

EYANG

宇陽控股(集團)有限公司

EYANG HOLDINGS (GROUP) CO., LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(股份代號 Stock Code : 117)



INTERIM REPORT
2012 中期報告

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公司資料

Corporate Information

董事會

陳偉榮先生(主席兼行政總裁)
廖傑先生(執行董事)
徐純誠先生(執行董事)
霜梅女士(非執行董事)
陳浩先生(非執行董事)
程吳生先生(非執行董事)
張志林先生(非執行董事)
朱健宏先生(獨立非執行董事)
潘偉先生(獨立非執行董事)
劉煥彬先生(獨立非執行董事)

審核委員會

朱健宏先生(主席)
潘偉先生
劉煥彬先生

薪酬委員會

劉煥彬先生(主席)
陳偉榮先生
霜梅女士
潘偉先生
朱健宏先生

提名委員會

劉煥彬先生(主席)
陳偉榮先生
朱健宏先生

公司秘書

梁偉忠先生 CPA

註冊地址

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

總辦事處及香港主要營業地點

香港灣仔告士打道173-174號
天廚商業大廈8樓

BOARD OF DIRECTORS

Mr. Chen Weirong (Chairman and Chief Executive Officer)
Mr. Liao Jie (Executive Director)
Mr. Xu Chuncheng (Executive Director)
Ms. Shuang Mei (Non-executive Director)
Mr. Chen Hao (Non-executive Director)
Mr. Cheng Wusheng (Non-executive Director)
Mr. Zhang Zhilin (Non-executive Director)
Mr. Chu Kin Wang, Peleus (Independent Non-executive Director)
Mr. Pan Wei (Independent Non-executive Director)
Mr. Liu Huanbin (Independent Non-executive Director)

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

Mr. Liu Huanbin (Chairman)
Mr. Chen Weirong
Mr. Chu Kin Wang, Peleus

COMPANY SECRETARY

Mr. Leung Wai Chung CPA

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8th Floor, Tien Chu Commercial Building
173-174 Gloucester Road
Wanchai
Hong Kong

公司資料 Corporate Information

中國主要營業地點

中國深圳市南山區
高新技術產業園北區
郎山二號路
齊民道3號
宇陽大樓

主要股份過戶登記處

HSBC Trustee (Cayman) Limited
P.O. Box 484, HSBC House
68 West Bay Road
Grand Cayman
KY1-1106
Cayman Islands

香港股份過戶登記分處

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

主要往來銀行

中國建設銀行羅湖支行
深圳平安銀行福華支行
香港上海滙豐銀行有限公司
恒生銀行有限公司

核數師

安永會計師事務所
執業會計師
香港
中環
添美道1號
中信大廈22樓

股份代號

00117

公司網址

<http://www.szeyang.com>

PRINCIPAL PLACE OF BUSINESS IN THE PRC

EYANG Building
No. 3 Qimin Street
No. 2 Langshan Road, North Area
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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

HSBC Trustee (Cayman) Limited
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Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

China Construction Bank, Luohu Branch
Shenzhen Ping An Bank, Fuhua Branch
Hongkong and Shanghai Banking Corporation
Hang Seng Bank Limited

AUDITOR

Ernst & Young
Certified Public Accountants
22/F CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

STOCK CODE

00117

COMPANY WEBSITE

<http://www.szeyang.com>

管理層討論及分析

Management's Discussion and Analysis

業務回顧

2012年首6個月，因全球經濟體仍處於衰退之中，電子產品需求仍未見回升，處於電子產品上游的MLCC需求增長乏力，行業競爭激烈。2012年首6個月，持續經營業務收入人民幣210.0百萬元較2011年同期上升21%，毛利人民幣21.1百萬元，較2011年同期下降36.5%，其中MLCC業務經營收入人民幣160.5百萬元，較2011年同期下降7.6%，毛利下降41.8%，因自2011年8月以來，本集團加大手機貿易業務的力度，2012年首6個月手機貿易業務經營收入人民幣49.6百萬元，毛利人民幣1.75百萬元，2011年同期未開展該項業務。

2012年首6個月，公司股東應佔之稅後虧損人民幣7.5百萬元，2011年同期公司股東應佔之稅後溢利人民幣9.0百萬元。

未來展望

2012年下半年，未見全球經濟復蘇的跡象，電子數碼產品需求依然疲軟，MLCC行業產能過剩，競爭會更加激烈。在全球需求疲軟的情形下，各企業為求生存，必將大力降低各項成本謀求各自的生存空間，企業的經營模式必將發生較大的變化，部分非核心業務會大量外包，基於本集團在電子行業有廣泛的合作基礎，公司在貿易業務方面將有較大的提升空間。

