to a Deed of indemnity dated 23 June 2003, shareholders, Mr. Yang Jai Sung and Kwang Sung Korea would indemnify the Group for any tax liability payables prior to 30 June 2003. Accordingly, the amounts due from shareholders under current assets also increased by HK\$9,984,000 to HK\$10,592,000 as at 31 December 2009.

Based on the foregoing, current ratio of the Group, being the ratio of current assets to current liabilities, decreased to 3.04 (2008: 5.09), while gearing ratio, in terms of total liabilities to total assets, increased to 0.28 (2008: 0.17).

The average debtor turnover day increased from 72 days in 2008 to 75 days in 2009. This was mainly result of longer credit terms granted to certain major customers with good repayment historical records.

The average creditor turnover decreased to 42 days in 2009 from 49 days in 2008. This was mainly attributable to purchase of raw materials from new vendors with shorter credit terms. The average inventory turnover decreased from 51 days in 2008 to 45 days in 2009, primarily due to the stringent inventory control system adopted by the Group.

All taken into account, the Group continued to be in a healthy financial position with sufficient financial resources to support future development.

### Foreign Exchange, Exposure, Hedging and Off Balance Sheet Financial Instruments

The Group is exposed to foreign currency risks primarily in sales and purchases which give rise to receivables, payables and cash balances that are denominated in United States Dollars ("USD"), Japanese Yen ("JPY"), and Renminbi ("RMB") and KRW. With Hong Kong Dollars ("HKD") pegged to USD, the Group does not expect any significant fluctuation in the USD/HKD exchange rate in the foreseeable future. For other currencies such as JPY, RMB and KRW, the Group has taken steps to ensure net exposure is kept at acceptable levels. It buys and sells

除上述外，中國企業所得稅亦增加76.2%至1,910,000港元。增加主要因為深圳光星錄得溢利上升。

### 年度虧損

基於上述各項的合併影響，本集團錄得截至二零零九年十二月三十一日止年度本公司擁有人應佔除稅後虧損35,774,000港元，而去年本公司擁有人應佔除稅後虧損則為2,298,000港元。每股基本虧損為11.13港仙(二零零八年：0.73港仙)。

### 財務狀況、流動資金及財務資源

本集團主要以其內部產生的現金流為其業務提供資金。於二零零九年十二月三十一日，本集團的現金及銀行結餘為179,386,000港元(二零零八年：155,692,000港元)，而流動資產淨值則為261,731,000港元(二零零八年：283,170,000港元)。於二零零九年十二月三十一日的股東資金為354,579,000港元(二零零八年：359,145,000港元)。

年內，本集團錄得香港利得稅撥備37,038,000港元。此金額代表有關

與香港稅務局的稅務糾紛的香港利得稅撥備本年度1,042,000港元及以往年度35,996,000港元。主要由於以往年度稅項撥備，流動負債項下應付稅款由二零零八年十二月三十一日的5,227,000港元大增至二零零九年十二月三十一日的42,712,000港元。

根據二零零三年六月三十日的彌償保證契據，股東梁在星先生及韓國光星會就二零零三年六月三十日前任何應付稅項負債向本集團作出彌償。因此，流動資產項下應收股東款項亦增加了9,984,000港元至截至二零零九年十二月三十一日的10,592,000港元。

基於上述，本集團的流動比率(流動資產與流動負債的比率)減至3.04(二零零八年：5.09)，而負債比率(總負債與總資產之比率)則增至為0.28(二零零八年：0.17)。

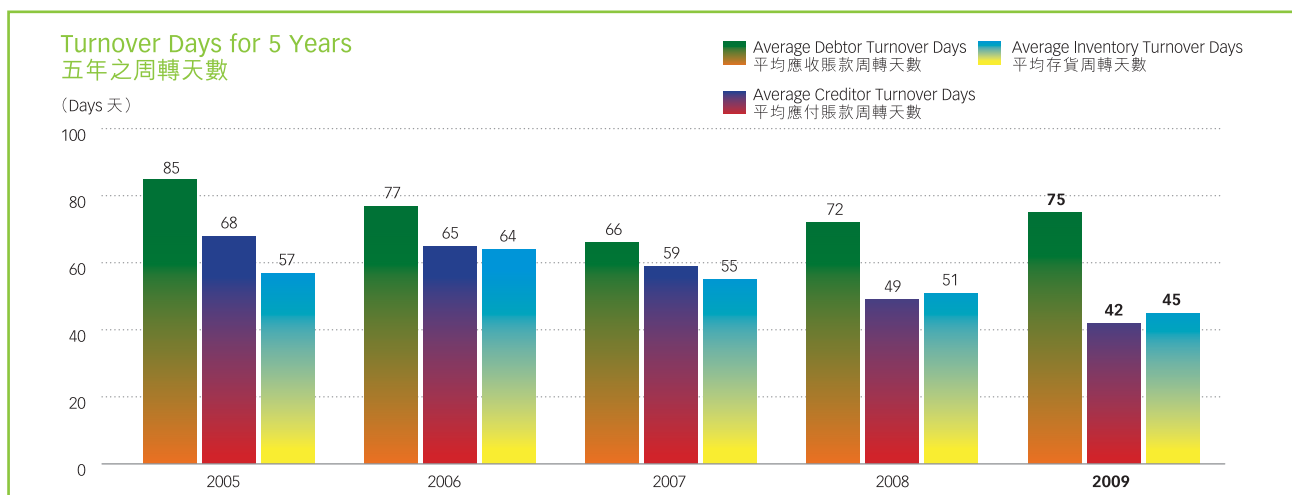
平均應收賬款周轉天數由二零零八年72天增至二零零九年75天，主要原因是給予若干還款記錄良好的主

要客戶較長信貸期所致。平均應付賬款周轉天數由二零零八年49天減至二零零九年42天，主要原因是向提供信貸期較短的新供應商採購原材料。平均存貨周轉天數由二零零八年51天減至二零零九年45天，因本集團採用嚴謹存貨控制系統所致。

整體而言，本集團的財務狀況維持穩健，具備充足財務資源應付其未來發展。

### 外匯風險、對沖及賬外金融工具

主要由於本集團的銷售及採購，產生以美元、日圓、人民幣及韓圓計值之應收賬款、應付賬款及現金結餘，本集團因而承受外匯風險。鑑於港元與美元掛鈎，本集團預期港元兌美元的匯率不會出現任何重大波動。本集團已採取措施，確保所面對日圓、人民幣及韓圓等其他貨幣之淨風險額維持於可接受的水平。在必要情況下，本集團按即期





## CEO's Report 行政總裁報告書

foreign currencies at spot rates when necessary to address short term imbalance.

With its production workforce based in the PRC, most wages and salaries and factory overheads are denominated in RMB. As the deposit interest rate differential between the RMB and USD has been within a manageable range in terms of exchange rate risk, the directors are of the view that it is not necessary for the Group to purchase any foreign exchange forward or options contracts to hedge against exchange rate risks. However, the Group will closely monitor the exchange rate trend.

### Investment Activities

In April 2009, the Company acquired 59.5% of equity interest in Brocoli Co., Ltd. ("Brocoli") at a consideration of HK\$10,300,000 and, in September 2009, increased the stake to 69.7% at an additional consideration of HK\$1,264,000.

Other than the above, the Group did not make any material acquisition or disposal of any of its subsidiaries or associated company during the year.

### Charges on Assets

As at 31 December 2009, the Group had banking facilities of

HK\$131,043,000 and no pledging of assets to banks was involved during the year to secure the facilities (2008: HK\$149,632,000).

### Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 December 2009 and 2008.

### Employees and Remuneration Policy

As at 31 December 2009, the Group had about 1,268 employees (2008: 1,302), of whom 29 were based in Hong Kong (2008: 25), 1,149 in the PRC (2008: 1,186) and 90 in Korea (2008: 91). For the year ended 31 December 2009, staff costs decreased to HK\$76,495,000 (2008: \$109,933,000).

### DIVIDEND

The Board of Directors (the "Board") of the Company does not recommend the payment of a final dividend for the year ended 31 December 2009 (2008: Nil). The Group's long-term dividend policy is to distribute not less than 30% of its net profit as dividend each financial year, and the Board will review this dividend policy from time to time to ensure optimum returns to shareholders.

### CLOSURE OF REGISTER OF MEMBERS

The Company's share register will be closed between 24 May 2010 and 26 May 2010, both dates inclusive. During the period, no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the upcoming annual general meeting ("AGM"), all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 25, Three Pacific Place, 1 Queen's Road East, Hong Kong not later than 4:00 p.m. on 20 May 2010.

匯率買賣外幣，以針對短期之不平衡。

由於本集團生產廠房位於中國，故絕大部分工資、薪金及工廠間接開支以人民幣計值。由於人民幣與美元的存款利率差維持在匯率風險之可管控水平，故董事認為本集團不需要購入任何外匯遠期或期權合約以對沖匯率風險。然而，本集團將密切注視匯率走勢。

### 投資活動

於二零零九年四月，本公司以10,300,000港元代價收購Brocoli Co., Ltd. (「Brocoli」)的59.5%股權；另於二零零九年九月，又以額外代價1,264,000港元增持權益至69.7%。

除上述外，年內本集團並無任何收購或出售附屬公司及聯營公司之重大事項。

### 資產抵押

於二零零九年十二月三十一日，本集團有131,043,000港元的銀行備用信貸額(二零零八年：149,632,000

港元)，但年內並無抵押任何資產予銀行以獲取該等信貸。

### 或然負債

本集團於二零零九年及二零零八年十二月三十一日並無任何重大或然負債。

### 僱員及酬金政策

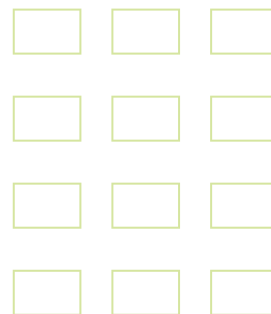
於二零零九年十二月三十一日，本集團約有1,268名僱員(二零零八年：1,302名)，其中29名駐守香港(二零零八年：25名)，1,149名駐守中國(二零零八年：1,186名)，另90名則駐守韓國(二零零八年：91名)。截至二零零九年十二月三十一日止年度，員工成本減至76,495,000港元(二零零八年：109,933,000港元)。

### 股息

本公司董事會(「董事會」)不建議派付截至二零零九年十二月三十一日止年度末期股息(二零零八年：零)。本集團之長期派息政策是分派不少於每個財政年度溢利淨額30%，董事會將不時檢討股息政策，為股東提供吸引之回報。

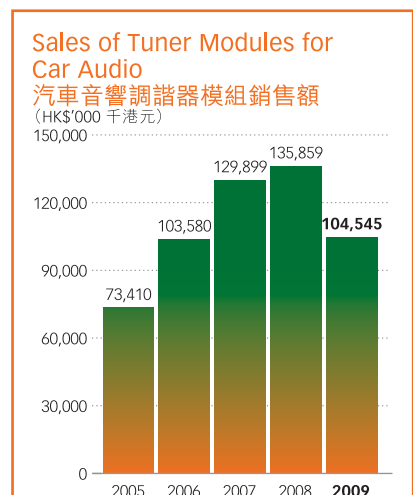
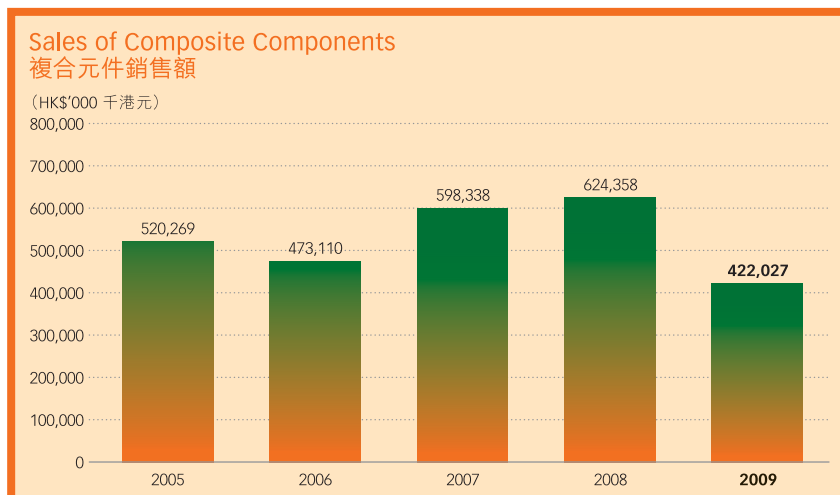
## 暫停辦理股份過戶登記

本公司股份過戶登記處將於二零一零年五月二十四日至二零一零年五月二十六日(包括首尾兩日)暫停辦理股份過戶登記手續。為確保符合資格出席即將舉行之股東週年大會(「股東週年大會」)並在會上投票，所有填妥之過戶文件連同有關股票，最遲須於二零一零年五月二十日下午四時正前送達位於香港皇后大道東1號太古廣場3座25樓之本公司股份過戶登記處卓佳標準有限公司，辦理過戶手續。



# Business Review 業務回顧

## Composite Components Business 複合元件業務





Composite components business remained as the Group's major revenue source for the year ended 31 December 2009, accounting for 71.3% of the total turnover of the Group. Affected by the economic downturn during the first half of 2009, the segmental turnover was HK\$422,027,000, a decrease of 32.4% as compared to HK\$624,358,000 in 2008. However, sales in the second half year recorded significant improvement as compared with the first half year.

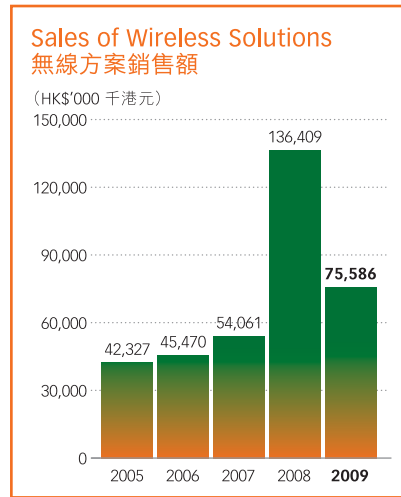
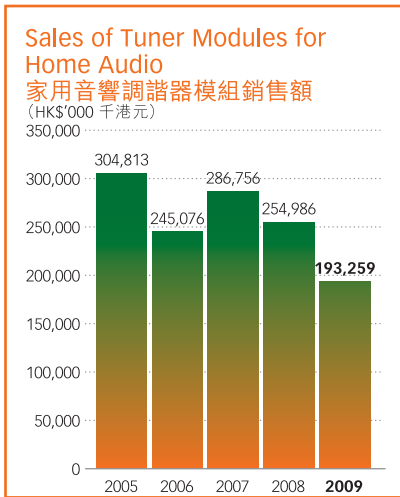
Both the home audios and car audios markets are highly susceptible to change in economic situation, thus sales of the Group in these two markets were affected in similar extent

during the year. Sales of tuner modules for car audios decreased by 23.0% to HK\$104,545,000 during 2009 (2008: HK\$135,859,000), accounting for 24.8% (2008: 21.8%) of the total turnover from composite components business. However, the Group braced by a solid business foundation saw orders for tuner modules for car audios rebounded notably in the second half year, thus being able to maintain its competitiveness and overall market share despite the hard times during the year. Turning to the home audios market, hit hard by the combined effect of the economic downturn and change of market trends, turnover from tuner modules for home audios declined by 24.2% to HK\$193,259,000 (2008: HK\$254,986,000), representing

在截至二零零九年十二月三十一日止年度，複合元件業務仍為本集團收益的主要來源，佔本集團總營業額71.3%。受二零零九年上半年經濟不景所影響，本分部的營業額為422,027,000港元，較二零零八年的624,358,000港元減少32.4%。然而，相對於上半年，下半年銷售額已錄得顯著改善。

家用音響及汽車音響兩個市場對經濟環境轉變均十分敏感，故本集團於這兩個市場的銷售都受到類同程度的影響。自汽車音響調諧器模組的營業額減少23.0%至二零零九年的104,545,000港元（二零零八年：135,859,000港元），佔來自複合元

## COMPOSITE COMPONENTS BUSINESS 複合元件業務



45.8% (2008: 40.8%) of the total turnover from composite components business.

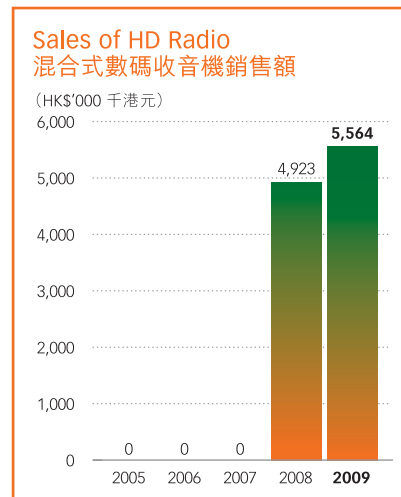
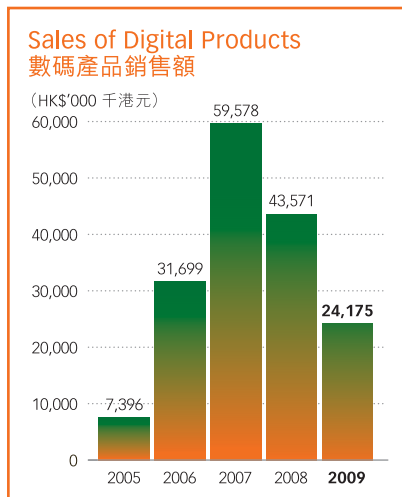
Sales of the Group's wireless solutions including wireless speaker systems also decreased, by 47.5%, to HK\$71,586,000 (2008: HK\$136,409,000). The drop was a result of the Group failing to secure orders from a major customer for this product and to market its own product models in the poor operating environment during the year. However, the Group has laid a solid business foundation through our strong relationships with existing customers, which will be necessary to develop our own product models in the coming years.

Sales of the Group's digital products for the digital multimedia market have not been growing as well as expected. Rapid change in digital technology and a variety of standards in digital audio broadcasting ("DAB") over the world becomes obstacles in developing and marketing the general and standardized digital products of the Group. Such a market phenomenon plus economic downturn led to a 44.5% decrease in sales of the Group's tuner modules for digital multimedia broadcasting ("DMB") and DAB, and global positioning system ("GPS") engines to HK\$24,175,000 (2008: HK\$43,571,000).

To cope with the challenging market, the Group started integrating various

types of modules products into total solutions products such as an integrated printed circuit board solution that can accommodate different digital signals for receipt by a smart-phone docking system and has been working closely with OEM (original equipment manufacturer) customers in Hong Kong and the PRC to boost sales of the products.

In addition, tuner modules for hybrid digital radio ("HD Radio") were well received by the market, generating HK\$5,564,000 in turnover to the Group, representing an increase of 13.0% as compared with 2008.



件業務的總營業額24.8% (二零零八年：21.8%)。然而，本集團憑藉穩固業務基礎，喜見汽車調諧器模組訂單在下半年大幅反彈。儘管本年度屬困難時期，但本集團仍能保持其競爭力和市場份額。家用音響市場方面，受經濟不景及市場趨勢轉變生產的雙重打擊，家用音響調諧器模組的營業額下跌24.2%至193,259,000港元 (二零零八年：254,986,000港元)，佔複合元件業務的總營業額的45.8% (二零零八年：40.8%)。

本集團包括無線揚聲器系統在內的無線方案的銷售額亦減少47.5%至71,586,000港元 (二零零八年：

136,409,000港元)。下跌是由於本集團未能就此產品從其中一名主要客戶取得訂單，且本集團未能於年內經營環境欠佳下推廣其產品。然而，本集團通過與現有客戶的緊密關係建立穩固業務根基，對未來幾年開發本身產品模組極有幫助。

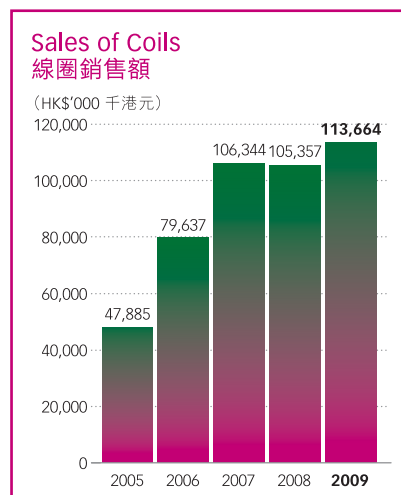
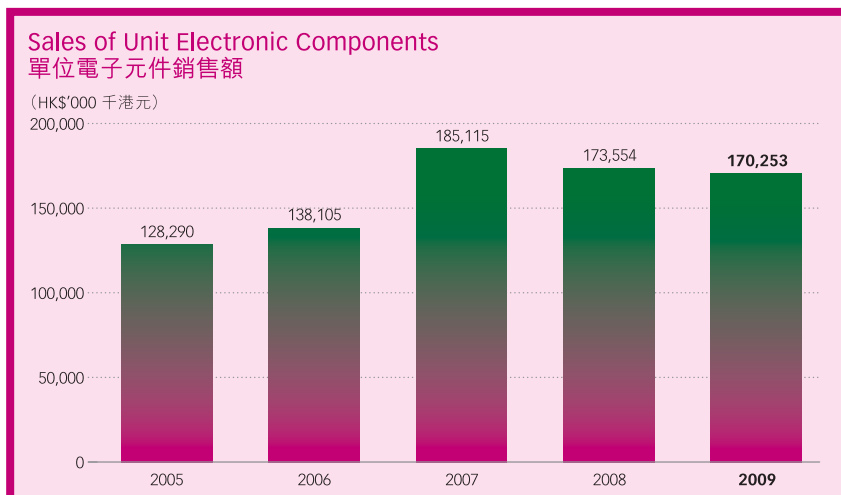
本集團針對數碼多媒體市場的數碼產品銷量未能如預期般增長。數碼技術日新月異以及全球各地數碼音響廣播 (「DAB」) 制式各異，成為開發及推廣本集團一般及規格化數碼產品的障礙。這種市場現象，加上經濟不景，導致本集團數碼多媒體廣播 (「DMB」) 及DAB的調諧器模組，以及全球定位系統 (「GPS」) 引

擎的銷售額較二零零八年下跌44.5%至24,175,000港元 (二零零八年：43,571,000港元)。

為應對充滿挑戰性的市場，本集團開始將各種不同模組產品整合成集成印刷線路板方案等整全方案產品 (功能調和不同數碼訊號供智能電話基座系統接收)，並正與香港和中國的OEM (原設備製造商) 客戶緊密合作，推動此類產品的銷售。

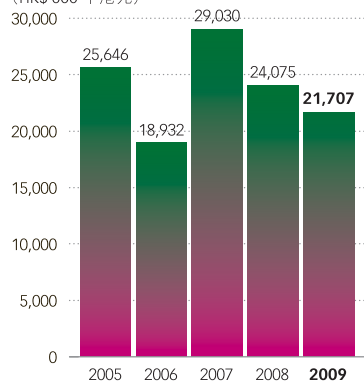
此外，混合式數碼收音機 (「HD Radio」) 調諧器模組大受市場歡迎，為本集團創收營業額5,564,000港元，較二零零八年增加了13.0%。

# Unit Electronic Components Business 單位電子元件業務



### Sales of Ceramic Components 陶瓷元件銷售額

(HK\$'000 千港元)



### Unit Electronic Components Business

During the year, turnover from unit electronic components business amounted to HK\$170,253,000, similar to the level in 2008. Turnover of this segment accounted for 28.7% of the Group total. The Group has successfully developed unique and innovative products including a planar transformer, the first in the world of its kind, which is targeted at the flat panel LED television and automotive electronics sectors. It is scheduled to be put into mass production from 2010.

### 單位電子元件業務

年內，來自單位電子元件業務的營業額達170,253,000港元，與二零零八年水平相若。本分部的營業額佔本集團總營業額的28.7%。本集團已成功開發出獨特創新產品（包括全球首個平面變壓器），並鎖定平面LED電視及汽車電子界別為目標市場，計劃於二零一零年起大量生產。



## PROSPECTS

Looking forward, as the world economy has yet fully recovered and the financial market and business environment may experience further fluctuations, the Group is cautiously optimistic about the market outlook in 2010. The Group expects to maintain sales of its existing products at similar levels as in 2009 providing that the market does not turn worse. Moreover, the Group will continue to actively identify new business opportunities, strive to serve the changing needs of the market and strategically allocate its resources to develop products and services with strong market potential.

Tapping into the trend of convergence into mobile phones, especially smart-phones, personal/notebook computers, and televisions in electronics industry for home and away, the Group has developed new products such as a printed circuit board solution for smart-phone docking systems which can integrate tuner modules for home audio systems and DAB, digital amplifiers and other components. So far, the printed circuit board solution for smart-phone docking system that was developed by the Group has been certified by a world-renowned smart-phone manufacturer and will be launched in the market in the first half of 2010. Strongly confident of the growth potential of total solutions in

printed circuit boards, the Group will invest more resources in development of this product to lead the industry trend.

The Group has also developed new and innovative products of a FM transmitter and a planar transformer for LCD and LED televisions which have attracted orders from a renowned Korean television manufacturer. FM transmitters are used to transmit television sound in FM signals from televisions to wireless speakers in home audio systems, and planar transformers has evolved from traditional bulky form to planar form, enabling televisions and automotive electronic systems to be flatter and lighter. These new products are expected to be new growth drivers for the Group in the television and automotive electronics sectors in the near future.

In addition, the Group has planned to expand its automotive electronic components business from tuner modules for car audios to various types of automotive electronic components. The Group has recently developed an integrated analog and digital tuner modules with antenna for car audio systems and planned to supply this product to a Korean automobile manufacturer in the coming years. The Group is also planning to launch new products such as wireless modules for the auto-toll pass named Hi-Pass in Korea.

Furthermore, in 2009, the Group acquired majority shareholding of Broccoli which specialises in developing and manufacturing an innovative flat flexible cable product, namely the WireTape™, and four technology patents in relation to the product. WireTape™ was designed to remove the hassle of handling multiple connecting wires in the home, the office or in automobiles. The Group has appointed distributors and will work with potential distributors all over the world to market WireTape™ and related electronic products, which will be developed and manufactured by the Group. In addition, the Group plans to develop new electronic products for home, mobile, and car use by applying WireTape™ technology at the same time. In the meantime, the breakthrough technology of WireTape™ has been well received by the industry, evidenced by the numerous awards the product has earned, highlighted by the Innovative Award for 2009 and 2010 in the Consumer Electronics Show held in Las Vegas in the US, and the Best Product Innovation Award from DISTREE XXL 2010 held in Monte Carlo in Monaco. The Group believes that with obvious advantages, the WireTape™ series will win the appreciation of consumers, hence bring sustainable returns to its business and handsome rewards to shareholders in the long run.

## 前景

展望未來，由於世界經濟尚未完全復甦，而金融及業務環境可能再有波動，本集團對二零一零年市場展望審慎樂觀。本集團期望保持現有產品銷售額在二零零九年相若水平，條件是市場不會轉壞。另外，本集團將繼續積極物色新商機，致力迎合市場不斷變化的需要，並策略性地分配資源開發具強大市場潛力的產品與服務。

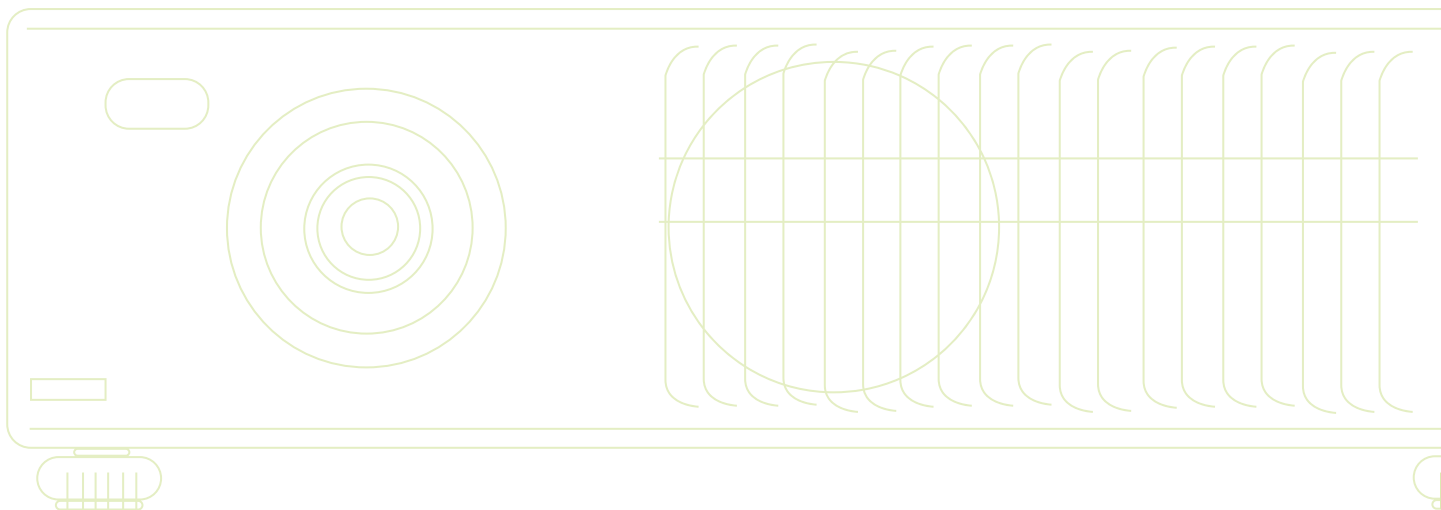
為把握手提電話（尤其是智能電話）、個人／筆記本電腦，以及電視在電子業聚合的趨勢，本集團已開發了智能電話基座系統用的新產品，如印刷線路板方案等，其能夠集成家用音響調諧器模組、DAB及數碼擴音器等其他元件。至今，該智能電話基座系統用印刷線路板方案（由本集團開發）已獲某世界知名智能電話製造商認可，並將於二零一零年上半年推出市場。鑒於對印刷線路板整全方案的增長潛力充滿

信心，本集團將投放更多資源於此產品，帶領行業趨勢。

本集團又已開發多個創新產品，包括適用於LCD及LED電視的FM傳輸器及平面變壓器，並已吸引某知名韓國電視製造商訂購。FM傳輸器能以FM訊號傳輸來自電視的電視聲響到家用音響系統的無線揚聲器，而平面變壓器則由傳統笨重尺寸演變為平面形狀，使電視和汽車電子系統可以更薄更輕。這些新產品預期將成為本集團不久將來在電視和汽車電子界別的新增長動力。

此外，本集團計劃將其汽車電子元件業務由汽車音響調諧器模組擴大至包括多種汽車電子元件。本集團近期開發了一種備有天線的集成類比及數碼調諧器模組，並計劃於未來幾年將此產品供應給韓國某汽車製造商。本集團又計劃推出多種新產品，例如韓國名為Hi-Pass的自動收費卡無線模組。

再者，本集團於二零零九年收購了Brocoli（該公司專門開發和生產創新輕盈片狀纜線產品WireTape™）的多數股權及四個有關此產品的專利權。WireTape™設計成可免除家居、辦公室或汽車內多重電線連接的問題。本集團已委聘全球各地經銷商並將與潛在經銷商合作推廣WireTape™及相關電子產品（將由本集團開發及製造）。此外，本集團計劃同時應用WireTape™技術開發家居、移動及汽車用新型電子產品。另外，WireTape™的突破性技術廣受業內認同，已取得多個獎項就是最佳證明，如在二零零九年及二零一零年美國拉斯維加斯的消費電子展的中奪得創新獎，以及在二零一零年摩納哥蒙地卡羅舉行的二零一零年DISTREE XXL中獲得最佳產品創新獎等。本集團相信，憑著以上明顯優勢，WireTape™系列產品將贏得消費者歡心，從而長遠為本集團業務帶來可持續回報及為股東帶來可觀回報。



## CEO's Report 行政總裁報告書

Apart from remaining prudent in executing its business development strategies and managing cash flow, the Group will continue enhancing operational efficiency. The Group is developing an Enterprise Resources Planning ("ERP") system and plans to have it in place in the second half of 2010. The ERP system will allow the Group to improve its business processes including research and development, procurement, production, inventory control, sales, cost control, and financial management, which will benefit the Group by enabling the Group to make business and management decisions more effectively.

Although in the short run the macroeconomic environment will remain unstable, the Group is confident of the long-term prospect of the consumer electronics industry fuelled by continuous innovation and new applications. The Group also believes that once its new products are launched to the market and achieve economies of scale, they will realize satisfactory returns and contribute to the long term growth of the Group.

### Corporate Social Responsibility

As a caring corporation, the Group has been active in fulfilling its social responsibilities to the interest of all

stakeholders and the society. The Group's corporate social responsibility efforts fall into the following categories:

#### 1. *Marketplace*

In the interest of shareholders, we have worked by the business objectives of contributing to the sustainable development of the electronics industry and improving consumer electronics to heighten efficiency and deliver the best user experience. To such ends, the Group invests substantially in research and development and internal quality control to ensure the continuous delivery of quality and reliable products to customers. The Company complies with the requirements of (1) ISO/TS 16949:2002 on design and manufacture of Car Tuner and (2) ISO 9001:2000 on production and servicing of electronic products, namely transformers, intermediate frequency transformers, antennas, filters, coils, coil inductors, electrical meters, dielectric filters, tuners, tuner modules, wireless modules, switching mode power supplies, digital tuner modules for DAB and digital amplifiers. From time to time, the Group received customers' performance certificates that signify recognition of the Group's

efforts and appreciation of the Group's products.

The Company recognises the need and the benefits of cooperation between the industry and universities. It hopes to ride on the resources of universities and certain graduate schools to customise trainings that can help develop the business and management expertise of its people for competing globally. In return, the Company provides consultancy services, financial aids and internship to students of the universities.

#### 2. *Employee Health and Welfare*

Caring about the health and work safety of its staff, the Group has appropriate safety systems and measures in place to minimize staff exposure to potentially hazardous materials or adverse work conditions. As an equal opportunity employer, the Group strives to provide a fair work environment to employees and does not tolerate any form of harassment or discrimination in respect of employment and occupation. To retain the best talents, the Group ensures its employee remuneration packages are competitive and that rewards are linked with performance excellence.

本集團執行業務發展策略及管理現金流量時固然會保持審慎，但也不忘提升營運效率。本集團正開發一套企業資源規劃(「ERP」)系統並計劃於二零一零年下半年投用。該ERP系統讓本集團能改善其業務程序，如研發、採購、生產、存貨控制、銷售成本控制及財務管理等，從而使本集團能作出更有效的業務與管理決定，使本集團得益。

宏觀經濟環境短期雖仍不穩定，但由於不斷推出創新和嶄新應用產品，本集團對消費電子業的長遠前景具備信心。本集團也相信，其新產品一旦推出市場並取得規模經濟效益，將會實現令人滿意的回報並對本集團的長遠增長作出貢獻。

## 企業社會責任

作為一家關懷社會的企業，本集團積極地履行其企業社會責任，維護

本公司所有利益相關者以及社會之利益。本集團在企業社會責任方面所作出的努力可分為下列幾類：

### 1. 市場

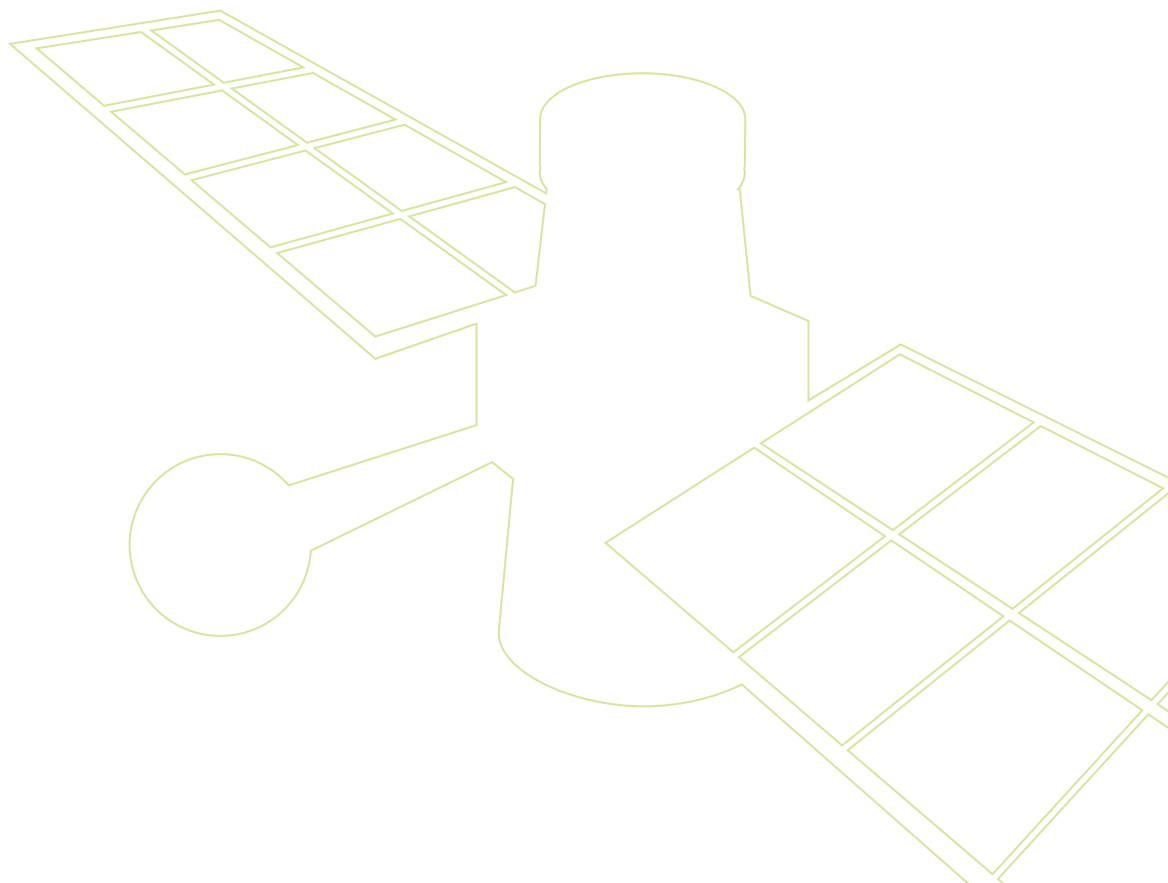
為符合股東之利益，本集團依循為電子業的可持續發展作出貢獻，以及改善消費者電子產品以提高效率及帶來最佳客戶體驗的商業目標工作。為此，本集團大量投資於研究、開發及內部質量監控，以確保不斷生產優質可靠之產品予客戶。本集團亦符合多項標準：(1) ISO/TS16949:2002之汽車收音板的設計和製造及(2) ISO 9001:2000之電子產品生產及服務，包括變壓器、中周、天線、濾波器、線圈、電感器、電子儀表、誘電體濾波器、高頻頭、收音板、無線接收器、開關電源板、數碼廣播接收器及數碼功率放大器。本集團在這方面的努力，獲不少來自客戶的證書所

認同。本集團不時收到客戶之表現證書，肯定本集團的努力並對本集團的產品表示嘉許。

本公司認同業界與大學合作的需要及裨益。本公司期望借助大學及若干研究院的資源定制培訓，以助發展員工的業務及管理專業知識，應付全球競爭。本公司亦會向大學學生提供諮詢服務、資助及實習。

### 2. 僱員健康及福利

本集團一向關注僱員的健康及工作安全，已設置適當的安全系統及措施，以減低僱員接觸潛在有害物質或處於惡劣環境工作。作為平等機會僱主，本集團確保各僱員均享有平等機會，且不容許有關就業及職業上的任何騷擾或歧視行為。為挽留最佳人才，本集團確保僱員薪酬待遇具競爭力，並因應其卓越表現作出獎勵。



With a view to nurture their professional development, the Group also provides in-house trainings to employees, not only to upgrade their professional competency but also to further efficiency in implementing internal procedures and enhancing process adherence, while strengthening their understanding of the Group's culture. To achieve better communication within the organisation and more constructive interaction among various divisions, the Group has launched an internal seminar presentation programme to provide insights into its operations and developments within each division and therefore broadening employees' knowledge of the Group as a whole. To encourage staff to participate in the programme, prizes will be rewarded to the best presenters of the programme.

The Group also encourages employees to take external job related courses and sponsors such initiatives when appropriate. As a part of the job orientation, all new employees are required to take programs on

topics including internal control and information protection, ISO and quality management system.

It also arranges regular health checks for all employees to ensure their health and therefore productivity at work. In case of sickness, employees are protected by comprehensive group medical insurance policies. Retirement and comprehensive pension funds are also provided to employees in accordance to relevant legislations.

### 3. *Environment and Community*

The Company complies with the requirements of ISO 14001:2004 on environmental management system.

The Group also continues to make sure that its products comply with the European Union's environmental protection guidelines including the Directive on the Restriction of the use of certain Hazardous Substances in Electrical Equipment ("RoHS") for manufacturing activities. All products manufactured by the Group are leadfree and RoHS compliant.

The Group also encourages employees to save energy and resources. To cut down on paper consumption, it encourages double-sided printing and printing when necessary only. It also relays energy saving tips to staff members through a daily learning program. During the year, the Company also made donations to charities to help the needy.

## APPRECIATION

On behalf of the management, I would like to take this opportunity to extend my gratitude to all the staff for their dedication over the year. At the same time, I also wish to express my appreciation to our customers, suppliers, business partners and shareholders for their continuing support. We will continue to dedicate our efforts in order to generate optimum returns for our shareholders in the long run.

**Yang Jai Sung**  
*Chief Executive Officer*

Hong Kong, 26 March 2010

為了培育僱員的專業發展，本集團亦向他們提供內部培訓，不單協助他們提升專業技能、也為了提高實行內部程序的效率並緊跟流程，以及加強他們對本集團文化的理解，並發展他們的專業知識。為了促進組織內更良好溝通和各不同部門間更富建設性的互動，本集團推出了一項內部研討演示計劃，深入介紹各部門的運作及發展，從而擴闊僱員對本集團整體的認識。為鼓勵僱員參與計劃，計劃的最佳演示員將獲發獎項。

本集團亦鼓勵僱員報讀外界與工作相關的課程，並在適當情況下就此作出贊助。所有新僱員均須參加內容包括內部監控及資訊保

護、ISO及質量管理系統的課程，作為入職迎新的一部份。

本集團亦為全體僱員安排定期體檢，確保他們的健康並在工作上具生產力。如有染病，僱員亦獲本集團的全面醫療保險政策所保障。另外，亦有根據相關法例，向僱員提供退休福利及全面退休金。

### 3. 環境及社會

本集團符合ISO 14001:2004環境管理體系之標準。

本集團並持續確保產品符合歐盟環保指引，包括其生產程序符合在電氣電子設備中限制使用某些有害物質指令（「RoHS」）的規條。本集團生產的所有產品均不含鉛並已符合RoHS。

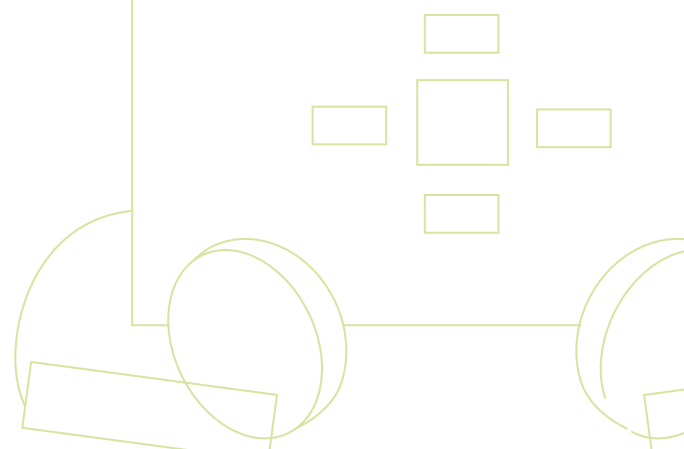
本集團亦鼓勵僱員節省能源及資源。為減少耗紙，本集團鼓勵雙面打印及僅於必要時打印。本集團亦透過每日學習計劃向員工傳達節能小知識。年內，本公司亦有捐款予慈善團體，幫助有需要人士。

## 致謝

本人謹此代表管理層，藉此機會感謝所有員工於年內一直熱誠投入工作。與此同時，亦感謝客戶、供應商、業務夥伴及股東們對本集團從不間斷的支持。我們將繼續努力，以為股東締造長遠的理想回報。

行政總裁  
梁在星

香港，二零一零年三月二十六日





# Corporate Governance Report

## 企業管治報告書



We are active in fulfilling social responsibilities to the society in the interest of all of our stakeholders

我們積極履行企業社會責任，維護社會以及所有利益相關者之利益



## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company strives to attain high standards of corporate governance for enhancing shareholder value and stakeholders interests. The corporate governance principles of the Company emphasize quality board of directors, effective internal control, stringent disclosure practices, an ethical corporate culture and accountability to all stakeholders.

## ATTENDANCE RECORD FOR THE BOARD AND BOARD COMMITTEE MEETINGS IN 2009

The number of Board and board committee meetings attended by each director for the year ended 31 December 2009

## 企業管治常規守則

本公司致力達至高水平的企業管治，從而提升股東價值及所有利益相關者之權益。本公司所採納的企業管治原則，是著重建立高素質的董事會、有效的內部監控、嚴格的披露常規、高度操守的企業文化以及對所有利益相關者作出之問責性。

## 二零零九年董事會及董事委員會會議之出席記錄

截至二零零九年十二月三十一日止年度各董事所出席董事會及董事委員會會議次數

		No. of meetings attended/held 會議出席／舉行次數			
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Executive Committee 執行委員會
<b>Non-executive director</b>	<b>非執行董事</b>				
Mr. Yang Ho Sung	梁皓星先生	4/4	2/2	n/a 不適用	n/a 不適用
<b>Executive directors</b>	<b>執行董事</b>				
Mr. Yang Jai Sung	梁在星先生	4/4	n/a 不適用	2/2	5/5
Mr. Woo Nam Jin	禹南珍先生	4/4	n/a 不適用	n/a 不適用	5/5
Mr. Lee Kyu Young	李圭英先生	4/4	n/a 不適用	n/a 不適用	5/5
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Dr. Kim Chung Kweon	金正權博士	4/4	2/2	2/2	n/a 不適用
Dr. Han Byung Joon	韓丙濬博士	4/4	2/2	2/2	n/a 不適用
Mr. Kim Chan Su	金瓚洙先生	4/4	2/2	2/2	n/a 不適用

Set out below are the summarised key components of corporate governance practices adopted by the Company.

## THE BOARD OF DIRECTORS

The Company's overall management is vested in its Board, which up to the latest practicable date comprises six members, coming from diverse businesses and professional backgrounds as shown in biographical details set out on pages 40 to 49 in this annual report. The Board comprises non-executive director Mr. Yang Ho Sung (Chairman), executive directors Mr. Yang Jai Sung and Mr. Lee Kyu Young, and independent non-executive directors Dr. Kim Chung Kweon, Dr. Han Byung Joon and Mr. Kim Chan Su.

The Board meets at least four times annually to review business development and overall strategic policies. The attendance record of individual board members during the year set out in the table on page 32 of this report.

To facilitate the operation of the Board, the Board has established a schedule of matters reserved for its approval. The specific responsibilities reserved for the Board include: setting the Group's strategy and dividend policy, approving budgets, reviewing operational and financial performance, approving major investments and divestments, reviewing the internal control system of the Group, ensuring appropriate management development and succession plans in place, approving appointments of and remuneration policy for directors and other senior executives, approving corporate social responsibility policies and ensuring effective communication with shareholders.

For the financial reporting accountability, the Board has an ultimate responsibility for preparing the financial statements. In preparing the financial statements, the generally accepted accounting standards in Hong Kong have been adopted; appropriate accounting policies have been used and applied consistently; and reasonable and prudent judgments and estimates have been made. Moreover, the Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

本公司所採納之企業管治常規之主要概要載列於下文。

## 董事會

本公司之整體管理由董事會負責，至最後實際可行日期，董事會由六名成員組成，彼等擁有不同行業及專業背景，詳情請參見載於本年報40至49頁之履歷詳情。董事會成員包括非執行董事梁皓星先生(主席)，執行董事梁在星先生及李圭英先生，獨立非執行董事金正權博士、韓丙濬博士及金瓚洙先生。

董事會每年最少開會四次，以檢討業務發展及整體策略政策。於年內，個別董事會成員之出席記錄載於本報告第32頁之表內。

為方便董事會運作，董事會制定了一份項目清單並保留其決定權。董事會之指定責任包括：制定本集團整體策略及股息政策、通過預算案、檢討營運及財務表現、批准重大投資及撤資、檢討本集團內部監控系統、確保有適當管理發展及延續計劃、通過委任董事及其他高級行政人員並釐訂彼等之薪酬政策、批准企業社會責任政策及確保與股東進行有效溝通。

就財務申報之問責性而言，董事會有編製財務報表之最終責任。在編製財務報表時，香港公認之會計準則已予採納，適當會計政策已予使用及貫徹應用，而合理及審慎之判斷和估算已予作出。此外，董事會並不知悉有任何重大不明確因素致使本集團持續經營之能力存在疑問。為此，董事會在編製財務報表時繼續採用持續經營基準。

## Corporate Governance Report 企業管治報告書

As part of good corporate governance practice, a number of board committees have been established. These committees include three corporate governance related committees namely Executive Committee, Remuneration Committee and Audit Committee as well as one ad hoc Independent Board Committee for advising on matters in relation to the continuing connected transactions. Each committee operates within defined terms of reference; these terms of reference are posted on the Company's website at [www.kse.com.hk](http://www.kse.com.hk). Board committees report regularly to the Board about their work and findings.

### EXECUTIVE COMMITTEE

The Board has delegated certain authorities and responsibilities to the executive directors, including the development of strategic plans for consideration by the Board, implementation of the strategies and policies of the Group as determined by the Board, monitoring of the operating and financial results against plans and budgets, guiding the Company in various corporate affairs. The Executive Committee, formed by all of the executive directors namely Mr. Yang Jai Sung (Chairman) and Mr. Lee Kyu Young, meets from time to time when committee chairman requires.

During the year, the Executive Committee met five times with the attendance record of individual committee members set out in the table on page 32 of this report.

### REMUNERATION COMMITTEE

The Remuneration Committee of the Company comprises three independent non-executive directors namely Dr. Han Byung Joon (Chairman), Dr. Kim Chung Kweon and Mr. Kim Chan Su, and one executive director namely Mr. Yang Jai Sung.

During the year, the Remuneration Committee met twice with the attendance record of individual committee members set out in the table on page 32 of this report.

作為良好企業管治之部份措施，本公司已成立多個董事會轄下的委員會。該等委員會包括三個與企業管治有關的委員會，即執行委員會、薪酬委員會和審核委員會，以及一個就持續關連交易提供意見之特設獨立董事委員會。每個委員會均按指定職權範圍操作；該等職權範圍載於本公司網站[www.kse.com.hk](http://www.kse.com.hk)。董事委員會定期向董事會匯報彼等之工作及調查結果。

### 執行委員會

董事會已授出若干權力及責任予執行董事，包括發展策略性計劃以供董事會考慮、實施董事會決定之本集團策略及政策、監管營運表現及財務業績以對比計劃及預算中的情況，多方面指導企業事務。執行委員會由所有執行董事梁在星先生(主席)及李圭英先生組成，並按委員會主席要求不時召開會議。

年內，執行委員會召開了五次會議，個別委員會成員之出席記錄載於本報告第32頁之表內。

### 薪酬委員會

本公司薪酬委員會由三名獨立非執行董事韓丙濬博士(主席)、金正權博士與金瓚洙先生及一名執行董事梁在星先生組成。

年內，薪酬委員會召開了兩次會議，個別委員會成員之出席記錄載於本報告第32頁之表內。

The committee's principal responsibilities are reviewing remuneration packages of directors and senior management and making recommendations to the Board on the remuneration structure. It also regularly reviews and guides the formulation of the Group's remuneration policy for directors and senior management attributable to performance-driven compensation commitment as well as market trend and industry norms. The details of the emoluments of the directors on a named basis are disclosed in note 12 to the financial statements.

No director takes part in any discussion about his or her own remuneration.

According to the Group's employment policy, nomination policy, remuneration policy, training and development policy and communication policy as formulated and adopted by Remuneration Committee, the Committee reviewed remuneration packages for directors and senior management during the year.

## NOMINATION OF DIRECTORS

The Company does not have a separate nomination committee. However, the nomination and appointment of new directors would be administered by the Remuneration Committee under the Company's adopted director nomination policy regarding the selection criteria and evaluation processes.

The policy's objective is to ensure that the Board is properly constituted with a balanced mix of skills, qualifications and experiences to meet its fiduciary obligations to the Company and its shareholders as well as to face the Company's current and emerging operating and strategic challenges and opportunities.

## AUDIT COMMITTEE

The Audit Committee of the Company comprises three independent non-executive directors namely Mr. Kim Chan Su (Chairman), Dr. Kim Chung Kweon and Dr. Han Byung Joon, and one non-executive director namely Mr. Yang Ho Sung.

During the year, the Audit Committee met twice with the external auditors without the presence of any executive director. The complete attendance record of individual committee members set out in the table on page 32 of this report.

該委員會之主要責任為檢討董事及高層管理人員之薪酬組合及就薪酬架構向董事會作出建議。委員會定期檢討及指導本集團董事及高層管理人員之薪酬政策之編製。薪酬政策乃根據與表現掛鉤之報酬承諾，並參考市場趨勢及行業慣例釐訂。董事之酬金詳情以具名方式披露於財務報表附註12。

並無董事參與關於自己的薪酬之討論。

跟據本集團已被薪酬委員會制訂及採納之聘用政策、提名政策、薪酬政策、培訓及發展政策、及溝通政策，該委員會於年內已檢討董事及高層管理人員之薪酬待遇。

## 董事提名

本公司並無單獨存在之提名委員會。提名及委任新董事由薪酬委員會根據本公司之採納董事提名政策就甄選準則及評核過程而進行。

該政策之目標為確保董事會由具備不同技能、資格及經驗的人士均衡組成，從而向本公司及其股東履行其受委託之責任，以及面對現時及可能出現的營運及策略上的挑戰及機會。

## 審核委員會

本公司審核委員會由三名獨立非執行董事金瓚洙先生(主席)、金正權博士與韓丙濬博士及一名非執行董事梁皓星先生組成。

年內，審核委員會在並無執行董事參與的情況下與外聘核數師舉行了兩次會議。個別委員會成員之所有出席記錄載於本報告第32頁之表內。

## Corporate Governance Report 企業管治報告書

The committee's principal responsibilities are monitoring the integrity of financial reporting, reviewing the internal control and risk management systems, and reviewing the corporate governance practices of the Company.

During the year, the Audit Committee reviewed the 2008 annual report and accounts as well as the 2009 interim report and accounts, had oversight of the financial reporting and audit processes, reviewed the Group's financial controls, internal control and risk management systems, agreed the scope of internal control review for 2009, discussed internal control review report, conducted discussions with the external auditors on financial reporting, compliance, and reported all relevant matters to the Board.

## AUDITORS

The financial reporting responsibilities of the auditors are set out on pages 65 to 66 of this annual report.

During the year ended 31 December 2009, the fees paid/payable to the auditors in respect of audit and non-audit services provided by the auditors to the Group were as follows:

Nature of services	服務性質	HK\$'000 千港元
Audit services	核數服務	370
Non-audit services	非核數服務	
Tax services	稅務服務	-
Other services	其他服務	100

## INDEPENDENT BOARD COMMITTEE

The Board is committed to seeking the best interests for the shareholders of the Company. To support this purpose, an ad hoc independent committee of the Board (the "Independent Board Committee") formed by Mr. Kim Chan Su (Chairman), Dr. Kim Chung Kweon and Dr. Han Byung Joon, has been established to consider and review matters in relation to the continuing connected transactions of the Group and to advise independent shareholders whether the transactions are fair, reasonable and in the interests of the Company and shareholders. All members of the Independent Board Committee are independent non-executive directors of the Company.

該委員會之主要職責為監察本公司財務報告之完整性、檢討內部監控及風險管理系統，並檢討本公司之企業管治常規。

年內，審核委員會已審閱二零零八年年報及賬目與二零零九年中報報告及賬目，監察財務報告及審核程序，檢討本集團之財務監控、內部監控及風險管理系統，議定二零零九年內部監控檢討的範疇，討論內部監控檢討報告，與外聘核數師就財務報告、法規遵守進行商討，以及向董事會匯報所有相關事項。

## 核數師

核數師之財務申報責任載於本年報第65至66頁。

於截至二零零九年十二月三十一日止年度，就核數師向本集團提供核數及非核數服務之已支付／應付予核數師費用如下：

## 獨立董事委員會

董事會致力爭取本公司股東之最佳利益。為達致此目標，本公司已成立特設獨立董事委員會（「獨立董事委員會」），成員包括金瓚洙先生（主席）、金正權博士及韓丙濬博士。獨立董事委員會會考慮及檢討有關本集團持續關連交易之事宜，並就交易是否公平、合理及符合本公司與股東利益而向獨立股東提供意見。獨立董事委員會全部成員均為本公司獨立非執行董事。

## THE SEPARATE ROLES OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The division of responsibilities between the Chairman of the Board, Mr. Yang Ho Sung, and the Chief Executive Officer, Mr. Yang Jai Sung, is clearly defined and has been approved by the Board. The Chairman provides leadership for the Board, ensures the effectiveness of the Board and oversees the corporate development; while the Chief Executive Officer, as head of the executive directorate, is responsible for managing the business development and strategic planning of the Group.

Their separate roles reinforce the continuous enhancement of the Group's corporate governance in terms of corporate fairness, transparency and accountability.

## DIRECTORS AND DIRECTORS' INDEPENDENCE

There are no financial, business, family or other material/relevant relationship(s) among members of the Board except that Mr. Yang Jai Sung is the younger brother of Mr. Yang Ho Sung.

The directors are given access to independent professional advice at the Group's expense, when the directors deem it necessary in order to carry out their responsibilities.

The Board also advocates the participation of non-executive director and independent non-executive directors in board committees to safeguard objectivity and independence.

Non-executive directors are appointed for specific terms. Mr. Yang Ho Sung has his appointment with the Company as non-executive director renewed effective 1 March 2009 for another two years, and Dr. Kim Chung Kweon, Dr. Han Byung Joon and Mr. Kim Chan Su, have their appointments with the Company as independent non-executive directors renewed effective 11 October 2008 for another two years, all subject to retirement by rotation and re-election of their directorship in the Company as set in the Company's Articles of Association.

The Company has received, from each of the independent non-executive directors, a confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Company considers all of the independent non-executive directors to be independent.

## 區分主席及行政總裁職能

董事會主席梁皓星先生及行政總裁梁在星先生兩人之責任已清楚劃分，並已獲董事會批准。主席負責領導董事會、確保董事會之有效運作及監督企業發展；而行政總裁為執行董事之首，負責管理本集團之業務發展及策略規劃。

彼等之區分職能進一步提升以公平、高透明度及問責為原則的企業管治。

## 董事及董事之獨立性

除梁在星先生為梁皓星先生之弟外，董事會成員間並無財務、業務、家族或其他重大／相關關係。

倘董事認為必須尋求獨立專業顧問之意見以協助履行彼等之職責，有關費用由本集團支付。

董事會亦鼓勵非執行董事及獨立非執行董事參與董事委員會，從而達致客觀性及獨立性。

非執行董事獲委以指定任期。梁皓星先生擔任本公司非執行董事之委任於二零零九年三月一日重續及生效，任期為兩年；金正權博士、韓丙濬博士及金瓚洙先生擔任本公司獨立非執行董事之委任於二零零八年十月十一日重續及生效，任期均為兩年。彼等均須根據本公司之組織章程細則輪值告退本公司董事職務及膺選連任。

本公司已接獲各名獨立非執行董事根據香港聯合交易所有限公司證券上市規則（「上市規則」）第3.13條就其獨立身份發出之確認書。本公司認為所有獨立非執行董事均屬獨立人士。

## INTERNAL CONTROLS

The Board is responsible for reviewing the effectiveness of the internal control system of the Group. The scope of the review is determined and recommended by the Audit Committee and approved by the Board annually. The review covers all material controls, including financial, operational and compliance controls and risks management functions. Such annual review also considers the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. The internal control review function reports directly to the Chairman of the Audit Committee. Regular internal control review reports are circulated to the Audit Committee members and the Board in accordance with the approved scope.

During the year, the Audit Committee has kept under review the effectiveness of the internal control system and has reported regularly to the Board. The Audit Committee is satisfied that the internal control system maintained by the Group is sufficient to provide reasonable, but not absolute, assurance that the Group's assets are safeguarded against loss from unauthorized use or disposition, and that transactions are properly authorised and proper accounting records are maintained.

The Board, through the Audit Committee, has conducted a review of the effectiveness of the Company's system of internal control in the year of 2009, and the Board confirms that the code provision C.2.1 of the Code on Corporate Governance Practices (the "Corporate Governance Code") has been complied with and no finding of a material nature requires the attention of shareholders.

## COMPLIANCE OF CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance so as to ensure better transparency and protection of shareholders' interest. The Company has complied with the code provisions of the Corporate Governance Code in Appendix 14 of the Listing Rules throughout the year ended 31 December 2009.

## 內部監控

董事會負責檢討本集團內部監控系統之成效。檢討之範疇由審核委員會決定及推薦，並每年由董事會批准。檢討涵蓋所有重大監控，包括財務、營運及合規監控及風險管理職能。該等週年檢討亦會考慮本公司在會計及財務匯報職能方面之資源、員工資歷及經驗，以及員工所接受之培訓課程及有關預算是否充足。內部監控檢討職能直接向審核委員會主席匯報，並根據已批准之範疇，定期將內部監控檢討報告傳送予審核委員會成員及董事會。

年內，審核委員會經常檢討內部監控系統之成效，並定期向董事會匯報。審核委員會信納本集團實施之內部監控系統足以提供合理但非絕對之保證，保障本集團資產不因未授權使用或出售而蒙受虧損、以及交易已經適當授權及有保存適當之會計記錄。

透過審核委員會，董事會於二零零九年內對本公司之內部監控系統成效進行了檢討。董事會確認本公司已遵守企業管治常規守則第C.2.1條守則條文（「企業管治守則」），亦無重大性質之發現須知會股東。

## 遵守企業管治常規守則

本公司一向承諾恪守嚴謹之企業管治，以提高透明度及保障股東整體利益。截至二零零九年十二月三十一日止整個年度內，本公司已遵守上市規則附錄14所載企業管治常規守則的守則條文。

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company, having made specific enquiries, confirms that throughout the year, all directors complied with the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules. The relevant employees who, because of their office in the Company, are likely to be in possession of unpublished price sensitive information have been requested to comply with the provisions of the Model Code.

## INVESTOR RELATIONS

The Board recognizes the importance of maintaining effective communications with shareholders. Annual reports and interim reports provide shareholders with comprehensive information of the Group’s operational and financial performances; while general meetings offer a platform for shareholders to state and exchange views with the Board directly. An explanation of the detailed procedures for conducting a poll will be provided to shareholders at the commencement of general meeting, to ensure that shareholders are familiar with such procedures. The next AGM of shareholders will be held on Wednesday, 26 May 2010, the notice of which will be sent to shareholders at least 20 clear business days before the meeting. Shareholders may refer to the section “Corporate Information and Shareholders’ Calendar” in this annual report for information.

The management communicates continually with analysts and institutional investors and provides them with up-to-date and comprehensive information regarding the Company’s development. The Company practices timely dissemination of information and makes sure its website [www.kse.com.hk](http://www.kse.com.hk) contains the most current information, including annual reports, interim reports, announcements, monthly returns and press releases, and is updated in a timely manner to ensure transparency.

## 董事進行證券交易標準守則

年內，本公司經具體查詢後確認，所有董事均有遵守上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。而該等由於在本公司之職務而可能擁有未經公布的股價敏感資料之有關僱員已被要求遵守同樣的標準守則條文。

## 投資者關係

董事會重視與股東維持有效溝通。年報及中期報告為股東提供本集團營運及財務表現之詳盡資料，而股東大會則提供平台讓股東表達意見及與董事會直接交換意見。本公司亦會於股東大會開始時向股東講解有關投票表決程序，以確保各股東明白該等程序。本公司下屆股東週年大會將於2010年5月26日（星期三）舉行，有關通告最遲將於開會前20個營業日郵寄予各股東。股東可於本年報內之「公司資料及股東日程表」參考有關資料。

管理層持續與分析員及機構投資者溝通，並向彼等提供有關本公司發展之最新及詳盡之資料。本公司實行及時發放資料之措施及確保其網站[www.kse.com.hk](http://www.kse.com.hk)載有最新資料，包括年報、中期報告、公告、月報表及新聞公布，並經常更新以確保透明度。





### CHAIRMAN & NON-EXECUTIVE DIRECTOR 主席兼非執行董事

**YANG Ho Sung 梁皓星**

Mr. YANG Ho Sung, aged 61, is the chairman and a non-executive director of the Company. He is mainly responsible for providing management advice on the corporate development of the Group. He holds a bachelor's degree in architectural engineering from Hanyang University in Korea. He gained 32 years of experience in the electronics industry as a director in Kwang Sung Korea and 27 years of experience as a representative director of Samkor Electronics Co., Ltd. Since 1992, he has taken charge of the daily operation and management in Kwang Sung Korea and was appointed as its representative director. He joined the Group in 2002. Mr. Yang Ho Sung is the elder brother of Mr. Yang Jai Sung.

梁皓星先生，61歲，為本公司之主席兼非執行董事，主要負責在本集團之企業發展上提供管理意見。彼持有韓國漢陽大學建築工程學士學位，於電子行業有三十二年經驗，並出任韓國光星之董事及曾出任三高電子(株)之代表董事二十七年。自一九九二年起，彼負責韓國光星之日常運作及管理，並獲委任為代表董事。彼於二零零二年加入本集團。梁皓星先生為梁在星先生之兄長。

## CEO & EXECUTIVE DIRECTOR 行政總裁兼執行董事

### YANG Jai Sung 梁在星

Mr. YANG Jai Sung, aged 50, is the chief executive officer and an executive director of the Company. Mr. Yang also holds positions within the group as chairman, director and general manager in Shenzhen Kwang Sung, chairman and director in Kwang Sung Electronics Trading (Shenzhen) Co., Ltd., and a director in Grand Sonic Limited. He is primarily responsible for the overall corporate strategies and business development of the Group, leading the Group's management, including management of the Group's factories in the PRC. Externally, he is a director of Korean Chamber of Commerce. Mr. Yang holds a bachelor's degree in law from Yonsei University in Korea. Prior to joining the Group in 1991, he worked in Daewoo Heavy Industries and Machinery Co., Ltd. for 9 years and has extensive experience in the manufacturing industry. Mr. Yang Jai Sung is the younger brother of Mr. Yang Ho Sung, and he is a director of Kwang Sung Korea, a substantial shareholder of the Company.

梁在星先生，50歲，本公司之行政總裁兼執行董事。梁先生於本集團內亦是深圳光星之董事長兼總經理、光星電子貿易(深圳)有限公司之董事長及Grand Sonic Limited之董事。彼主要負責本集團之整體企業策略及業務發展，並領導本集團的管理層，包括本集團中國工廠之管理。在外而言，彼為韓人工商會之董事。梁先生持有韓國延世大學法律學士學位。於一九九一年加入本集團前，彼曾在大宇重工業任職九年，在製造業擁有廣泛經驗。梁在星先生為梁皓星先生之胞弟，並為本公司主要股東韓國光星之董事。



## EXECUTIVE DIRECTOR 執行董事

### LEE Kyu Young 李圭英

Mr. LEE Kyu Young, aged 47, is the chief operating officer and an executive director of the Company. He also holds position within the group as a vice-chairman and director in Shenzhen Kwang Sung and as a director in Kwang Sung Electronics Trading (Shenzhen) Co., Ltd. He is mainly responsible for international marketing, new business development and strategic planning of the Group. He holds a bachelor's degree in electronic engineering from Kwangwoon University in Korea. He has over 20 years of experience in world-renowned international companies including LG Electronics (Information & Communications Business Division) and Hewlett Packard, specialized in satellite and wireless communication. He joined the Group in 2006.

李圭英先生，47歲，本公司營運總監兼執行董事。彼於本集團內亦是深圳光星之副董事長及董事，並是光星電子貿易(深圳)有限公司之董事。彼負責發展國際市場，發展新業務及本集團之策略計劃。彼持有韓國光云大學電子工程學士學位。彼曾在多間公司包括LG Electronics(資訊及通訊業務部)及Hewlett Packard任職，在衛星通訊及無線電通訊方面擁有超過二十年經驗。彼於二零零六年加入本集團。



## INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事

### HAN Byung Joon 韓丙濬

Dr. HAN Byung Joon, aged 50, has been appointed as independent non-executive director of the Company since October 2002. He holds a bachelor's degree in engineering from Hanyang University, Korea, a master's degree in science from Tennessee Technological University, a master's degree of philosophy from Columbia University, a doctor of philosophy from Columbia University, and graduated Advanced Management Program from Harvard Business School, U.S.A. He has over 25 years of experience in semiconductor research and product development in IBM, AT&T Bell Laboratories and Anam Semiconductor, Inc. He is now executive vice president and chief technology officer of STATS ChipPAC, Ltd. which is a leading service provider of semiconductor design, assembly, test and distribution solutions and traded in Singapore Stock Exchange. He also holds other directorships in iNEMI (International Electronics Manufacturing Initiative) incorporated in Delaware for advancing manufacturing technology, IPOS (Intellectual Properties Office of Singapore) for fostering the creation, protection and exploitation of intellectual properties, Simm Tech Co. Ltd. incorporated in Korea and listed in KOSDAQ, and STATS ChipPAC Taiwan Semiconductor Corp incorporated in Taiwan and listed in Taiwan Stock Exchange.

韓丙濬博士，50歲，自二零零二年十月起獲委任為本公司獨立非執行董事。彼持有韓國漢陽大學工程學學士學位、Tennessee Technological University 理學碩士學位、哥倫比亞大學哲學碩士學位，以及美國哥倫比亞大學哲學博士學位，並於哈佛大學高階管理課程畢業。彼在半導體研究及產品開發方面積逾二十五年經驗，曾任職於IBM、AT&T Bell Laboratories及Anam Semiconductor, Inc.。彼目前為STATS ChipPAC, Ltd.之副行政總裁及技術總監，此公司乃是一間著名半導體設計、裝配、測試及發行方案之供應商，並於新加坡證券交易所上市。彼亦擔任其他董事職務，包括於特拉華州註冊成立之國際電子生產商聯盟（「iNEMI」）負責先進生產科技範疇、於新加坡知識產權管理局（「IPOS」）負責促進知識產權之增設、保障及運用、於韓國註冊成立並於韓國高斯達克(KOSDAQ)上市之Simm Tech Co. Ltd.及於台灣註冊成立並於台灣證券交易所上市之台灣星科金朋半導體股份有限公司。



### KIM Chung Kweon 金正權

Dr. KIM Chung Kweon, aged 54, has been appointed as independent non-executive director of the Company since October 2002. He holds a bachelor's degree in geology from Seoul National University, Korea, a master's degree in business administration and a master's degree in accounting from University of Washington, U.S.A. He also completed his doctorate degree in accounting at the University of Pittsburgh, U.S.A. Dr. Kim is a member of the Audit Committee of the Company which monitors the financial reporting function of the Group. He has lectured at the University of Pittsburgh, U.S.A. He is a professor at College of Business Administration in Ewha Womans University, Korea and a visiting scholar in Department of Accounting of The Hong Kong University of Science and Technology. He also serves as a member of the IFRS International Advisory Committee at the Financial Supervisory Service in Korea.

金正權博士，54歲，自二零零二年十月起獲委任為本公司獨立非執行董事。彼持有韓國首爾國家大學地質學學士學位，以及美國華盛頓州立大學工商管理學碩士學位及會計學碩士學位。彼亦於美國匹茲堡大學完成會計博士學位。金博士是本公司審核委員會成員。該委員會負責監察本集團之財務申報事宜。彼曾於美國匹茲堡大學任教。金博士現為韓國梨花女子大學經營大學教授，以及香港科技大學會計學系訪問學者。彼亦為韓國金融監管服務局IFRS International Advisory Committee之委員。



### KIM Chan Su 金瓚洙

Mr. KIM Chan Su, aged 42, has been appointed as independent non-executive director of the Company since September 2004. He holds a bachelor's degree in economics from Yonsei University in Korea and is a Certified Public Accountant in Korea. He had worked as an auditor in Samil Accounting Corporation, PricewaterhouseCoopers in Korea for over 12 years and currently have been providing tax and accounting advisory services as professional accountant in Hong Kong.

金瓚洙先生，42歲，自二零零四年九月起獲委任為本公司獨立非執行董事。彼持有韓國延世大學經濟學學士學位，並為韓國執業會計師。彼曾於韓國普華永道會計師事務所之Samil Accounting Corporation任職核數師逾十二年，現以專業會計師身份在香港提供稅務及會計諮詢服務。



## Directors and Senior Management 董事及高層管理人員

## SENIOR MANAGEMENT

## HO Cheuk Yui

Mr. HO Cheuk Yui, Paul, aged 43, is a general manager and the head of the Global Business Group of the Group. He is responsible for sales and marketing activities in relation to non-Korean based customers of the Group. Mr. Ho holds a bachelor's degree in business administration with honours from The City University of New York in the United States. He has over 17 years of experience in sales and marketing of electronic products. He joined the Group in 1995.

## HONG Sang Joon

Mr. HONG Sang Joon, aged 41, is the treasurer, a general manager, and the head of the Management Planning Group of the Group. He is responsible for financial management and corporate planning of the Group. Mr. Hong holds a bachelor's degree majoring in Chinese language and Chinese literature and minoring in business administration from Yonsei University in Korea and a master's degree in business administration from The University of Hong Kong. He is a CFA Charterholder and Certified FRM having over 15 years of experience in investment, restructuring, strategic planning and finance from Hansol group companies and the Group. He joined the Group in 2002.

## JANG Dong Jun

Mr. JANG Dong Jun, aged 53, is the director and the head of the Electric Component Business Group of the Group. He is responsible for overall business operations of the Group's radio frequency ("RF") coils and transformer products of the Group. Mr. Jang graduated from Cheong Il Technical High School in Korea. He has over 34 years of experience in research in electronic industry including 25 years of experience in developing RF coil, transformer and antenna products in Kwang Sung Korea. He joined the Group in 2005.

## 高層管理人員

## 何緯銳

何緯銳先生，43歲，本集團其中一位總經理，兼全球業務組主管。彼負責有關本集團韓國以外客戶之銷售及市場推廣活動。彼持有美國紐約城市大學工商管理榮譽學士學位。彼在電子產品之銷售和市場推廣以及管理方面，擁有超過十七年經驗。彼於一九九五年加入本集團。

## 洪祥準

洪祥準先生，41歲，本集團財務司庫、總經理兼經營企劃組主管。彼負責本集團之財務管理及企業規劃。洪先生持有韓國延世大學學士學位，主修中國語文及中國文學及副修工商管理，彼亦持有香港大學工商管理碩士學位，並為特許財經分析師(CFA)及認可財金風險管理分析師(FRM)。彼於Hansol集團公司及本集團內，擁有超過十五年在投資、重組及策略規劃和財務方面的經驗。彼於二零零二年加入本集團。

## 張東俊

張東俊先生，53歲，本集團電子零件業務組總監兼主管。彼負責本集團無線射頻電感器及變壓器產品之整體業務營運。張先生於韓國Cheong Il Technical High School畢業，並在電子業擁有超過三十四年研發經驗，其中包括在韓國光星負責開發無線射頻電感器，變壓器及天線等產品達二十五年。彼於二零零五年加入本集團。

## JO Jung Ho

Mr. JO Jung Ho, aged 45, is a principal engineer and the head of Production and Production Engineering Group of the Group. He is responsible for production and production engineering in Shenzhen Kwang Sung. Mr. Jo graduated from Gumi National Electronics Technical High School in Korea. Prior to joining the Group, he gained over 24 years of experience in electronic industry including 12 years of experience in developing tuners and unit electronic components in Kwang Sung Korea. He joined the Group in 2005.

## KIM Choon Gyum

Mr. KIM Choon Gyum, aged 52, is the director and the head of Infomedia Research & Development 2 Group of the Group. He is responsible for overall business operations of the wireless solutions in the Group. Mr. Kim holds a bachelor's degree majoring electronic engineering from Inha University in Korea. Prior to joining the Group, he gained over 22 years of experience in electronics companies including Maxon Electronics and Motorola Korea, specialized in RF products including cordless phones, mobile phones and Bluetooth products. He joined the Group in 2008.

## KIM Yeon Jun

Mr. KIM Yeon Jun, aged 45, is a general manager and the head of Business Development Group of the Group. He is responsible for new business development including WireTape™ business of the Group. Mr. Kim holds a bachelor's degree majoring mass communication from Korea University in Korea. Prior to joining the Group, he gained 18 years of experience in IT industry. He joined the Group in 2009.

## 趙正鎬

趙正鎬先生，45歲，其中一位首席研究員，兼製造技術組主管。彼負責深圳光星之生產及製造技術事宜。趙先生於龜尾國家電子工業學院畢業。加入本集團前，彼在電子業擁有超過二十四年經驗，其中包括在韓國光星負責開發調諧器及單位電子元件達十二年。彼於二零零五年加入本集團。

## 金春謙

金春謙先生，52歲，本集團資訊媒體研發業務二組總監兼主管。彼負責本集團無線解決方案的整體業務營運。金先生持有韓國仁荷大學電子學學士學位。加入本集團前，彼在電子公司擁有超過二十二年經驗，其中包括在Maxon Electronics及韓國摩托羅拉任職，專門負責無線射頻產品，包括無線電話，手提電話及藍牙產品。彼於二零零八年加入本集團。

## 金淵俊

金淵俊先生，45歲，本集團其中一位總經理，兼業務開發組主管。彼負責本集團新業務發展（包括WireTape™業務）。金先生持有韓國高麗大學學士學位，主修大眾傳媒。加入本集團前，彼在資訊科技行業擁有超過十八年經驗。彼於二零零九年加入本集團。

## Directors and Senior Management 董事及高層管理人員

## KO Byoung Hwan

Mr. KO Byoung Hwan, aged 43, is a general manager and the head of Purchasing and Production Material Control Group of the Group. He is responsible for procurement, production planning, product shipment as well as inventory management of Shenzhen Kwang Sung. Mr. Ko holds a bachelor's degree in economics from Dongguk University in Korea. He has over 15 years' experience in sales and marketing of electronic products and management. He joined the Group in 1994.

## LEE Bae Sung

Mr. LEE Bae Sung, aged 47, is a general manager and the head of Quality Assurance Group of the Group. He is responsible for quality assurance of the Group's products. Mr. Lee holds a bachelor's degree in Industrial Engineering from Konkuk University in Korea. Prior in joining the Group, he gained 20 years of experience in quality control and quality assurance in electronic industry. He joined the Group in 2007.

## LEE Don Gi

Mr. LEE Don Gi, aged 46, is a general manager and the head of Infomedia Sales Group of the Group. He is responsible for sales and marketing activities of composite components of the Group. Mr. Lee graduated from Korea Port Logistics High School. He has over 22 years of experience in electronics industry including 18 years in Kwang Sung Korea. He joined the Group in 2005.