BUSINESS REVIEW

During the first six months of 2012, given that the world's economies were still under depression, there was no rebound of demand for electronic products. For this reason, demand for MLCC products, which are located in the upstream electronic industry, lost momentum to grow and competition within the industry intensified. The revenue from continuing operations for the first six months of 2012 was RMB210.0 million, representing an increase of 21% from the same period of 2011. The gross profit was RMB21.1 million, representing a decrease of 36.5% from the same period of 2011. In particular, the sales revenue from MLCC was RMB160.5 million, representing a decrease of 7.6% from the same period of 2011 and a decrease of 41.8% in gross profit. As the Group has strengthened investment in mobile phones trading business since August 2011, revenue and gross profit from mobile phones trading business for the first six months of 2012 amounted to RMB49.6 million and RMB1.75 million respectively. The business was not yet commenced during the same period of 2011.

For the first six months of 2012, loss after tax attributable to shareholders of the Company amounted to RMB7.5 million, compared to profit after tax attributable to shareholders of the Company at RMB9.0 million during the same period of 2011.

PROSPECTS

In the second half of 2012, with no sign of recovery in the world economy, the demand for electronic and digital products is expected to remain weak. The overcapacity of the MLCC industry is set to give rise to keener competition. Under the weak global demand, participants of the industry will have to greatly reduce costs of all types for staying in the business. Modes of operation adopted by enterprises are expected to undergo enormous changes and outsourcing of a substantial part of certain non-core businesses might be seen. On the basis of the Group's extensive cooperation with a wide spectrum of participants of the electronic industry, our trading business is expected to experience a significant growth.

管理層討論及分析

Management's Discussion and Analysis

財務回顧

收入

2012年首6個月，本集團的營業收入為人民幣210.0百萬元，與較2011年同期上升21%，主要因為本集團管理層從2011年8月才重新開始貿易業務。

其中，2012年首6個月，本集團的MLCC收入為人民幣160.5百萬元，與較2011年同期減少7.6%，主要因為行業競爭加劇，產品單價、毛利率均下降。

2012年首6個月，本集團的貿易業務收入為人民幣49.6百萬元，毛利1.75百萬元。

毛利

2012年首6個月，本集團的毛利為人民幣21.1百萬元，較2011年同期下降36.5%，主要因為本集團MLCC產品的生產成本上升及銷售單價下降幅度較大。

其中，2012年首6個月，本集團的MLCC產品毛利為人民幣19.4百萬元，較2011年同期下降41.8%，主要因為生產成本上升及銷售單價下降幅度較大。

2012年首6個月，本集團的貿易業務毛利為人民幣1.75百萬元，2011年同期未開展該項業務。

FINANCIAL REVIEW

Revenue

The revenue of the Group's business for the first six months of 2012 was RMB210.0 million, representing a 21% increase from the same period of 2011. This was mainly due to the re-opening of the trading business by the management of the Group in August 2011.

In particular, the revenue of the Group's MLCC business for the first six months of 2012 was RMB160.5 million, representing a decrease of 7.6% from the same period of 2011. This was mainly due to the intensified competition in the industry, and decrease in product unit price and gross profit margin.

Revenue from the Group's trading business for the first six months of 2012 was RMB49.6 million, and the gross profit was RMB1.75 million.

Gross Profit

Gross profit of the Group for the first six months of 2012 was RMB21.1 million, representing a decrease of 36.5% from the same period of 2011. The decrease was mainly due to the rise of production cost and the relatively large decrease in unit price of our MLCC products.

In particular, gross profit of the Group's MLCC products for the first six months of 2012 was RMB19.4 million, representing a decrease of 41.8% from the same period of 2011. The decrease was mainly due to the rise of production cost and the relatively large decrease in unit price.

Gross profit of the Group's trading business for the first six months of 2012 was RMB1.75 million. The business was not yet commenced during the same period of 2011.

管理層討論及分析

Management's Discussion and Analysis

毛利率

2012年首6個月，本集團的毛利率為10.0%，較2011年同期的19.1%下降9.1個百分點，主要是由於MLCC的毛利率大幅下降，以及新開展了毛利率較低的貿易業務。

其中，2012年首6個月，本集團的MLCC業務毛利率為12.1%，較2011年同期的19.1%下降7.0個百分點。

2012年首6個月，本集團的貿易業務收入的毛利率3.5%。

其他業務收入及收益

2012年首6個月，本集團其他業務收入和收益為人民幣6.4百萬元，較2011年同期上升人民幣0.8百萬元。

銷售及分銷成本

2012年首6個月，本集團營業費用為人民幣8.2百萬元，較2011年度同期增長58.8%，主要因為擴充營銷人員而增加投入，同時包含貿易業務的營業費用人民幣0.5百萬元。

行政費用

2012年首6個月，本集團行政費用為人民幣13.4百萬元，較2011年同期下降7.41%，主要因為：1、在2011年同期，本集團子公司東莞宇陽科技發展有限公司辦公區域翻修費用，本年未發生該類費用。2、2011年同期列支了公司成立10周慶的費用，而本年度無該項費用。

Gross Profit Margin

The gross profit margin of the Group for the first six months of 2012 was 10.0%, representing a decrease of 9.1% as compared to 19.1% of the same period of 2011. This was mainly due to the significant decline in the gross profit margin of MLCC, as well as the new development of the trading business with relatively low gross profit margin.

In particular, the gross profit margin of the Group's MLCC business for the first six months of 2012 was 12.1%, representing a decrease of 7.0% as compared to 19.1% of the same period of 2011.

The gross profit margin of the revenue from the Group's trading business for the first six months of 2012 was 3.5%.

Other Income and Gain

Other income and gain of the Group for the first six months of 2012 were RMB6.4 million, representing an increase of RMB0.8 million as compared to the same period of 2011.

Selling and Distribution Costs

The operation costs of the Group for the first six months of 2012 were RMB8.2 million, representing an increase of 58.8% from the same period of 2011. This was mainly due to the increasing input by the expansion of marketing staff. The costs include the operation cost of RMB0.5 million incurred by the Group's trading business.

Administrative Expenses

The administrative expenses of the Group for the first six months of 2012 were RMB13.4 million, representing a decrease of 7.41% from the same period of 2011. This was mainly due to: 1. the expenses in relation to the office refurbishment of Dongguan Eyang Technology Development Co., Ltd, a subsidiary of the Group, incurred during the same period of 2011, were not incurred in the year; 2. expenses for the Company's 10th anniversary charged during the same period of 2011 were not charged in the year.

管理層討論及分析

Management's Discussion and Analysis

研究及開發成本

2012年首6個月，本集團研究及開發成本為人民幣4.0百萬元，較2011年同期下降12.3%，主要是由於壓縮開發費用，取消了部分研發項目。

其他開支

2012年首6個月，本集團其他開支為人民幣4.7百萬元，主要是由於本期計提存貨撥備人民幣4.2百萬元。

融資成本

2012年首6個月，本集團融資成本為人民幣4.1百萬元，與2011年同期基本持平。

所得稅開支

2012年首6個月，本集團所得稅費用約為人民幣0.7百萬元，較2011年同期的人民幣2.0百萬元大幅下降。主要是因為公司MLCC業務虧損。

資產負債比率

本集團以資產負債比率監察其資本，即淨負債除以資本加淨負債。淨負債按銀行貸款、應付貿易賬款及應付票據以及其他應付款項(不包含預提費用及一年內的遞延收入)減現金及現金等價物之總和計算。資本指母公司權益持有人應佔權益。於2011年12月31日及2012年6月30日，本集團的資產負債比率分別約為39.9%及30.9%。

物業、廠房及設備

於2012年6月30日，賬面淨值為人民幣287.4百萬元，較2011年12月31日的人民幣294.2百萬元下降人民幣6.8百萬元，主要是由於購買新的生產設備金額小於折舊金額。

Research and Development Costs

The research and development costs of the Group for the first six months of 2012 were RMB4.0 million, representing a decrease of 12.3% from the same period of 2011. This was mainly due to the reduction in development cost by cancelling some R&D projects.

Other Expenses

Other expenses of the Group for the first six months of 2012 were RMB4.7 million. This was mainly due to an amount of RMB4.2 million was provided for inventory for the period.

Finance Costs

The finance costs of the Group for the first six months of 2012 were RMB4.1 million, basically the same as that of the same period of 2011.

Income Tax Expenses

Income tax expenses of the Group for the first six months of 2012 amounted to approximately RMB0.7 million, representing a significant decrease from RMB2.0 million of the same period of 2011. This was mainly due to losses in our MLCC business.