## 高秉煥

高秉煥先生，43歲，其中一位總經理，兼生產管理組主管。彼負責深圳光星之採購、生產計劃、產品運送，以及製成品之存貨管理事宜。高先生持有韓國東國大學經濟學學士學位，並在電子產品銷售推廣及管理方面擁有超過十五年經驗。彼於一九九四年加入本集團。

## 李倍聖

李倍聖先生，47歲，本集團其中一位總經理，兼品質管理組主管。彼負責本集團產品之品質管理。李先生持有韓國建國大學工業工程學學士學位。加入本集團前，彼於電子業之品質監控及質量保證方面有超過二十年經驗。彼於二零零七年加入本集團。

## 李敦基

李敦基先生，46歲，本集團其中一位總經理，兼資訊媒體銷售組主管。彼負責本集團複合元件之銷售及推廣活動。李先生於韓國港灣物流高等學校畢業。彼於電子業擁有超過二十二年經驗，包括於韓國光星任職十八年。彼於二零零五年加入本集團。

## LIM Hee Jun

Mr. LIM Hee Jun, aged 37, is a chief engineer and the head of Wireless Component Business Group of the Group. He is responsible for overall business operations of the Group's wireless component products. Mr. Lim was the industrial undergraduate in mechatronics engineering from Korea Polytechnics College in Korea. He has over 15 years of experience in electronics industry including 13 years in Kwang Sung Korea. He joined the Group in 2007.

## PARK Jung Soon

Mr. PARK Jung Soon, aged 47, is a general manager and the head of the Management Support Group of the Group. He is responsible to supervise the purchasing, subcontracting and inventory management in Korea. Mr. Park graduated from Suncheon Technical High School in Korea. He has over 22 years of experience in electronics industry including 19 years in Kwang Sung Korea. He joined the Group in 2006.

## SEO Pan Dong

Mr. SEO Pan Dong, aged 58, is a principal engineer and the head of the Infomedia Research & Development 1 Group of the Group. He is responsible for the research and development of the RF Modules in Korea R&D Centre. Mr. Seo holds a bachelor's degree majoring in electronic engineering from Pusan National University in Korea. Prior to joining the Group, he gained 26 years of experience in LG Electronics (Information & Communications Business Division), specialized in designing and developing home, car and portable audio tuners. He joined the Group in 2007.

## 林熙俊

林熙俊先生，37歲，本集團其中一位責任研究員，兼無線組件業務組主管。彼負責本集團無線組件產品之整體業務營運。林先生為韓國韓國技能大學機械電子工程學之工業學士。加入本集團前，彼於電子業擁有超過十五年經驗，包括於韓國光星任職十三年。彼於二零零七年加入本集團。

## 朴政淳

朴政淳先生，47歲，本集團其中一位總經理，兼經營支援組主管。彼負責監察韓國內之採購、分包及存貨管理。朴先生於韓國順天工業高等學校畢業。彼於電子業擁有逾二十二年經驗，包括於光星韓國之十九年經驗。彼於二零零六年加入本集團。

## 徐判同

徐判同先生，58歲，本集團其中一位首席研究員，兼資訊媒體研發業務一組主管。彼負責無線射頻模組在韓國研發中心之研發。徐先生持有韓國釜山國立大學學士學位，主修電子工程。加入本集團前，彼在LG Electronics(資訊及通訊業務部)累積超過二十六年經驗，專門設計及開發家用、車用及可攜式音響調諧器。彼於二零零七年加入本集團。



## Directors and Senior Management 董事及高層管理人員

## SUH Jin Won

Mr. SUH Jin Won, aged 42, is a general manager and the head of Operation Management Group of the Group. He is responsible for administration and financial management in Shenzhen Kwang Sung. Mr. Suh holds a bachelor's degree in law from Dongguk University in Korea. He has over 13 years of experience in electronic industry. He joined the Group in 1996.

## SUNG Soo Earn

Mr. SUNG Soo Earn, aged 52, is a general manager and the head of R&D Planning & Management Group of the Group. He is responsible for overall R&D planning and control of the Group. Mr. Sung holds a bachelor's degree in electronics and communications engineering from Kwangwoon University in Korea. Prior to joining the Group, he gained over 23 years of experience in developing electronic devices such as PA modules and PA MMIC, and RF modules mainly from LG Electronics (Information & Communications Business Division). He joined the Group in 2007.

## YANG Jae Eun

Mr. YANG Jae Eun, aged 46, is a principal engineer and the head of Infomedia Research & Development 4 Group of the Group. He is responsible for the research and development of the Group's RF module products in China R&D Center. Mr. Yang holds a bachelor's degree in Electronic Engineering from Kumoh National Institute of Technology in Korea. He has over 15 years in electronic industry. He joined the Group in 2007.

## 徐陳愿

徐陳愿先生，42歲，其中一位總經理，兼深圳光星經營管理組主管。彼負責深圳光星之行政及財務管理。徐先生持有韓國東國大學法律學士學位，於電子業擁有逾十三年經驗。彼於一九九六年加入本集團。

## 成秀彥

成秀彥先生，52歲，本集團其中一位總經理，兼研究企劃管理組主管。彼負責本集團整體研發規劃及監控。成先生持有韓國光云大學電子及通訊工程學士學位。於加入本集團前，彼於開發功率放大器模組、功率放大器積體電路及射頻模組方面擁有超過二十三年經驗，期間主要任職於LG Electronics（資訊及通訊業務部）。彼於二零零七年加入本集團。

## 梁在殷

梁在殷先生，46歲，本集團其中一位首席研究員，兼資訊媒體研發業務四組主管。彼負責本集團無線射頻模組產品於中國研發中心之研發工作。梁先生持有韓國金鳥工科大学電子工程學士學位，在電子業擁有超過十五年經驗。彼於二零零七年加入本集團。

## YOON Yong Seob

Mr. YOON Yong Seob, aged 46, is a principal engineer and the head of Infomedia Research & Development 3 Group of the Group. He is responsible for of the software solutions of the products in the Group. Mr. Yoon holds a master's degree in Electronic Engineering from Kwangwoon University in Korea. He has over 20 years of software design experience in wireless communication and mobile phones industry. He joined the Group in 2009.

## SIN Lai Lan

Ms. SIN Lai Lan, aged 42, is the company secretary of the Group. She serves to monitor the corporate compliance matters and participates in the enhancement of the corporate governance practice of the Company as well as the development of corporate affairs of the Group. She was educated in Canada and holds a bachelor's (honours) degree with distinction from The University of Western Ontario and a master's degree from University of Guelph in economics. She is a Fellow of The Institute of Chartered Secretaries and Administrators, UK and The Hong Kong Institute of Chartered Secretaries (HKICS), and she holds a Practitioner's Endorsement issued by HKICS. Ms. Sin has over 13 years of company secretarial experience gained from main board issuers and legal firms. She joined the Group in 2002.

## 尹墉燮

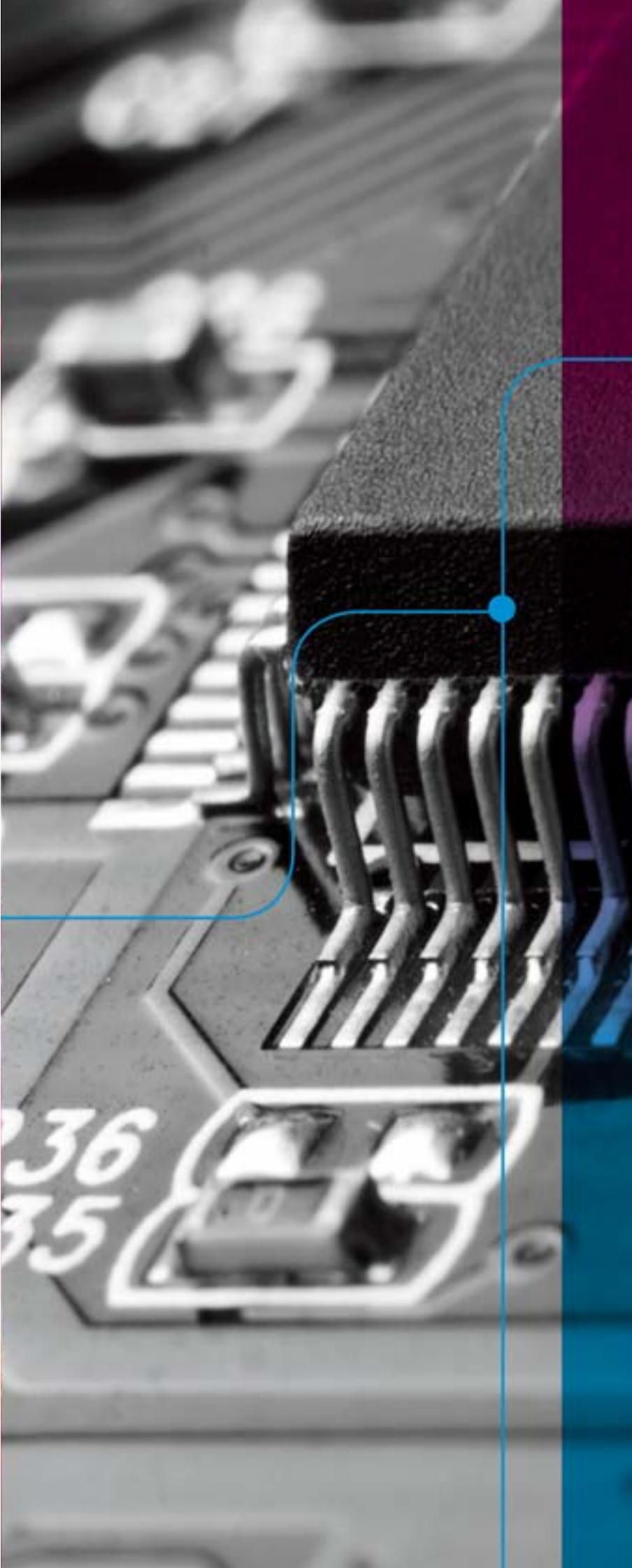
尹墉燮先生，46歲，本集團其中一位首席研究員，兼資訊媒體研發業務三組主管。彼負責本集團產品之軟件解決方案。尹先生持有韓國光云大學電子工程學碩士學位。彼於無線通訊及流動電話行業擁有超過二十年軟件設計經驗。彼於二零零九年加入本集團。

## 單麗蘭

單麗蘭女士，42歲，本集團之公司秘書。彼負責監察本公司企業守規事宜，並參與提昇本公司企業管治常規及本集團企業事務之發展。彼在加拿大接受教育，於西安大略大學以優級成績取得經濟學榮譽學士學位，並於蓋爾弗大學獲取經濟學碩士學位。彼為英國特許秘書及行政人員公會及香港特許秘書公會(HKICS)之資深會士，並持有HKICS頒發之執業者認可證明。單女士曾任職於不同之主板上市公司及律師行，並擁有逾十三年公司秘書方面之經驗。彼於二零零二年加入本集團。



Report of the Directors  
董事會報告書



We will continue to develop and launch innovative products that will drive our future growth

我們將持續研發及推出嶄新產品以推動未來增長

## Report of the Directors 董事會報告書

The directors submit herewith 2009 annual report together with the audited financial statements for the year ended 31 December 2009.

## PRINCIPAL ACTIVITIES

The principal activities of the Company are the manufacture and sale of electronic components. The principal activities and other particulars of the subsidiaries are set out in note 18 to the financial statements. An analysis of the Group's performance for the year by business and geographical segments is set out in note 7 to the financial statements.

## MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶總和
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商總和

Kwang Sung Korea, which is a substantial shareholder of the Company and beneficially owned by certain directors and their associates, is one of the customers and suppliers of the Group. Further details are set out in the sections "Directors' Interests in Contracts" and "Connected Transactions" in the Report of the Directors.

Save as disclosed above, at no time during the year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

董事會全人謹將二零零九年年報及截至二零零九年十二月三十一日止年度之經審核財務報表呈覽。

## 主要業務

本公司之主要業務為製造及銷售電子元件。附屬公司之主要業務及其他詳情載於財務報表附註18。本集團本年度內按主要業務及地區分部之表現載列於財務報表附註7。

## 主要客戶及供應商

於本財政年度內，有關各主要客戶及供應商分別應佔本集團銷售額及購貨額之資料如下：

Percentage of the Group's total 佔本集團總額百分比	
Sales 銷售	Purchases 購買

The largest customer	19%	
Five largest customers in aggregate	45%	
The largest supplier		6%
Five largest suppliers in aggregate		21%

韓國光星是本公司的主要股東，由若干董事及彼等之聯繫人士實益擁有，並為本集團客戶及供應商之一。有關詳情載於董事會報告書內「董事之合約利益」及「關連交易」各節。

除上文披露者外，於年內任何時間，各董事、彼等之聯繫人士或本公司之任何股東（據董事所知，擁有本公司已發行股本5%以上者），並無擁有該等主要客戶及供應商之權益。

## RESULTS AND APPROPRIATIONS

The loss of the Group for the year ended 31 December 2009 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 67 to 164 of this annual report.

No interim dividend was declared for the six months ended 30 June 2009 (2008: HK0.5 cents per share). The Board of the Company does not recommend the payment of a final dividend for the year ended 31 December 2009 (2008: Nil).

## RESERVES

Details of movements in reserves during the year are set out in the consolidated statement of changes in equity on page 73 of this annual report.

## DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$1,920,000 (2008: HK\$2,104,000).

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment during the year are set out in note 16 to the financial statements.

## SHARE CAPITAL AND SECURITIES IN ISSUE

During the year, the Company newly issued 8,534,933 ordinary shares. Overall, there were 323,896,933 ordinary shares of the Company as at 31 December 2009.

Details of movements in share capital of the Company during the year, together with the reasons therefor, are set out in note 29 to the financial statements.

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

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

## 業績及分派

本集團於截至二零零九年十二月三十一日止年度之虧損及本公司及本集團於該日事務之狀況載於本年報表第67至164頁之財務報表。

截至二零零九年六月三十日止六個月本公司沒有宣派任何中期股息(二零零八年：每股0.5港仙)。本公司董事會現建議不派付截至二零零九年十二月三十一日止年度之末期股息(二零零八年：零)。

## 儲備

年內，儲備之變動詳情載於本年報第73頁的綜合權益變動表。

## 捐款

本集團於年內之慈善及其他捐款為1,920,000港元(二零零八年：2,104,000港元)。

## 物業、機器及設備

物業、機器及設備之變動詳情載於財務報表附註16。

## 股本及已發行證券

年內，本公司已新發行8,534,933股普通股。整體來說，於二零零九年十二月三十一日，本公司已發行323,896,933股普通股。

年內，本公司股本之變動詳情以及有關原因載於財務報表附註29。

## 購買、出售或贖回本公司之上市證券

年內，本公司或任何其附屬公司概無購買、出售或贖回任何本公司之上市證券。

## Report of the Directors 董事會報告書

**DIRECTORS**

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

**Non-executive director:**

Mr. Yang Ho Sung (*Chairman*)

**Executive directors:**

Mr. Yang Jai Sung  
Mr. Woo Nam Jin (resigned on 29 January 2010)  
Mr. Lee Kyu Young

**Independent non-executive directors:**

Dr. Kim Chung Kweon  
Dr. Han Byung Joon  
Mr. Kim Chan Su

In accordance with Article 101 of the Company's Articles of Association, Mr. Lee Kyu Young and Mr. Kim Chan Su shall retire from the Board by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

**DIRECTORS' SERVICE CONTRACTS**

All directors have signed two-year service contracts with the Company, subject to retirement by rotation and re-election of their directorship in the Company as set in the Company's Articles of Association.

No director proposed for re-election at the forthcoming AGM has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

**董事**

本財政年度內及至本報告日期當日之董事如下：

**非執行董事：**

梁皓星先生 (主席)

**執行董事：**

梁在星先生  
禹南珍先生 (於二零一零年一月二十九日辭任)  
李圭英先生

**獨立非執行董事：**

金正權博士  
韓丙濟博士  
金瓚洙先生

根據本公司之組織章程細則第101條，李圭英先生及金瓚洙先生將於即將召開之股東週年大會輪值告退，惟合乎資格並願意膺選連任。

**董事服務合約**

所有董事已與本公司訂立兩年期服務合約，惟彼等均須根據本公司之組織章程細則輪值告退本公司董事職務及膺選連任。

擬於即將召開之股東週年大會中連任之董事概無訂立本公司或任何其附屬公司於一年內不可在無需賠償 (一般法定賠償除外) 之情況下終止之尚未滿期之服務合約。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2009, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code (collectively "discloseable interests") were as follows:

### (i) Interests in Issued Shares of the Company

Name of director	董事姓名	Beneficial owner 實益擁有人	Ordinary shares of HK\$0.1 each 每股面值0.1港元之普通股		
			Interest of controlled corporation 受控制法團之權益	Total number of shares held 持有之股份總數	% of total issued shares 佔已發行股份總百分比
Mr. Yang Jai Sung	梁在星先生	114,582,000	59,500,000 (note 1) (附註1)	174,082,000	53.75%

Note:

- (1) Mr. Yang Jai Sung and his relatives are approximately interested in 79.5% of the issued share capital of Kwang Sung Korea and therefore Mr. Yang Jai Sung is deemed or taken to be interested in these ordinary shares which are beneficially owned by Kwang Sung Korea for the purpose of the SFO.

### (ii) Interests in Underlying Shares of the Company

The director and/or the chief executive of the Company had been granted options under the Company's share option scheme, details of which are set out in the section "Share Option Scheme" below.

Save as disclosed above, as at 31 December 2009, none of the directors and/or the chief executive of the Company, or their respective associates had any other discloseable interests as required.

## 董事及行政總裁於股份、相關股份及債券之權益及淡倉

於二零零九年十二月三十一日，根據證券及期貨條例第352條須予備存的登記冊所載，或根據標準守則向本公司及香港聯合交易所有限公司（「聯交所」）作出之申報，本公司在職董事及行政總裁於本公司或任何其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有之權益或淡倉（統稱「須予披露權益」）如下：

### (i) 本公司已發行股份權益

Name of director	董事姓名	Beneficial owner 實益擁有人	Ordinary shares of HK\$0.1 each 每股面值0.1港元之普通股		
			Interest of controlled corporation 受控制法團之權益	Total number of shares held 持有之股份總數	% of total issued shares 佔已發行股份總百分比
Mr. Yang Jai Sung	梁在星先生	114,582,000	59,500,000 (note 1) (附註1)	174,082,000	53.75%

附註：

- (1) 由於梁在星先生及其親屬擁有韓國光星已發行股本之約79.5%權益，故此就證券及期貨條例而言，梁在星先生被視為或被認為擁有韓國光星實益擁有之該等股份之權益。

### (ii) 本公司相關股份權益

根據本公司之購股權計劃，本公司之董事及／或行政總裁已獲授予購股權，有關詳情載於下文「購股權計劃」一節。

除上文披露者外，於二零零九年十二月三十一日，概無本公司之董事及／或行政總裁或彼等之各自關連人士擁有任何其他須予披露之權益。



## SHARE OPTION SCHEME

The Company adopted a share option scheme on 16 June 2003 whereby the directors of the Company are authorised, at their discretion, to invite employees, directors, consultants or advisors of the Group, to take up options to subscribe for shares of the Company. The purpose of this scheme is to provide incentives and rewards to employees and eligible persons for their contributions to the Group. The share option scheme shall be valid and effective for a period of ten years ending on 15 June 2013, after which no further options can be granted. The exercise price of each share option is the highest of (i) the nominal value of the shares; (ii) the closing price of the shares on the Stock Exchange on the date of grant; and (iii) the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of grant. The options are exercisable progressively between one to three years from the date of grant and will expire at the end of a period to be notified by the Board to each option holder upon the grant of option, and in any event, such period shall not exceed ten years from the date of grant.

The maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the share option scheme shall not exceed 30% of the issued share capital of the Company from time to time. Subject always to the above overall limit, the directors may grant options under the share option scheme, generally and without further authority, in respect of such number of shares which may be issued upon exercise of all options to be granted under the share option scheme not exceeding 10% of the issued share capital of the Company as at 18 May 2005, being the date passing the resolution regarding the refreshment of general limit of options. For the purpose of calculating the above, options lapsed in accordance with the share option scheme shall not be counted.

The total number of ordinary shares available for issue under the share option scheme as at 31 December 2009 was 31,330,000 shares which represented 9.67% of the issued share capital of the Company at 31 December 2009. In respect of the maximum entitlement of each participant under the scheme, the total number of ordinary shares issued and to be issued upon exercise of the options granted to each participant (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the Company's ordinary shares in issue, unless approved by the shareholders in general meeting.

## 購股權計劃

本公司於二零零三年六月十六日採納一項購股權計劃。據此，本公司之董事獲授權酌情向本集團之僱員、董事、顧問或諮詢人提出接納可認購本公司股份之購股權之要約。計劃旨在向為本集團作出貢獻之僱員及合資格人士提供獎勵及報酬。購股權計劃將於截至二零一三年六月十五日止十年內一直有效及生效，其後不得再授出任何購股權。每份購股權之行使價為下列三項之較高者：(i)股份之面值；(ii)於授出日期股份於聯交所之收市價；及(iii)於緊接授出日期前五個營業日股份於聯交所之平均收市價。購股權可由授出日期起計一年至三年內逐步行使，並將於董事在授出購股權時所通知各購股權持有人之結束日期時屆滿，惟於任何情況下不得超過自購股權授出日期起計十年。

按購股權計劃已授出且尚待行使之所有未行使購股權獲行使後可發行之股份上限，不得超過本公司不時已發行股本之30%。在一直遵守以上總限額之情況下，董事在一般性及不再有進一步授權情況下，按購股權計劃授出之所有購股權獲行使後可發行之股份數目，不得超過本公司於二零零五年五月十八日(即更新購股權一般限額之決議案通過之日期)已發行股本之10%。就計算上述股份數目而言，根據購股權計劃而失效之購股權將不在計算之列。

於二零零九年十二月三十一日，購股權計劃下可供發行之普通股總數為31,330,000股股份，相當於二零零九年十二月三十一日本公司已發行股本之9.67%。就每名參與者於計劃下之配額上限而言，其於任何十二個月期間因行使授予彼等之購股權(包括已行使、註銷及尚未行使之購股權)獲行使而發行及將發行之普通股總數，不得超過本公司已發行普通股之1%，惟獲股東於股東大會上批准者則作別論。

At the beginning of the year, a director of the Company held the following interests in options to subscribe for shares of the Company granted at nominal consideration under the share option scheme of the Company (market value per share at 30 April 2009 and 31 December 2009: HK\$0.370 and HK\$0.415 respectively). The options are unlisted. Each share option gives the option holder the right to subscribe for one ordinary share of HK\$0.1 each of the Company. During the year, the said share options lapsed at expiry, and as at 31 December 2009, there was no share option of the Company being outstanding.

於年度開始時，本公司一名董事根據本公司購股權計劃以象徵式代價獲授出可認購本公司股份之購股權，並持有以下權益（於二零零九年四月三十日及二零零九年十二月三十一日每股市值：分別為0.370港元及0.415港元）。購股權並無上市。每份購股權賦予購股權持有人權利認購本公司每股面值0.1港元之普通股一股。年內，所述購股權均已因到期而失效，而於二零零九年十二月三十一日，本公司並無尚未行使之購股權。

Category or name of participant	參與者 類別或姓名	No. of share options (note 3) 購股權數目 (附註3)			Outstanding as of 31 December 2009 於二零零九年 十二月三十一日 尚未行使	Date of grant 授出日期	Option exercise period 購股權行使期	Exercise price per share 每股 行使價 HK\$ 港元	Market value per share at date of grant 於授出日期之 每股市值 HK\$ 港元
		Outstanding on 1 January 2009 於二零零九年 一月一日 尚未行使	Exercised during the year 年內行使	Lapsed during the year 年內已失效					
Executive director Mr. Woo Nam Jin	執行董事 馮南珍先生	1,000,000	-	1,000,000 (note 4) (附註4)	-	6 May 2004 二零零四年五月六日	1 May 2005 to 30 April 2009 二零零五年五月一日至 二零零九年四月三十日	1.666	1.63

## Notes:

- (1) The options granted to the director are registered under the name of the director who is also the beneficial owner.
- (2) The maximum percentage of the share options being exercisable is determined in stages as follows:
- |                                  |             |
|----------------------------------|-------------|
| On or after 1st year anniversary | 30%         |
| On or after 2nd year anniversary | another 30% |
| On or after 3rd year anniversary | another 40% |
- (3) Number of share options refers to the number of underlying shares in the Company covered by the options under the share option scheme.
- (4) 1,000,000 share options held by an executive director automatically lapsed on 1 May 2009.

## 附註：

- (1) 授予董事之購股權乃以董事之姓名登記，而其亦為實益擁有人。
- (2) 按階段劃分購股權可予行使之最高百分比如下：
- |           |        |
|-----------|--------|
| 於一周年當日或之後 | 30%    |
| 於兩周年當日或之後 | 另外 30% |
| 於三周年當日或之後 | 另外 40% |
- (3) 購股權數目指購股權計劃下購股權涉及之本公司相關股份數目。
- (4) 一名執行董事，其擁有之1,000,000份購股權已於二零零九年五月一日自動失效。

## Report of the Directors 董事會報告書

Information on the accounting policy for share options granted and the weighted average value per option is provided in note 3(l)(ii) and note 35 to the financial statements respectively.

Apart from the foregoing, at no time during the year was the Company or its subsidiaries a party to any arrangement to enable the directors of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2009, the following persons (other than the directors or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO or as otherwise notified to the Company were as follows:

已授出購股權及每份購股權之平均價值之會計政策資料分別載於財務報表附註3(l)(ii)及附註35。

除上述者外，本公司或其附屬公司概無於本年度內任何時間訂立任何安排，致使本公司董事或彼等之配偶或未滿十八歲之子女可藉購入本公司或任何其他法人團體之股份或債券而取得利益。

## 主要股東及其他人士於股份、相關股份之權益及淡倉

於二零零九年十二月三十一日，除本公司董事或行政總裁外，下列人士於本公司之股份及相關股份中，擁有本公司根據證券及期貨條例第336條須予備存之登記冊所記錄或已知會本公司之權益或淡倉如下：

		Ordinary shares of HK\$0.1 each 每股面值0.1港元之普通股		
Substantial shareholders	主要股東	No. of ordinary shares held 持有之普通股數目	Nature of interest/Capacity 權益性質／身份	% of the issued share capital 佔已發行股份總百分比
Madam Kang Mi Young (note 1)	姜美英女士(附註1)	174,082,000	Interest of spouse 配偶之權益	53.75%
Kwang Sung Electronics Co., Ltd.	株式會社光星電子	59,500,000	Beneficial owner 實益擁有人	18.37%
Mr. Kent C. McCarthy ("Mr. McCarthy") (note 2)	Kent C. McCarthy先生 ("Mr. McCarthy") (附註2)	19,430,000	Interest of controlled corporations 受控制法團之權益	5.99%

Notes:

- (1) Madam Kang Mi Young, the wife of Mr. Yang Jai Sung, was deemed to be interested in these ordinary shares in which Mr. Yang Jai Sung was deemed or taken to be interested for the purpose of the SFO.
- (2) Mr. McCarthy was deemed or taken to be interested in these ordinary shares through his indirect 100% control in five funds.

附註：

- (1) 姜美英女士為梁在星先生之妻子，就證券及期貨條例而言，彼被視為擁有梁在星先生被視為或被認為擁有權益之該等普通股之權益。
- (2) McCarthy先生透過彼於五個基金持有之100%間接控制權而被視為或被認為擁有該等普通股之權益。

Save as disclosed above, no other interests required to be recorded in the register kept under Section 336 of the SFO have been notified to the Company.

## PUBLIC FLOAT

In February 2009, the Company announced its restoration of public float rate of not less than 25% after the transfers of 33,118,000 shares of the Company from a controlling shareholder to public shareholders. Since then, based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, the Company has maintained the prescribed public float under the Listing Rules up to the date of this annual report.

## DIRECTORS' INTERESTS IN CONTRACTS

Kwang Sung Korea is a substantial shareholder of the Company and one of the Company's customers and suppliers. Mr. Yang Jai Sung and his relatives were interested in these arrangements as a shareholder holding approximately 79.5% interest in the share capital of Kwang Sung Korea.

Save as disclosed in note 39 to the financial statements under the heading "Material Related Party Transactions", there were no other contracts of significance to which the Company or its subsidiaries was a party, and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

除上文所披露者外，本公司並無得悉有其他需要記錄於依照證券及期貨條例第336條存置之登記冊內之權益。

## 公眾持股量

於二零零九年二月，本公司宣佈於一名控股股東向公眾股東轉讓33,118,000股本公司股份後，其公眾持股量已回復至不少於25%。自此以後，根據本公司可公開查閱之資料及就本公司董事所知，截至本年報日期為止，本公司一直維持上市規則要求的公眾持股量水平。

## 董事之合約利益

韓國光星是本公司之主要股東，並為本公司客戶及供應商之一。梁在星先生及其親屬因作為持有韓國光星股本約79.5%權益之韓國光星股東，而於該等安排中佔有權益。

除財務報表附註39「重大關連人士交易」一節所披露者外，於本年度結束時或於本年度內任何時間，本公司或其附屬公司並無訂立任何重大且本公司董事曾經直接或間接擁有重大權益之合約。

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2009, the director of the Company namely Mr. Yang Jai Sung is both shareholder and director of Kwang Sung Korea, whose businesses compete or are likely to compete, directly or indirectly, with the Group's businesses. The principal businesses of Kwang Sung Korea are as follows:

- (1) Research, design and product development of electronic components and related products and manufacturing of electronic components for electronic appliances and communication equipment through the factory operated by Kwang Sung Korea (the "KSK Factory") exclusively for orders placed directly with Kwang Sung Korea and to be sold in the Korean market but subject to the terms and limited to the scope as set out in the Deed of Undertaking and the Research and Development Service Agreement.
- (2) Sales, marketing, purchasing and distribution of electronic components for electronic appliances and communication equipment, but subject to the terms and limited to the scope as set out in the Deed of Undertaking and the Commission Agreement.

In relation to the listing of the Company's shares on the Main Board of the Stock Exchange, each of Kwang Sung Korea, KS-Tech Group Corporation, and Mr. Yang Jai Sung ("Mr. Yang") has entered into the Deed of Undertaking in favour of the Group to the effect that for so long as Kwang Sung Korea and/or any of its subsidiaries, Mr. Yang and/or the companies controlled by Mr. Yang are beneficially interested, directly and indirectly, whether individually or taken together, in 20% or more of the issued share capital of the Company, Kwang Sung Korea and Mr. Yang will not, and Kwang Sung Korea and Mr. Yang will procure that none of its subsidiaries (other than the Group) and the companies controlled by him (other than the Group), respectively, will engage or otherwise be involved in any business which competes or is likely to compete, either directly or indirectly, with any of the businesses carried out by any member of the Group from time to time (the "Restricted Business") in any of the regions in which the Group is engaged in and undertakes the Restricted Business (such regions include Korea and the PRC (including Hong Kong)).

## 董事於競爭性業務之權益

於截至二零零九年十二月三十一日年度內，本公司董事梁在星先生為韓國光星之股東兼董事，而韓國光星之業務會或可能會對本集團業務構成直接或間接競爭。韓國光星之主要業務如下：

- (1) 電子元件及相關產品之研究、設計及產品開發，並透過韓國光星經營之研究、設計及產品開發工廠（「韓國光星工廠」），替直接向韓國光星落單之獨家訂單，製造電器及通訊設備之電子元件，及於韓國市場出售，惟須遵守承諾契據及研發服務協議之條款及受所載之範疇限制。
- (2) 銷售、市場推廣、購買及分銷電器及通訊設備之電子元件，惟受承諾契據及佣金協議之條款及範圍所規限。

就本公司股份於聯交所主板上市，韓國光星、KS-Tech Group Corporation及梁在星先生（「梁先生」）已各自為本集團之利益，而訂立承諾契據，只要韓國光星及／或其任何附屬公司、梁先生及／或由梁先生控制之公司直接或間接（不論個人或共同）實益擁有本公司已發行股本之20%或以上，則韓國光星及梁先生將不會（並將分別促使其附屬公司（本集團除外）及由其控制之公司（本集團除外）不會）從事或以其他方式參與任何業務，而該等業務與本集團經營及從事受限制業務之任何地區（包括韓國及中國（包括香港））內之任何本集團成員公司可能從事之任何業務（「受限制業務」）直接或間接構成或很可能構成競爭。

Kwang Sung Korea has agreed to first refer all customers' orders of electronic components production received by Kwang Sung Korea from its customers (subject to certain conditions) and the results and/or products developed by the product design and research and development centre of Kwang Sung Korea and the KSK Factory and/or any intellectual property right in or arising from such results and/or products to the Group on terms in accordance with the Deed of Undertaking, the Commission Agreement and the Research and Development Service Agreement, respectively.

According to the supplementary Deed of Undertaking effective 20 September 2005, KS-Tech Group Corporation is no longer a party to the Deed of Undertaking as it is no longer beneficially owned by Kwang Sung Korea.

Pursuant to the supplementary deed inter alia, for so long as Kwang Sung Korea and/or any of its subsidiaries and Mr. Yang and/or any of the companies controlled by him are beneficially interested, directly or indirectly, whether individually or taken together, in 10% or more of the issued share capital of the Company, Kwang Sung Korea and Mr. Yang will not, and Kwang Sung Korea and Mr. Yang will procure that none of its subsidiaries (other than the Group) and the companies controlled by him (other than the Group), respectively, will engage or otherwise be involved in any business which competes or is likely to compete, either directly or indirectly, with any of the Restricted Business in any of the regions in which the Group engages in and undertakes the Restricted Business (such regions include Korea and the PRC (including Hong Kong)).

The transactions with Kwang Sung Korea are set out in the paragraph headed "Connected Transactions". There has been no material change in directors' interests in any competing business subsequent to 31 December 2009.

韓國光星已同意，分別根據承諾契據、佣金協議及研發服務協議之條款，首先向本集團轉介韓國光星從其客戶接獲生產電子元件之所有客戶訂單(受若干條件所規限)，及由韓國光星之產品設計及研究與開發中心及韓國光星工廠開發之成果及／或產品及／或於或由該等成果及／或產品而產生之任何知識產權。

根據於二零零五年九月二十日生效之補充承諾契據，由於KS-Tech Group Corporation不再為韓國光星實益擁有，故其不再成為承諾契據的一方。

根據補充契據(其中包括)，只要韓國光星及／或其任何附屬公司、梁先生及／或由梁先生控制之公司直接或間接(不論個人或共同)實益擁有本公司已發行股本之10%或以上，則韓國光星及梁先生將不會(並將分別促使其附屬公司(本集團除外)及由其控制之公司(本集團除外)不會)從事或以其他方式參與任何業務，而該等業務與本集團經營及從事受限制業務之任何地區(包括韓國及中國(包括香港))內之任何受限制業務直接或間接構成或很可能構成競爭。

與韓國光星之交易詳情載於「關連交易」一段。於二零零九年十二月三十一日後，董事於競爭業務之權益並無任何重大轉變。

## CONNECTED TRANSACTIONS

During the year, the Group entered into the following transactions with Kwang Sung Korea, which constituted continuing connected transactions (the “connected transactions”) as defined in the Listing Rules.

- (1) In the ordinary course of business, the Group sold electronic components to Kwang Sung Korea for resale to ultimate customers. These transactions were entered into on normal commercial terms and on prices and terms comparable to the prevailing market rate or practice.

During the year ended 31 December 2009, sales of electronic components to Kwang Sung Korea amounted to HK\$2,246,000 (2008: HK\$5,318,000).

- (2) Pursuant to a Commission Agreement dated 4 Nov 2008, Kwang Sung Korea referred a number of customers to the Group. These customers place orders directly with the Group and upon completion of the production, the Group sold the electronic components to the customers directly. The Group paid Kwang Sung Korea a referral commission which represents not more than 2% of the total sales to these customers. The referral commission rate was comparable to the referral commission rates payable by the Group to independent third parties and was on terms comparable to the prevailing market rate or practice.

During the year ended 31 December 2009, referral commission paid/payable by the Group to Kwang Sung Korea amounted to HK\$1,371,000 (2008: HK\$3,474,000).

- (3) Pursuant to a Production Outsourcing Agreement dated 4 November 2008, Kwang Sung Korea has agreed to produce the Products for the Company in ordinary and usual course of business, on normal commercial terms comparable to the prevailing market rate and practice after arms length negotiations. Payment of the production fees will be made in a manner agreed by the Group and Kwang Sung Korea.

During the year ended 31 December 2009, production fees paid/payable by the Group to Kwang Sung Korea amounted to HK\$1,659,000 (2008: HK\$714,000).

## 關連交易

年內，本集團與韓國光星進行下列交易，該等交易構成上市規則所界定之持續關連交易（「關連交易」）。

- (1) 本集團於日常業務過程中向韓國光星出售電子元件，以供轉售予最終客戶。該等交易乃按正常商業條款及根據可與現行市場價格或慣例比較之價格及條款進行。

於截至二零零九年十二月三十一日止年度，向韓國光星銷售電子元件之銷售額為2,246,000港元（二零零八年：5,318,000港元）。

- (2) 根據二零零八年十一月四日的佣金協議，韓國光星已轉介若干客戶至本集團，此等客戶直接向本集團落單，待生產完成後，本集團直接向該等客戶銷售電子元件。本集團已支付轉介佣金予韓國光星，金額不多於銷售予該等客戶之總銷售額之2%。轉介佣金與本集團向獨立第三者支付之轉介佣金相若，並根據與現時市場價格或慣例相若之條款釐定。

於截至二零零九年十二月三十一日止年度，本集團已付／應付予韓國光星之轉介佣金為1,371,000港元（二零零八年：3,474,000港元）。

- (3) 根據日期為二零零八年十一月四日之生產外包協議，韓國光星已於公平磋商後同意於日常業務中，替本公司生產該等產品，其一般商業條款與現行市場價格和慣例相若。本集團及韓國光星將以協定之方式，就生產費用付款。

於截至二零零九年十二月三十一日止年度，本集團已付／應付予韓國光星之生產費用為1,659,000港元（二零零八年：714,000港元）。

At the extraordinary general meeting of 5 December 2008, the Company has sought approval from the independent shareholders of the non-exempt continuing connected transactions up to the limits specified in the new caps for each of the three financial years ending 31 December 2011 mentioned below:

於二零零八年十二月五舉行之股東特別大會，本公司尋求獨立股東批准不獲豁免持續關連交易，金額最高為下文所述截至二零一一年十二月三十一日止三個財政年度之新上限：

**Annual cap on the aggregate value  
of the transactions for  
financial years ended/ending 31 December**  
截至／將截至十二月三十一日止  
財政年度交易總值之全年上限

Transactions	交易	2009	2010	2011
		二零零九年 HK\$'000 千港元	二零一零年 HK\$'000 千港元	二零一一年 HK\$'000 千港元
Sales of Products by the Group to Kwang Sung Korea	本集團銷售該等產品予韓國光星	10,200	11,200	12,300
Commission payable by the Group to Kwang Sung Korea for sales orders placed by the customers referred by Kwang Sung Korea	本集團就韓國光星所轉介客戶發出的銷售訂單應付韓國光星之佣金	5,200	5,200	5,200
Production outsourcing fees payable by the Group to Kwang Sung Korea	本集團應付韓國光星之外包生產費用	5,800	7,100	8,700

The directors, including the independent non-executive directors, of the Company have reviewed the connected transactions and confirmed that:

本公司董事(包括獨立非執行董事)已審閱關連交易，並確認：

- (1) the connected transactions have been entered into:
  - (i) in its ordinary and usual course of business;
  - (ii) either on normal commercial terms (to the extent that there are comparable transactions), or, where there are no sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than those available to or from (as appropriate) independent third parties; and
  - (iii) on the relevant agreement terms that are fair and reasonable and in the interests of independent shareholders of the Company as a whole.
- (2) the connected transactions entered into during the year ended 31 December 2009 have been conducted such that the aggregate amount for each type of the transactions has not exceeded the respective caps set out above.

- (1) 該等關連交易：
  - (i) 屬本集團的日常業務；
  - (ii) 是按照一般商業條款進行的(只限有可供比較之交易而言)，或如可供比較的交易不足以判斷該等交易的條款是否一般商業條款，則對於本集團而言，該等交易的條款不遜於獨立第三方可取得或提供(視屬何情況而定)的條款；及
  - (iii) 是按照有關協議之公平合理及符合本公司獨立股東整體利益之條款進行。
- (2) 於截至二零零九年十二月三十一日止年度內進行之關連交易，其各類交易之總額並無超出上述各類交易之上限。



## Report of the Directors 董事會報告書

The Company's auditors have confirmed in a letter to the board of directors that:

- (i) the connected transactions had received the approval of the Company's board of directors;
- (ii) there was an agreement in place governing each selected transaction; and
- (iii) the connected transactions had not exceeded the respective caps as set out above.

### RETIREMENT SCHEMES

Details of the retirement schemes participated by the Group are set out in note 34 to the financial statements.

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 165 of the annual report.

### CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

### AUDITORS

SHINEWING (HK) CPA Limited retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of SHINEWING (HK) CPA Limited as auditors of the Company is to be proposed at the forthcoming AGM.

By order of the Board  
**Yang Ho Sung**  
 Chairman

Hong Kong, 26 March 2010

本公司核數師於一封致董事會之函件中確認：

- (i) 關連交易已獲本公司董事會批准；
- (ii) 每一項交易受各自的一份協議所規範；及
- (iii) 每類關連交易不會超過上述各自之上限。

### 退休計劃

本集團參與之退休計劃之詳情，載於財務報表附註34。

### 五年財務概要

本集團過去五個財政年度業績、資產與負債概要載於本年報第165頁。

### 確認獨立性

本公司已根據上市規則第3.13條，收取各獨立非執行董事之年度獨立性確認函件，並認為所有獨立非執行董事均維持獨立。

### 核數師

信永中和(香港)會計師事務所有限公司即將告退，惟符合資格並願膺選連任。重新委聘信永中和(香港)會計師事務所有限公司為本公司核數師的決議，將於即將召開的股東週年大會上提出。

承董事會命  
 主席  
**梁皓星**

香港，二零一零年三月二十六日

## Independent Auditor's Report 獨立核數師報告



SHINEWING (HK) CPA Limited  
16/F., United Centre  
95 Queensway, Hong Kong

**TO THE MEMBERS OF KWANG SUNG ELECTRONICS H.K. CO. LIMITED**

*(Incorporated in Hong Kong with limited liability)*

We have audited the financial statements of Kwang Sung Electronics H.K. Co. Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 67 to 164, which comprise the consolidated and the Company's statements of financial position as at 31 December 2009, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

**DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

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

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued

**致光星電子香港有限公司股東**

*(於香港註冊成立的有限公司)*

本核數師(以下簡稱「我們」)已審核列載於第67至第164頁光星電子香港有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的財務報表，此綜合財務報表包括於二零零九年十二月三十一日的綜合和公司財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

**董事就財務報表須承擔的責任**

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

**核數師的責任**

我們的責任是根據我們的審核對該等財務報表作出意見，並按照香港《公司條例》第141條的規定，僅向整體股東報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。我們已根據香港會計師公會頒布的香港審計準則進行審核。這些準則要求我們遵守道德

## Independent Auditor's Report 獨立核數師報告

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

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

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

## OPINION

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

### SHINEWING (HK) CPA Limited

*Certified Public Accountants*

**Chan Wing Kit**

Practising Certificate Number: P03224

Hong Kong  
26 March 2010

規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

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

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

## 意見

我們認為，該等財務報表已根據香港財務報告準則真實而公平地反映 貴集團及 貴公司於二零零九年十二月三十一日的財務狀況及貴集團截至該日止年度的虧損及現金流量，並已按照香港《公司條例》妥為編製。

### 信永中和(香港)會計師事務所有限公司

*執業會計師*

**陳永傑**

執業證書編號：P03224

香港  
二零一零年三月二十六日

## Consolidated Income Statement

For the year ended 31 December 2009

## 綜合損益表

截至二零零九年十二月三十一日年度

			Year ended 31/12/2009 截至二零零九年 十二月三十一 止年度 HK\$'000 千港元	Year ended 31/12/2008 截至二零零八年 十二月三十一 止年度 HK\$'000 千港元
<b>Turnover</b>	<b>營業額</b>	8	<b>592,280</b>	797,912
Cost of sales	銷售成本		<b>(517,780)</b>	(707,511)
<b>Gross profit</b>	<b>毛利</b>		<b>74,500</b>	90,401
Other income	其他收入	9	<b>5,749</b>	4,348
Selling and distribution expenses	銷售及分銷開支		<b>(19,148)</b>	(25,014)
Administrative expenses	行政開支		<b>(16,627)</b>	(16,745)
Research and development expenses	研發開支		<b>(31,066)</b>	(39,259)
Other operating expenses	其他經營開支		<b>(10,100)</b>	(15,269)
<b>Profit (loss) before taxation</b>	<b>除稅前溢利 (虧損)</b>		<b>3,308</b>	(1,538)
Taxation	稅項	10	<b>(39,592)</b>	(760)
Loss for the year	本年度虧損	11	<b>(36,284)</b>	(2,298)
Loss for the year attributable to:	以下人士應佔本年度虧損：			
Owners of the Company	本公司擁有人		<b>(35,774)</b>	(2,298)
Minority interests	少數股東權益		<b>(510)</b>	-
			<b>(36,284)</b>	(2,298)
<b>Dividends payable to owners of the Company attributable to the year:</b>	<b>本年度應付予本公司擁有人之股息：</b>			
Interim dividend declared during the year	年內宣派之中期股息	14(a)	-	1,577
			<b>HK cents</b>	HK cents
			港仙	港仙
<b>Loss per share</b>	<b>每股虧損</b>			
Basic	基本	15	<b>(11.13)</b>	(0.73)
Diluted	攤薄		<b>(11.13)</b>	(0.73)

## Consolidated Statement of Comprehensive Income

For the year ended 31 December 2009

## 綜合全面收益表

截至二零零九年十二月三十一日年度

		31/12/2009 二零零九年 十二月三十一日 HK\$'000 千港元	31/12/2008 二零零八年 十二月三十一日 HK\$'000 千港元
Loss for the year	本年度虧損	<b>(36,284)</b>	(2,298)
Other comprehensive income (expense)	其他全面收益(開支)		
Exchange differences arising on translation of foreign operations	因換算境外業務而產生之匯兌差額	<b>6,907</b>	(25,193)
Surplus (deficit) on revaluation of land and buildings held for own use	重估持作自用土地及樓宇之盈餘(虧絀)	<b>9,167</b>	(3,879)
Deferred tax	遞延稅項	<b>(826)</b>	(635)
Surplus (deficit) on revaluation of land and buildings held for own use, net of deferred tax	重估持作自用土地及樓宇之盈餘(虧絀)·已扣除遞延稅項	<b>8,341</b>	(4,514)
Other comprehensive income (expense) for the year, net of tax	本年度其他全面收益(開支)·已扣除稅項	<b>15,248</b>	(29,707)
<b>Total comprehensive expense for the year</b>	<b>本年度全面開支總額</b>	<b>(21,036)</b>	(32,005)
Total comprehensive income (expense) for the year attributable to:	以下人士應佔本年度全面收益(開支)總額:		
Owners of the Company	本公司擁有人	<b>(21,328)</b>	(32,005)
Minority interests	少數股東權益	<b>292</b>	-
		<b>(21,036)</b>	(32,005)

# Consolidated Statement of Financial Position

As at 31 December 2009

# 綜合財務狀況表

於二零零九年十二月三十一日

			31/12/2009 於二零零九年 十二月三十一日	31/12/2008 於二零零八年 十二月三十一日	1/1/2008 於二零零八年 一月一日
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Non-current assets</b>					
<b>非流動資產</b>					
Property, plant and equipment	16	71,301	75,728	96,850	
Investment property	17	4,100	-	-	
Goodwill	19	5,857	-	-	
Club memberships	20	673	673	718	
Intangible assets	21	18,532	-	-	
Investments in equity securities	22	-	-	-	
Other receivables	25	-	616	-	
Deposits for purchase of property, plant and equipment		4,245	967	-	
		<b>104,708</b>	<b>77,984</b>	<b>97,568</b>	
<b>Current assets</b>					
<b>流動資產</b>					
Marketable securities	23	-	7,840	-	
Inventories	24	57,100	81,242	70,667	
Trade and other receivables	25	143,013	107,050	123,773	
Amounts due from shareholders	33	10,592	608	675	
Short-term bank deposits	26	-	20,139	26,505	
Cash and cash equivalents	26	179,386	135,553	158,910	
		<b>390,091</b>	<b>352,432</b>	<b>380,530</b>	
<b>Current liabilities</b>					
<b>流動負債</b>					
Trade and other payables	27	85,537	64,035	78,427	
Tax payables		42,712	5,227	3,137	
Bank borrowing – due within one year	28	111	-	-	
		<b>128,360</b>	<b>69,262</b>	<b>81,564</b>	
<b>Net current assets</b>		<b>261,731</b>	<b>283,170</b>	<b>298,966</b>	
<b>Total assets less current liabilities</b>		<b>366,439</b>	<b>361,154</b>	<b>396,534</b>	
		<b>資產總值減流動負債</b>			

Consolidated Statement of  
Financial Position

As at 31 December 2009

## 綜合財務狀況表

於二零零九年十二月三十一日

			31/12/2009 於二零零九年 十二月三十一日	31/12/2008 於二零零八年 十二月三十一日	1/1/2008 於二零零八年 一月一日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Capital and reserves</b>	<b>資本及儲備</b>				
Share capital	股本	29	32,390	31,536	31,358
Reserves	儲備		319,173	327,609	363,478
Equity attributable to owners of the Company	本公司擁有人 應佔權益		351,563	359,145	394,836
Minority interests	少數股東權益		3,016	-	-
<b>Total equity</b>	<b>總權益</b>		<b>354,579</b>	359,145	394,836
<b>Non-current liabilities</b>	<b>非流動負債</b>				
Bank borrowing – due after one year	銀行借貸 – 一年後到期	28	83	-	-
Derivative financial liabilities	衍生金融負債	31	7,391	-	-
Deferred tax liabilities	遞延稅項負債	32	4,386	2,009	1,698
			11,860	2,009	1,698
			<b>366,439</b>	361,154	396,534

The financial statements on pages 67 to 164 were approved and authorised for issue by the board of directors on 26 March 2010 and are signed on its behalf by:

第67至第164頁之財務報表已於二零一零年三月二十六日獲董事會批准及授權發行，並由下列董事代表簽署：

**Yang Jai Sung**  
Director

**梁在星**  
董事

**Lee Kyu Young**  
Director

**李圭英**  
董事

## Statement of Financial Position

As at 31 December 2009

## 財務狀況表

於二零零九年十二月三十一日

			31/12/2009 二零零九年 十二月 三十一日 HK\$'000 千港元	31/12/2008 二零零八年 十二月 三十一日 HK\$'000 千港元	1/1/2008 二零零八年 一月一日 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>				
Property, plant and equipment	物業、機器及設備	16	30,631	30,182	42,628
Investment property	投資物業	17	4,100	–	–
Interests in subsidiaries	於附屬公司之權益	18	94,521	45,511	54,222
Club memberships	會所會籍	20	673	673	718
Intangible assets	無形資產	21	10,869	–	–
Investments in equity securities	股本證券投資	22	–	–	–
Other receivables	其他應收賬款	25	–	616	–
Deposits for purchase of property, plant and equipment	購買物業、機器 及設備之按金		4,245	967	–
			<b>145,039</b>	<b>77,949</b>	<b>97,568</b>
<b>Current assets</b>	<b>流動資產</b>				
Marketable securities	可出售證券	23	–	7,840	–
Inventories	存貨	24	57,100	81,242	70,667
Trade and other receivables	應收貿易 及其他賬款	25	142,804	107,047	123,773
Amounts due from shareholders	應收股東款項	33	10,592	608	675
Short-term bank deposits	短期銀行存款	26	–	20,139	26,505
Cash and cash equivalents	現金及現金等價物	26	178,391	134,997	158,910
			<b>388,887</b>	<b>351,873</b>	<b>380,530</b>
<b>Current liabilities</b>	<b>流動負債</b>				
Trade and other payables	應付貿易及 其他賬款	27	84,851	63,863	78,427
Amounts due to subsidiaries	應付附屬公司款項	18	43,198	–	–
Tax payables	應付稅項		42,689	5,135	3,137
			<b>170,738</b>	<b>68,998</b>	<b>81,564</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>218,149</b>	<b>282,875</b>	<b>298,966</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動 負債</b>		<b>363,188</b>	<b>360,824</b>	<b>396,534</b>



## Statement of Financial Position

As at 31 December 2009

## 財務狀況表

於二零零九年十二月三十一日

			<b>31/12/2009</b>	31/12/2008	1/1/2008
			二零零九年	二零零八年	二零零八年
			十二月	十二月	一月一日
			三十一日	三十一日	一月一日
		Notes	<b>HK\$'000</b>	HK\$'000	HK\$'000
		附註	千港元	千港元	千港元
<b>Capital and reserves</b>	<b>資本及儲備</b>				
Share capital	股本	29	<b>32,390</b>	31,536	31,358
Reserves	儲備	30	<b>319,885</b>	327,279	363,478
<b>Total equity</b>	<b>總權益</b>		<b>352,275</b>	358,815	394,836
<b>Non-current liabilities</b>	<b>非流動負債</b>				
Derivative financial liabilities	衍生金融負債	31	<b>7,391</b>	-	-
Deferred tax liabilities	遞延稅項負債	32	<b>3,522</b>	2,009	1,698
			<b>10,913</b>	2,009	1,698
			<b>363,188</b>	360,824	396,534

The financial statements on pages 67 to 164 were approved and authorised for issue by the board of directors on 26 March 2010 and are signed on its behalf by:

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**Yang Jai Sung**  
Director

梁在星  
董事

**Lee Kyu Young**  
Director

李圭英  
董事

Consolidated Statement of  
Changes in Equity

As at 31 December 2009

## 綜合權益變動表

於二零零九年十二月三十一日

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Capital reserve	Other reserve	Contribution reserve	Properties revaluation reserve	Statutory reserve	Exchange reserve	Retained profits	Sub-total	Minority interests	Total
		股本	股份溢價	資本儲備	其他儲備	出資儲備	物業重估儲備	法定儲備	匯兌儲備	保留溢利	小計	少數股東權益	總額
		(note a)	(note a)	(note b)	(note c)	(note d)	(note e)	(note f)	(note g)	(note g)			
		(附註a)	(附註a)	(附註b)	(附註c)	(附註d)	(附註e)	(附註f)	(附註g)	(附註g)			
		HK\$'000	HK\$'000	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	千港元	千港元
At 1 January 2008	於二零零八年一月一日	31,358	53,310	5,003	-	-	14,559	6,489	-	284,117	394,836	-	394,836
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	-	(4,514)	-	(25,193)	(2,298)	(32,005)	-	(32,005)
Final dividend approved in respect of the previous year (note 14(b))	往年之已批准末期股息 (附註14(b))	-	-	-	-	-	-	-	-	(4,415)	(4,415)	-	(4,415)
Shares issued under share option scheme	根據購股權計劃發行之股份	178	2,611	(483)	-	-	-	-	-	-	2,306	-	2,306
Transfer from reserves	自儲備轉撥	-	-	-	-	-	-	1,004	-	(1,004)	-	-	-
Forfeiture of share options	沒收購股權	-	-	(3,916)	-	-	-	-	-	3,916	-	-	-
Dividend declared in respect of the current year (note 14(a))	本年度已宣派股息 (附註14(a))	-	-	-	-	-	-	-	-	(1,577)	(1,577)	-	(1,577)
At 31 December 2008	於二零零八年十二月三十一日	31,536	55,921	604	-	-	10,045	7,493	(25,193)	278,739	359,145	-	359,145
Total comprehensive income (expense) for the year	本年度全面收入 (開支)總額	-	-	-	-	-	8,341	-	6,105	(35,774)	(21,328)	292	(21,036)
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	-	-	3,025	3,025
Contributions from shareholders (note 10(b))	股東出資(附註10(b))	-	-	-	-	9,946	-	-	-	-	9,946	-	9,946
Deemed acquisition of additional interest in a subsidiary (note 36(b))	收購一間附屬公司之視為額外權益 (附註36(b))	-	-	-	301	-	-	-	-	-	301	(301)	-
Shares issued according to a patent transfer agreement (note 29(b))	根據專利權轉讓協議發行股份(附註29(b))	854	2,645	-	-	-	-	-	-	-	3,499	-	3,499
Lapse of share options	購股權失效	-	-	(604)	-	-	-	-	-	604	-	-	-
Transfer from reserves	自儲備轉撥	-	-	-	-	-	-	941	-	(941)	-	-	-
At 31 December 2009	於二零零九年十二月三十一日	32,390	58,566	-	301	9,946	18,386	8,434	(19,088)	242,628	351,563	3,016	354,579

Notes:

附註：

**(a) Share premium**

The application of the share premium is governed by section 48B of the Hong Kong Companies Ordinance.

**(a) 股份溢價**

股份溢價之用途受香港《公司條例》第48B條規管。

**(b) Capital reserve**

The capital reserve comprises the fair value of unexercised share options granted to employees of the Company and other eligible persons that has been recognised in accordance with the accounting policy adopted for share-based payments in note 3(l)(ii).

**(b) 資本儲備**

資本儲備為已根據載於附註3(l)(ii)就以股份為基礎之付款而採納之會計政策所確認已授予本公司僱員及其他合資格人士之尚未行使購股權之公允價值。

## Consolidated Statement of Changes in Equity

As at 31 December 2009

## 綜合權益變動表

於二零零九年十二月三十一日

### (c) Other reserve

Other reserve represents the acquisition/disposal of partial equity interests of subsidiaries with minority shareholders without changes in control. Details of the accounting policy are set out in note 3(r).

### (d) Contribution reserve

Contribution reserve represents contributions from shareholders for indemnity liabilities payable for periods prior to 30 June 2003. Details are set out in note 39(a)(ii).

### (e) Properties revaluation reserve

The properties revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings held for own use in note 3(f).

### (f) Statutory reserve

In accordance with the People's Republic of China (the "PRC") laws applicable to wholly-foreign owned investment enterprises, subsidiaries of the Company operating in the PRC are required to set up a general reserve fund and appropriate at least 10% of respective company's annual profit after taxation, as determined under the PRC accounting rules and regulations, to the general reserve fund until the balance of the reserve equals to 50% of its registered capital. This fund can be used to make good losses and to convert into paid-up capital.

### (g) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of the Company's branch in Korea. At 1 January 2008 onwards, the functional currency of the Korea Branch has been changed from Hong Kong Dollars ("HK\$") to Korean Won ("KRW") following the Korea Branch has substantially increased its trading activities in the Korean market. Sales and purchases conducted in the Korean market are denominated and settled in KRW. The reserve is dealt with in accordance with the accounting policy set out in note 3(o).

### (c) 其他儲備

其他儲備指向少數權益股東收購／出售附屬公司之部份股本權益而並無對控制權帶來變動。會計政策詳情載於附註3(r)。

### (d) 出資儲備

出資儲備指股東就二零零三年六月三十日期間之應付彌償負債出資。詳情載於附註39(a)(ii)。

### (e) 物業重估儲備

物業重估儲備乃按附註3(f)所載有關持作自用土地及樓宇之會計政策設立及處理。

### (f) 法定儲備

根據適用於外商獨資企業之中華人民共和國(「中國」)法律，本公司於中國營運之附屬公司需要設立一般儲備基金，並把各公司最少10%之年度稅後純利(按中國會計規則及條例計算)撥入一般儲備基金，直至儲備結餘達至其註冊資本50%為止。一般儲備基金可用作彌補虧損及轉換為已繳股本。

### (g) 匯兌儲備

匯兌儲備包括所有因換算本公司韓國分公司財務報告產生之匯兌差額。自二零零八年一月一日起，由於韓國分公司已大幅增加其於韓國市場所從事之貿易活動，因此本公司已將韓國分公司之功能貨幣由港元(「港元」)更換為韓圓(「韓圓」)。於韓國市場所進行之買賣以韓圓計值及結算。該儲備根據附註3(o)所載會計政策處理。

## Consolidated Statement of Cash Flows

For the year ended 31 December 2009

## 綜合現金流量表

截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>		
Profit (loss) before taxation	除稅前溢利(虧損)	3,308	(1,538)
Adjustments for:	就下列各項作出調整：		
Interest income	利息收入	(1,888)	(3,419)
Depreciation	折舊	18,177	19,016
Amortisation	攤銷	855	45
Impairment loss on trade receivables	應收貿易賬款減值虧損	196	5,711
Increase in fair value of derivative financial liabilities	衍生金融資產之公允價值增加	(517)	-
Increase in fair value of investment property	投資物業之公允價值增加	(400)	-
Write down of inventories	撇銷存貨	4,394	1,398
Gain on disposal of property, plant and equipment	出售物業、機器及設備收益	(830)	(172)
Unrealised gain on marketable securities	可出售證券之未變現收益	-	(79)
Realised gain on marketable securities	可出售證券之已變現收益	(14)	-
Foreign exchange loss (gain)	匯兌虧損(收益)	5,354	(15,226)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	28,635	5,736
Decrease (increase) in inventories	存貨減少(增加)	19,748	(11,973)
(Increase) decrease in trade and other receivables	應收貿易及其他賬款(增加)減少	(29,079)	13,216
Increase (decrease) in trade and other payables	應付貿易及其他賬款增加(減少)	20,755	(14,392)
Cash generated from (used in) operations	經營業務所得(所用)之現金	40,059	(7,413)
Tax refund on reinvestment of profit derived from a subsidiary	來自一間附屬公司之溢利再投資退稅額	-	3,280
Tax reserve certificate purchased	已購買儲稅券	(6,424)	(3,318)
PRC Corporate Income Tax paid	已付中國企業所得稅	(1,463)	(2,001)
<b>Net cash from (used in) operating activities</b>	<b>經營活動所得(所用)之現金淨額</b>	<b>32,172</b>	<b>(9,452)</b>
<b>Investing activities</b>	<b>投資活動</b>		
Decrease in bank deposits	銀行存款減少	20,139	6,366
Proceeds from disposal of marketable securities	出售可出售證券付款之所得款項	7,854	-
Purchase of marketable securities	購入可出售證券付款	-	(7,761)
Interest received	已收利息	1,888	3,192
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項	1,861	203
Acquisition of a subsidiary (note 36(a))	收購一間附屬公司(附註36(a))	(9,434)	-
Acquisition of property, plant and equipment	收購物業、機器及設備	(6,048)	(11,067)
Increase in deposits for purchase of property, plant and equipment	購置物業、機器及設備之按金增加	(4,245)	(967)
(Advance to) repayment from shareholders	(向股東墊款)股東償還款項	(38)	67
Decrease in proceeds receivable from disposal of equity securities	出售股本證券所收取之所得款項減少	-	452
<b>Net cash from (used in) investing activities</b>	<b>投資活動所得(所用)之現金淨額</b>	<b>11,977</b>	<b>(9,515)</b>

## Consolidated Statement of Cash Flows

For the year ended 31 December 2009

## 綜合現金流量表

截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Financing activities</b>	<b>融資活動</b>		
Proceeds from shares issued	發行股份所得款項	-	2,306
Repayment of bank borrowing	償還銀行借款	(80)	-
Dividends paid	已付股息	-	(5,992)
<b>Net cash used in financing activities</b>	<b>融資活動所用之現金淨額</b>	<b>(80)</b>	<b>(3,686)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>現金及現金等價物之增加(減少)淨額</b>	<b>44,069</b>	<b>(22,653)</b>
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日之現金及現金等價物</b>	<b>135,553</b>	<b>158,910</b>
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動影響</b>	<b>(236)</b>	<b>(704)</b>
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日之現金及現金等價物</b>	<b>179,386</b>	<b>135,553</b>

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

### 1. GENERAL

The Company was incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report. The directors of the Company do not consider any company to be the ultimate holding company of the Company, however, the directors of the Company consider the ultimate controlling party of the Group to be Mr. Yang Jai Sung.

The functional currency of the Company is KRW. The functional currencies for its certain subsidiaries are Renminbi ("RMB") and KRW. For the purposes of presenting the financial statements, the Group adopted HK\$ as its presentation currency as its shares are listed in Hong Kong.

The principal activities of the Company are the manufacture and sale of electronic components. The principal activities of its principal subsidiaries are set out in note 18.

### 1. 一般資料

本公司於香港註冊成立，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要營業地址於年報之公司資料一節披露。本公司董事不視任何公司為本公司之最終控股公司，然而，本公司董事視梁在星先生為本集團之最終控股人。

本公司之功能貨幣為韓圓，其若干附屬公司之功能貨幣為人民幣（「人民幣」）及韓圓。就呈列財務報表而言，由於本集團之股份於香港上市，故採用港元為其呈列貨幣。

本集團之主要業務是製造及銷售電子元件，其附屬公司之主要業務載於附註18。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

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

In the current year, the Group and the Company have applied the following new and revised standards, amendments to standards and interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning on or after 1 July 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39
Hong Kong Accounting Standard (“HKAS”) 1 (Revised 2007)	Presentation of Financial Statements
HKAS 23 (Revised 2007)	Borrowing Costs
HKAS 32 and HKAS 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKFRS 1 and HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK (IFRIC) – Interpretation (“Int”) 9 and HKAS 39 (Amendments)	Embedded Derivatives
HK (IFRIC) – Int 13	Customer Loyalty Programmes
HK (IFRIC) – Int 15	Agreements for the Construction of Real Estate
HK (IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation
HK (IFRIC) – Int 18	Transfers of Assets from Customers

## 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）

在本年度，本集團及本公司應用以下由香港會計師公會（「香港會計師公會」）頒佈之多項新訂及經修訂準則、準則之修訂及詮釋（「新訂及經修訂香港財務報告準則」）。

香港財務報告準則（修訂本）	二零零八年香港財務報告準則之改進，惟對於二零零九年七月一日或以後開始之年度期間生效之香港財務報告準則第5號之修訂除外
香港財務報告準則（修訂本）	有關對香港會計準則第39號第80段之修訂之二零零九年香港財務報告準則之改進
香港會計準則第1號（二零零七年經修訂）	財務報表之呈列
香港會計準則第23號（二零零七年經修訂）	借貸成本
香港會計準則第32號及香港會計準則第1號（修訂本）	可沽售金融工具及清盤產生之責任
香港財務報告準則第1號及香港會計準則第27號（修訂本）	附屬公司、共同控制實體或聯營公司之投資成本
香港財務報告準則第2號（修訂本）	歸屬條件及取消
香港財務報告準則第7號（修訂本）	對金融工具披露之改善
香港財務報告準則第8號	經營分部
香港（國際財務報告詮釋委員會）— 詮釋第9號及香港會計準則第39號（修訂本）	嵌入衍生金融工具
香港（國際財務報告詮釋委員會）— 詮釋第13號	客戶忠誠計劃
香港（國際財務報告詮釋委員會）— 詮釋第15號	房地產建築協議
香港（國際財務報告詮釋委員會）— 詮釋第16號	海外業務投資淨額對沖
香港（國際財務報告詮釋委員會）— 詮釋第18號	來自客戶之資產轉移

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

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

Except as described below, the adoption of the new and revised HKFRSs had no material effect on the financial statements of the Group and the Company for the current or prior accounting periods.

#### New and revised HKFRSs affecting presentation and disclosure only

##### **HKAS 1 (Revised 2007) Presentation of Financial Statements**

HKAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.

##### **Improving Disclosures about Financial Instruments (Amendments to HKFRS 7 Financial Instruments: Disclosures)**

The amendments to HKFRS 7 expand the disclosures required in relation to fair value measurements in respect of financial instruments which are measured at fair value. The amendments also expand and amend the disclosures required in relation to liquidity risk. The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provision set out in the amendments.

##### **HKFRS 8 Operating Segments**

HKFRS 8 is a disclosure standard that has changed the basis of measurement of the Group’s segment profit or loss. However, the adoption of HKFRS 8 has not resulted in a re-designation of the Group’s reportable segments.

The Group and the Company have not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

### 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

除下文所述外，採納此新訂及經修訂香港財務報告準則並無對本集團及本公司目前或過往會計期間之財務報表構成重大影響。

#### 僅影響呈列及披露方式之新訂及經修訂香港財務報告準則

##### 香港會計準則第1號（二零零七年經修訂）財務報表之呈列

香港會計準則第1號（二零零七年經修訂）引入用語改變（包括財務報表之經修訂標題）及財務報表格式及內容之改變。

##### 金融工具披露之改善（香港財務報告準則第7號金融工具：披露（修訂本））

香港財務報告準則第7號（修訂本）擴大有關以公允價值計量之金融工具之公允價值計量所需披露內容。該修訂本亦擴大並修訂有關流動資金風險所需披露內容。本集團並無按照修訂本所載過度條文提供經擴大披露內容之比較資料。

##### 香港財務報告準則第8號經營分部

香港財務報告準則第8號為一項修改本集團分部溢利或虧損計量基準之披露準則。然而，採納香港財務報告準則第8號並無導致重定本集團之報告分部。

本集團及本公司並無提早採納以下已頒布惟尚未生效之新訂或經修訂準則、修訂本及詮釋。



## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

## New and revised HKFRSs affecting presentation and disclosure only (Continued)

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of improvements to HKFRSs 2008 <sup>1</sup>
HKFRSs (Amendments)	Improvements to HKFRSs 2009 <sup>2</sup>
HKFRS 1 (Revised)	First-time Adoption of HKFRSs <sup>1</sup>
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters <sup>3</sup>
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters <sup>6</sup>
HKAS 24 (Revised)	Related Party Disclosures <sup>6</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>1</sup>
HKAS 32 (Amendment)	Classification of Rights Issues <sup>4</sup>
HKAS 39 (Amendment)	Eligible Hedged Items <sup>1</sup>
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions <sup>3</sup>
HKFRS 3 (Revised)	Business Combinations <sup>1</sup>
HKFRS 9	Financial Instruments <sup>7</sup>
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement <sup>6</sup>
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners <sup>1</sup>
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>5</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 July 2009.
- <sup>2</sup> Amendments that are effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2010.
- <sup>4</sup> Effective for annual periods beginning on or after 1 February 2010.
- <sup>5</sup> Effective for annual periods beginning on or after 1 July 2010.
- <sup>6</sup> Effective for annual periods beginning on or after 1 January 2011.
- <sup>7</sup> Effective for annual periods beginning on or after 1 January 2013.

## 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

## 僅影響呈列及披露方式之新訂及經修訂香港財務報告準則（續）

香港財務報告準則（修訂本）	對香港財務報告準則第5號之修訂，作為對二零零八年香港財務報告準則之改進之一部分 <sup>1</sup>
香港財務報告準則（修訂本）	對二零零九年香港財務報告準則之改進 <sup>2</sup>
香港財務報告準則第1號（經修訂）	首次採納香港財務報告準則 <sup>1</sup>
香港財務報告準則第1號（修訂本）	首次採納者之額外豁免 <sup>3</sup>
香港財務報告準則第1號（修訂本）	對首次採納者有關比較性香港財務報告準則第7號披露方式之有限豁免 <sup>6</sup>
香港會計準則第24號（經修訂）	關聯方披露 <sup>6</sup>
香港會計準則第27號（經修訂）	綜合及獨立財務報表 <sup>1</sup>
香港會計準則第32號（修訂本）	供股之分類 <sup>4</sup>
香港會計準則第39號（修訂本）	合資格對沖項目 <sup>1</sup>
香港財務報告準則第2號（修訂本）	集團現金結算股份基礎付款交易 <sup>3</sup>
香港財務報告準則第3號（經修訂）	業務合併 <sup>1</sup>
香港財務報告準則第9號	金融工具 <sup>7</sup>
香港（國際財務報告詮釋委員會）— 詮釋第14號（修訂本）	最低融資要求之預付款 <sup>6</sup>
香港（國際財務報告詮釋委員會）— 詮釋第17號	向擁有人分派非現金資產 <sup>1</sup>
香港（國際財務報告詮釋委員會）— 詮釋第19號	以股本工具消除金融負債 <sup>5</sup>

- <sup>1</sup> 於二零零九年七月一日或以後開始之年度期間生效。
- <sup>2</sup> 修訂本於二零零九年七月一日及二零一零年一月一日（如合適）或以後開始之年度期間生效。
- <sup>3</sup> 於二零一零年一月一日或以後開始之年度期間生效。
- <sup>4</sup> 於二零一零年二月一日或以後開始之年度期間生效。
- <sup>5</sup> 於二零一零年七月一日或以後開始之年度期間生效。
- <sup>6</sup> 於二零一一年一月一日或以後開始之年度期間生效。
- <sup>7</sup> 於二零一三年一月一日或以後開始之年度期間生效。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

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

#### New and revised HKFRSs affecting presentation and disclosure only (Continued)

The application of HKFRS 3 (revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary.

HKFRS 9 Financial Instruments introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The Standard requires all recognised financial assets that are within the scope of HKAS 39 Financial instruments: Recognition and Measurement to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group's and the Company's financial assets.

In addition, as part of Improvement to HKFRSs issued in 2009, HKAS 17 Leases has been amended in relation to the classification of leasehold land. The amendments will be effective from 1 January 2010, with earlier application permitted. Before the amendments to HKAS 17, leasees were required to classify leasehold land as operating leases and presented as prepaid lease payments in the consolidated and the Company's statements of financial position. The amendments have removed such a requirement. Instead, the amendments require the classification of leasehold land to be based on the general principles set out in HKAS 17, that are based on the extent to which risks and rewards incidental to ownership of a leased asset lie with the lessor or the lessee. The application of the amendments to HKAS 17 might affect the classification and measurement of the Group's and the Company's leasehold land.

### 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

#### 僅影響呈列及披露方式之新訂及經修訂香港財務報告準則（續）

應用香港財務報告準則第3號（經修訂）可能影響收購日期為二零零九年七月一日或以後開始之首個年度報告期間開始或之後之業務合併之會計處理。香港會計準則第27號（經修訂）將影響母公司所擁有附屬公司擁有權權益變動之會計處理。

香港財務報告準則第9號金融工具引入金融資產分類及計量之新規定，將由二零一三年一月一日起生效，並准許提早應用。該準則規定屬香港會計準則第39號金融工具：確認及計量之所有金融資產按攤銷成本或公允價值計量。特別是(i)就收取合約現金流為目的以業務模式持有之債務投資及(ii)擁有合約現金流之債務投資，且有相關現金流純粹為支付本金，而未償還本金之利息則一般按攤銷成本計量。所有其他債務投資及股本投資按公允價值計量。採納香港財務報告準則第9號可能影響本集團及本公司金融資產之分類及計量。

此外，作為於二零零九年頒布香港財務報告準則改進之一部分，香港會計準則第17號租賃已就租賃土地之分類予以修訂。該修訂本將於二零一零年一月一日起生效，並准許提早應用。修訂香港會計準則第17號前，承租人須將租賃土地分類為經營租約，並於本公司綜合財務狀況表呈列為預付租賃款項。該修訂已刪除有關規定。取而代之的是，該修訂規定將租賃土地按香港會計準則第17號所載一般原則為基準分類，該基準按出租人或承租人就租賃資產擁有權所附風險及回報程度釐定。採納香港會計準則第17號修訂或會對本集團及本公司租賃土地之分類及計量造成影響。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

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

### New and revised HKFRSs affecting presentation and disclosure only (Continued)

The directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the financial position of the Group and the Company.

## 3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared on the historical cost basis except for certain financial instruments and properties, which are measured at fair values, as explained in the accounting policies set out below.

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

### (a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

## 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

### 僅影響呈列及披露方式之新訂及經修訂香港財務報告準則（續）

本公司董事預期，應用其他新訂或經修訂準則、修訂或詮釋將不會對本集團及本公司之財務狀況造成重大影響。

## 3. 主要會計政策

財務報表已按照歷史成本基準編列，但根據公允價值列值之若干金融工具及物業則除外，詳情在下列之會計政策作出解釋。

財務報表已按香港會計師公會頒佈之香港財務報告準則編製。此外，財務報表包括聯交所證券上市規則及香港公司條例所規定之適用披露。

### (a) 綜合基準

綜合財務報表包括本公司及受本公司控制之實體（其附屬公司）之財務報表。當本公司有權監管該實體之財務及經營政策，以便從其業務中獲取利益，即屬擁有控制權。

於本年度收購或出售之附屬公司，其業績自收購生效日期起或截至出售生效日期止（若適用）計入綜合損益表。

如有需要，會對附屬公司之財務報表作出調整，以使彼等之會計政策與本集團其他成員公司採用之會計政策一致。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

**3. SIGNIFICANT ACCOUNTING POLICIES**

(Continued)

**(a) Basis of consolidation (Continued)**

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

**(b) Business combinations**

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 Business Combinations are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

**3. 主要會計政策 (續)****(a) 綜合基準 (續)**

所有集團內部交易、結餘、收益及開支已於綜合賬目時對銷。

綜合附屬公司資產淨值中之少數股東權益與本集團於其中之權益分開呈列。資產淨值中之少數股東權益包括最初業務合併日期之權益和少數股東自合併日期起分佔權益之變動。少數股東所承受虧損超出其於附屬公司股本所佔權益之數額，予以分配用以抵銷本集團之權益，惟倘少數股東擁有具約束力之義務，且能通過增加投資以彌補該等虧損則除外。

**(b) 業務合併**

收購業務乃採用會計購買法入賬。收購成本按於交換當日本集團就換取被收購方控制權所給予之資產、所產生或承擔之負債，以及所發行股本工具之公允價值總值，加上業務合併直接應佔之任何成本計量。被收購方符合香港財務報告準則第3號「業務合併」項下確認條件之可識別資產、負債及或然負債，均以彼等於收購日期之公允價值確認。

因收購而產生之商譽會確認為資產，其初始按成本計量，即企業合併成本超過本集團於所確認之可予識別資產、負債及或然負債之淨公允價值之權益之金額。如果於重新評估後，本集團於被收購公司之可予識別資產、負債及或然負債之公允價值淨額之權益超過企業合併成本，則有關金額會立即在損益中確認。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (b) Business combinations (Continued)

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

## (c) Goodwill

Goodwill arising on acquisition of a business is carried at cost less any accumulated impairment loss and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. Impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

## 3. 主要會計政策 (續)

## (b) 業務合併 (續)

少數股東於被收購公司之權益初始按少數股東於所確認之資產、負債及或然負債之淨公允價值之比例計量。

## (c) 商譽

收購業務所產生之商譽以成本減去任何累計減值虧損，分開記入綜合財務狀況表。

就減值測試而言，本集團向預期將受益於合併效益之各現金產生單位或現金產生單位組別分配收購產生之商譽，商譽所分配之現金產生單位或組別將於每年及如有跡象顯示該單位可能已經減值時進行減值測試。就於財政年度因收購而產生之商譽而言，商譽所分配之現金產生單位於該財政年度結束之前進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值時，減值虧損首先分配作減低該單位獲分配之任何商譽之賬面值，其後根據該單位中各項資產賬面值之比例分配予該單位之其他資產。商譽之任何減值虧損直接記入損益中。就商譽而確認之減值虧損不會於隨後期間撥回。

於出售相關現金產生單位時，計算出售損益時須計入應佔資本化商譽之金額。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (d) Intangible assets

**(i) Intangible assets acquired in a business combination**

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at revalued amounts, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

**(ii) Intangible assets acquired separately**

Any revaluation increase arising from revaluation of intangible assets is recognised in other comprehensive income and accumulated in revaluation reserve, except to the extent that it reserves a revaluation decrease of the same asset previously recognise in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an intangible asset is recognised in profit or loss to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

## 3. 主要會計政策 (續)

## (d) 無形資產

**(i) 於業務合併中收購之無形資產**

於業務合併中收購之無形資產倘符合無形資產之定義及彼等之公允價值能夠可靠地計量，則與商譽分開確定及確認。有關無形資產之成本乃無形資產於收購日期之公允價值。

於初步確認後，具確定可用年期之無形資產乃按重估金額（其為重估日期之公允價值減任何累計攤銷及任何其後累計減值虧損）列賬。具確定可用年期之無形資產乃按直線法在資產之估計可用年期內攤銷（見下文有關有形及無形資產減值之減值虧損之會計政策）。

**(ii) 個別收購之無形資產**

因重估無形資產而產生之任何重估增加乃於其他全面損益確認，並於重估儲備累計，惟其撥回同一資產過往於損益確認之重估減少則除外，於此情況下，有關增加乃計入損益，以過往扣除之減少為限。因重估無形資產而產生之賬面淨值減少會於損益確認，惟以超出有關過往重估該資產之重估儲備結餘（如有）為限。於其後出售或報廢重估資產時，應佔之重估盈餘乃轉撥至保留溢利。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (e) Financial instruments

Financial assets and financial liabilities are recognised in the consolidated and the Company's statements of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

*Financial assets*

The Group's and the Company's financial assets are classified into one of the following categories, including investments in equity securities, financial assets at fair value through profit or loss ("FVTPL") designated as marketable securities and loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

## Effective interest method

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

## 3. 主要會計政策 (續)

## (e) 金融工具

當集團實體成為工具合約條文之訂約方，則金融資產及金融負債於綜合及本公司財務狀況表內確認。金融資產及金融負債初步按公允價值計量。因收購或發行金融資產及金融負債(不包括按公允價值透過損益列賬之金融資產及金融負債)而直接產生之交易成本，於初次確認時加入金融資產或金融負債(如適用)之公允價值，或自金融資產或金融負債(如適用)之公允價值扣除。收購按公允價值透過損益列賬之金融資產或金融負債時，直接產生之交易成本即時於損益確認。

*金融資產*

本集團及本公司之金融資產劃分為以下類別中之一類，包括股本證券投資、指定為可出售證券且按公允價值透過損益列賬之金融資產及貸款及應收賬款。所有一般性購買或出售之金融資產均按交易日期基準確認或解除確認。一般性購買或出售指按於市場規管或慣例確立之時限內交付資產之金融資產購買或出售。

## 實際利率法

實際利率法乃計算金融資產之攤銷成本及於相關期間攤分利息收入之方法。實際利率指按金融資產之預期可使用年期或較短期間內(如適用)實際折現估計未來現金收入(包括組成實際利率、交易成本及其他溢價或折價主要部份之已付或收到之全部費用)至初始確認時之賬面淨值之利率。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (e) Financial instruments (Continued)

**Financial assets (Continued)**

Effective interest method (Continued)

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is excluded in net gains or losses.