Gearing Ratio

The Group monitors its capital through gearing ratio, being net liabilities divided by capital plus net liabilities. Net liabilities are determined as the aggregate of bank loans, trade and bills payables and other payables (excluding accruals and deferred income within one year) less cash and cash equivalents. Capital refers to the equity attributable to the owners of the parent. As at 31 December 2011 and 30 June 2012, the gearing ratio of the Group was approximately 39.9% and 30.9% respectively.

Property, Plant and Equipment

The net carrying amount as at 30 June 2012 was RMB287.4 million, representing a decrease of RMB6.8 million from RMB294.2 million as at 31 December 2011. This was mainly because the amount used to acquire new manufacturing equipment was less than the amount depreciated.

管理層討論及分析

Management's Discussion and Analysis

投資性物業

於2012年6月30日，本集團投資性物業為人民幣25.9百萬元，與2011年12月31日的人民幣26.3百萬元，較2011年同期下降人民幣0.4百萬元，係正常折舊攤銷所致。

其他無形資產

於2012年6月30日，本集團的其他無形資產人民幣1.1百萬元，較2011年12月31日減少人民幣0.1百萬元，主要是由於本集團SAP管理軟件形成的無形資產攤銷。

應收貿易賬款及應收票據

於2012年6月30日，應收貿易賬款及應收票據的賬面淨值為人民幣163.4百萬元，較2011年12月31日的人民幣156.7百萬元上升人民幣6.7百萬元，本集團的應收貿易賬款及應收票據是由於MLCC業務形成的，在MLCC營業收入下降的情形下，應收貿易賬款及應收票據的賬面淨值仍然上升，主要是為促進銷售，對部分資信狀況良好的大客戶延長其信用期。

預付款項、按金及其他應收款項

於2012年6月30日，本集團預付款項、按金及其他應收款項額為人民幣29.0百萬元，較2011年12月31日增加人民幣4.7百萬元，主要是因為對外預付的材料採購增加。

現金及現金等價物及已抵押銀行存款

於2012年6月30日，本集團現金及現金等價物及已抵押銀行存款為人民幣63.8百萬元，較2011年12月31日的人民幣191.7百萬元減少人民幣127.9百萬元，主要是由於償還到期銀行短期貸款。

Investment Properties

The Group's investment properties as at 30 June 2012 amounted to RMB25.9 million as compared to RMB26.3 million as at 31 December 2011. The decrease of RMB0.4 million from the same period of 2011 was due to normal depreciation and amortization.

Other Intangible Assets

The other intangible assets of the Group as at 30 June 2012 amounted to RMB1.1 million, representing a decrease of RMB0.1 million as compared to that as at 31 December 2011. This was mainly due to the amortization of intangible assets associated with the Group's SAP management software.

Trade and Bills Receivables

As at 30 June 2012, the net book values of trade and bills receivables were RMB163.4 million, representing an increase of RMB6.7 million as compared to RMB156.7 million as at 31 December 2011. The trade and bills receivables mainly associated with the Group's MLCC business. The higher net book values of trade and bills receivables despite lower revenue from the MLCC business were the result of the extension of credit terms by the Group for some of its major clients who have good credit standings to boost sales.

Prepayments, Deposits and Other Receivables

As at 30 June 2012, prepayments, deposits and other receivables of the Group were RMB29.0 million, representing an increase of RMB4.7 million as compared to that as at 31 December 2011. This was mainly due to an increase in external prepayment of the material.

Cash and Cash Equivalents and Pledged Bank Deposits

As at 30 June 2012, cash and cash equivalents and pledged bank deposits of the Group were RMB63.8 million, representing a decrease of RMB127.9 million as compared to RMB191.7 million as at 31 December 2011. This was mainly due to repayment of matured short-term bank loans.