Financial assets at fair value through profit or loss

Financial assets at FVTPL include marketable securities.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group and the Company manage together and have a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Investments in equity securities

The Group's and the Company's policies for investments in equity securities, other than investments in subsidiaries, are as follows:

Investments in equity securities are initially stated at cost, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs.

## 3. 主要會計政策 (續)

## (e) 金融工具 (續)

實際利率法 (續)

實際利率法 (續)

債務工具之利息收入按實際利率基準確認，惟分類作按公允價值透過損益列賬之金融資產之利息收入不計入收益或虧損淨額除外。

按公允價值透過損益列賬之金融資產

按公允價值透過損益列賬之金融資產包括可出售證券。

若符合下列情況之一，金融資產將歸類為持作交易金融資產：

- 收購金融資產之目的主要為於近期內出售；或
- 該金融資產為由本集團及本公司共同管理之已識別金融工具投資組合之一部份，並且最近有可短期獲利之實際趨勢；或
- 該金融資產並非被指定為有效對沖工具之衍生工具。

股本證券投資

本集團及本公司對投資附屬公司以外之股本證券投資準則如下：

股本證券投資初步以成本列賬，而成本即交易價格，惟公允價值能更可靠地以估值方法進行估計除外。估值方法之變數僅包括可予觀察市場之數據。成本包括應佔交易成本。



## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (e) Financial instruments (Continued)

**Financial assets (Continued)**

## Investments in equity securities (Continued)

Investments in securities held for trading, including marketable securities, are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period, the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss.

Investments in equity securities that do not have a quoted market price in an active market and whose fair values cannot be reliably measured are recognised in the consolidated and the Company's statements of financial position at cost less impairment losses (see note 3(i)).

Investments are recognised/derecognised on the date the Group and the Company commit to purchase/sell the investments.

## Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amounts due from shareholders, short-term bank deposits and cash and cash equivalents) are carried at amortised cost using the effective interest method, less any identified impairment loss (see accounting policy on impairment of financial assets below).

## Impairment of financial assets

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

## 3. 主要會計政策 (續)

## (e) 金融工具 (續)

## 實際利率法 (續)

## 股本證券投資 (續)

持作買賣之股本證券投資(包括可出售證券)分類為流動資產。任何應佔交易成本於發生時在損益表內確認。於每個呈報期末重新計量公允價值，任何導致之收益或虧損在損益表內確認。

倘股本證券投資並無於活躍市場之市場報價及其公允價值無法準確計量，則該等投資在綜合及本公司財務狀況表中以成本值扣除減值虧損確認入賬(見附註3(i))。

投資於本集團及本公司承諾買入／賣出當日確認／終止確認。

## 貸款及應收賬款

貸款及應收賬款為有固定或可釐定付款款額但並無於活躍市場內報價之非衍生金融資產。於初次確認後，貸款及應收賬款(包括應收貿易賬款及其他應付款項、應收股東款項、短期銀行存款及現金及現金等價物)採用實際利率法按攤銷成本減任何已識別減值虧損列賬。(見下文有關金融資產減值之會計政策)。

## 金融資產之減值

金融資產(不包括按公允價值透過損益列賬之金融資產)乃於各報告期末評估減值跡象。若金融資產於初次確認後發生一項或多項事件而導致有客觀證據證明金融資產之估計未來現金流量受到影響，則視為出現減值。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (e) Financial instruments (Continued)

**Financial assets (Continued)**

## Impairment of financial assets (Continued)

For all other financial assets, objective evidence of impairment could include:

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

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

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

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

## 3. 主要會計政策 (續)

## (e) 金融工具 (續)

## 實際利率法 (續)

## 金融資產之減值 (續)

就其他所有金融資產而言，減值之客觀證據可包括：

- 發行人或對手方遇到嚴重財務困難；或
- 逾期或拖欠利息或本金支付；或
- 借款人有可能破產或進行財務重組。

就若干類別之金融資產(例如應收貿易賬款及其他應收款項)而言，不會單獨作出減值之資產會於其後匯集一併評估減值。應收賬款組合出現減值之客觀證據包括本集團及本公司過往收款記錄、組合內超過平均信貸期之拖欠賬款增加，以及國家或地區經濟狀況出現與應收賬款未能償還之情況相吻合之變動。

就按攤銷成本入賬之金融資產而言，倘具備客觀證據顯示資產減值，則減值虧損於損益確認，並按資產賬面值與根據原實際利率計算之估計未來現金流量之現值之差額計量。

以成本列賬之金融資產，其減值虧損額乃根據資產賬面值及以類似金融資產現時市場回報率折讓後之估計未來現金流量之現值兩者之差額計算。該減值虧損不會於其後期間撥回。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (e) Financial instruments (Continued)

**Financial assets (Continued)**

## Impairment of financial assets (Continued)

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

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

Impairment losses on investments in equity securities will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

**Financial liabilities and equity**

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's and the Company's financial liabilities are generally classified as derivative financial liabilities and other financial liabilities.

## 3. 主要會計政策 (續)

## (e) 金融工具 (續)

## 實際利率法 (續)

## 金融資產之減值 (續)

就所有金融資產而言，金融資產之賬面值乃根據減值虧損直接扣減，惟應收貿易賬款及其他應收款項除外，其賬面值乃利用撥備賬扣減。撥備賬賬面值之變動乃於損益確認。倘應收貿易賬款及其他應收款項被視為無法收回，則從撥備賬撇銷。此前被撇銷之款項於隨後收回後會計入損益。

就按攤銷成本入賬之金融資產而言，倘於其後之期間，減值虧損之金額出現減少而當該等減少可客觀地與確認減值虧損後所發生之事件聯繫，則此前確認之減值虧損於其後之期間於損益撥回，惟於撥回減值日期當日之資產賬面值沒有超出倘沒有確認減值之原有攤銷成本，方可進行撥回。

股本證券投資之減值虧損其後將不會於損益中撥回。於減值虧損後錄得之任何公允價值增加乃直接於全面損益表內確認並於投資重估儲備中累計。

## 金融負債及股本權益

由集團實體發行之金融負債及股本工具按所訂立之合約安排性質，以及金融負債及股本工具之定義而分類。

股本工具為證明集團資產剩餘權益（經扣除其所有負債）之任何合約。本集團及本公司之金融負債一般劃分為衍生金融負債及其他金融負債。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (e) Financial instruments (Continued)

**Financial liabilities and equity (Continued)**

## Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

## Derivative financial liabilities

Derivative financial liabilities are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liabilities.

## Other financial liabilities

Other financial liabilities including trade and other payables and bank borrowing are subsequently measured at amortised cost, using the effective interest rate method.

## Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

**Derivative financial instruments**

For derivative financial instruments, the Group measures the goods or services acquired and the liability incurred at the fair value of the liability. At the end of the reporting period, the liability is remeasured at its fair value until the liability is settled, with any changes in fair value recognised in profit or loss.

## 3. 主要會計政策 (續)

## (e) 金融工具 (續)

**金融負債及股本權益 (續)**

## 實際利率法

實際利率法乃計算金融負債之攤銷成本及於相關期間分攤利息成本之方法。實際利率指按金融負債之預期可使用年期或較短期間內(如適用)實際折現估計未來現金付款之利率。

利息開支乃按實際利率基準確認。

## 衍生金融負債

衍生金融負債按公允價值計量，因重新計量而產生之公允價值變動於產生期間直接於損益確認。於損益確認之收益或虧損淨額不計及就金融負債而支付之任何利息。

## 其他金融負債

其他金融負債(包括應付貿易賬款及其他應付款項及銀行借貸)乃隨後採用實際利率法按攤銷成本計量。

## 股本工具

本公司發行之股本工具按已收取之所得款項扣除直接發行費用而記錄。

**衍生金融工具**

就衍生金融工具而言，本集團按負債之公允價值計量所收購之貨品或服務及所產生之負債。於呈報期末，負債以公允價值重新計量直至負債被抵償，而任何公允價值變動於損益內確認。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (e) Financial instruments (Continued)

**Derecognition**

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group and the Company have transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## (f) Property, plant and equipment

The following land and buildings held for own use are stated at their revalued amounts, being their fair values at the date of revaluation less any subsequent accumulated depreciation:

- freehold land and buildings; and
- land held under operating leases and buildings thereon, where the fair values of the leasehold interest in the land and buildings cannot be measured separately at the inception of the lease and the building is not clearly held under an operating lease (see note 3(h)).

Revaluations are performed with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the end of the reporting period.

Other items of property, plant and equipment are stated in the consolidated and the Company's statements of financial position at cost less accumulated depreciation and impairment losses (see note 3(i)).

## 3. 主要會計政策 (續)

## (e) 金融工具 (續)

**解除確認**

從金融資產收取現金流量之權利到期，或轉讓金融資產，而本集團及本公司已轉讓金融資產所有權之絕大部份風險及回報，則解除確認金融資產。解除確認金融資產時，資產賬面值與已收取代價加上已在股本中直接確認之累計損益總和之差額，須於損益中確認。

倘於有關合約訂明之特定責任獲解除、取消或屆滿，則解除確認金融負債。解除確認之金融負債賬面值與已付或應付代價之差額乃於損益中確認。

## (f) 物業、機器及設備

以下持作自用之土地及樓宇以其重估價值(即根據它們在重估日之公允價值，減去任何其後之累計折舊後得出之數額)列賬：

- 永久業權土地及樓宇；及
- 按經營租約持有之土地及建於該等土地上之樓宇，該等土地及樓宇租賃權益之公允價值於租約開始日期無法分別計度，而有關樓宇並非明確根據經營租約持有(見附註3(h))。

重估工作乃定期進行，以確保這些資產之賬面金額與採用呈報期末之公允價值釐定之數額之間不會出現重大差異。

其他物業、機器及設備項目以成本減去累計折舊及減值虧損(見附註3(i))後記入綜合及本公司財務狀況表。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

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

Changes arising on the revaluation of properties held for own use are generally dealt with in reserves. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from revaluation reserve to retained profits.

Depreciation is calculated to write off the cost or fair value of items of property, plant and equipment, less their estimated residual values, if any, using the straight-line method over their estimated useful lives.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in properties revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

## 3. 主要會計政策 (續)

## (f) 物業、機器及設備 (續)

重估持作自用物業而產生之變動一般會撥入儲備處理，但下列情況除外：

- 如果出現重估虧損，而且有關之虧損額超過就該項資產在截至重估前計入儲備之數額，則差額會在損益表內扣除；及
- 如果以往曾將同一項資產之重估虧損在損益表內扣除，則在出現重估盈餘時，以往曾在損益表扣除之數額會撥入損益表內。

報廢或出售物業、機器及設備項目所帶來之收益或虧損，將按該項目之出售所得款項淨額與賬面值之間之差額釐定，並於報廢或出售當日在損益表內確認。任何有關重估盈餘自重估儲備撥入保留溢利。

折舊是根據物業、機器及設備項目之預計可使用年限，以直線法減去其估計剩餘價值(如有)計算，以撇銷其成本或公允價值。

倘某項物業、機器及設備項目因用途有所更改(終止自用)而變為投資物業，該項目於轉撥日期之賬面值與公允價值兩者之任何差額將於其他全面損益確認及於物業重估儲備累計。日後出售或棄置該項資產時，有關重估儲備將直接轉至保留溢利。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (g) Research and development expenditure

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Because of the nature of the Group's research and development activities, the criteria for the recognition of such costs as an asset are generally not met until late in the development stage of the project when the remaining development costs are immaterial. Hence both research costs and development costs are generally recognised as expenses in the period in which they are incurred.

## (h) Leasing

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

*The Group and the Company as lessor*

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

*The Group and the Company as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

## 3. 主要會計政策 (續)

## (g) 研發支出

研發成本包括所有直接由研發活動產生之成本，或可合理地分配作有關活動之成本。由於本集團之研發活動之性質，把有關成本確認為資產之條件一般須在該項目研發階段之後期才能達致，而當時餘下之研發成本已微不足道。因此，研究成本及開發成本一般均於發生之期間內確認為開支。

## (h) 租賃

凡租約條款將擁有權絕大部分風險及回報轉讓承租人者，均分類為融資租約。所有其他租約則分類為經營租約。

*本集團及本公司作為出租人*

經營租約租金收入以直線法按有關租約年期於損益中確認。

*本集團及本公司作為承租人*

經營租約項下應付租金按直線法於有關租期自損益扣除。作為訂立經營租約獎金之已收及應收福利，按直線法於租期確認為租金開支減少。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (h) Leasing (Continued)

*Leasehold land and buildings*

The land and building elements of a lease of land and buildings are considered separately for the purpose of lease classification, unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire lease is generally treated as a finance lease and accounted for as property, plant and equipment. To the extent the allocation of the lease payments can be made reliably, leasehold interests in land are accounted for as operating leases and amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

## (i) Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group and the Company review the carrying amounts of their tangible and intangible assets to determine whether there is any indication that those assets have suffered impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. In addition, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

## 3. 主要會計政策 (續)

## (g) 研發支出 (續)

*租賃土地及樓宇*

土地及樓宇租約項下土地及樓宇部分就租賃分類而言獨立處理，除非租賃款項無法於土地與樓宇部份間可靠分配，則在此情況下，整份租約整體視作融資租約處理，乃按物業、機器及設備入賬。倘能夠可靠分配租賃款項，則土地租賃權益列作經營租約並以直線法於租期內攤銷，惟該等根據公允價值模式分類及列作投資物業者除外。

## (i) 有形及無形資產減損 (商譽除外 (見上文有關商譽之會計政策))

本集團及本公司會於報告期間結束時檢討其有形及無形資產之賬面值，以確定該等資產有否出現減損之任何跡象。如出現有關跡象，會估計資產之可收回金額以釐定減值虧損之程度。此外，具無限可使用年期之無形資產及未供使用之無形資產會每年及於出現可能減值之跡象時進行減值測試。倘估計資產之可收回金額低於其賬面值，則有關資產之賬面值將減至其可收回金額之水平，並會即時將減損確認為開支，除非有關資產按另一準則計算之重估金額列賬，於此情況下，減損被列為該準則項下之重估減少。



## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

- (i) Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

Where impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

- (j) Club memberships

Club memberships are stated in the consolidated and the Company's statements of financial position at cost less accumulated amortisation and impairment losses. Amortisation of club memberships with finite useful lives is charged to profit or loss on a straight-line basis over their estimated useful life of 20 years. The period of amortisation is reviewed annually.

Club memberships with indefinite useful lives are stated in the consolidated and the Company's statements of financial position at cost less impairment losses (see note 3(i)).

- (k) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

## 3. 主要會計政策 (續)

- (i) 有形及無形資產減損(商譽除外(見上文有關商譽之會計政策))(續)

倘其後撥回減損，則有關資產之賬面值將增至重新修訂估計之可收回金額，惟增加後之賬面值不得超過假設該資產於過往年度並無確認減損時釐定之賬面值。減損撥回會即時確認為收入，除非有關資產按另一準則計算之重估金額列賬，於此情況下，減損撥回列為該項準則項下之重估增加。

- (j) 會所會籍

會所會籍按成本值減累計攤銷及減值虧損於綜合及本公司財務狀況表列賬。有限使用年期之會所會籍之攤銷按直線法於20年之估計可用年限內於損益表扣減。攤銷期會每年進行檢討。

具有無限使用年期之會所會籍按成本減減值虧損於綜合及本公司財務狀況表列賬(見附註3(i))。

- (k) 存貨

存貨以成本及可變現淨值兩者中之較低數額入賬。成本以加權平均成本法計算。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (l) Employee benefits

(i) *Short-term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) *Share-based payments*

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at the grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On the vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium) or the option expires (when it is released directly to retained profits).

## 3. 主要會計政策 (續)

## (l) 僱員福利

## (i) 短期僱員福利及界定供款退休計劃之供款

薪酬、年終花紅、有薪年假、界定供款退休計劃供款及非現金福利成本於僱員提供相關服務之年度計提。倘延遲支付或結付之影響屬重大，此等數額以現值列賬。

## (ii) 以股份為基礎之付款

僱員獲授購股權之公允價值會確認為員工成本，而在權益內之資本儲備則作相應之增加。公允價值乃採用二項式點陣模式，並經考慮授出購股權之條款及條件計算。當僱員須符合歸屬條件才可無條件享有該等購股權，預計購股權之公允價值總額在歸屬期內經考慮購股權歸屬之或然率後攤分入賬。

於歸屬期內，本集團會檢討估計可生效之購股權數目。除非原來之員工支出符合資產確認之要求，否則任何已在往年確認之累計公允價值之調整須在檢討年內之損益表中計入／回撥，並在資本儲備作相應調整。在歸屬日期，除非因純粹與本公司股份之市價有關而未能符合歸屬條件引致權利喪失，否則確認為支出之金額按歸屬購股權之實際數目作調整（並在資本儲備作相應調整）。權益金額在資本儲備中確認，直至購股權獲行使（轉撥至股份溢價賬），或購股權屆滿（直接轉入保留盈利）為止。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (i) Employee benefits (Continued)

## (ii) Share-based payments (Continued)

Share options granted to employees

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at the grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On the vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium) or the option expires (when it is released directly to retained profits).

Share options granted to consultants/advisors

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (capital reserve), when the Group obtains the goods or when the counterparties render services, unless goods and services qualify for recognition as assets.

## 3. 主要會計政策 (續)

## (i) 僱員福利 (續)

## (ii) 以股份為基礎之付款 (續)

授予僱員之購股權

僱員獲授購股權之公允價值會確認為員工成本，而在權益內之資本儲備則作相應之增加。公允價值乃採用二項式點陣模式，並經考慮授出購股權之條款及條件計算。當僱員須符合歸屬條件才可無條件享有該等購股權，預計購股權之公允價值總額在歸屬期內經考慮購股權歸屬之或然率後攤分入賬。

於歸屬期內，本集團會檢討估計可生效之購股權數目。除非原來之員工支出符合資產確認之要求，否則任何已在往年確認之累計公允價值之調整須在檢討年內之損益表中計入／回撥，並在資本儲備作相應調整。在歸屬日期，除非因純粹與本公司股份之市價有關而未能符合歸屬條件引致權利喪失，否則確認為支出之金額按歸屬購股權之實際數目作調整（並在資本儲備作相應調整）。權益金額在資本儲備中確認，直至購股權獲行使（轉撥至股份溢價賬），或購股權屆滿（直接轉入保留盈利）為止。

授予顧問／諮詢人之購股權

就交換貨品或服務而發行之購股權乃以所收取貨品或服務之公允價值計量。當本集團取得貨品或當對方提供服務時，所收取貨品或服務之公允價值確認為開支，連同股本（資本儲備）相應增加，除非該等貨品及服務合資格確認為資產。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (m) Taxation

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

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

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

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

## 3. 主要會計政策 (續)

## (m) 所得稅

所得稅開支指現時應付稅項及遞延稅項。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益表中所報溢利不同，此乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，並且不包括從未課稅或可扣稅之項目。本集團之即期稅項負債採用於報告期末之前已頒佈或實質頒佈之稅率計算。

遞延稅項根據綜合財務報表資產及負債賬面值及用以計算應課稅溢利相應稅基之臨時差額確認。遞延稅項負債通常會就所有應課稅臨時差額確認。遞延稅項資產一般乃就所有可扣減臨時差額按很可能出現可利用臨時差額扣稅之應課稅溢利時確認。倘於一項交易中，因商譽或因企業合併以外原因首次確認其他資產及負債而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等遞延稅項資產及負債。

遞延稅項負債乃按與於附屬公司之投資有關之應課稅臨時差額而確認，惟若本集團及本公司可控制臨時差額之撥回及臨時差額有很可能不會於可見將來撥回之情況除外。與該等投資及權益相關之可扣減臨時差額所產生之遞延稅項資產，只在將來可能有足夠應課稅溢利以利用臨時差額之利益作抵銷並預計於可見將來可撥回之情況下確認。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (m) Taxation (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group and the Company expect, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

## (n) Revenue recognition

## (i) Sales of goods

Revenue is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownerships. Revenue is after deduction of trade discounts and returns.

## (ii) Interest income

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## 3. 主要會計政策 (續)

## (m) 所得稅 (續)

遞延稅項資產及負債乃按預期於負債獲償還或資產獲變現期間適用之稅率(以報告期期末時已生效或實質上已生效之稅率(及稅法)為基準)計算。遞延稅項負債及資產之計算，反映了本集團及本公司於報告期期末時所預期對收回或償還其資產及負債之賬面值之方式所產生之稅務結果。遞延稅項於損益中確認，惟關於在其他全面收入內或直接在權益中確認之項目有關之遞延稅項除外，在此情況下遞延稅項亦於其他全面收入內或直接在權益中確認。

## (n) 收益確認

## (i) 銷售貨品

收入在貨品送達客戶場地，而且客戶接收貨品及其所有權相關之風險及回報時確認。收入已扣除營業折扣及退貨。

## (ii) 利息收入

金融資產之利息收入根據未償還本金及適用實際利率按時間基準入賬。於初步確認時，有關利率為將金融資產之預期年期內之估計未來金收益正確地貼現至資產之賬面淨值之比率。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (n) Revenue recognition (Continued)

## (iii) Scrap sales

Scrap sales is recognised when the goods are delivered to the customers.

## (iv) Rental income

Rental income under operating leases is recognised on a straight-line basis over the respective lease terms.

## (o) Foreign currencies

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

## 3. 主要會計政策 (續)

## (n) 收益確認 (續)

## (iii) 廢料銷售

廢料銷售在貨品送達客戶時確認。

## (iv) 租金收入

營運租約租金收入乃按直線法於有關租賃年期確認。

## (o) 外幣

於編製各獨立集團實體之財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易乃按交易當日之適用匯率折算為其功能貨幣（即該實體於主要經濟環境經營所使用之貨幣）記錄。於報告期期末，以外幣列值之貨幣項目按該日之適用匯率重新換算。按公允價值入賬及以外幣列值之非貨幣項目按公允價值釐定當日之適用匯率換算。以外幣按歷史成本計算之非貨幣項目不進行換算。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (o) Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Group's and the Company's net investment in foreign operation, in which case, such exchange differences are recognised in other comprehensive income in the financial statements and will be reclassified from equity to profit or loss on disposal of foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which case, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the financial statements, the assets and liabilities of the Group's and the Company's foreign operations are translated into the presentation currency of the Group and the Company (i.e. HK\$) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the exchange reserve).

Fair value adjustments on identifiable assets acquired arising on a acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the exchange reserve.

## 3. 主要會計政策 (續)

## (o) 外幣 (續)

因結算貨幣項目及重新換算貨幣項目而產生之匯兌差額，於該等差額產生期間於損益內確認，惟倘匯兌差額乃因換算構成本集團及本公司於境外業務之淨投資額一部份之貨幣項目而產生則除外，在此情況下有關匯兌差額於財務報表之其他全面收入內確認，而將來出售境外業務時將從權益重新分類至損益。因重新換算按公允價值入賬之非貨幣項目而產生之匯兌差額計入當期損益，惟重新換算收益及虧損直接於其他全面收入內確認之非貨幣項目而產生之差額除外，在此情況下，匯兌差額亦直接於其他全面收入內確認。

就呈列財務報表而言，本集團及本公司之海外業務資產及負債乃按報告期末之適用匯率換算為本集團及本公司之呈列貨幣(即港幣)，其收入及開支按該年度之平均匯率換算。產生之匯兌差額(如有)於其他全面收入內確認並在權益(匯兌儲備)中累計。

由換算於二零零五年一月一日或之後一項海外業務所產生之已收購可識別資產之公允價值調整，已按該海外業務之資產及負債處理並已按報告期末所使用之適用匯率重新換算。所產生之匯兌差額乃於匯兌儲備內確認。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (p) Investment property

Investment property is property held to earn rentals and/or for capital appreciation.

On initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is measured at its fair value using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which item is derecognised.

## (q) Government grants

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants related to depreciable assets are recognised as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets.

## 3. 主要會計政策 (續)

## (p) 投資物業

投資物業指為收取租金及／或資本增值而持有之物業。

於初次確認時，投資物業按成本(包括任何直接應佔開支)計量。於初次確認後，投資物業使用公允價值模式按公允價值計量。投資物業公允價值變動所產生之收益或虧損於產生期間內計入損益。

投資物業於出售時，或永遠不再使用及預期不會從出售中取得日後經濟利益時解除確認。資產解除確認所產生之收益或虧損(按出售所得款項淨額與資產賬面值之差額計算)於項目解除確認之期間內計入損益。

## (q) 政府補助

政府補助乃按匹配基準，於本集團將有關補助擬補償之有關成本確認為開支之期間內，於損益中確認。有關可折舊資產之政府補助，乃於綜合財務狀況報表內確認為相關資產賬面值之扣除，並於相關資產之可使用年期內轉撥至損益。



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## 財務報表附註

截至二零零九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

## (r) Acquisition of additional interests in subsidiaries

The Group regards the acquisition/disposal of partial equity interest of subsidiaries from minority shareholders without changes in control as transactions with owners of the Company. When additional equity interest in a subsidiary is acquired, the relevant share of the carrying value of the subsidiary's net assets deemed acquired is recorded in equity (other reserve). When partial equity interest in a subsidiary is disposed of to minority interest, any difference between the proceeds received and the relevant share of minority interest is also recorded in equity (other reserve).

## (s) Investments in subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss (see note 3(i)).

## 3. 主要會計政策 (續)

## (r) 收購附屬公司之額外權益

本集團將向少數股東收購／出售附屬公司部分權益而並無影響控制權之交易視為與本公司擁有人之交易。若增購附屬公司股權，被當作收購之附屬公司資產淨值之相關賬面值部分會在權益(其他儲備)中入賬。若附屬公司之部份股權售予少數股東權益，已收款項與應佔相關少數股東權益之差額亦在權益(其他儲備)中入賬。

## (s) 於附屬公司之投資

附屬公司為本公司控制之實體。當本公司有權規管實體之財務及經營政策，以從該實體之業務中獲取利益時，即表示存在控制權。於評估控制權時，將計及目前可予行使之潛在投票權。

本公司財務狀況表所示於附屬公司之投資，是按成本減去減值虧損(見附註3(i))後入賬。

## Notes to the Financial Statements

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## 財務報表附註

截至二零零九年十二月三十一日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's and the Company's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or the period of the revision and future periods if the revision affects both current and future periods.

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

#### (a) Impairment of tangible assets

The Group and the Company review the carrying amounts of the assets at the end of each reporting period to determine whether there is objective evidence of impairment. When indication of impairment is identified, management prepares discounted future cashflow to assess the differences between the carrying amount and value in use and provide for impairment loss. Any change in the assumption adopted in the cash flow forecasts would increase or decrease in the provision of impairment loss and affect the Group's and the Company's net asset value.

### 4. 估計不確定因素之主要來源

於應用附註3所述本集團及本公司之會計政策時，本公司董事須作出有關資產及負債賬面值而目前未能從其他來源得出之判斷、估計及假設。該等估計及相關假設乃建基於過往經驗及被認為相關之其他因素。實際結果可能與該等估計有出入。

估計及相關假設乃以持續基準審閱。對會計估計進行修訂乃於估計修訂期間(倘修訂只影響該期間)或於修訂期間及未來期間(倘修訂同時影響本期間及未來期間)確認。

以下討論有關未來之主要假設以及於呈報日期時所作估計之不確定性之其他主要來源，而該等假設及不確定性大有可能導致須於下一個財政年度內對資產及負債賬面值作重大調整。

#### (a) 資產減值

本集團及本公司於呈報期末覆核資產之賬面值，以釐定是否有減值之客觀依據。倘出現減值跡象，管理層編製經貼現現金流量，以評估賬面值及使用值之差額，並作出撥備。就現金流預測所作出假設如有任何變化，可能會使減值虧損撥備增加或減少，從而影響本集團及本公司之資產淨值。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### (a) Impairment of tangible assets (Continued)

Impairment losses for trade and other receivables are assessed and provided based on the directors' regular review of ageing analysis and evaluation of collectability. A considerable level of judgment is exercised by the directors when assessing the credit worthiness and past collection history of each individual customer. An increase or decrease in the above impairment loss would affect the loss in the year and in future years. Impairment of approximately HK\$196,000 (2008: HK\$5,711,000) has been recognised for the year.

##### (b) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. No impairment loss was recognised for the year ended 31 December 2009.

##### (c) Impairment of patents

Determining whether patents are impaired requires an estimation of the value-in-use of the patents. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the patents and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. No impairment loss was recognised for the year ended 31 December 2009.

#### 4. 估計不確定因素之主要來源 (續)

##### (a) 資產減值 (續)

就應收貿易及其他賬款所評估及準備之減值虧損乃以董事就賬齡分析及款項可收回程度之評估而進行之定期覆核為基準。評估個別客戶之信用程度及還款記錄時，需董事作出相當程度之判斷。上述資產減值之增加或減少或會影響年內及未來年度之虧損。減值約196,000港元(二零零八年：5,711,000港元)已於年內確認。

##### (b) 商譽減值

釐定商譽是否減值需要估計商譽獲分配之現金產生單位之使用價值。使用價值計算需要本集團估計預期有關現金產生單位所產生之未來現金流及合適之貼現率以計算現值。倘實際未來現金流較預期為少，則會產生重大減值虧損。於截至二零零九年十二月三十一日止年度，並無就減值虧損進行確認。

##### (c) 專利權減值

釐定專利權是否減值需要估計專利權之使用價值。使用價值計算需要本集團估計預期有關專利權所產生之未來現金流及合適之貼現率以計算現值。倘實際未來現金流較預期為少，則會產生重大減值虧損。於截至二零零九年十二月三十一日止年度，並無就減值虧損進行確認。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

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4. KEY SOURCES OF ESTIMATION  
UNCERTAINTY (Continued)

## (d) Net realisable value of inventories

The Group and the Company perform regular review of the carrying amounts of inventories with reference to aged inventories analysis, expected future consumption and management judgment. Based on this review, write down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in technology and market conditions, actual consumption may be different from estimation and profit or loss could be affected by differences in this estimation. During the year, the Group and the Company wrote down of inventories approximately HK\$4,394,000 (2008: HK\$1,398,000).

## (e) Income taxes

Determining income tax provisions involves judgment on the future tax treatment of certain transactions and interpretation of tax rules. The Group and the Company carefully evaluate tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Details of taxation are set out in note 10.

Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future profit will be available against which the unused tax credit can be utilised, management's judgment is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered. Details of deferred tax are set out in note 32.

## 4. 估計不確定因素之主要來源 (續)

## (d) 存貨之可變現淨值

本集團及本公司經參考存貨之賬齡分析、預期未來使用量及管理層判斷就存貨之賬面值進行定期檢討。根據該檢討，倘存貨之賬面值低於其估計可變現淨值則作出撇減。由於技術及市場變化，實際使用量可能與估計不同，而損益可能因估計之不同而受影響。年內，本集團及本公司撇銷存貨約4,394,000港元（二零零八年：1,398,000港元）。

## (e) 所得稅

釐定所得稅撥備涉及對若干交易日後稅務處理之判斷及對稅務法例之詮釋。本集團及本公司謹慎評估交易之稅務影響並據此製訂稅務撥備。本集團定期重新審議上述交易之稅務處理以便將所有稅法變動考慮在內。稅項詳情載於附註10。

遞延稅項資產是就未利用稅務虧損及可抵扣暫時差額而確認。由於遞延稅項資產只限在很可能獲得能利用該遞延稅項資產來抵扣之未來應課稅溢利時才會確認，因此需要管理層判斷獲得未來應課稅溢利之可能性。本集團不斷審閱管理層之評估，倘若很可能獲得能利用遞延稅項資產之未來應課稅溢利，便會確認額外之遞延稅項資產。遞延稅項詳情載於附註32。

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For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### (f) Fair value of derivative financial liabilities

As disclosed in note 31, the fair value of the derivative component of the liabilities at the measurement date was determined using option pricing models. Application of option pricing models requires the Group to estimate the prominent factors affecting the fair value, including but not limited to, the expected life of the derivative instruments and the expected volatility of the market price.

Where the estimation on the abovementioned factors is different from those previously estimated, such differences will impact the fair value gain or loss of the derivative financial instruments in the period in which such determination is made.

#### 5. CAPITAL RISK MANAGEMENT

The Group's and the Company's primary objectives when managing capital are to safeguard the Group's and the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group's overall strategy remain unchanged from prior year.

The Group and the Company actively and regularly review and manage their capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group and the Company generally finance the operations with internally generated cash flows. As of 31 December 2009 and 2008, the Group and the Company have no significant outstanding borrowing. Cash and cash equivalents are in excess of net debt which is defined as trade and other payables and insignificant bank borrowing.

#### 4. 估計不確定因素之主要來源 (續)

##### (f) 衍生金融負債之公允價值

誠如附註31所披露，負債之衍生工具部分於個別計量日之公允價值乃以期權定價模式釐定。本集團於應用期權定價模式時須預測主要影響公允價值之因素，其中包括(但不限於)衍生工具之預計年期及市價之預期波幅。

倘上述因素之估計與先前估計有別，有關差異將影響釐定期間衍生金融工具之公允價值盈利或虧損。

#### 5. 資本風險管理

本集團及本公司管理資本之首要目標乃保障本集團及本公司能夠繼續按持續經營基準經營，從而透過與風險水平相對應之產品及服務定價以及獲得合理成本之融資，繼續為股東創造回報。本集團之整體策略與去年維持不變。

本集團及本公司積極及定期對資本架構作出檢討及管理，以在較高股東回報情況下可能出現之較高借貸水平與良好之資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

本集團及本公司一般以內部產生之現金流量提供營運所需資金。於二零零九年及二零零八年十二月三十一日，本集團及本公司並無重大未償還之借貸。於該兩年度，現金及現金等價物均超出負債淨額(界定為應付貿易及其他賬款以及少量銀行借貸)。

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## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS

## (a) Categories of financial instruments

## 6. 金融工具

## (a) 金融工具分類

		<b>The Group</b> 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Investments in equity securities	股本證券投資	-	-
Marketable securities	可出售證券	-	7,840
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款 (包括現金及現金等價物)	<b>330,913</b>	269,303
		<b>330,913</b>	277,143
<b>Financial liabilities</b>	<b>金融負債</b>		
Liabilities measured at amortised cost	按攤銷成本計量之負債	<b>85,035</b>	63,148
Derivative financial liabilities	衍生金融負債	<b>7,391</b>	-
		<b>92,426</b>	63,148
		<b>The Company</b> 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Investments in equity securities	股本證券投資	-	-
Marketable securities	可出售證券	-	7,840
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款 (包括現金及現金等價物)	<b>329,709</b>	260,904
		<b>329,709</b>	268,744
<b>Financial liabilities</b>	<b>金融負債</b>		
Liabilities measured at amortised cost	按攤銷成本計量之負債	<b>127,367</b>	100,562
Derivative financial liabilities	衍生金融負債	<b>7,391</b>	-
		<b>134,758</b>	100,562

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## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies

The Group's and the Company's major financial instruments include marketable securities, investments in equity securities, trade and other receivables, amounts due from shareholders, short-term bank deposits, cash and cash equivalents, trade and other payables, derivative financial liabilities and bank borrowing. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk, foreign currency risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**Credit risk**

As at 31 December 2009, the Group's and the Company's maximum exposure to credit risk which will cause a financial loss to the Group and the Company due to failure to discharge an obligation by the counterparties provided by the Group and the Company is arising from the carrying amount of respective recognised financing assets as stated in the consolidated and the Company's statements of financial position. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The credit terms granted by the Group and the Company to its customers generally range from one to three months. New customers are normally required to trade on a cash basis. Credit is offered to existing customers following an established payment record. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates.

## 6. 金融工具 (續)

## (b) 財務風險管理目標及政策

本集團及本公司之主要金融工具包括可出售證券、股本證券投資、貿易及其他應收款項、應收股東款項、短期銀行存款、現金及現金等價物、貿易及其他應付款項、衍生金融負債及銀行借貸。該等金融工具之詳情於各附註內披露。與該等金融工具相關之風險包括市場風險（利率風險、外幣風險及其他價格風險）、信貸風險及流動資金風險。有關如何降低該等風險之政策載列如下。管理層對該等風險進行管理及監控，以確保能夠以及時和有效之方式實施合適之措施。

**信貸風險**

於二零零九年十二月三十一日，本集團及本公司因對手方未能履行責任而可能面臨財務虧損之最高信貸風險，乃因綜合及本公司財務狀況表中所述各項已確認金融資產之賬面值而產生。管理層具備信貸政策，而該等信貸風險乃按持續基準監察。

本集團及本公司給予客戶之賒賬期，一般介乎一至三個月。新客戶一般會以現金方式進行交易。在評估付款記錄之情況下，會給予現有客戶信貸。倘客戶要求給予超過某金額之信貸，則會對所有有關客戶作個別信貸評估。該等評估集中於客戶以往到期還款之紀錄及現時還款之能力，並考慮到客戶本身特有之資料及與客戶經營所在經濟環境有關之資料。

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## 財務報表附註

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## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies (Continued)

*Credit risk (Continued)*

The Group and the Company do not obtain collateral from customers for the year ended 31 December 2009. A Korean customer who provided its self-owned property located in Korea for the year ended 31 December 2008 as a collateral against an amount owed to the Group and the Company of KRW262,000,000 (equivalent to approximately HK\$1,611,000). For the year ended 31 December 2008, no impairment was recognised for the amount of approximately HK\$506,000 and HK\$625,000 due from this customer had been overdue for three months and six months, respectively.

The Group's and the Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group and the Company have a certain concentration of credit risk as 19% (2008: 17%) and 44% (2008: 52%) of the total trade and bills receivables was due from the Group's and the Company's largest customer and the five largest customers, respectively.

In order to minimise the credit risk, the management of the Group and the Company have delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group and the Company review the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's and the Company's credit risk is significantly reduced.