管理層討論及分析

Management's Discussion and Analysis

應付貿易賬款及應付票據

於2012年6月30日，本集團的應付賬款及應付票據餘額為人民幣73.3百萬元，較2011年12月31日增加人民幣3.9百萬元。主要原因：1、本集團供應商給予本集團付款期延長；2、部分原來用現款結算的供應商改用銀行承兌匯票結算。

遞延收入、應計費用與其他應付款項

於2012年6月30日，本集團遞延收入、應計費用與其他應付款項為人民幣38.8百萬元，較2011年12月31日增加人民幣2.5百萬元。主要由於本期預收手機貿易客戶款項所致。

計息銀行貸款

於2012年6月30日，本集團有未償還計息銀行貸款人民幣125.4百萬元，較2011年12月31日減少人民幣136.2百萬元，主要由於償還到期銀行短期貸款。

或然負債

於2012年6月30日，本集團並無重大的或然負債。

承擔

於2012年6月30日，本集團的資本承擔為人民幣14.8百萬元，較2011年12月31日下降人民幣10.7百萬元，主要是由於大額設備採購應付款在本期支付。

Trade and Bills Payables

As at 30 June 2012, the balance of the Group's trade and bills payables were RMB73.3 million, representing an increase of RMB3.9 million as compared to that as at 31 December 2011. It was mainly due to: (i) the fact that the credit terms granted by the Group's suppliers to the Group were extended; (ii) certain suppliers changed their settlement method from cash to bank acceptance bills.

Deferred Income, Accruals and Other Payables

As at 30 June 2012, deferred income, accruals and other payables of the Group were RMB38.8 million, representing an increase of RMB2.5 million as compared to that as at 31 December 2011. This was mainly due to prepayment from clients in mobile phone trading during the period.

Interest-Bearing Bank Loans

As at 30 June 2012, the Group had outstanding interest-bearing bank loans of RMB125.4 million, representing a decrease of RMB136.2 million as compared to that as at 31 December 2011. This was mainly due to repayment of matured short-term bank loans.

Contingent Liabilities

As at 30 June 2012, the Group had no material contingent liabilities.

Commitments

As at 30 June 2012, the capital commitments of the Group were RMB14.8 million, representing a decrease of RMB10.7 million as compared to that as at 31 December 2011. This was mainly due to the payment of a large sum of payables during the current period for equipment purchased.

管理層討論及分析

Management's Discussion and Analysis

流動資金、財務資源及資本架構

流動資產淨額

於2012年6月30日，本集團的流動資產淨額約為人民幣107.5百萬元，其中包括流動資產人民幣372.0百萬元及流動負債人民幣264.5百萬元。

現金流量

截至2012年6月30日止6個月

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Net current asset

As at 30 June 2012, the Group had net current assets of approximately RMB107.5 million, including current assets of RMB372.0 million and current liabilities of RMB264.5 million.

Cash flows

For the six months ended 30 June 2012

		2012年 2012 人民幣百萬元 RMB million	2011年 2011 人民幣百萬元 RMB million
經營活動流入的現金淨額	Net cash inflow from operating activities	16.8	34.3
投資活動流出的現金淨額	Net cash outflow from investing activities	(4.0)	(21.8)
融資活動流入／(流出)的現金淨額	Net cash inflow/(outflow) from financing activities	(41.0)	70.4
期末的現金及現金等價物	Cash and cash equivalents at the end of period	42.0	150.3

於2012年6月30日，本集團經營活動淨流入額較2011年同期減少人民幣17.5百萬元，主要是因為毛利下降及應收賬款賬期延長，投資活動流出的現金淨額較2011年同期下降人民幣17.8百萬元，主要是因為採購設備減少，融資活動由流入現金淨額人民幣70.4百萬元變為流出現金淨額人民幣41.0百萬元，主要是因為償還銀行短期貸款。

銀行授信

於2012年6月30日，本集團的銀行授信總額約為人民幣170百萬元，其中約人民幣140百萬元並未使用。

As at 30 June 2012, net inflow from operating activities decreased by RMB17.5 million over the same period of 2011, mainly due to a decrease in gross profit and longer term of receivables. Net cash outflow from investing activities decreased by RMB17.8 million compared to the same period of 2011, mainly due to a reduction in equipment purchased. The change of net cash flow from financing activities from an inflow of RMB70.4 million to an outflow of RMB41.0 million was mostly because of the repayment of short-term bank loans.

BANKING FACILITIES

As at 30 June 2012, the Group had aggregate banking facilities of approximately RMB170 million, of which approximately RMB140 million had not been utilized.

管理層討論及分析

Management's Discussion and Analysis

外匯風險

本集團於2012年首6個月銷售額主要以人民幣、美元和港元列值，採購額主要以人民幣、美元、港元和日元列值，以美元和港元列值的應收貿易賬款大於以美元和港元列值的應付貿易賬款，同時，本集團還存在以日元列值應付貿易賬款而基本不存在以日元列值的應收貿易賬款，在匯率劇烈波動時，存在一定的匯率風險。

員工

截至2012年6月30日，集團共有1,293名員工，他們的工資和福利由市場、國家政策及個人表現而定。

承董事會命
主席
陳偉榮

香港，2012年8月31日

FOREIGN CURRENCY RISK

The Group's sales for the first six months of 2012 were mainly denominated in RMB, US dollars and Hong Kong dollars, while its purchases were mainly denominated in RMB, US dollars, Hong Kong dollars and Japanese Yen. The trade receivables denominated in US dollars and Hong Kong dollars were greater than the trade payables denominated in US dollars and Hong Kong dollars. Meanwhile, the Group is exposed to risks in respect of trade payables denominated in Japanese Yen, but is basically not exposed to risks in respect of trade receivables denominated in Japanese Yen. In the event of vigorous fluctuation of the exchange rate, foreign currencies risk will exist to a certain extent.

STAFF

As of 30 June 2012, the Group had a total of 1,293 staff, whose remunerations and benefits are determined based on the market, state policies and individual performance.

By order of the Board
Chen Weirong
Chairman

Hong Kong, 31 August 2012

中期簡明綜合財務報表審閱報告

Report on Review of Interim Condensed Consolidated Financial Statements

致宇陽控股(集團)有限公司

董事會

(於開曼群島註冊成立之有限公司)

To the Board of Directors of

EYANG Holdings (Group) Co., Limited

(Incorporated in the Cayman Islands with limited liability)

引言

吾等已審閱載於第14至40頁的中期簡明綜合財務報表，當中載有宇陽控股(集團)有限公司及其附屬公司於2012年6月30日的中期簡明綜合財務狀況表及截至該日止6個月期間的相關中期簡明綜合全面收益表、中期權益變動表及中期現金流量表，以及說明附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製的報告必須符合以上規則的有關條文及國際會計準則委員會頒佈之國際會計準則第34號「中期財務報告」(「國際會計準則第34號」)。管理層負責根據國際會計準則第34號編製及呈列該等中期簡明綜合財務報表。吾等的責任是根據吾等的審閱對該等中期簡明綜合財務報表作出結論。

審閱範圍

除保留結論之基準一段所述外，吾等根據香港會計師公會頒佈之香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱工作。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故吾等不能保證可知悉在審核中可能被發現的所有重大事項。因此，吾等不會發表審核意見。

INTRODUCTION

We have reviewed the interim condensed consolidated financial statements set out on pages 14 to 40, which comprise the interim condensed consolidated statement of financial position of EYANG Holdings (Group) Co., Limited and its subsidiaries as at 30 June 2012 and the related interim condensed consolidated statement of comprehensive income, changes in equity and cash flows for the six months then ended, and the explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") issued by the International Accounting Standards Board. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

SCOPE OF REVIEW

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

中期簡明綜合財務報表審閱報告

Report on Review of Interim Condensed Consolidated Financial Statements

保留結論之基準

去年之審核範圍限制對期初結餘構成影響

吾等就 貴集團截至2011年12月31日止年度的綜合財務報表發表保留意見，概因與兩名非洲客戶（「非洲客戶」）開展移動手機貿易相關的審核範圍受限所致，有關詳情已載列於吾等日期為2012年3月30日之報告。任何有關 貴集團於2011年12月31日的應收貿易賬款的必要的調整均可能影響期初結餘，並對 貴集團於截至2012年6月30日止期間的業績構成相應影響。由於以前期間 貴集團並無與非洲客戶開展任何貿易業務，因此不會對截至2011年6月30日止期間的綜合收益表所呈列的比較金額構成任何影響。

本期間之範圍限制

由於與非洲客戶銷售移動手機相關的文件不足，吾等未能就 貴集團中期財務報告所載收入人民幣22,939,000元完成審閱程序。任何必要的調整均可能影響 貴集團截至2012年6月30日止期間的業績。

保留結論

基於吾等的審閱工作，除於保留結論之基準一段所述事項的潛在影響外，吾等並無發現任何事項，令吾等相信中期簡明綜合財務報表在各重大方面未有根據國際會計準則第34號編製。

其他事項

務請 閣下垂注，中期比較資料並未根據香港審閱準則第2410號予以審閱。

安永會計師事務所

執業會計師

中環添美道一號中信大廈22樓

香港

2012年8月31日

BASIS FOR QUALIFIED CONCLUSION

Prior year audit scope limitation affecting opening balances

We issued a qualified opinion on the consolidated financial statements of the Group for the year ended 31 December 2011 due to the limitation on the scope of the audit in relation to the trading of mobile phones with two Africa customers ("Africa Customers"), details of which have been set out in our report dated 30 March 2012. Any adjustments found to be necessary in respect of the Group's trade receivables as at 31 December 2011 would have an effect on the opening balances and consequential effect on the results of the Group for the period ended 30 June 2012. It would not have any effect on the comparative amounts presented in the consolidated income statements for the period ended 30 June 2011 as the Group had not commenced any trading business with the Africa Customers during the prior period.