## 6. 金融工具 (續)

## (b) 財務風險管理目標及政策 (續)

*信貸風險 (續)*

截至二零零九年十二月三十一日止年度，本集團及本公司並沒有向客戶收取抵押物。截至二零零八年十二月三十一日止年度，一名韓國客戶提供位於韓國之自置物業，作為欠付本集團及本公司262,000,000韓圓（相等於1,611,000港元）之抵押品。截至二零零八年十二月三十一日止年度，並無就已到期三個月及六個月之應收該客戶款項約506,000港元及625,000港元進行減值確認。

本集團及本公司所面對之信貸風險主要受到每名客戶個別特性之影響。客戶經營所在行業及國家之違約風險亦影響到信貸風險，但影響程度較低。於呈報期末，本集團及本公司有若干集中信貸風險，因其應收貿易賬款中有約19%（二零零八年：17%）及44%（二零零八年：52%）分別來自本集團及本公司之最大客戶及五大客戶。

為了儘量降低信貸風險，本集團及本公司管理層已委派一組人員負責制定信貸限額、信貸審批及其他監控程式，藉以確保採取跟進行動收回逾期債項。此外，本集團及本公司會在各報告期末審閱各項個別貿易債項之可收回金額，確保對無法收回金額計提充足之減值虧損撥備。有鑒於此，本公司董事認為本集團及本公司之信貸風險已顯著降低。



## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies (Continued)

*Credit risk (Continued)*

The Group's and the Company's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 61% (2008: 59%) of the total trade receivables as at 31 December 2009.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

*Liquidity risk*

The Group's and the Company's policies are to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table detailed the Group's and the Company's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

## 6. 金融工具 (續)

## (b) 財務風險管理目標及政策 (續)

*信貸風險 (續)*

本集團及本公司按地域劃分之集中信貸風險主要位於中國，於二零零九年十二月三十一日佔貿易應收賬款總額的61% (二零零八年：59%)。

流動資金的信貸風險有限，因為大部分對手方均為獲國際信貸評級機構發出信貸評級較高的銀行。

*流動資金風險*

本集團及本公司之政策為定期監察流動資金需求，以確保其備有足夠現金儲備及可向大型財務機構取得足夠融資額度，以應付長短期流動資金需要。

下表詳細列明根據協定的還款條款，本集團及本公司非衍生金融負債餘下的合約到期期限。該表乃按本集團及本公司須付款的最早日期並以金融負債中的未貼現現金流量為基準編製。該表載列了利息及本金現金流量。在利息流按浮動利率計息的前提下，未貼現金額乃自報告期末的利率曲線得出。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies (Continued)

## Liquidity risk (Continued)

## The Group

		2009 二零零九年				2008 二零零八年	
		Within 1 year or on demand	After 1 year but within 2 years	After 2 years but within 5 years	Total cash flows undiscounted	Carrying amount	Carrying amount and total undiscounted cash flows
		一年內 或按要求	一年後 但兩年內	兩年後 但五年內	未貼現 現金流量總計	賬面值	賬面值及 未貼現現金 流量總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	應付貿易及其他賬款	84,841	-	-	84,841	84,841	63,148
Bank borrowing	銀行借貸	119	85	-	204	194	-
		<b>84,960</b>	<b>85</b>	<b>-</b>	<b>85,045</b>	<b>85,035</b>	<b>63,148</b>
Derivative – gross settlement	衍生 – 總額結算	-	-	7,391	7,391	7,391	-
Derivative financial liabilities	衍生金融負債	-	-	7,391	7,391	7,391	-

## The Company

		2009 二零零九年				2008 二零零八年		
		Within 1 year or on demand	After 1 year but within 2 years	After 2 years but within 5 years	Carrying amount and total undiscounted cash flows	Within 1 year or on demand	After 1 year but within 2 years	Carrying amount and total undiscounted cash flows
		一年內 或按要求	一年後 但兩年內	兩年後 但五年內	賬面值及 未貼現現金 流量總計	一年內 或按要求	一年後 但兩年內	賬面值及 未貼現現金 流量總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	應付貿易及其他賬款	84,169	-	-	84,169	63,116	-	63,116
Amounts due to subsidiaries	應付附屬公司款項	43,198	-	-	43,198	-	37,446	37,446
		<b>127,367</b>	<b>-</b>	<b>-</b>	<b>127,367</b>	<b>63,116</b>	<b>37,446</b>	<b>100,562</b>
Derivative – gross settlement	衍生 – 總額結算	-	-	7,391	7,391	-	-	-
Derivative financial liabilities	衍生金融負債	-	-	7,391	7,391	-	-	-

## 6. 金融工具 (續)

## (b) 財務風險管理目標及政策 (續)

## 流動資金風險 (續)

## 本集團

## 本公司

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies (Continued)

*Liquidity risk (Continued)*

In order to manage the above liquidity demands, at 31 December 2009, approximately HK\$179,386,000 (2008: HK\$155,692,000) and HK\$178,391,000 (2008: HK\$155,136,000) of the Group's and the Company's assets are held in cash respectively.

*Market risk*

## Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable rate bank borrowing (see note 28 for details of this borrowing). It is the Group's and the Company's policy to keep its borrowing at floating rate of interest so as to minimise the fair value interest rate risk. The impact of bank borrowing is insignificant.

The Group and the Company are exposed to fair value interest rate risk only to the extent that it earns interest income on bank deposits.

At 31 December 2009, it is estimated that a general increase/decrease of 10 basis points (2008: 10 basis points) in interest rates for bank deposits, with all other variables held constant, would have decreased/increased the Group's and the Company's loss after taxation and increased/decreased the Group's and the Company's retained profits by approximately HK\$179,000 and HK\$178,000 (2008: HK\$156,000 and HK\$155,000) respectively. Other components of equity would not be affected by the changes in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's loss for the year (and retained profits) that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to remeasure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. The analysis is performed on the same basis for 2008.

## 6. 金融工具 (續)

## (b) 財務風險管理目標及政策 (續)

*流動資金風險 (續)*

為管理上述流動資金需求，於二零零九年十二月三十一日，本集團及本公司約179,386,000港元(二零零八年：155,692,000港元)及178,391,000港元(二零零八年：155,136,000港元)之資產分別以現金方式持有。

*市場風險*

## 利率風險

本集團面臨與浮息銀行借款有關的現金流利率風險(有關借貸詳情見附註28)。本集團及本公司的政策是維持其浮息借款以將公允價值利率風險降至最低。銀行借貸之影響微不足道。

本集團及本公司只就其有賺取利息收入之銀行存款承受公允價值利率風險。

於二零零九年十二月三十一日，在所有其他變數不變的情況下，估計銀行存款之利率全面上调/下调10個基點(二零零八年：10個基點)，將會導致本集團及本公司除稅後虧損減少/增加，及導致保留溢利增加/減少分別約179,000港元及178,000港元(二零零八年：156,000港元及155,000港元)。利率波動不會對權益下之其他項目產生影響。

以上的敏感度分析顯示假設利率變動於呈報期末發生時對本集團年內虧損(及保留溢利)所產生之即時影響，並已用於重新計量本集團所持金融工具，該等金融工具使本集團於呈報期末面對公允價值利率風險。分析按二零零八年相同之基準進行。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies (Continued)

**Market risk (Continued)**

## Equity price risk

The Group and the Company are exposed to equity price risk through its investments in unlisted equity securities (note 22), marketable securities (note 23) and derivative financial liabilities (note 31). Their performance is assessed at least bi-annually based on limited information available to the Group and the Company together with an assessment of their relevance to the Group's and the Company's long term strategic plans.

## Equity price sensitivity

There is no significant exposure of equity price as all securities are either disposed or fully impaired or no material fluctuation for the years ended 31 December 2009 and 2008.

**Foreign currency risk**

The Group and the Company are exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and bank balances and borrowing that are denominated in a foreign currency i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to the risk are primarily United States Dollar, Japanese Yen, Renminbi and Korean Won. The Group and the Company ensure that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

## Exposure to currency risk

The following tables detailed the Group's and the Company's exposure at the end of the reporting period to currency risk arising from monetary assets and liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purpose, the amounts of the exposure are shown in Hong Kong Dollar, translated using the spot rate at the year end rate.

## 6. 金融工具 (續)

## (b) 財務風險管理目標及政策 (續)

## 市場風險 (續)

## 股價風險

本集團及本公司因投資非上市股本證券(附註22)、可出售證券(附註23)及衍生金融負債(附註31)而面對股價風險。彼等之表現乃按照本集團及本公司所得之有限資料，以及彼等對本集團及本公司長期策略規劃之相關程度，每半年評估一次。

## 股價敏感度

由於全部證券已於截至二零零九年及二零零八年十二月三十一日止年度出售或進行全數減值或並無明顯波動，故並無重大股價風險

## 外匯風險

本集團及本公司主要因買賣交易產生以外幣(即就該交易而言並非相關業務之功能貨幣)為單位之應收款項、應付款項及銀行結餘及借貸，因而面對外匯風險。面臨風險之貨幣主要包括美元、日圓、人民幣及韓圓。本集團及本公司於有需要時按現貨匯率買賣外幣，以應付短期不平衡情況，務求確保所面對之外幣淨風險處於可接受水平。

## 所面對之貨幣風險

下表詳列本集團及本公司於呈報期末所面對之貨幣風險，有關風險是因有關公司的功能貨幣以外之貨幣為單位之貨幣資產及負債而產生。為方便呈列，風險金額以港元顯示，按年底之現貨匯兌予以換算。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies (Continued)

*Foreign currency risk (Continued)*

Exposure to currency risk (Continued)

**The Group and the Company**

		2009 二零零九年		2008 二零零八年	
		Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
United States Dollars ("USD")	美元(「美元」)	<b>235,485</b>	<b>29,695</b>	193,265	25,949
Japanese Yen ("JPY")	日元(「日元」)	<b>126</b>	<b>214</b>	296	-
RMB	人民幣	<b>28,716</b>	<b>6,771</b>	20,652	11,553
KRW	韓圓	<b>1,453</b>	-	1,281	-
		<b>265,780</b>	<b>36,680</b>	215,494	37,502

## Sensitivity analysis

The following table indicated the instantaneous change in the Group's loss for the year (and retained profits) that would arise if the foreign exchange rates to which the Group and the Company have significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

## 6. 金融工具(續)

## (b) 財務風險管理目標及政策(續)

## 外匯風險(續)

所面對之貨幣風險(續)

## 本集團及本公司

		2009 二零零九年		2008 二零零八年	
		Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
United States Dollars ("USD")	美元(「美元」)	<b>235,485</b>	<b>29,695</b>	193,265	25,949
Japanese Yen ("JPY")	日元(「日元」)	<b>126</b>	<b>214</b>	296	-
RMB	人民幣	<b>28,716</b>	<b>6,771</b>	20,652	11,553
KRW	韓圓	<b>1,453</b>	-	1,281	-
		<b>265,780</b>	<b>36,680</b>	215,494	37,502

## 敏感度分析

下表顯示本集團及本公司於呈報期末時具重大風險之外幣匯率於當日變動對本集團之年內虧損(及保留溢利)之即時影響，已假設其他風險變數不變。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies (Continued)

*Foreign currency risk (Continued)*

Sensitivity analysis (Continued)

		2009		2008	
		二零零九年		二零零八年	
		Effect on Increase (decrease) in foreign exchange rates 外幣匯率 上升(下降)	Effect on profit or loss before taxation 對除稅前 溢利或虧損 之影響 HK\$'000 千港元	Effect on Increase (decrease) in foreign exchange rates 外幣匯率 上升(下降)	Effect on profit or loss before taxation 對除稅前 溢利或虧損 之影響 HK\$'000 千港元
USD	美元	1.0% (1.0)%	2,058 (2,058)	1.0% (1.0)%	1,673 (1,673)
JPY	日元	11.0% (11.0)%	(10) 10	11.0% (11.0)%	33 (33)
RMB	人民幣	2.0% (2.0)%	439 (439)	2.0% (2.0)%	219 (219)
KRW	韓圓	29.0% (29.0)%	421 (421)	29.0% (29.0)%	310 (310)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit or loss for the year and equity measured in the respective functional currencies, translated into Hong Kong Dollar at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to remeasure those financial assets and liabilities held by the Group and the Company which expose the Group and the Company to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's and the Company's presentation currency. The analysis is performed on the same basis for 2008.

## 6. 金融工具(續)

## (b) 財務風險管理目標及政策(續)

## 外匯風險(續)

敏感度分析(續)

上表所呈列之分析結果指本集團各個實體以個別功能貨幣計量(為呈報目的,已按呈報期末之匯率兌換為港元)之本年度溢利或虧損與權益之即時合併影響。

敏感度分析已假設外幣匯率之變動已用於重新計量本集團所持有並於呈報期末使本集團及本公司面臨外匯風險之金融資產及負債。此分析不包括將外地業務之財務報表換算成本集團及本公司之呈列貨幣所產生之差額。該項分析按與二零零八年相同之基準進行。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies (Continued)

*Fair values*

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments;
- the fair value of derivative instruments is calculated using quoted prices. Where such prices are not available, use is made of discounted cash flow analysis using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

The directors consider that the fair values of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate to their corresponding carrying amounts.

Fair value measurements recognised in the consolidated and the Company's statements of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

## 6. 金融工具 (續)

## (b) 財務風險管理目標及政策 (續)

## 公允價值

金融資產及金融負債的公允價值釐定如下：

- 附帶標準條款及條件並於高度流通市場買賣之金融資產及金融負債之公允價值乃分別參考所報市場買入價及賣出價；及
- 其他金融資產及金融負債(不包括衍生工具)的公允價值乃按貼現現金流量分析根據公認的定價模型或利用來自可觀察的現有市場交易的價格及類似工具的經銷商報價而釐定；
- 衍生工具之公允價值以報價計算。當未能獲取有關價格時，就非期權衍生工具而言，公允價值將以其有效期適用之孳息曲線進行折算現金流量分析估計，而就期權衍生工具而言，公允價值則採用期權定價模型進行估計。

董事認為，在財務報表內按攤銷成本記錄之金融資產及金融負債的公允價值與其相應賬面值相若。

在綜合及本公司財務狀況表中確認之公允價值計量

下表提供初次確認後按公允價值計量之金融工具分析，並根據可觀察公允價值之程度歸類為第一至三層。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 6. FINANCIAL INSTRUMENTS (Continued)

## (b) Financial risk management objectives and policies (Continued)

*Fair values (Continued)*

Fair value measurements recognised in the consolidated and the Company's statements of financial position (Continued)

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are based on observable market data (unobservable inputs).

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Derivative financial liabilities 衍生金融負債

Included in consolidated income statement is an amount of approximately HK\$517,000 fair value gain related to the derivative financial liabilities held at the end of the reporting period.

## 6. 金融工具 (續)

## (b) 財務風險管理目標及政策 (續)

## 公允價值 (續)

在綜合及本公司財務狀況表中確認之公允價值計量 (續)

- 第一層公允價值計量乃根據相同資產或負債在活躍市場之報價 (未經調整) 計算所得。
- 第二層公允價值計量乃根據除第1級別所包括報價以外而就資產或負債而言屬可觀察之輸入資料，直接 (即作為價格) 或間接 (即來自價格) 計算所得。
- 第三層公允價值計量乃使用估值技巧而其中輸入並非基於可觀察市場數據之資料 (非觀察輸入資料) 所得。

**2009**  
二零零九年  
**Level 2**  
第二層  
HK\$'000  
千港元

---

**7,391**

計入綜合損益表乃有關於呈報期末持有之衍生金融負債之公允價值收益約517,000港元。



## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 7. SEGMENT INFORMATION

The Group has adopted HKFRS 8 Operating Segments with effect from 1 January 2009. HKFRS 8 is a disclosure standard that requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker for the purpose of allocating resources to segments and assessing their performance. In contrast, the predecessor Standard (HKAS 14 Segment Reporting) required an entity to identify two sets of segments (business and geographical) using a risks and returns approach. In the past, the Group's primary reporting format was business segments. The application of HKFRS 8 has not resulted a redesignation of the Group's reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14. Nor has the adoption of HKFRS 8 changed the basis of measurement of segment profit or loss.

The Group is principally engaged in the manufacture and sale of electronic components. The Group's operations are divided into two reportable segments: composite components segment and unit electronic components segment.

## Segment turnover and results

The following is an analysis of the Group's turnover and results by reportable segments:

		Composite components 複合元件		Unit electronic components 單位電子元件		Consolidated 綜合	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Turnover	營業額	422,027	624,358	170,253	173,554	592,280	797,912
Segment profit (loss)	分部溢利(虧損)	7,087	7,986	(6,610)	(13,412)	477	(5,426)
Net unallocated operating income	未經分配經營收入淨額					2,831	3,888
Profit (loss) before taxation	除稅前溢利(虧損)					3,308	(1,538)

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit/loss represents the profit earned by/loss from each segment without allocation of part of the other income. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

## 7. 分部資料

本集團自二零零九年一月一日起採納香港財務報告準則第8號經營分部。香港財務報告準則第8號乃一項披露準則，規定以本集團主要營運決策者在決定分部資源分配及評估其表現上所定期審閱本集團各個組成部分之內部報告作為識別經營分部之基礎。反觀原準則(香港會計準則第14號分部報告)則要求實體以風險及回報法識別兩組分部(業務及地區)。過去，本集團之首要呈報格式為業務分部。與按照香港會計準則第14號釐定之首要可呈報分部比較，應用香港財務報告準則第8號並無導致重新設定本集團之可呈報分部。採納香港財務報告準則第8號亦無改變計量分部損益之基準。

本集團主要從事製造及銷售電子元件。本集團之營運分為兩個可呈報分部：複合元件分部及單位電子元件分部。

## 分部營業額及業績

以下為本集團之營業額及業績按可呈報分部所作之分析：

可呈報分部之會計政策與本集團之會計政策(如附註3所述)相同。分部溢利/虧損指各分部所賺溢利/所蒙虧損而未分配部份其他收入部份。此乃向主要營運決策者報告以決定資源分配及表現評估之計量。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 7. SEGMENT INFORMATION (Continued)

## Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

		Composite components			Unit electronic components			Consolidated		
		31/12/2009	31/12/2008	1/1/2008	31/12/2009	31/12/2008	1/1/2008	31/12/2009	31/12/2008	1/1/2008
		二零零九年	二零零八年	二零零八年	二零零九年	二零零八年	二零零八年	二零零九年	二零零八年	二零零八年
		十二月三十一日	十二月三十一日	一月一日	十二月三十一日	十二月三十一日	一月一日	十二月三十一日	十二月三十一日	一月一日
		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
Segment assets	分部資產	203,184	191,578	215,861	51,198	59,305	66,982	254,382	250,883	282,843
Unallocated assets	未經分配資產							240,417	179,533	195,255
<b>Consolidated assets</b>	<b>綜合資產</b>							<b>494,799</b>	<b>430,416</b>	<b>478,098</b>
Segment liabilities	分部負債	62,148	35,715	46,345	20,859	14,829	24,100	83,007	50,544	70,445
Unallocated liabilities	未經分配負債							57,213	20,727	12,817
<b>Consolidated liabilities</b>	<b>綜合負債</b>							<b>140,220</b>	<b>71,271</b>	<b>83,262</b>

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

- all assets are allocated to reportable segments other than marketable securities, short-term bank deposits, cash and cash equivalents, intangible assets, goodwill and part of trade and other receivables, amounts due from shareholders and deposits for purchase of property, plant and equipment. Assets used jointly by reportable segments are allocated on the basis of the production capacity; and
- all liabilities are allocated to reportable segments other than derivative financial liabilities, current and deferred tax liabilities.

## 7. 分部資料 (續)

## 分部資產及負債

以下為本集團之資產與負債按可呈報分部所作之分析：

監控分部之間的分部表現和分配資源的目的：

- 除了可出售證券、短期銀行存款、現金及現金等價物、無形資產、商譽及部份應收貿易賬款及其他應收款項、應收股東款項及購買物業、機器及設備之按金外，所有資產都要分配到報告分類。共同分配至報告分類之資產按產能分配；及
- 除了衍生金融負債、繳納稅收、遞延稅款負債的負債，所有負債都要分配到報告分類。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 7. SEGMENT INFORMATION (Continued)

## Other segment information

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

		Composite components		Unit electronic components		Unallocated		Consolidated	
		複合元件	單位電子元件	未分配	綜合				
		2009	2008	2009	2008	2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Additions to non-current assets	添置非流動資產	4,981	9,410	2,034	1,657	28,634	1,583	35,649	12,650
Depreciation and amortisation	折舊及攤銷	13,683	15,285	5,309	3,731	-	45	18,992	19,061
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	830	172	-	-	-	-	830	172
Impairment loss on trade and other receivables	應收貿易及其他賬款之減值虧損	196	2,029	-	3,682	-	-	196	5,711
Reversal of impairment loss on trade receivables	撥回應收貿易賬款之減值虧損	308	256	-	95	-	-	308	351
Write down of inventories	撇銷存貨	3,053	378	1,341	1,020	-	-	4,394	1,398

Note: Non-current assets excluded goodwill, intangible assets, other receivables and deposits for purchase of property, plant and equipment.

## Geographical information

The Group's operation is principally located in Hong Kong and other parts of the PRC.

The Group's revenue from external customers and information about its non-current assets by geographical location of the assets are detailed below:

		Turnover		Non-current assets	
		營業額	非流動資產		
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
PRC (other than Hong Kong)	中國(香港以外)	354,537	496,610	41,954	46,804
Hong Kong	香港	91,945	145,336	5,666	5,445
Korea	韓國	103,561	136,518	28,454	24,768
Others	其他	42,237	19,448	-	-
		592,280	797,912	76,074	77,017

Note: Non-current assets excluded goodwill, intangible assets and deposits for purchase of property, plant and equipment.

## 7. 分部資料 (續)

## 其他分部資料

計入分部溢利或虧損或分部資產之計量之金額：

附註：非流動資產不包括商譽、無形資產、其他應收款項及購買物業、機器及設備之按金。

## 地區分部資料

本集團之營運主要位於香港及中國其他地區。

本集團來自外部客戶之收益及有關其非流動資產之資料按資產地理位置詳列如下：

附註：非流動資產不包括商譽、無形資產及購買物業、機器及設備按金。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 7. SEGMENT INFORMATION (Continued)

## Information about major customers

The Group's customer base includes two (2008: two) customers with whom transactions have exceeded 10% of the Group's turnover. For the year ended 31 December 2009, revenues from these customers amounted to approximately HK\$113 million and HK\$69 million from composite components and unit electronic components, (2008: HK\$172 million and HK\$150 million).

## 8. TURNOVER

Turnover represents the sales value of goods supplied to customers less goods returned and trade discounts.

## 9. OTHER INCOME

## 7. 分部資料 (續)

## 有關主要客戶之資料

本集團之客戶群包括兩名(二零零八年：兩名)客戶(彼等交易佔本集團營業額超過10%)。截至二零零九年十二月三十一日止年度，來自該等客戶有關複合元件及單位電子元件之收益分別約為113,000,000港元及69,000,000港元(二零零八年：172,000,000港元及150,000,000港元)。

## 8. 營業額

營業額包括供應予客戶之產品的銷售價值，扣除退貨及營業折扣。

## 9. 其他收入

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Interest income from bank deposits	銀行存款之利息收入	1,823	3,368
Interest income from proceeds receivable from disposal of equity securities	出售股本證券所得款項之利息收入	65	51
Rental income	租金收入	249	-
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	830	172
Scrap sales	廢料銷售	214	108
Unrealised gain on marketable securities	可出售證券之未變現收益	-	79
Realised gain on marketable securities	可出售證券之已變現收益	14	-
Reversal of impairment loss on trade and other receivables	應收貿易及其他賬款之減值虧損回撥	308	351
Value added tax refund (note)	增值稅退稅(附註)	1,022	109
Increase in fair value of derivative financial liabilities	衍生金融負債之公允價值增加	517	-
Increase in fair value of investment property	投資物業之公允價值增加	400	-
Others	其他	307	110
		<b>5,749</b>	<b>4,348</b>

Note: A tax concession has been granted by the PRC tax authority to one of the Company's PRC subsidiaries which is engaged in the export sales of electronic products. Under this concession, the PRC subsidiary is entitled to a refund of value added tax paid in excess of an effective rate of 3%. The amount of value added tax refund is recognised as other income on an accrual basis.

附註：中國稅務當局已各本公司一間從事電子產品出口銷售之中國附屬公司授出稅項優惠。根據此優惠，中國附屬公司可取回按實際利率3%多繳之增值稅退稅。增值稅退稅金額已按應計基準確認為其他收入。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 10. TAXATION

## 10. 稅項

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Hong Kong Profits Tax</b>	<b>香港利得稅</b>		
Provision for the year	本年度撥備	1,042	-
Under-provision in prior years	以往年度撥備不足	35,996	-
		<b>37,038</b>	-
<b>PRC Corporate Income Tax</b>	<b>中國企業所得稅</b>		
Provision for the year	本年度撥備	2,095	1,054
Tax refund on reinvestment of profit derived from a subsidiary (note d)	來自一間附屬公司之溢利再投資退稅額(附註d)	-	(3,280)
(Over) under-provision in prior years	以往年度撥備(過多)不足	(185)	3,310
		<b>1,910</b>	1,084
		<b>38,948</b>	1,084
<b>Deferred tax (note 32)</b>	<b>遞延稅項(附註32)</b>		
Charged (credited) for the year	本年度支銷(抵免)	644	(242)
Attributable to change in tax rate	稅率變動之影響	-	(82)
		<b>644</b>	(324)
		<b>39,592</b>	760

Notes:

- (a) For year ended 31 December 2009, Hong Kong Profits Tax had been provided for in the financial statements at 16.5% on the estimated assessable profits. For year ended 31 December 2008, Hong Kong Profits Tax had not been provided for in the financial statements as the Group did not derive any assessable profits for that year.

In addition, Hong Kong Profits Tax had been provided for in the financial statements for the years of assessment 2001/02 to 2008/09 at 16% to 17.5% on the estimated assessable profits for those years.

Provision for the PRC Corporate Income Tax for Shenzhen Kwang Sung Electronics Co., Ltd. ("Shenzhen Kwang Sung") and Kwang Sung Electronics Trading (Shenzhen) Co., Ltd. is calculated at 20% and 25% (2008: 18% and 25%) of estimated assessable profits for the year, respectively.

The Korea Branch and a subsidiary operated in Korea are subject to corporate income tax at a rate of 12.1% (2008: 12.1%). No income tax provision has been made for two years ended 31 December 2009 and 2008 as the tax losses brought forward from prior years exceed the estimated assessable profits for both years.

附註:

- (a) 於截至二零零九年十二月三十一日止年度，香港利得稅已就本年度的估計應課稅溢利按16.5%於財務報表作出撥備。於截至二零零八年十二月三十一日止年度，由於本集團於該年度並無任何應課稅溢利，故並無於財務報表內就香港利得稅作出撥備。

此外，香港利得稅於二零零一／零二至二零零八／零九評稅年度的財務報表就該等年度的估計應課稅溢利按稅率16%至17.5%作出撥備。

深圳光星電子有限公司(「深圳光星」)及光星電子貿易(深圳)有限公司之中國企業所得稅撥備乃以本年度估計應課稅溢利分別按20%及25%(二零零八年: 18%及25%)計算。

韓國分公司及一間在韓國經營之附屬公司按企業所得稅率12.1%(二零零八年: 12.1%)繳稅。由於過往年度結轉之稅項虧損超過該等年度之估計應課稅溢利，故截至二零零九年及二零零八年十二月三十一日止兩個年度均無作出所得稅撥備。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 10. TAXATION (Continued)

Notes: (Continued)

- (b) The Group carries out manufacturing activities in the PRC through its subsidiary, Shenzhen Kwang Sung and under the terms of a processing agreement with a third party factory, and has substantial involvement in these manufacturing activities undertaken in the PRC. The profits earned are thus considered to be partly arising and derived from the manufacturing activities carried out in the PRC and partly from other activities performed in Hong Kong. Accordingly, the Group claimed a 50:50 offshore concession in respect of Hong Kong Profits Tax which had been agreed with the Hong Kong Inland Revenue Department (the "HKIRD") in the year of assessment 1999/2000.

In 2008, the HKIRD enquired the Group the basis of its 50:50 offshore concession claims for the years of assessment 2001/02 to 2006/07 in relation to the Group's manufacturing activities carried out in the PRC, and issued an additional assessment of approximately HK\$3,318,000 for the year of assessment 2001/02 on the basis that the Group was not eligible to the 50:50 offshore claims for profits derived from manufacturing activities carried out by Shenzhen Kwang Sung. The Company lodged an objection against the additional assessment and purchased a tax reserve certificate of approximately HK\$3,318,000 as demanded by the HKIRD in 2008.

In March 2009, the HKIRD issued another demand note for additional tax payable for the year of assessment 2002/03 amounted to approximately HK\$6,424,000 in relation to the above 50:50 offshore claims. The Company lodged an objection against the additional assessment and purchased a tax reserve certificate of approximately HK\$6,424,000 as demanded by the HKIRD in 2009.

The Group's operation has remained unchanged since 1999/2000, in view of the stringent approach adopted by the HKIRD in treating 50:50 manufacturing offshore profits claim, the directors of the Company consider that the Group should make provision for the previously 50:50 offshore claims in the current year. Thus, an additional provision of approximately HK\$35,996,000 has been provided for in the consolidated income statement, however, a sum of tax expense of approximately HK\$9,946,000 should be borne by two shareholders, details are set out in note 39(a)(ii).

In the opinion of the directors of the Company, adequate provision for Hong Kong Profits Tax has been made in these financial statements.

## 10. 稅項 (續)

附註：(續)

- (b) 本集團透過其附屬公司深圳光星以及根據與第三方工廠訂立之一項加工協議之條款在中國進行製造活動，並積極參與在中國進行之該等製造活動。由此所賺取之溢利，部分被視為從中國進行之製造活動所產生及取得，而部分被視為從香港進行之其他活動所產生及取得。故此，本集團就香港利得稅提出50:50之離岸豁免要求，而香港稅務局（「香港稅務局」）曾於一九九九／二零零零評稅年度同意該豁免要求。

於二零零八年，香港稅務局向本集團查詢有關本集團在中國所進行的製造活動而就二零零一／零二至二零零六／零七評稅年度提出50:50離岸豁免要求之依據，並基於本集團不合資格就深圳光星進行之製造活動所賺取溢利享有50:50之離岸豁免，而就二零零一／零二評稅年度發出額外評稅約3,318,000港元。本公司於二零零八年對該額外評稅提出反對，並如香港稅務局要求購買儲稅券約3,318,000港元。

於二零零九年三月，香港稅務局發出另一份額外評稅通知書，就二零零二／零三評稅年度發出有關上述50:50離岸豁免之額外評稅約6,424,000港元。本公司於二零零九年對額外評稅提出反對，並如香港稅務局要求購買儲稅券約6,424,000港元。

本集團自一九九九／二零零零年以來之營運維持不變，但有見香港稅務局在處理50:50製造業務離岸溢利豁免申索上採取嚴格手法，故本公司董事認為本集團應就過往之50:50離岸豁免申索於本年度作出撥備。因此，綜合損益表中已作出額外撥備約35,996,000港元，惟稅項開支約9,946,000港元應由兩名股東承擔，詳情載於附註39(a)(ii)。

本公司董事認為，已於財務報表就香港利得稅作出足夠撥備。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 10. TAXATION (Continued)

Notes: (Continued)

- (c) In 2007, the Shenzhen Local Tax Bureau enquired the related party transactions and transfer price policy of Shenzhen Kwang Sung for the five years from 1 January 2002 to 31 December 2006. Shenzhen Kwang Sung had submitted the requested information to the Shenzhen Local Tax Bureau and estimated that an additional income tax payable of HK\$1,408,000 in respect of the enquiries was required. Full provision for the estimated additional income tax payable of HK\$1,408,000 was made in the 2007 financial statements.

In 2008, the scope of enquiries regarding the transfer price policy of Shenzhen Kwang Sung from Shenzhen Local Tax Bureau has been changed to cover the five years from 1 January 2003 to 31 December 2007. Directors of the Company reassessed the matter and estimated that the Group would have to pay in total of HK\$4,445,000. Accordingly, an additional provision for PRC Corporate Income Tax of HK\$3,037,000 was made in the financial statements during the year ended 31 December 2008.

The directors of the Company consider that adequate provision for the above enquires has been made in these financial statements.

- (d) During the year ended 31 December 2007, the Company reinvested part of the profit derived from its subsidiary, Shenzhen Kwang Sung, which is a wholly-foreign owned enterprise established in the PRC, as paid-up capital of the subsidiary. During the year ended 31 December 2008, the Company received a tax refund of HK\$3,280,000 in connection to the income tax previously paid by Shenzhen Kwang Sung on the reinvested amount.
- (e) Pursuant to Shen Guo Shui Fa 2008 notice 145, Shenzhen Kwang Sung is subject to PRC Corporate Income Tax at a rate of 20% in 2009, 22% in 2010 and 24% in 2011. From 1 January 2012 onwards, the applicable tax rate will be 25%.
- (f) Pursuant to the Corporate Tax Act of Republic of Korea, Korean corporate income tax rate was changed from 12.1% to 11% for assessable income up to KRW200 million and from 25% to 24% for assessable income over KRW200 million for the year of 2009.

## 10. 稅項 (續)

附註：(續)

- (c) 於二零零七年，深圳市地方稅務局查詢深圳光星由二零零二年一月一日至二零零六年十二月三十一日五年內之關連人士交易及轉移定價政策。深圳光星已向深圳市地方稅務局提交所要求的資料，並估計須就有關查詢額外應付所得稅1,408,000港元。在二零零七年財務報表中已就估計額外所得稅作出全數撥備1,408,000港元。

於二零零八年，深圳市地方稅務局就深圳光星轉移定價政策之查詢範圍更改為由二零零三年一月一日起至二零零七年十二月三十一日止之五年內。本公司董事重新評估並估計本集團需繳付合共4,445,000港元。因此已於截至二零零八年十二月三十一日止年度財務報表就中國企業所得稅額外作出3,037,000港元撥備。

本公司董事認為已就上述查詢於財務報表中作出足夠撥備。

- (d) 於截至二零零七年十二月三十一日止年度內，本公司將來自其附屬公司深圳光星(於中國成立之外商獨資企業)之部分溢利再投資，作為該附屬公司之實繳股本。於截至二零零八年十二月三十一日止年度內本公司收到退稅額3,280,000港元，即深圳光星先前就再投資金額所支付之所得稅。
- (e) 根據深國稅發[2008] 145號通告，深圳光星於二零零九年、二零一零年及二零一一年分別須按中國企業所得稅率20%、22%及24%繳稅。自二零一二年一月一日起，其適用稅率將為25%。
- (f) 根據大韓民國企業稅法案，於二零零九年，就應課稅收入少於200,000,000韓圓繳付之韓國企業所得稅率將由12.1%改為11%，應課稅收入超過200,000,000韓圓者由25%改為24%。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 10. TAXATION (Continued)

The taxation for the year can be reconciled to the profit (loss) before taxation per the consolidated income statement as follows:

## 10. 稅項 (續)

於綜合損益表內本年度稅項與除稅前溢利(虧損)之對賬如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Profit (loss) before taxation	除稅前溢利(虧損)	<b>3,308</b>	(1,538)
Notional tax on profit (loss) before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned	按照在相關稅務司法地區獲得溢利的適用稅率計算除稅前溢利(虧損)的名義稅項	<b>2,667</b>	(165)
Tax effect of non-deductible expenses for tax purpose	就稅項用途而言不可扣除開支的稅務影響	<b>1,481</b>	1,235
Tax effect of non-taxable income for tax purpose	就稅項用途而言毋須課稅收入的稅務影響	<b>(1,191)</b>	(289)
Tax effect of concession on patents (note)	專利權的稅務影響(附註)	<b>(1,876)</b>	-
Utilisation of tax losses not recognised previously	動用先前未確認的稅項虧損	-	(84)
Deferred tax asset in respect of tax losses and other temporary differences not recognised	有關尚未確認之稅項虧損及其他臨時差額之遞延稅項資產	<b>2,700</b>	7
Under-provision in prior years	以往年度之撥備不足	<b>35,811</b>	3,310
Tax refund on reinvestment of profit derived from a subsidiary	來自一間附屬公司之溢利再投資退稅額	-	(3,280)
Decrease in opening deferred tax liability resulting from a decrease in applicable tax rate	期初因適用稅率下降導致遞延稅項負債減少	-	(82)
Others	其他	-	108
Taxation for the year	本年度稅項	<b>39,592</b>	760

Note: According to Hong Kong Inland Revenue Ordinance S.16(1)g, the sum expended for the registration of patents used in the trade, profession or business which produces profits are allowed to be deducted from the Hong Kong Profits Tax.

附註：根據香港稅務條例第16(1)g條，註冊作貿易、專業或業務用途並牟利之專利權所支銷的金額可從香港利得稅中扣減。



## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 11. LOSS FOR THE YEAR

## 11. 本年度虧損

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Loss for the year is arrived at after charging (crediting):	本年度虧損經扣除(計入):		
Auditors' remuneration	核數師酬金		
– audit services	– 核數服務	450	750
– tax services	– 稅務服務	–	50
– other services	– 其他服務	–	1,368
Minimum lease payments under operating leases	經營租賃下之最低租賃付款		
– hire of properties	– 租用物業	4,527	4,780
Staff costs (including directors' remuneration disclosed in note 12)	員工成本(包括董事酬金, 於附註12披露)		
– salaries, wages, allowance and other benefits in kind	– 薪金、工資、津貼及其他實物福利	74,708	106,710
– retirement scheme contributions	– 退休計劃之供款	1,787	2,754
– termination benefits	– 離職福利	–	469
		<b>76,495</b>	<b>109,933</b>
Cost of inventories recognised as an expense	確認為開支之存貨成本	517,780	707,511
Amortisation of intangible assets	無形資產攤銷	855	–
Amortisation of club memberships (included in other operating expenses)	會所會籍攤銷(計入其他經營開支)	–	45
Impairment loss on trade and other receivables (included in other operating expenses)	應收貿易及其他賬款減值虧損(計入其他經營開支)	196	5,711
Net foreign exchange losses	匯兌虧損淨額	2,746	2,338
Write down of inventories (included in cost of sales)	存貨撇減(計入銷售成本)	4,394	1,398
Depreciation	折舊	18,177	19,016
Less: amount recorded under government grant	減: 政府補貼下錄得之金額	(40)	–
Amount charged to the consolidated income statement	於綜合損益表中支銷之金額	<b>18,137</b>	<b>19,016</b>
Net rental income	淨租金收入	<b>(249)</b>	–

Cost of inventories includes approximately HK\$57,130,000 (2008: HK\$75,938,000) relating to staff costs, depreciation and minimum lease payments in respect of rented premises, of which amounts are also included in the respective total amounts disclosed separately above.

Minimum lease payments include an amount of approximately HK\$704,000 (2008: HK\$701,000) for staff quarters which is also included and disclosed in staff costs.

存貨成本包括與員工成本、折舊開支及租賃物業最低租賃付款有關的57,130,000港元(二零零八年: 75,938,000港元)。這些金額已個別計入上表分開披露之各個總金額內。

最低租賃付款包括租賃員工宿舍之704,000港元(二零零八年: 701,000港元), 該金額亦包括和披露在員工成本內。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 12. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

		Salaries, allowances and benefits	Retirement scheme contributions	2009 Total
	Directors' fees	in kind 薪金、津貼 及實物福利	退休 計劃供款	2009 Total 二零零九年 合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
<b>Executive directors</b>	<b>執行董事</b>			
Yang Jai Sung	梁在星	-	12	2,162
Woo Nam Jin (note a)	禹南珍 (附註a)	-	12	970
Lee Kyu Young	李圭英	-	12	620
<b>Non-executive director</b>	<b>非執行董事</b>			
Yang Ho Sung	梁皓星	230	-	230
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>			
Kim Chung Kweon	金正權	75	-	75
Han Byung Joon	韓丙濬	80	-	80
Kim Chan Su	金鑽洙	90	-	90
		<b>475</b>	<b>36</b>	<b>4,227</b>
		Salaries, allowances and benefits	Retirement scheme contributions	2008 Total
	Directors' fees	in kind 薪金、津貼 及實物福利	退休 計劃供款	2008 Total 二零零八年 合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
<b>Executive directors</b>	<b>執行董事</b>			
Yang Jai Sung	梁在星	-	12	2,071
Kim Sun Cheol (note b)	金善哲 (附註b)	-	-	-
Woo Nam Jin	禹南珍	216	12	884
Lee Kyu Young	李圭英	728	-	728
<b>Non-executive director</b>	<b>非執行董事</b>			
Yang Ho Sung	梁皓星	455	-	469
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>			
Kim Chung Kweon	金正權	80	-	80
Han Byung Joon	韓丙濬	80	-	80
Kim Chan Su	金鑽洙	92	-	92
		<b>1,651</b>	<b>24</b>	<b>4,404</b>

Notes:

- (a) Resigned on 29 January 2010.  
(b) Resigned on 1 April 2008.

No directors waived any emoluments in the years ended 31 December 2009 and 2008. No emoluments were paid to the directors as inducement to join or upon joining the Group or as compensation for loss of office in the years ended 31 December 2009 and 2008.

## 12. 董事酬金

根據香港《公司條例》第161條作出披露之董事酬金如下：

	Directors' fees	Salaries, allowances and benefits	Retirement scheme contributions	2008 Total
	薪金、津貼 及實物福利	退休 計劃供款	2008 Total 二零零八年 合計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
<b>Executive directors</b>	<b>執行董事</b>			
Yang Jai Sung	梁在星	-	12	2,071
Kim Sun Cheol (note b)	金善哲 (附註b)	-	-	-
Woo Nam Jin	禹南珍	216	12	884
Lee Kyu Young	李圭英	728	-	728
<b>Non-executive director</b>	<b>非執行董事</b>			
Yang Ho Sung	梁皓星	455	-	469
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>			
Kim Chung Kweon	金正權	80	-	80
Han Byung Joon	韓丙濬	80	-	80
Kim Chan Su	金鑽洙	92	-	92
		<b>1,651</b>	<b>24</b>	<b>4,404</b>

附註：

- (a) 於二零一零年一月二十九日辭任。  
(b) 於二零零八年四月一日辭任。

截至二零零九年及二零零八年十二月三十一日止年度，概無董事放棄任何酬金。截至二零零九年及二零零八年十二月三十一日止年度，概無向董事支付酬金，以用作誘使加入或於加入本集團時或作為離職之補償。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 13. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2008: three) were directors of the Company whose emoluments are disclosed in note 12. The emoluments of the remaining three (2008: two) individuals, which are individually below HK\$1,000,000, were as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金及其他酬金	2,747	1,760
Retirement scheme contributions	退休計劃供款	36	24
		<b>2,783</b>	<b>1,784</b>

## 13. 五名最高薪人士

五名最高薪人士中，其中兩名(二零零八年：三名)為本公司董事，其酬金已於上文附註12作出披露。其他三名(二零零八年：兩名)最高薪人士之酬金在1,000,000港元以下，載列如下：

## 14. DIVIDENDS

- (a) Dividends payable to owners of the Company attributable to the year:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Interim dividend declared and paid of nil (2008: 0.5 HK cents) per ordinary share	已宣派及支付中期股息為每股普通股零(二零零八年：0.5港仙)	-	1,577

## 14. 股息

- (a) 本年度應付予本公司擁有人之股息：

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 14. DIVIDENDS (Continued)

- (b) Dividends payable to owners of the Company attributable to the previous financial year, approved and paid during the year:

Final dividend in respect of the previous financial year, approved and paid during the year, of nil (2008: 1.4 HK cents) per ordinary share	年內批准及派付之對上一個財政年度末期股息為每股普通股零 (二零零八年：1.4港仙)
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## 14. 股息 (續)

- (b) 年內批准及派付而屬於對上一個財政年度應付予本公司擁有人之股息：

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
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-	4,415
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## 15. LOSS PER SHARE

## (a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to the owners of the Company of approximately HK\$35,774,000 (2008: HK\$2,298,000) and the weighted average number of ordinary shares of 321,325,000 (2008: 315,145,000) in issue during the year.

*Weighted average number of ordinary shares*

Issued ordinary shares at 1 January	於一月一日之已發行普通股	315,362	313,580
Effect of share options exercised	已行使購股權之影響	-	1,565
Effect of new shares issued	發行新股之影響	5,963	-
Weighted average number of ordinary shares	普通股加權平均數	321,325	315,145

## 15. 每股虧損

## (a) 每股基本虧損

每股基本虧損是按本公司擁有人應佔虧損約35,774,000港元(二零零八年：2,298,000港元)及年內已發行普通股之加權平均數321,325,000股(二零零八年：315,145,000股)計算。

*普通股之加權平均數*

Number of shares 股份數目	
2009 二零零九年 '000 千股	2008 二零零八年 '000 千股

315,362	313,580
-	1,565
5,963	-
321,325	315,145

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 15. LOSS PER SHARE (Continued)

## (b) Diluted loss per share

The computation of diluted loss per share does not assume the concession of the Company's outstanding share options since their exercise would result in decrease in loss per share.

## 15. 每股虧損 (續)

## (b) 每股攤薄虧損

計算每股攤薄虧損時並無假設本公司未行使購股權的減免，因為行使該等購股權將導致每股虧損減少。

		Number of shares 股份數目	
		2009 二零零九年 '000 千股	2008 二零零八年 '000 千股
Weighted average number of ordinary shares used in calculating basic loss per share	用作計算每股基本虧損之普通股加權平均數	<b>321,325</b>	315,145
Deemed issue of ordinary shares under the Company's share option scheme for nil consideration	視作根據本公司之購股權計劃以零代價發行普通股	<b>329</b>	4,059
Weighted average number of ordinary shares used in calculating diluted loss per share	用作計算每股攤薄虧損之普通股加權平均數	<b>321,654</b>	319,204

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 16. PROPERTY, PLANT AND EQUIPMENT

## The Group

## 16. 物業、機器及設備

## 本集團

		<b>Land and buildings held for own use</b>	<b>Plant and machinery</b>	<b>Other property, plant and equipment</b>	<b>Total</b>
		持作自用之 土地及樓宇	機器及設備	其他物業、 機器及設備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>COST OR VALUATION</b>					
At 1 January 2008	於二零零八年一月一日	39,252	126,780	34,265	200,297
Exchange adjustments	匯兌調整	(5,738)	(5,932)	(1,968)	(13,638)
Additions	增添	–	8,497	2,570	11,067
Disposals	出售	–	(914)	(1,148)	(2,062)
Deficit on revaluation	重估虧絀	(3,879)	–	–	(3,879)
Less: Elimination of accumulated depreciation	減：撇銷累計折舊	(900)	–	–	(900)
At 31 December 2008	於二零零八年十二月三十一日	<u>28,735</u>	<u>128,431</u>	<u>33,719</u>	<u>190,885</u>
<b>REPRESENTING</b>					
Cost	成本	–	128,431	33,719	162,150
Valuation – 2008	估值 – 二零零八年	<u>28,735</u>	<u>–</u>	<u>–</u>	<u>28,735</u>
		<u>28,735</u>	<u>128,431</u>	<u>33,719</u>	<u>190,885</u>
<b>DEPRECIATION</b>					
At 1 January 2008	於二零零八年一月一日	–	77,036	26,411	103,447
Exchange adjustments	匯兌調整	–	(2,855)	(1,520)	(4,375)
Provided for the year	年度撥備	900	13,680	4,436	19,016
Eliminated on disposals	出售時撇銷	–	(886)	(1,145)	(2,031)
Elimination on revaluation	重估時撇銷	(900)	–	–	(900)
At 31 December 2008	於二零零八年十二月三十一日	<u>–</u>	<u>86,975</u>	<u>28,182</u>	<u>115,157</u>
<b>CARRYING VALUES</b>					
At 31 December 2008	於二零零八年十二月三十一日	<u>28,735</u>	<u>41,456</u>	<u>5,537</u>	<u>75,728</u>

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group (Continued)

## 16. 物業、機器及設備 (續)

本集團 (續)

		Land and buildings held for own use 持作自用之 土地及樓宇 HK\$'000 千港元	Plant and machinery 機器及設備 HK\$'000 千港元	Other property, plant and equipment 其他物業、 機器及設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST OR VALUATION	成本或估值				
At 1 January 2009	於二零零九年一月一日	28,735	128,431	33,719	190,885
Exchange adjustments	匯兌調整	1,295	1,640	556	3,491
Additions	增添	-	2,659	4,356	7,015
Acquired on acquisition of a subsidiary (note 36)	因收購一間附屬公司 而收購(附註36)	-	294	-	294
Disposals	出售	-	(5,584)	(682)	(6,266)
Surplus on revaluation	重估盈餘	9,167	-	-	9,167
Reclassified to investment property (note 17)	重新分類至投資物業 (附註17)	(3,700)	-	-	(3,700)
Less: Elimination of revaluation	減：重估時撇銷	(854)	-	-	(854)
At 31 December 2009	於二零零九年 十二月三十一日	34,643	127,440	37,949	200,032
REPRESENTING	代表				
Cost	成本	-	127,440	37,949	165,389
Valuation - 2009	估值 - 二零零九年	34,643	-	-	34,643
		34,643	127,440	37,949	200,032
DEPRECIATION	折舊				
At 1 January 2009	於二零零九年一月一日	-	86,975	28,182	115,157
Exchange adjustments	匯兌調整	-	1,033	453	1,486
Provided for the year	年度撥備	854	13,484	3,839	18,177
Eliminated on disposals	出售時撇銷	-	(5,101)	(134)	(5,235)
Elimination on revaluation	重估時撇銷	(854)	-	-	(854)
At 31 December 2009	於二零零九年 十二月三十一日	-	96,391	32,340	128,731
CARRYING VALUES	賬面值				
At 31 December 2009	於二零零九年 十二月三十一日	34,643	31,049	5,609	71,301

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For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

## The Company

## 16. 物業、機器及設備 (續)

## 本公司

		<b>Land and buildings held for own use</b>	<b>Plant and machinery</b>	<b>Other property, plant and equipment</b>	<b>Total</b>
		持作自用之 土地及樓宇	機器及設備	其他物業、 機器及設備	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>COST OR VALUATION</b>	<b>成本或估值</b>				
At 1 January 2008	於二零零八年一月一日	25,342	27,251	13,211	65,804
Exchange adjustments	匯兌調整	(5,739)	(5,932)	(1,968)	(13,639)
Additions	增添	-	1,523	1,595	3,118
Disposals	出售	-	-	(1,148)	(1,148)
Surplus on revaluation	重估盈餘	130	-	-	130
Less: Elimination of accumulated depreciation	減：撇銷累計折舊	(548)	-	-	(548)
At 31 December 2008	於二零零八年十二月三十一日	19,185	22,842	11,690	53,717
<b>REPRESENTING</b>	<b>代表</b>				
Cost	成本	-	22,842	11,690	34,532
Valuation - 2008	估值 - 二零零八年	19,185	-	-	19,185
		19,185	22,842	11,690	53,717
<b>DEPRECIATION</b>	<b>折舊</b>				
At 1 January 2008	於二零零八年一月一日	-	12,966	10,210	23,176
Exchange adjustments	匯兌調整	-	(2,855)	(1,520)	(4,375)
Provided for the year	年度撥備	548	3,660	2,219	6,427
Eliminated on disposals	出售時撇銷	-	-	(1,145)	(1,145)
Elimination on revaluation	重估時撇銷	(548)	-	-	(548)
At 31 December 2008	於二零零八年十二月三十一日	-	13,771	9,764	23,535
<b>CARRYING VALUES</b>	<b>賬面值</b>				
At 31 December 2008	於二零零八年十二月三十一日	19,185	9,071	1,926	30,182



## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Company (Continued)

## 16. 物業、機器及設備 (續)

本公司 (續)

		<b>Land and buildings held for own use</b>	<b>Plant and machinery</b>	<b>Other property, plant and equipment</b>	<b>Total</b>
		持作自用之 土地及樓宇	機器及設備	其他物業、 機器及設備	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>COST OR VALUATION</b>					
At 1 January 2009	於二零零九年一月一日	19,185	22,842	11,690	53,717
Exchange adjustments	匯兌調整	1,295	1,812	520	3,627
Additions	增添	-	308	2,658	2,966
Disposals	出售	-	(5,584)	(11)	(5,595)
Surplus on revaluation	重估盈餘	4,249	-	-	4,249
Reclassified to investment property (note 17)	重新分類至投資物業 (附註17)	(3,700)	-	-	(3,700)
Less: Elimination of accumulated depreciation	減：撇銷累計折舊	(586)	-	-	(586)
At 31 December 2009	於二零零九年 十二月三十一日	<u>20,443</u>	<u>19,378</u>	<u>14,857</u>	<u>54,678</u>
<b>REPRESENTING</b>					
Cost	成本	-	19,378	14,857	34,235
Valuation - 2009	估值 - 二零零九年	<u>20,443</u>	<u>-</u>	<u>-</u>	<u>20,443</u>
		<u>20,443</u>	<u>19,378</u>	<u>14,857</u>	<u>54,678</u>
<b>DEPRECIATION</b>					
At 1 January 2009	於二零零九年一月一日	-	13,771	9,764	23,535
Exchange adjustments	匯兌調整	-	782	438	1,220
Provided for the year	年度撥備	586	3,111	1,289	4,986
Eliminated on disposals	因出售而撇銷	-	(5,101)	(7)	(5,108)
Elimination on revaluation	重估時撇銷	(586)	-	-	(586)
At 31 December 2009	於二零零九年 十二月三十一日	<u>-</u>	<u>12,563</u>	<u>11,484</u>	<u>24,047</u>
<b>CARRYING VALUES</b>					
At 31 December 2009	於二零零九年 十二月三十一日	<u>20,443</u>	<u>6,815</u>	<u>3,373</u>	<u>30,631</u>

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The above items of property, plant and equipment are depreciated on straight-line basis over the following useful lives:

- Freehold land is not depreciated.
- Leasehold land and buildings situated thereon are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of purchase.
- Plant and machinery 4 - 10 years
- Other property, plant and equipment 3 - 5 years

Notes:

- (a) The analysis of net carrying value of land and buildings held for own use carried at fair value is as follows:

Freehold outside Hong Kong	在香港境外按永久業權持有	20,443	15,885
Medium-term leases outside Hong Kong	在香港境外按中期租約持有	14,200	9,550
Medium-term leases in Hong Kong	在香港按中期租約持有	-	3,300
		<b>34,643</b>	<b>28,735</b>

- (b) The Group's and the Company's land and buildings held for own use were revalued as at 31 December 2009 at their open market value. The valuations were carried out by Vigers Appraisal & Consulting Limited, an independent firm of professional surveyors not connected with the Group who had among staff members of the Hong Kong Institute of Surveyors. The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the same locations and conditions. A revaluation surplus of approximately HK\$9,167,000 (2008: deficit of HK\$3,879,000) has been transferred to the properties revaluation reserve, net of deferred tax of approximately HK\$1,512,000 (2008: HK\$635,000) (note 32).

## 16. 物業、機器及設備 (續)

上述物業、機器及設備乃於使用年內按直線法折舊：

- 不就永久業權持有土地進行折舊。
- 租賃土地及樓宇按未屆滿租約年期及其估計使用年期之較短者(自購買當日起計不超過50年)進行折舊。
- 機器及設備 4-10年
- 其他物業、機器及設備 3-5年

附註：

- (a) 持有作自用以公允價值列賬之土地及樓宇之賬面淨值分析如下：

The Group 本集團		The Company 本公司	
2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
20,443	15,885	20,443	15,885
14,200	9,550	-	-
-	3,300	-	3,300
<b>34,643</b>	<b>28,735</b>	<b>20,443</b>	<b>19,185</b>

- (b) 於二零零九年十二月三十一日，曾就本集團及本公司持有作自用之土地及樓宇之公開市值進行重估。該等估值由與本集團並無關連之獨立專業估值師威格斯資產評估顧問有限公司進行，其部份員工為香港測量師學會成員。估值乃參考相同地點及狀況之類似物業之市場成交價而進行。約9,167,000港元重估盈餘(二零零八年：3,879,000港元虧絀)於扣除遞延稅項約1,512,000元(二零零八年：635,000港元)已被轉撥至物業重估儲備(見附註32)。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Notes: (Continued)

(b) (Continued)

Had the above land and buildings held for own use been carried at cost less accumulated depreciation, the carrying amounts would have been:

		The Group 本集團		The Company 本公司	
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Freehold land and buildings	按永久業權持有之土地及樓宇	9,610	8,116	9,610	8,116
Leasehold land and buildings	按租賃持有之土地及樓宇	4,956	9,709	-	2,998
		<b>14,566</b>	17,825	<b>9,610</b>	11,114

## 16. 物業、機器及設備 (續)

附註：(續)

(b) (續)

倘上述持作自用之土地及樓宇已按成本減累計折舊列值，賬面金額將為：

## 17. INVESTMENT PROPERTY

## 17. 投資物業

		The Group and the Company 本集團及本公司	
		2009 二零零九年	2008 二零零八年
		HK\$'000 千港元	HK\$'000 千港元
Fair value	公允價值		
At 1 January	於一月一日	-	-
Transfer from property, plant and equipment (note 16)	轉撥自物業、機器及設備(附註16)	3,700	-
Increase in fair value recognised in profit or loss	於損益確認之公允價值增加	400	-
At 31 December	於十二月三十一日	<b>4,100</b>	-

The Group's and the Company's investment property was revalued as at 31 December 2009 at its open market value. The valuations were carried out by Vigers Appraisal & Consulting Limited, an independent firm of professional surveyors not connected with the Group who had among staff members of the Hong Kong Institute of Surveyors. The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the same locations and conditions.

於二零零九年十二月三十一日，曾就本集團及本公司之投資物業之公開市值進行重估。該等估值由與本集團並無關連之獨立專業估值師威格斯資產評估顧問有限公司進行，其部份員工為香港測量師學會成員。估值乃參考相同地點及狀況之類似物業之市場成交價而進行。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 17. INVESTMENT PROPERTY (Continued)

All of the Group's and the Company's property interests held under operating lease to earn rentals or for capital appreciation purpose are measured using the fair value model and are classified and accounted for as investment property.

The investment property is situated in Hong Kong and with the medium-term lease.

## 17. 投資物業 (續)

本集團及本公司之所有按經營租約持有並用作賺取租金或資本升值之物業權益，乃按公允價值模式計量，且分類為及以投資物業入賬。

位於香港之投資物業按中期租約持有。

## 18. INTERESTS IN SUBSIDIARIES

## 18. 於附屬公司之權益

		<b>The Company</b>		
		本公司		
		<b>31/12/2009</b>	31/12/2008	
		二零零九年	二零零八年	1/1/2008
		十二月	十二月	二零零八年
		三十一日	三十一日	一月一日
		<b>HK\$'000</b>	HK\$'000	HK\$'000
		千港元	千港元	千港元
Unlisted equities, at cost	非上市股本，按成本值			
At 1 January	於一月一日	<b>82,957</b>	82,382	56,719
Additional contribution	額外出資	<b>11,564</b>	575	25,663
		<b>94,521</b>	82,957	82,382
At 31 December	於十二月三十一日			
Amounts due to subsidiaries (note)	應付附屬公司款項(附註)	<b>(43,198)</b>	(37,446)	(28,160)
		<b>51,323</b>	45,511	54,222
Analysed for reporting purposes as:	分析作呈報用途：			
Non-current assets	非流動資產	<b>94,521</b>	45,511	54,222
Current liabilities	流動負債	<b>(43,198)</b>	-	-
		<b>51,323</b>	45,511	54,222

Note: The amounts were unsecured, interest-free and repayable on demand (2008: not expected to be settled within one year).

附註：應付附屬公司款項為無抵押、免息及需按要項償還(二零零八年：預期不會於一年內償還)。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 18. INTERESTS IN SUBSIDIARIES (Continued)

Details of the Company's subsidiaries as at 31 December 2009 and 2008 are as follows:

Name of Company 公司名稱	Place of establishment and operation 成立及經營國家	Class of shares held 所持股份類別	Paid-up and issued capital/ registered ordinary share 繳足及 已發行資本/ 已註冊普通股	Proportion of ownership interest held by the Company	Proportion of ownership interest held by the Company	Principal activities 主要業務
				由本公司持有之 所有權權益比例 2009 二零零九年	由本公司持有之 所有權權益比例 2008 二零零八年	
Shenzhen Kwang Sung (note a) 深圳光星(附註a)	PRC 中國	Ordinary 普通股	US\$10,561,780 10,561,780美元	100%	100%	Manufacture and sales of electronic components 製造及銷售電子元件
Kwang Sung Electronics Trading (Shenzhen) Co., Ltd. (note b) 光星電子貿易(深圳) 有限公司(附註b)	PRC 中國	Ordinary 普通股	RMB500,000 500,000人民幣	100%	100%	Provision of sales agency services to the Company 向本公司提供銷售代理服務
Grand Sonic Limited	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$1 1美元	100%	100%	Inactive 暫無營業
Brocoli Co., Limited ("Brocoli")	Korea 韓國	Ordinary 普通股	KRW1,966,450,000 1,966,450,000韓圓	69.7%	-	Research and development and production of WireTape™ cabling technology products 研發及生產WireTape™ 纜線技術產品

Notes:

- (a) It is a wholly foreign owned enterprise established in the PRC.  
(b) It is a wholly foreign owned investment commercial enterprise.

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

附註：

- (a) 該公司為於中國成立之外商獨資企業。  
(b) 該公司為外商獨資商業企業。

沒有任何附屬公司於兩個年度末期發行任何債務證券。

## 18. 於附屬公司之權益(續)

於二零零九年及二零零八年十二月三十一日，本公司之附屬公司之詳情如下：

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 19. GOODWILL

## 19. 商譽

		<b>The Group</b> 本集團	
		<b>2009</b> 二零零九年	2008 二零零八年
		<b>HK\$'000</b> 千港元	HK\$'000 千港元
Cost and carrying value	成本及賬面值		
At 1 January	於一月一日	-	-
Arising on acquisition of a subsidiary	因收購一間附屬公司而產生	<b>5,857</b>	-
At 31 December	於十二月三十一日	<b>5,857</b>	-

During the year ended 31 December 2009, management of the Group determines that there is no impairment of its cash generating unit ("CGU"), including one subsidiary containing goodwill.

The basis of the recoverable amount of the CGU and its major underlying assumptions are summarised as below:

The recoverable amount of this subsidiary has been determined based on a value-in-use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and at a discount rate of 9.44%. The subsidiary's cash flows beyond the 5-year period are extrapolated using 30% average growth rate. This average growth rate is based on the relevant industry growth for casts and does not exceed the average long-term growth rate for the relevant industry. Since CGU benefits from the protection of 17-year patents on its primary product granted in 2009, management of the Group believes that 30% average growth rate is reasonable. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the subsidiary to exceed the aggregate recoverable amount of the subsidiary.

截至二零零九年十二月三十一日止年度，本集團管理層釐定，其現金產生單位（「現金產生單位」），包括含商譽之一間附屬公司，並無進行減值。

現金產生單位之可收回金額及其主要相關假設所依據之基準概述如下：

附屬公司的可收回金額乃基於使用價值計算釐定。使用價值的計算基於管理層批准的財務預算五年內對現金流量的預期和9.44%的折現率。超過五年期之附屬公司現金流量乃利用30%之平均增長率推斷。此平均增長率乃基於相關行業的增長率且不出於相關行業的平均長期增長率而計算所得。由於現金產生單位因於二零零九年就其首項產品獲授十七年期專利權而受惠，故本集團管理層相信，30%之平均增長率屬合理。其他使用價值計算的主要假設與估計現金流入／流出有關，其中包括預算的銷售和毛利率，有關估計乃基於管理層對市場發展的預期。管理層認為，該等假設中任何合理的可能的變化都不會導致附屬公司之總賬面值超過於附屬公司之總可收回數目。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 20. CLUB MEMBERSHIPS

		The Group and the Company 本集團及本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Club memberships, at cost	會所會籍，按成本		
At 1 January and 31 December	於一月一日及 十二月三十一日	889	889
Accumulated amortisation	累計攤銷		
At 1 January	於一月一日	216	171
Charge for the year	年度折舊費用	-	45
At 31 December	於十二月三十一日	216	216
Carrying values	賬面值		
At 31 December	於十二月三十一日	673	673

## 20. 會所會籍

## 21. INTANGIBLE ASSETS

		Patents 專利權			
		The Group 本集團		The Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cost	成本值				
At 1 January	於一月一日	-	-	-	-
Exchange adjustments	匯兌調整	(63)	-	(36)	-
Additions	添置	11,407	-	11,407	-
Acquired on acquisition of a subsidiary	收購一間附屬公司時 所收購	8,043	-	-	-
At 31 December	於十二月三十一日	19,387	-	11,371	-
Amortisation	攤銷				
At 1 January	於一月一日	-	-	-	-
Charge for the year	本年度攤銷	855	-	502	-
At 31 December	於十二月三十一日	855	-	502	-
Carrying values	賬面值				
At 31 December	於十二月三十一日	18,532	-	10,869	-

## 21. 無形資產

The patents entitle the Group to manufacture products using WireTape™ cabling technology over 17 years from the date of acquisition. The carrying values will therefore be amortised over the remaining useful lives of 17 years.

該等專利權授權本集團於收購日期起17年使用WireTape™ 纜線技術製造產品。賬面值因而將按剩餘可使用年期17年予以攤銷。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 22. INVESTMENTS IN EQUITY SECURITIES

## 22. 股本證券投資

		The Group and the Company 本集團及本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Unlisted equity securities, at cost	非上市股本證券，按成本值		
At 1 January	於一月一日	1,500	1,500
Less: impairment loss recognised	減：已確認減值虧損	(1,500)	(1,500)
At 31 December	於十二月三十一日	-	-

In view of significant operating losses incurred by the investee, full impairment provision had been made for the cost of investment in that entity of HK\$1,500,000 in previous years.

On 31 December 2007, the Group and the Company disposed of an investment in equity securities with carrying value of approximately HK\$1,684,000 to another shareholder of that entity at KRW200 million. Pursuant to the sales and purchase agreement dated 31 December 2007, the consideration should be settled on or before 30 June 2008. On 28 September 2009, the Group and the Company agreed to extend the repayment of sales proceeds by installments of KRW100 million (equivalent to approximately HK\$666,000) each, payable on 30 June 2010 and 31 December 2010 respectively. The outstanding sales proceeds receivable bears an interest at 6% per annum.

由於接受投資者產生重大經營虧損，故已於過往年度就投資於該實體之成本1,500,000港元作出全數減值撥備。

於二零零七年十二月三十一日，本集團及本公司以200,000,000韓圓向該實體另一名股東出售賬面值約1,684,000港元之股本證券投資。根據日期為二零零七年十二月三十一日之買賣協議，代價應於二零零八年六月三十日或之前清償。於二零零九年九月二十八日，本集團及本公司同意延長銷售所得款項之還款期，以每期100,000,000韓圓（相當於約666,000港元），須分別於二零一零年六月三十日及二零一零年十二月三十一日償還。尚未清償之應收銷售所得款項按年利率6厘計息。

## 23. MARKETABLE SECURITIES

## 23. 可出售證券

## The Group and the Company

Marketable securities were investments in a money market fund comprising a portfolio of financial assets denominated in RMB and managed by Fortis Investment Management Belgium S.A. which were stated at their open market values at 31 December 2008. For year ended 31 December 2009, all of them were disposed of.

## 本集團及本公司

可出售證券乃於貨幣市場基金之投資，包括以人民幣列值之金融資產組合，並由Fortis Investment Management Belgium S.A.管理，以二零零八年十二月三十一日之公開市值列值。截至二零零九年十二月三十一日止年度，全部證券已被出售。



## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

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## 24. INVENTORIES

## 24. 存貨

		The Group and the Company 本集團及本公司		
		31/12/2009	31/12/2008	
		二零零九年	二零零八年	1/1/2008
		十二月	十二月	二零零八年
		三十一日	三十一日	一月一日
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Raw materials	原材料	22,884	41,248	30,790
Work in progress	在製品	17,552	15,123	20,939
Finished goods	製成品	16,664	24,871	18,938
		<b>57,100</b>	81,242	70,667

## 25. TRADE AND OTHER RECEIVABLES

## 25. 應收貿易及其他賬款

		The Group 本集團			The Company 本公司		
		31/12/2009	31/12/2008		31/12/2009	31/12/2008	
		二零零九年	二零零八年	1/1/2008	二零零九年	二零零八年	1/1/2008
		十二月	十二月	二零零八年	十二月	十二月	二零零八年
		三十一日	三十一日	一月一日	三十一日	三十一日	一月一日
		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
Trade and bills receivables	應收貿易及票據賬款	131,125	104,014	118,638	131,008	104,014	119,270
Less: allowance for doubtful debts	減：呆賬撥備	(10,582)	(10,694)	(5,334)	(10,582)	(10,694)	(5,334)
		<b>120,543</b>	93,320	113,304	<b>120,426</b>	93,320	113,936
Short-term loans to key management personnel and employees	向主要管理人員及僱員提供短期貸款	667	280	1,629	667	280	1,629
Proceeds receivable from disposal of equity securities (note 22)	出售股本證券之應得款項(附註22)	1,333	1,232	1,684	1,333	1,232	1,684
Tax reserve certificate (note 10(b))	儲稅券(附註10(b))	9,742	3,318	-	9,742	3,318	-
Deposits, prepayments and other receivables	按金、預付款項及其他應收賬款	10,728	9,516	7,156	10,636	9,513	6,524
		<b>143,013</b>	107,666	123,773	<b>142,804</b>	107,663	123,773
Analysed for reporting purposes as:	就報告目的分析為：						
Current assets	流動資產	143,013	107,050	123,773	142,804	107,047	123,773
Non-current assets	非流動資產	-	616	-	-	616	-
		<b>143,013</b>	107,666	123,773	<b>142,804</b>	107,663	123,773

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 25. TRADE AND OTHER RECEIVABLES

(Continued)

## (a) Ageing analysis

The Group allows an average credit period of 30 - 90 days to its trade customers. Included in trade receivables are trade and bills receivables (net of allowance for doubtful debts) presented based on the due date with the following ageing analysis as of the end of the reporting period:

		The Group 本集團			The Company 本公司		
		31/12/2009	31/12/2008	1/1/2008	31/12/2009	31/12/2008	1/1/2008
		二零零九年	二零零八年	二零零八年	二零零九年	二零零八年	二零零八年
		十二月	十二月	十二月	十二月	十二月	十二月
		三十一日	三十一日	三十一日	三十一日	三十一日	三十一日
		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
Current	即期	87,641	62,151	81,051	87,524	62,151	81,683
Less than 1 month	逾期少於一個月						
1 to 3 months	逾期多於一個月 但少於三個月	21,462	16,049	20,950	21,462	16,049	20,950
		8,432	14,270	9,648	8,432	14,270	9,648
More than 3 months	逾期多於三個月						
but less than 12 months	但少於十二個月	3,008	830	1,655	3,008	830	1,655
More than 12 months	逾期多於十二個月	-	20	-	-	20	-
		32,902	31,169	32,253	32,902	31,169	32,253
		120,543	93,320	113,304	120,426	93,320	113,936

Trade receivables that are neither past due nor impaired have the best credit scoring attributable under the external credit scoring system used by the Group.

## 25. 應收貿易及其他賬款 (續)

## (a) 賬齡分析

本集團給予其貿易客戶之平均信貸期為30至90天。應收貿易賬款包括按到期日呈列之應收貿易及票據賬款(減去呆賬撥備)，於報告期末之賬齡分析如下：

根據本集團使用之外部信貸評分系統，未過期或無減值之應收貿易賬款具有最佳信貸得分。

## Notes to the Financial Statements

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## 財務報表附註

截至二零零九年十二月三十一日止年度

## 25. TRADE AND OTHER RECEIVABLES

(Continued)

## (b) Impairment of trade and bills receivables

Impairment losses in respect of trade and bills receivables are recorded using an allowance account unless the Group and the Company are satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade and bills receivables directly.

The movement in the allowance for doubtful debts during the year, including specific loss component, is as follows:

At 1 January	於一月一日
Impairment loss recognised	已確認減值虧損
Reversal of impairment loss	減值虧損回撥
At 31 December	於十二月三十一日

For the year ended 31 December 2009, the Group's and the Company's trade and bills receivables of approximately HK\$10,582,000 (2008: HK\$10,694,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. The Group does not hold any collateral over these balances (2008: except an amount of approximately HK\$1,611,000 (details are set out in note 6(b) under credit risk).

## 25. 應收貿易及其他賬款 (續)

## (b) 應收貿易及票據賬款之減值

有關應收貿易及票據賬款之減值虧損乃使用備抵賬記錄，惟本集團及本公司認為收回款項之機會甚微則除外，在此情況下減值虧損直接在應收貿易及票據賬款中撇銷。

年內呆壞賬準備之變動(包括特定虧損成份)如下：

**The Group and the Company**  
本集團及本公司

<b>2009</b>	2008
二零零九年	二零零八年
<b>HK\$'000</b>	HK\$'000
千港元	千港元

At 1 January	於一月一日	<b>10,694</b>	5,334
Impairment loss recognised	已確認減值虧損	<b>196</b>	5,711
Reversal of impairment loss	減值虧損回撥	<b>(308)</b>	(351)
At 31 December	於十二月三十一日	<b>10,582</b>	10,694

截至二零零九年十二月三十一日止年度，本集團及本公司之應收貿易及票據賬款約10,582,000港元(二零零八年：10,694,000港元)當中個別部份被斷定出現減值。個別出現減值之應收賬是與財政出現困難之客戶有關，而管理層評估後，預期只可收回其中一部份的應收賬。本集團並無就該等結餘持有任何抵押品(二零零八年：除一筆約1,611,000港元之款項外)(詳情載於附註6(b)信貸風險)。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 25. TRADE AND OTHER RECEIVABLES

(Continued)

- (c) The ageing analysis of trade and bills receivables which are past due but not impaired:

Less than 1 month	逾期少於一個月	
1 to 3 months	逾期多於一個月但少於三個月	
More than 3 months	逾期多於三個月	
but less than 12 months	但少於十二個月	
More than 12 months	逾期多於十二個月	

Included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately HK\$32,902,000 (2008: HK\$31,169,000) which are past due as at the reporting date for which the Group has not provided for impairment loss.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances except for in 2008 collateral provided by a Korean customer as mentioned in note 6(b). The average age of these receivables is 102 days (2008: 114 days).

## 25. 應收貿易及其他賬款 (續)

- (c) 已過期但無減值之應收貿易及票據賬款之賬齡分析：

## The Group and the Company

本集團及本公司

31/12/2009	31/12/2008	1/1/2008
二零零九年	二零零八年	二零零八年
十二月	十二月	一月一日
三十一日	三十一日	一月一日
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
21,462	16,049	20,950
8,432	14,270	9,648
3,008	830	1,655
-	20	-
<b>32,902</b>	<b>31,169</b>	<b>32,253</b>

計入本集團應收貿易賬款為賬面總值約32,902,000港元(二零零八年：31,169,000港元)，於報告日期屬過期之應收賬款，而本集團並無就此計提減值虧損。

已逾期但無減值之應收賬款是與有良好還款紀錄之多名獨立客戶有關。根據以往經驗，由於信貸質素並無重大變化，加上有關結餘仍被認為可全數收回，故管理層相信毋須就該等結餘作減值撥備。除由一名韓國客戶於二零零八年提供之抵押品外，本集團並無就該等結餘持有任何抵押品(如附註6(b)所述)。該等應收賬款之平均賬齡為102天(二零零八年：114天)。

## Notes to the Financial Statements

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## 財務報表附註

截至二零零九年十二月三十一日止年度

26. CASH AND CASH EQUIVALENTS/  
SHORT-TERM BANK DEPOSITS

## Bank balances/short-term bank deposits

Bank balances carry interest at market rates which range from 0.001% to 0.23% (2008: 0.01% to 3.78%) per annum. For the year ended 31 December 2008, the short-term bank deposits with maturity over 3 months but within one year carried fixed interest rate which range from 2.41% to 4.14% per annum.

## 27. TRADE AND OTHER PAYABLES

26. 現金及現金等價物／短期  
銀行存款

## 銀行結餘／短期銀行存款

銀行結餘按市場年利率0.001%至0.23% (二零零八年：0.01%至3.78%)計息。截至二零零八年十二月三十一日止年度，三個月以上但一年內屆滿之短期銀行存款按固定年利率2.41%至4.14%計息。

## 27. 應付貿易及其他賬款

	The Group 本集團			The Company 本公司		
	31/12/2009 二零零九年 十二月 三十一日 HK\$'000 千港元	31/12/2008 二零零八年 十二月 三十一日 HK\$'000 千港元	1/1/2008 二零零八年 一月一日 HK\$'000 千港元	31/12/2009 二零零九年 十二月 三十一日 HK\$'000 千港元	31/12/2008 二零零八年 十二月 三十一日 HK\$'000 千港元	1/1/2008 二零零八年 一月一日 HK\$'000 千港元
Trade creditors 貿易應付賬	71,653	50,544	66,226	71,653	50,544	66,226
Accrued expenses and other payables 應計費用及 其他應付賬款	13,884	13,491	12,201	13,198	13,319	12,201
	<b>85,537</b>	<b>64,035</b>	<b>78,427</b>	<b>84,851</b>	<b>63,863</b>	<b>78,427</b>

Included in trade and other payables are trade creditors presented based on the due date with the following ageing analysis as of the end of the reporting period:

應付貿易及其他賬款包括按到期日呈列之貿易應付賬，於報告期末之賬齡分析如下：

		The Group and the Company 本集團及本公司		
		31/12/2009 二零零九年 十二月 三十一日 HK\$'000 千港元	31/12/2008 二零零八年 十二月 三十一日 HK\$'000 千港元	1/1/2008 二零零八年 一月一日 HK\$'000 千港元
Due within 1 month or on demand	一個月內或接獲通知時到期	52,554	43,012	42,747
Due after 1 month but within 3 months	一個月後但三個月內到期	19,099	7,532	23,479
		<b>71,653</b>	<b>50,544</b>	<b>66,226</b>

The average credit period on purchases of goods is 0 - 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

購貨之平均信貸期為0至90天。本集團設有金融風險管理政策，確保所有應付賬款於信貸期限內結付。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 28. BANK BORROWING

		31/12/2009	31/12/2008	1/1/2008
		二零零九年	二零零八年	二零零八年
		十二月	十二月	一月一日
		三十一日	三十一日	一月一日
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Unsecured bank borrowing	無抵押銀行借貸	194	-	-
Carrying amount repayable:	應償還賬面值：			
On demand or within one year	按要求或於一年內	111	-	-
More than one year, but not exceeding two years	一年以上但不超過兩年	83	-	-
		194	-	-

The bank borrowing bears interest at 5.18% per annum and is repayable within 4 years. The bank borrowing was guaranteed by an independent third party, Korea Technology Credit Guarantee Fund.