Current period limitation of scope

Due to the insufficiency of the documentation relating to the sales of mobile phones with the Africa Customers, we were unable to complete our review procedures in respect of the revenue of RMB22,939,000 included in the interim financial statements of the Group. Any adjustments found to be necessary may have an effect on the Group's results for the period ended 30 June 2012.

QUALIFIED CONCLUSION

Except for the possible effects of the matter as described in the basis of qualified conclusion paragraphs, based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

OTHER MATTER

We draw attention to the fact that the interim comparative information has not been reviewed in accordance with Hong Kong Standard on Review Engagements 2410.

Ernst & Young

Certified Public Accountants

22/F CITIC Tower 1 Tim Mei Avenue, Central

Hong Kong

31 August 2012

中期簡明綜合全面收益表

Interim Condensed Consolidated Statement of Comprehensive Income

截至2012年6月30日止六個月 For the six months ended 30 June 2012

		截至6月30日止六個月 Six months ended 30 June	
		2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
		附註 Notes	
收入	REVENUE	4	210,007
銷售成本	Cost of sales		173,638
			(188,908)
毛利	Gross profit		33,237
其他收入及收益	Other income and gains	4	6,388
銷售及分銷成本	Selling and distribution costs		5,623
行政費用	Administrative expenses		(8,178)
其他開支	Other expenses		(13,367)
融資成本	Finance costs	5	372
研究及開發成本	Research and development costs		(4,123)
			(3,988)
除稅前利潤/(虧損)	PROFIT/(LOSS) BEFORE TAX	6	(6,847)
所得稅開支	Income tax expense	7	11,103
			(665)
期間利潤/(虧損)	PROFIT/(LOSS) FOR THE PERIOD		(7,512)
其他全面收益/(虧損)	OTHER COMPREHENSIVE INCOME/(LOSS)		
換算海外業務的匯兌差額	Exchange difference on translation of foreign operations		9,030
			(343)
期間全面收益/(虧損)總額	TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD		10,395
			(7,855)
以下人士應佔利潤/(虧損)：	PROFIT/(LOSS) ATTRIBUTABLE TO:		
母公司擁有人	Owners of the parent		9,030
			(7,512)
以下人士應佔全面收益/(虧損)總額：	TOTAL COMPREHENSIVE INCOME/(LOSS) ATTRIBUTABLE TO:		
母公司擁有人	Owners of the parent		10,395
			(7,855)
母公司普通股股權持有人應佔每股盈利/(虧損)	EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT		
基本	Basic	9	(1.85) 仙 cents
			2.23 仙 cents
攤薄	Diluted	9	(1.85) 仙 cents
			2.23 仙 cents

中期簡明綜合財務狀況表

Interim Condensed Consolidated Statement of Financial Position

於2012年6月30日 As at 30 June 2012

		附註 Notes	2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	10	287,403	294,183
投資物業	Investment properties	11	25,946	26,277
土地租賃預付款項	Prepaid land lease payments	12	20,585	20,829
收購物業、廠房及設備項目所付按金	Deposits paid for acquisition of items of property, plant and equipment		1,100	5,696
其他無形資產	Other intangible assets		1,114	1,197
遞延稅項資產	Deferred tax assets		3,089	2,702
非流動資產總值	Total non-current assets		339,237	350,884
流動資產	CURRENT ASSETS			
存貨	Inventories	13	106,058	103,062
應收貿易賬款及應收票據	Trade and bills receivables	14	163,386	156,680
預付款項及其他應收款	Prepayments and other receivables	15	29,028	24,276
應收關連方款項	Due from related parties	23(3)	9,795	6,739
衍生金融工具	Derivative financial instruments		—	161
已抵押存款	Pledged deposits	16	29,344	125,772
現金及現金等價物	Cash and cash equivalents	16	34,417	65,887
流動資產總值	Total current assets		372,028	482,577
流動負債	CURRENT LIABILITIES			
應付貿易賬款及應付票據	Trade and bills payables	17	73,278	69,439
遞延收入、應計費用及其他應付款項	Deferred income, accruals and other payables	18	38,825	36,280
應付稅項	Tax payable		12,969	12,703
計息銀行貸款	Interest-bearing bank loans	19	125,360	261,590
應付股息	Dividends payable		256	256
應付一名關連方款項	Due to a related party	23(3)	13,766	—
流動負債總額	Total current liabilities		264,454	380,268
流動資產淨值	NET CURRENT ASSETS		108,574	102,309
資產總值減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		446,811	453,193