## 28. 銀行借貸

The Group		
本集團		
31/12/2009	31/12/2008	1/1/2008
二零零九年	二零零八年	二零零八年
十二月	十二月	一月一日
三十一日	三十一日	一月一日
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
194	-	-
111	-	-
83	-	-
194	-	-

銀行借貸按年利率5.18%及須於四年內償還。銀行借貸乃由獨立第三方 Korea Technology Credit Guarantee Fund 提供擔保。

## 29. SHARE CAPITAL

## Authorised and issued share capital

		2009		2008	
		二零零九年		二零零八年	
		Number of shares	Amount	Number of shares	Amount
		股份數目	金額	股份數目	金額
		'000	HK\$'000	'000	HK\$'000
		千股	千港元	千股	千港元
Authorised:	法定：				
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股	1,500,000	150,000	1,500,000	150,000
Ordinary shares, issued and fully paid:	已發行及繳足之普通股：				
At 1 January	於一月一日	315,362	31,536	313,580	31,358
Shares issued under share option scheme (note a)	根據購股權計劃發行股份(附註a)	-	-	1,782	178
Shares issued (note b)	已發行股份(附註b)	8,535	854	-	-
At 31 December	於十二月三十一日	323,897	32,390	315,362	31,536

## 29. 股本

## 法定及已發行股本

		2009		2008	
		二零零九年		二零零八年	
		Number of shares	Amount	Number of shares	Amount
		股份數目	金額	股份數目	金額
		'000	HK\$'000	'000	HK\$'000
		千股	千港元	千股	千港元
Authorised:	法定：				
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股	1,500,000	150,000	1,500,000	150,000
Ordinary shares, issued and fully paid:	已發行及繳足之普通股：				
At 1 January	於一月一日	315,362	31,536	313,580	31,358
Shares issued under share option scheme (note a)	根據購股權計劃發行股份(附註a)	-	-	1,782	178
Shares issued (note b)	已發行股份(附註b)	8,535	854	-	-
At 31 December	於十二月三十一日	323,897	32,390	315,362	31,536

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## 29. SHARE CAPITAL (Continued)

## Authorised and issued share capital (Continued)

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

Notes:

- (a) During the year ended 31 December 2008, options were exercised to subscribe for 1,782,000 ordinary shares in the Company at a consideration of approximately HK\$2,306,000 of which approximately HK\$178,000 was credited to share capital and the balance of approximately HK\$2,128,000 was credited to the share premium. Approximately HK\$483,000 had been transferred from the capital reserve to the share premium in accordance with the accounting policy set out in note 3(l)(ii).
- (b) During the year ended 31 December 2009, 8,534,933 shares were issued at HK\$0.41 per share to the seller of patents as disclosed in note 31. Approximately HK\$ 854,000 was credited to share capital and the balance of approximately HK\$ 2,645,000 was credited to the share premium.

## 29. 股本 (續)

## 法定及已發行股本 (續)

普通股持有人有權收取不時宣派之股息，並於本公司大會上可就每股股份享有一票投票權。就本公司之剩餘資產而言，所有普通股享有同等權利。

附註：

- (a) 截至二零零八年十二月三十一日止年度，購股權獲行使以認購1,782,000股本公司普通股，代價約為2,306,000港元，其中約178,000港元已計入股本，餘額約2,128,000港元已計入股份溢價。為數約483,000港元已按照附註3(l)(ii)所載之會計政策自資本儲備轉撥至股份溢價。
- (b) 截至二零零九年十二月三十一日止年度，8,534,933股股份按每股0.41港元發行予專利權買方（如附註31所披露）。為數約854,000港元已計入股本，餘額約2,645,000港元已計入股份溢價。

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## 30. RESERVES OF THE COMPANY

## 30. 本公司儲備

		Share premium	Capital reserve	Contribution reserve	Properties revaluation reserve	Statutory reserve	Exchange reserve	Retained profits	Total
		股份溢價	資本儲備	出資儲備	物業重估儲備	法定儲備	匯兌儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2008	於二零零八年一月一日	53,310	5,003	-	14,559	6,489	-	284,117	363,478
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	(4,514)	-	(25,193)	(2,628)	(32,335)
Final dividend approved in respect of the previous year (note 14(b))	就以往年度批准之末期股息 (附註14(b))	-	-	-	-	-	-	(4,415)	(4,415)
Shares issued under share option scheme	根據購股權計劃發行股份	2,611	(483)	-	-	-	-	-	2,128
Transfer from reserves	自儲備轉撥	-	-	-	-	1,004	-	(1,004)	-
Forfeiture of share options	沒收購股權	-	(3,916)	-	-	-	-	3,916	-
Dividend declared in respect of the current year (note 14(a))	已宣派之本年度股息 (附註14(a))	-	-	-	-	-	-	(1,577)	(1,577)
At 31 December 2008	於二零零八年十二月三十一日	55,921	604	-	10,045	7,493	(25,193)	278,409	327,279
Total comprehensive income (expense) for the year	本年度全面收入(開支)總額	-	-	-	8,341	-	6,566	(34,892)	(19,985)
Contribution from shareholders	股東出資	-	-	9,946	-	-	-	-	9,946
Lapse of share options	購股權失效	-	(604)	-	-	-	-	604	-
Transfer from reserves	自儲備轉撥	-	-	-	-	941	-	(941)	-
Share issued according to a patent transfer agreement (note 29(b))	根據專利權轉讓協議而發行股份(附註29(b))	2,645	-	-	-	-	-	-	2,645
At 31 December 2009	於二零零九年十二月三十一日	58,566	-	9,946	18,386	8,434	(18,627)	243,180	319,885

## 31. DERIVATIVE FINANCIAL LIABILITIES

## 31. 衍生金融負債

		31/12/2009 二零零九年 十二月 三十一日 HK\$'000 千港元	31/12/2008 二零零八年 十二月 三十一日 HK\$'000 千港元	1/1/2008 二零零八年 一月一日 HK\$'000 千港元
Fair value	公允價值			
At the date of acquisition	於收購日	7,908	-	-
Fair value change credited to the consolidated income statement	計入綜合損益表之公允價值變動	(517)	-	-
At 31 December	於十二月三十一日	7,391	-	-



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## 31. DERIVATIVE FINANCIAL LIABILITIES

(Continued)

In March 2009, the Group and the Company entered into a patent transfer agreement (the "Agreement") with an independent third party (the "Seller"). The consideration of approximately HK\$10,242,000 was partially satisfied by issuing 8,534,933 shares of the Company at HK\$0.41 per share to the Seller and the remaining consideration of approximately HK\$6,743,000 will be settled in cash along with put options ("Options") on period from the end of third year to the end of fourth year after the transaction, under either condition:

- (i) the Group and the Company will not be required to make further payment if the share price of the Group is higher than HK\$1.2; or
- (ii) if the share price of the Company is lower than HK\$1.2, the Group and the Company will be required to pay the difference of the basis price (being HK\$1.2) and the share price, multiple the number of shares sold to the seller.

The details of the Options were set out in the Agreement and the Company's announcement dated 30 March 2009.

The fair value of the Options granted is estimated at the date of grant using binomial model taking into account the terms and conditions upon which the Options were granted. The inputs into the model were as follows:

Dividend yield	1%
Expected volatility	85%
Risk-free interest rate	1.7%
Expected life	3.75 years
Weighted average share price	HK\$0.475

The binomial model has been used to estimate the fair value of the Options. The variables and assumptions used in computing the fair value of the Options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

## 31. 衍生金融負債 (續)

於二零零九年三月，本集團及本公司與獨立第三方（「賣方」）訂立一份專利權轉讓協議（「協議」）。代價約10,242,000港元部分以按每股0.41港元發行8,534,933股本公司股份予賣方，代價餘額約6,743,000港元將於交易之後第三年底至第四年底期間以認沽期權（「期權」）於以下情況以現金結付：

- (i) 倘本集團之股份價格高於1.2港元，本集團及本公司無須支付餘額；或
- (ii) 倘本公司之股份價格低於1.2港元，本集團及本公司將須支付基本價格（即1.2港元）與股份價格之間的差額，乘以出售予賣方之股份數目。

期權之詳情載於協議及本公司於二零零九年三月三十日發出之公告。

所授出期權之公允價值乃採用二項式定價方法並計入授出期權之條款及條件進行估計。該模式之輸入數據包括：

股息率	1%
預期波幅	85%
無風險利息	1.7%
預期年期	3.75年
加權平均股價	0.475港元

二項式模式已用於估計期權之公允價值。計算期權公允價值所採用變數及假設乃按照董事最佳估算為準。期權價值因變數隨著若干主觀假設之不同而改變。

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## 32. DEFERRED TAXATION

The components of deferred tax liabilities recognised in the statements of financial position and the movements during the year are as follows:

## The Group

		Depreciation allowances in excess of related depreciation	Revaluation of land and buildings held for own use	Patents	Total
		超出 有關折舊之 折舊抵免額 HK\$'000 千港元	重估 持作自用之 土地及樓宇 HK\$'000 千港元	專利權 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	1,430	268	-	1,698
Credited to profit or loss (note 10)	於損益中計入(附註10)	(324)	-	-	(324)
Debited to reserve	在儲備中扣除	-	635	-	635
At 31 December 2008	於二零零八年十二月三十一日	1,106	903	-	2,009
Acquisition	收購	-	-	787	787
Exchange adjustments	匯兌調整	-	-	120	120
Credited (charged) to profit or loss (note 10)	於損益中計入(扣減) (附註10)	(1,106)	-	1,750	644
Debited to reserve	在儲備中扣除	-	826	-	826
At 31 December 2009	於二零零九年十二月三十一日	-	1,729	2,657	4,386

## The Company

		Depreciation allowances in excess of related depreciation	Revaluation of land and buildings held for own use	Patents	Total
		超出 有關折舊之 折舊抵免額 HK\$'000 千港元	重估 持作自用之 土地及樓宇 HK\$'000 千港元	專利權 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	1,430	268	-	1,698
Credited to profit or loss	於損益中計入	(324)	-	-	(324)
Debited to reserve	計入儲備	-	635	-	635
At 31 December 2008	於二零零八年十二月三十一日	1,106	903	-	2,009
(Credited) charged to profit or loss	於損益中(計入)扣減	(1,106)	-	1,793	687
Debited to reserve	計入儲備	-	826	-	826
At 31 December 2009	於二零零九年十二月三十一日	-	1,729	1,793	3,522

## 32. 遞延稅項

於財務狀況表內確認之遞延稅項負債組成部份及於年內之變動如下：

## 本集團

		Depreciation allowances in excess of related depreciation	Revaluation of land and buildings held for own use	Patents	Total
		超出 有關折舊之 折舊抵免額 HK\$'000 千港元	重估 持作自用之 土地及樓宇 HK\$'000 千港元	專利權 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	1,430	268	-	1,698
Credited to profit or loss (note 10)	於損益中計入(附註10)	(324)	-	-	(324)
Debited to reserve	在儲備中扣除	-	635	-	635
At 31 December 2008	於二零零八年十二月三十一日	1,106	903	-	2,009
Acquisition	收購	-	-	787	787
Exchange adjustments	匯兌調整	-	-	120	120
Credited (charged) to profit or loss (note 10)	於損益中計入(扣減) (附註10)	(1,106)	-	1,750	644
Debited to reserve	在儲備中扣除	-	826	-	826
At 31 December 2009	於二零零九年十二月三十一日	-	1,729	2,657	4,386

## 本公司

		Depreciation allowances in excess of related depreciation	Revaluation of land and buildings held for own use	Patents	Total
		超出 有關折舊之 折舊抵免額 HK\$'000 千港元	重估 持作自用之 土地及樓宇 HK\$'000 千港元	專利權 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	1,430	268	-	1,698
Credited to profit or loss	於損益中計入	(324)	-	-	(324)
Debited to reserve	計入儲備	-	635	-	635
At 31 December 2008	於二零零八年十二月三十一日	1,106	903	-	2,009
(Credited) charged to profit or loss	於損益中(計入)扣減	(1,106)	-	1,793	687
Debited to reserve	計入儲備	-	826	-	826
At 31 December 2009	於二零零九年十二月三十一日	-	1,729	1,793	3,522

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## 財務報表附註

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## 32. DEFERRED TAXATION (Continued)

In accordance with the accounting policy set out in note 3(m), the Group and the Company has not recognised deferred tax assets of its Korea Branch of approximately HK\$1,208,000 (2008: HK\$993,000) in respect of tax losses of approximately HK\$9,981,000 (2008: HK\$8,204,000). For year ended 31 December 2009, deductible temporary difference in respect of depreciation allowance approximately of HK\$10,159,000 had not recognised as deferred tax assets.

Tax losses of approximately HK\$2,483,000, HK\$606,000, HK\$3,730,000 and HK\$2,484,000 will expire in 2010, 2012, 2013 and 2014 (2008: HK\$ 1,385,000, HK\$2,483,000, HK\$606,000 and \$3,730,000 expire in 2009, 2010, 2012 and 2013), respectively. Tax losses of approximately HK\$4,869,000 (2008: HK\$3,319,000) may be carried forward indefinitely in Korea's subsidiary.

Effective 1 January 2008, the Company is subject to a withholding tax at the rate of 5% for any dividend payment from its PRC subsidiaries. Deferred tax liabilities of approximately HK\$327,000 (2008: HK\$156,000) in respect of temporary differences relating to the undistributed profits of subsidiaries operating in the PRC of approximately HK\$6,554,000 (2008: HK\$3,125,000) have not been recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that those profits will not be distributed in the foreseeable future.

## 33. AMOUNTS DUE FROM SHAREHOLDERS

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

## 32. 遞延稅項 (續)

根據附註3(m)所載之會計政策，本集團及本公司並無確認韓國分公司之遞延稅項資產約1,208,000港元(二零零八年：993,000港元)，此遞延稅項資產乃關於稅務虧損約9,981,000港元(二零零八年：8,204,000港元)。截至二零零九年十二月三十一日止年度，有關折舊抵免額之可抵扣暫時性差異約10,159,000港元並無確認為遞延稅項資產。

稅務虧損約2,483,000港元、606,000港元、3,730,000港元及2,484,000港元將分別於二零一零年、二零一二年、二零一三年及二零一四年屆滿(二零零八年：1,385,000港元、2,483,000港元、606,000港元及3,730,000港元於二零零九年、二零一零年、二零一二年及二零一三年屆滿)。稅務虧損約4,869,000港元(二零零八年：3,319,000港元)可無限期結轉至韓國附屬公司。

由二零零八年一月一日起，本公司須就中國附屬公司所支付之任何股息按5%之預扣稅率繳付預扣稅。並無就與在中國營運之附屬公司之未分配利益有關之暫時性差異約6,554,000港元(二零零八年：3,125,000港元)確認遞延稅項負債約327,000港元(二零零八年：156,000港元)，原因為本公司控制該等附屬公司之股息政策，且已決定不會在可見之將來分配該等溢利。

## 33. 應收股東款項

該款項乃無抵押、免息及須按要償還。

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## 34. EMPLOYEE RETIREMENT BENEFITS

- (a) The Group operates a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the MPF scheme vest immediately.
- (b) Employees in Korea participate in a National Pension Scheme which is a mandatory insurance scheme under the National Pension Act (the “Scheme”). Under the Scheme, the employer and its employees are each required to make contributions to the Scheme at 4.5% of the employees’ monthly income, subject to adjustments stipulated in the Scheme and a cap of monthly income of KRW3.6 million (equivalent to approximately HK\$26,000). Contributions to the Scheme vest immediately.
- (c) The Group’s subsidiaries in the PRC participate in a defined contribution scheme organised by the PRC municipal government. The subsidiaries are required to make contributions at 10-11% of the relevant PRC employees’ salaries to the scheme. Contributions to the scheme vest immediately.

Save as above, the Group has no other material obligations to make payments in respect of retirement benefits of employees.

## 34. 僱員退休福利

- (a) 本集團根據《香港強制性公積金計劃條例》為根據香港《僱傭條例》所僱用之僱員提供強制性公積金計劃（「強積金計劃」）。強積金計劃乃由獨立信託人管理之界定供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%之比例就計劃作出供款，而每月相關收入之上限為20,000港元。強積金計劃之供款即時成為既定僱員福利。
- (b) 在韓國之僱員參與國家退休金計劃，其為一項按國家退休金法設立之強制性保險計劃（「該計劃」）。根據該計劃，僱主及其僱員各自須按僱員每月收入之4.5%之比例就該計劃作出供款（每月收入須就該計劃之規定調整及上限為3,600,000韓圓（約相等於26,000港元）。該計劃之供款即時成為既定僱員福利。
- (c) 本集團於中國之附屬公司參與由中國市政府籌辦之定額供款計劃。附屬公司須按相關中國僱員薪金之10-11%之比例就計劃作出供款。計劃之供款即時成為既定僱員福利。

除上文披露者外，本集團概無就僱員退休福利作出付款之其他重大承擔。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 35. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company has a share option scheme which was adopted on 16 June 2003 whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, advisers and consultants, to take up options to subscribe for shares of the Company. The options are exercisable progressively between one to three years from the date of grant and will expire at the end of a period to be notified by the directors of the Company to each option-holder upon the grant of option, such period not to exceed ten years from the date of grant. Each option gives the holder the right to subscribe for one ordinary share of the Company.

- (a) The terms and conditions of the grants that existed during the years are as follows, whereby all options are settled by physical delivery of shares:

## 35. 以股份為基礎之股本付款交易

根據本公司一項於二零零三年六月十六日採納之購股權計劃，本公司董事獲授權酌情向本集團僱員（包括本集團內任何公司之董事）、顧問及諮詢人提出接納購股權之要約，以認購本公司股份。購股權可由授出日期起計一年至三年內逐步行使，並將於本公司董事授出購股權時知會各個購股權持有人之期間終結時屆滿，惟該期間不得超過由授出日期起計十年。各份購股權均授權持有人認購一股本公司普通股。

- (a) 以下為年內已存在購股權之條款及條件，而所有購股權以實質上交付股份之方式支付：

	Number of options 購股權數目	Exercise period 行使期	Contractual life of options 購股權 之合約年期
Options granted to directors: 授予董事之購股權：			
- on 7 July 2003 - 於二零零三年七月七日	1,000,000	1 July 2004 to 30 June 2008 二零零四年七月一日至 二零零八年六月三十日	5 years 五年
- on 6 May 2004 - 於二零零四年五月六日	1,000,000	1 May 2005 to 30 April 2009 二零零五年五月一日至 二零零九年四月三十日	5 years 五年
Options granted to employees and other eligible persons: 授予僱員及其他合資格人士之購股權：			
- on 7 July 2003 - 於二零零三年七月七日	15,220,000	1 July 2004 to 30 June 2008 二零零四年七月一日至 二零零八年六月三十日	5 years 五年
Total share options 購股權總數	17,220,000		

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 35. EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(a) (Continued)

The maximum percentage of the share options which are vested is determined in stages as follows:

On or after the first anniversary of grant date	30%
On or after the second anniversary of grant date	another 30%
On or after the third anniversary of grant date	another 40%

(b) The number and weighted average exercise prices of share options are as follows:

Outstanding at 1 January	於一月一日尚未行使
Forfeited during the year	年內已沒收
Exercised during the year	年內已行使
Lapsed during the year	年內已失效
Outstanding at 31 December	於十二月三十一日尚未行使
Exercisable at 31 December	於十二月三十一日可予以行使

The options outstanding at 31 December 2008 had an exercise price of HK\$1.666, the exercise period was from 1 May 2005 to 30 April 2009 and a weighted average remaining contractual life of 0.3 year.

## 35. 以股份為基礎之股本付款交易 (續)

(a) (續)

界定為既定僱員福利之購股權最高百分比按以下階段定出：

於授出購股權日	
第一週年或以後	30%
於授出購股權日	
第二週年或以後	另外30%
於授出購股權日	
第三週年或以後	另外40%

(b) 購股權之數目及加權平均行使價如下：

		2009 二零零九年		2008 二零零八年	
		Weighted average exercise price 加權平均 行使價	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價	Number of options 購股權數目
Outstanding at 1 January	於一月一日尚未行使	HK\$1.666	1,000,000	HK\$1.316	17,220,000
Forfeited during the year	年內已沒收	-	-	HK\$1.294	(14,438,000)
Exercised during the year	年內已行使	-	-	HK\$1.294	(1,782,000)
Lapsed during the year	年內已失效	HK\$1.666	(1,000,000)	-	-
Outstanding at 31 December	於十二月三十一日尚未行使	-	-	HK\$1.666	1,000,000
Exercisable at 31 December	於十二月三十一日可予以行使	-	-	HK\$1.666	1,000,000

於二零零八年十二月三十一日尚未行使之購股權之行使價為1.666港元，行使期由二零零五年五月一日至二零零九年四月三十日止，而加權平均剩餘合約年期為0.3年。

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For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 35. EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

## (c) Fair value of share options and assumptions

The fair value of services rendered in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial lattice model. The contractual life of the option is used as an input into this model. Expectations of early exercise are incorporated into the binomial lattice model.

**Fair value of share options and assumptions**  
購股權公允價值及假設

Fair value at measurement date	於計量日期之公允價值
Share price	股價
Exercise price	行使價
Expected volatility	預期波幅
Option life	購股權年期
Expected dividends	預期股息
Risk-free interest rate	無風險利率

The expected volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

The grantees are required to remain in service during the vesting period, and not required to achieve any other performance conditions or targets before they are entitled to the grants. There were no market conditions associated with the share option grants.

## 35. 以股份為基礎之股本付款交易 (續)

## (c) 購股權之公允價值及假設

以授出購股權為代價所提供之服務的公允價值，乃參照已獲授出購股權之公允價值計量。已授出購股權的估計公允價值乃根據二項式點陣模式為基準計量。購股權之合約年期乃此模式所用之計算資料。對提早行使之預期亦已納入二項式點陣模式內。

**Date of grant**  
授出日期

6 May 2004 二零零四年 五月六日	7 July 2003 二零零三年 七月七日
HK\$0.6025	HK\$0.3875
HK\$1.66	HK\$1.25
HK\$1.666	HK\$1.294
46%	41%
5 years 年	5 years 年
5%	4.25%
3.55%	2.7%

預期波幅是根據歷史波幅而得出，並根據公開資料而預期對未來波幅可能產生之任何變動予以調整。預期股息乃以過往股息為基準。具主觀成份之計算資料及假設如有變動，可能重大影響公允價值之估計。

獲授予購股權之人士須在歸屬期內仍然在職，而於有權接受獲授之購股權前，無須達成任何其他表現條件或目標。授出購股權並無附有市場條件。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 36. ACQUISITION OF A SUBSIDIARY

- (a) During the year ended 31 December 2009, the Group acquired a total of 59.5% equity interests in Brocoli from independent third parties at a consideration of approximately HK\$10,300,000 ("First Acquisition"). Brocoli is a company incorporated in Korea and is a research and development oriented company.

The First Acquisition has been accounted for using the purchase method. The net assets acquired and the goodwill arising, are as follows:

## 36. 收購一間附屬公司

- (a) 截至二零零九年十二月三十一日止年度，本集團按代價約10,300,000港元，向獨立第三方收購Brocoli合共59.5%股本權益（「首次收購」）。Brocoli乃於韓國註冊成立之公司，亦為以研究及開發為主之公司。

首次收購乃採用購買法入賬。所收購資產淨值及因而產生之商譽如下：

		Acquiree's carrying amount	Fair value adjustments	Acquiree's fair value
		被收購者之 賬面值	公允價值 調整	被收購者之 公允價值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	所收購資產淨值			
Plant and equipment	機器及設備	294	-	294
Intangible assets – patents	無形資產 – 專利權	1,536	6,507	8,043
Other receivables	其他應收賬款	40	-	40
Cash and cash equivalents	現金及現金等價物	866	-	866
Accrued expenses and other payables	應計費用及 其他應付款項	(747)	-	(747)
Bank borrowing	銀行借貸	(241)	-	(241)
Deferred tax liabilities	遞延稅項負債	-	(787)	(787)
		<u>1,748</u>	<u>5,720</u>	<u>7,468</u>
Minority interests	少數股東權益			(3,025)
Goodwill arising on acquisition	因收購而產生			<u>5,857</u>
				<u>10,300</u>
Consideration satisfied by:	按以下方式支付代價：			
Cash	現金			<u>10,300</u>
Net cash outflow arising on acquisition:	因收購而產生 現金流出淨額：			
Cash consideration paid	已付現金代價			(10,300)
Cash and cash equivalents acquired	所收購現金及 現金等價物			<u>866</u>
				<u>(9,434)</u>



## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 36. ACQUISITION OF A SUBSIDIARY

(Continued)

(a) (Continued)

The acquired subsidiary contributed approximately HK\$1,425,000 to the Group's loss for the period between the date of acquisition and the reporting date.

If the First Acquisition had been completed on 1 January 2009, total group turnover for the period would have been approximately HK\$592,378,000 and loss for the period would have been approximately HK\$26,188,000. The pro forma information was for illustrative purposes only and was not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2009, nor was it intended to be a projection of future results.

The goodwill was arisen from the synergy upon the business combination of the acquired subsidiary and the Group.

(b) In addition, the Group contributed additional share capital of approximately HK\$1,264,000 to Brocoli which represented 10.2% additional interest deemed to be acquired while the minority shareholders did not increase their contribution. Consequently, the equity interest of the Group in Brocoli was increased by 10.2% from 59.5% to 69.7%. The additional equity interest being acquired through the increase in the relevant share of the carrying value of Brocoli's net assets of approximately HK\$301,000 recorded in other reserve.

## 36. 收購一間附屬公司 (續)

(a) (續)

自收購日期至呈報日期止，所收購附屬公司為本集團本期間虧損貢獻約1,425,000港元。

倘首次收購已於二零零九年一月一日完成，本期間之總集團營業額約為592,378,000港元，而本期間虧損約為26,188,000港元。備考資料僅供說明，並非本集團之實際應得收益及業績（假設收購於二零零九年一月一日完成）之指標，亦不擬用作未來業績之預測。

商譽乃因所收購附屬公司與本集團進行業務合併之協同效力而產生。

(b) 此外，本集團向Brocoli額外出資股本約1,264,000港元，即被視作將予收購之10.2%額外權益，而少數權益股東並無增加其出資額。因此，本集團於Brocoli之股本權益由59.5%增加10.2%至69.7%。透過增加於Brocoli資產淨值之賬面值之相關分佔而收購之額外股本權益約301,000港元已於其他儲備記錄。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 37. GOVERNMENT GRANTS

For the year ended 31 December 2009, the government grant was acquired through the acquisition of a subsidiary. The Group received Korean government grants with proceeds of approximately KRW48,834,000 (equivalent to approximately HK\$325,000) to finance the acquisition of certain plant and equipment. The grant is initially measured at its fair value. The benefit derived from such grant of approximately HK\$40,000, that represents initial recognition as a deduction from the carrying amount of the relevant asset and will be recognised in profit or loss on the same basis as depreciation for the related plant and equipment. At 31 December 2009, such a government loan is measured at amortised cost using the effective interest method.

## 38. COMMITMENTS

- (a) Capital commitments outstanding at the end of the reporting period contracted for but not provided for in the financial statements in respect of the following:

	The Group 本集團		The Company 本公司	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Property, plant and equipment 物業、機器及設備	2,367	266	2,367	15

- (b) The Group and the Company as lessee

At the end of the reporting period, the Group and the Company had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	The Group 本集團		The Company 本公司	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year 一年內	4,832	6,056	1,060	1,845
In the second to fifth year inclusive 第二年後至第五年內 (包括首尾兩年)	8,485	14,957	203	1,584
	13,317	21,013	1,263	3,429

## 37. 政府補貼

截至二零零九年十二月三十一日止年度，政府補貼乃透過收購一間附屬公司時獲取。本集團收取韓國政府補貼之款項約為48,834,000韓圓（相當於約325,000港元），以撥資收購若干機器及設備。補貼款項初步按公允價值計量。款項所產生之利益約為40,000港元，乃指初步確認為相關資產賬面值之扣減，並將按與就相關機器及設備進行折舊之相同基準於損益進行確認。於二零零九年十二月三十一日，政府貸款以實際利率法按攤銷成本計量。

## 38. 承擔

- (a) 於呈報期末於財務報表中已訂約但尚未提撥準備之資本承擔如下：

	The Group 本集團		The Company 本公司	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Property, plant and equipment 物業、機器及設備	2,367	266	2,367	15

- (b) 本集團及本公司作為承租人

於呈報期末，本集團及本公司根據不可降除經營租賃有日後應付之最低租賃款項之承擔如下：

	The Group 本集團		The Company 本公司	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year 一年內	4,832	6,056	1,060	1,845
In the second to fifth year inclusive 第二年後至第五年內 (包括首尾兩年)	8,485	14,957	203	1,584
	13,317	21,013	1,263	3,429

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

## 38. COMMITMENTS (Continued)

## (b) The Group and the Company as lessee (Continued)

Operating lease payments represent rentals payables by the Group and the Company for certain of its office premises. Leases are negotiated for an average term of 8 years and 2 years for the Group and the Company respectively and rentals are fixed for an average of 8 years and 2 years for the Group and the Company respectively.

## (c) The Group and the Company as lessor

Property rental income earned during the year was approximately HK\$249,000 (2008: Nil). The property is expected to generate rental yields of 6.07% on an ongoing basis. All of the properties held have committed tenants for the next 2 years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease receipts which fall due as follows:

## 38. 承擔 (續)

## (b) 本集團及本公司作為承租人(續)

經營租賃款項指本集團及本公司就若干辦公室物業之應付租金。本集團及本公司之租約經磋商後平均為期分別八年及兩年，而本集團及本公司之租金分別固定於平均八年及兩年。

## (c) 本集團及本公司作為出租人

本年度所賺取之物業租金收入約為249,000港元(二零零八年：零)。預期物業可持續帶來租金率6.07%。全部所持有之物業於未來兩年均有已承諾租戶。

於呈報期末，本集團已與租戶訂約之日後最低租賃如下：

		<b>The Group and the Company</b>	
		本集團及本公司	
		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	<b>312</b>	-
In the second to fifth year inclusive	第二年後至第五年內 (包括首尾兩年)	<b>220</b>	-
		<b>532</b>	-

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## 財務報表附註

截至二零零九年十二月三十一日止年度

## 39. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

## (a) Transactions with shareholders

- (i) During the year, the Group entered into the following transactions with Kwang Sung Electronics Co., Ltd. ("Kwang Sung Korea"), a major shareholder of the Company:

Sales of finished goods	銷售製成品		
Referral commission paid/payable	已付／應付轉介佣金		
Subcontracting fee paid/payable	已付／應付加工費		
Rental expense paid/payable	已付／應付租金		

The directors of the Company are of the opinion that the above transactions were conducted in the ordinary course of business and were on normal commercial terms.

- (ii) Pursuant to a Deed of Indemnity dated 23 June 2003, two shareholders, Mr Yang Jai Sung and Kwang Sung Korea, would indemnify the Group for any tax liabilities payable for periods prior to 30 June 2003. Amounts receivable from Mr Yang Jai Sung and Kwang Sung Korea under the indemnity at 31 December 2009 are approximately HK\$6,124,000 and HK\$4,206,000 (2008: HK\$212,000 and HK\$146,000) respectively.

## 39. 重大關連人士交易

除本財務報表其他地方所披露之交易外，本集團訂立以下重大關連人士交易。

## (a) 與股東之交易

- (i) 於年內，本集團與本公司主要股東株式會社光星電子（「韓國光星」）訂立以下交易：

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Sales of finished goods	2,246	5,318
Referral commission paid/payable	1,371	3,474
Subcontracting fee paid/payable	1,659	714
Rental expense paid/payable	-	216

本公司之董事認為，上述交易，是在日常及一般業務過程中按正常商業條款進行。

- (ii) 根據日期為二零零三年六月二十三日之彌償保證契約，兩名股東梁在星先生及韓國光星就於二零零三年六月三十日前期間之任何稅務負債向本集團作出彌償。根據彌償保證於二零零九年十二月三十一日應收梁在星先生及韓國光星之款項分別約為6,124,000港元及4,206,000港元（二零零八年：212,000港元及146,000港元）。

## Notes to the Financial Statements

For the year ended 31 December 2009

## 財務報表附註

截至二零零九年十二月三十一日止年度

39. MATERIAL RELATED PARTY  
TRANSACTIONS (Continued)

## (b) Transactions with other related parties

## (i) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 12 and certain of the highest paid employees as disclosed in note 13, is as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	8,198	10,473
Post-employment benefits	離職後福利	169	227
		<b>8,367</b>	<b>10,700</b>

Total remuneration is included in "staff costs" (see note 11).

- (ii) During the year, the Group paid a consultancy fee of approximately HK\$494,000 (2008: HK\$572,000) to a close family member of Mr Yang Jai Sung, a shareholder and a director of the Company. No consultancy fee was outstanding at 31 December 2009 and 2008.

## 39. 重大關連人士交易 (續)

## (b) 與其他關連人士之交易

## (i) 主要管理人員之酬金

主要管理人員酬金(包括已於附註12中所披露支付予本公司董事之金額及已於附註13中披露支付予若干最高薪僱員之金額)載列如下:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	8,198	10,473
Post-employment benefits	離職後福利	169	227
		<b>8,367</b>	<b>10,700</b>

酬金總額已包括於「員工成本」(見附註11)。

- (ii) 於本年度，本集團向本公司之股東兼董事梁在星先生一名近親支付顧問費約494,000港元(二零零八年：572,000港元)。於二零零九年及二零零八年十二月三十一日並無尚未支付之顧問費。

## 40. COMPARATIVE FIGURES

Reclassification has been made in the financial statements including cost of sales, other income and amounts due from shareholders due to the separate presentation of material items. Statements of financial position as at 1 January 2008 have also been presented to conform to the presentation of the current year.

## 40. 比較數字

因個別呈列重大項目關係，財務報表內包括銷售成本、其他收入及應收股東款項均已作出重新分類。於二零零八年一月一日之財務狀況表亦已呈列，以符合本年度之呈列方式。

## Five-year Financial Summary

## 五年財務概要

		2005 二零零五年	2006 二零零六年	2007 二零零七年	2008 二零零八年	2009 二零零九年
<b>Consolidated Income Statement (HK\$'000)</b>	<b>綜合損益表 (千港元)</b>					
Turnover	營業額	648,559	611,215	783,453	797,912	<b>592,280</b>
Profit (loss) from operations	經營溢利(虧損)	28,995	20,886	34,870	(1,538)	<b>3,308</b>
Profit (loss) after taxation and attributable to owners of the Company	除稅後本公司擁有人應佔溢利(虧損)	25,561	18,458	30,275	(2,298)	<b>(35,774)</b>
Dividends	股息	10,026	5,639	9,116	1,577	-
Basic earnings (loss) per share – HK cents	每股基本盈利(虧損) – 港仙	8.16	5.89	9.66	(0.73)	<b>(11.13)</b>
Diluted earnings (loss) per share – HK cents	每股攤薄盈利(虧損) – 港仙	n/a 不適用	n/a 不適用	9.46	(0.73)	<b>(11.13)</b>
<b>Consolidated Statement of Financial Position (HK\$'000)</b>	<b>綜合財務狀況表 (千港元)</b>					
Non-current assets	非流動資產	87,460	98,633	97,568	77,984	<b>104,708</b>
Current assets	流動資產	353,982	355,748	380,530	352,432	<b>390,091</b>
Current liabilities	流動負債	(89,369)	(90,700)	(81,564)	(69,262)	<b>(128,360)</b>
Net current assets	流動資產淨值	264,613	265,048	298,966	283,170	<b>261,731</b>
Long-term liabilities	非流動負債	(1,335)	(2,019)	(1,698)	(2,009)	<b>(11,860)</b>
Net assets	資產淨值	350,738	361,662	394,836	359,145	<b>354,579</b>
<b>Consolidated Statement of Cash Flows (HK\$'000)</b>	<b>綜合現金流量表 (千港元)</b>					
Net cash from (used in) operating activities	經營活動所得(所用)之現金淨額	68,977	29,094	25,335	(9,452)	<b>32,172</b>
Net cash from (used in) investing activities	投資活動所得(所用)之現金淨額	(24,842)	(42,522)	3,312	(9,515)	<b>11,977</b>
Net cash from (used in) financing activities	融資活動所得(所用)之現金淨額	(8,463)	(8,147)	(7,785)	(3,686)	<b>(80)</b>
Net increase (decrease) in cash and cash equivalents	現金及現金等價物之增加(減少)淨額	35,672	(21,575)	20,862	(22,653)	<b>44,069</b>
<b>Share Information (HK\$)</b>	<b>股份資料(港元)</b>					
Highest share price	最高股價	\$1.05	\$1.60	\$3.35	\$3.27	<b>\$2.70</b>
Lowest share price	最低股價	\$0.60	\$0.84	\$1.03	\$1.11	<b>\$0.33</b>
Year end closing share price	年終收市股價	\$0.95	\$1.60	\$3.35	\$2.68	<b>\$0.41</b>

## Corporate Information and Shareholders' Calendar

## 公司資料及股東日程表

### CORPORATE INFORMATION

#### Board Of Directors

##### **Non-executive director**

Mr. Yang Ho Sung (*Chairman*)

##### **Executive directors**

Mr. Yang Jai Sung

Mr. Woo Nam Jin (resigned on 29 January 2010)

Mr. Lee Kyu Young

##### **Independent non-executive directors**

Dr. Kim Chung Kweon

Dr. Han Byung Joon

Mr. Kim Chan Su

#### Executive Committee

Mr. Yang Jai Sung

Mr. Woo Nam Jin (resigned on 29 January 2010)

Mr. Lee Kyu Young

#### Audit Committee

Mr. Kim Chan Su

Dr. Kim Chung Kweon

Dr. Han Byung Joon

Mr. Yang Ho Sung

#### Remuneration Committee

Dr. Han Byung Joon

Dr. Kim Chung Kweon

Mr. Kim Chan Su

Mr. Yang Jai Sung

#### Independent Board Committee

Mr. Kim Chan Su

Dr. Han Byung Joon

Dr. Kim Chung Kweon

#### Company Secretary

Ms. Sin Lai Lan

### 公司資料

#### 董事會

##### **非執行董事**

梁皓星先生 (*主席*)

##### **執行董事**

梁在星先生

禹南珍先生 (於二零一零年一月二十九日辭任)

李圭英先生

##### **獨立非執行董事**

金正權博士

韓丙濬博士

金瓚洙先生

#### 執行委員會

梁在星先生

禹南珍先生 (於二零一零年一月二十九日辭任)

李圭英先生

#### 審核委員會

金瓚洙先生

金正權博士

韓丙濬博士

梁皓星先生

#### 薪酬委員會

韓丙濬博士

金正權博士

金瓚洙先生

梁在星先生

#### 獨立董事委員會

金瓚洙先生

韓丙濬博士

金正權博士

#### 公司秘書

單麗蘭女士

## Corporate Information and Shareholders' Calendar

## 公司資料及股東日程表

### Authorised Representatives

Mr. Yang Jai Sung  
Ms. Sin Lai Lan

### 授權代表

梁在星先生  
單麗蘭女士

### Registered Office and Principal Place of Business

Units 208-209, 2/F., Bio-Informatics Centre  
No. 2 Science Park West Avenue  
Hong Kong Science Park  
Shatin, N.T.  
Hong Kong

### 註冊辦事處及主要營業地點

香港  
新界沙田  
香港科學園  
科技大道西2號  
生物資訊中心2樓208-209室

### Auditors

SHINEWING (HK) CPA Limited  
*Certified Public Accountants*  
(engaged on 23 June 2009)  
KPMG  
*Certified Public Accountants*  
(resigned on 18 June 2009)

### 核數師

信永中和(香港)會計師事務所有限公司  
*執業會計師*  
(於二零零九年六月二十三日獲委聘)  
畢馬威會計師事務所  
*執業會計師*  
(於二零零九年六月十八日辭任)

### Share Registrar and Transfer Office

Tricor Standard Limited  
Level 25, Three Pacific Place  
1 Queen's Road East  
Hong Kong

### 股份過戶登記處

卓佳標準有限公司  
香港  
皇后大道東1號  
太古廣場三座25樓

### Investor Relations Contact

Strategic Financial Relations Limited  
Unit A, 29/F., Admiralty Centre 1  
18 Harcourt Road  
Hong Kong  
Tel: (852) 2864-4812/2864-4831  
Fax: (852) 2804-2789

### 投資者關係通訊

縱橫財經公關顧問有限公司  
香港  
夏慤道18號  
海富中心一期29樓A室  
電話：(852) 2864-4812/2864-4831  
傳真：(852) 2804-2789

### Stock Code

Stock Exchange of Hong Kong: 2310

### 股份代號

香港聯合交易所：2310

### Company Website

www.kse.com.hk

### 公司網址

www.kse.com.hk



## Corporate Information and Shareholders' Calendar

## 公司資料及股東日程表

### SHAREHOLDERS' CALENDAR

Announcement of 2009 Final Results  
26 March 2010

Closure of Register of Members  
24 to 26 May 2010

Annual General Meeting  
26 May 2010

### 股東日程表

公佈二零零九年末期業績  
二零一零年三月二十六日

暫停辦理股份過戶登記  
二零一零年五月二十四至二十六日

股東週年大會  
二零一零年五月二十六日

Kwang Sung Electronics H.K. Co. Limited