中期簡明綜合財務狀況表

Interim Condensed Consolidated Statement of Financial Position

於2012年6月30日 As at 30 June 2012

		附註 Note	2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
非流動負債	NON-CURRENT LIABILITIES			
遞延收入	Deferred income		4,666	3,193
遞延稅項負債	Deferred tax liabilities		5,605	5,605
			10,271	8,798
非流動負債總額	Total non-current liabilities			
			10,271	8,798
資產淨值	Net assets		436,540	444,395
權益	EQUITY			
母公司擁有人應佔權益	Equity attributable to owners of the parent			
已發行股本	Issued capital	20	3,824	3,824
儲備	Reserves		432,716	440,571
			436,540	444,395
總權益	Total equity			
			436,540	444,395

中期簡明綜合權益變動表

Interim Condensed Consolidated Statement of Changes in Equity

於2012年6月30日 As at 30 June 2012

		母公司擁有人應佔項目 Attributable to owners of the parent							
		已發行 股本	股份 溢價賬 Share premium account	實繳盈餘 Contributed surplus	購股權 儲備 Share option reserve	匯率波動 儲備 Exchange fluctuation reserve	留存盈利 Retained profits	擬派 末期股息 Proposed final dividend	總權益 Total equity
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於2012年1月1日	At 1 January 2012	3,824	104,657	198,939	4,785	2,962	129,228	—	444,395
期間全面虧損總額	Total comprehensive loss for the period	—	—	—	—	(343)	(7,512)	—	(7,855)
於2012年6月30日(未經審核)	At 30 June 2012 (unaudited)	3,824	104,657*	198,939*	4,785*	2,619*	121,716*	—	436,540
於2011年1月1日	At 1 January 2011	3,824	104,657	198,939	5,044	204	114,363	10,239	437,270
期間全面收益總額	Total comprehensive income for the period	—	—	—	—	1,365	9,030	—	10,395
權益結算購股權安排	Equity-settled share option arrangements	—	—	—	25	—	—	—	25
宣派2010年度末期股息	Final 2010 dividend declared	—	—	—	—	—	(10,239)	—	(10,239)
於2011年6月30日(未經審核)	At 30 June 2011 (unaudited)	3,824	104,657*	198,939*	5,069*	1,569*	123,393*	—	437,451

* 該等儲備賬目包括簡明綜合財務狀況表中之本集團綜合儲備人民幣432,716,000元(2011年6月30日(未經審核)): 人民幣433,627,000元)。

* These reserve accounts comprise the consolidated reserves of the Group of RMB432,716,000 (30 June 2011 (unaudited)): RMB433,627,000 on the condensed consolidated statement of financial position.

中期簡明綜合現金流量表

Interim Condensed Consolidated Cash Flow Statement

截至2012年6月30日止六個月 For the six months ended 30 June 2012

		截至6月30日止六個月 Six months ended 30 June	
		2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
經營活動產生之現金流量淨額	Net cash flows from operating activities	16,848	34,257
投資活動所用之現金流量淨額	Net cash flows used in investing activities	(4,049)	(21,751)
融資活動產生/(所用)之現金流量淨額	Net cash flows from/(used in) financing activities	(40,952)	70,354
現金及現金等價物之增加/(減少)淨額	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(28,153)	82,860
外匯匯率變動之影響，淨額	Effect of foreign exchange rate changes, net	(343)	1,365
期初之現金及現金等價物	Cash and cash equivalents at beginning of period	70,487	66,101
期末之現金及現金等價物	CASH AND CASH EQUIVALENTS AT END OF PERIOD	41,991	150,326
現金及現金等價物結餘分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
現金及銀行結餘	Cash and bank balances	34,417	65,033
在購入時原本到期日不足3個月之 已無抵押定期存款	Non-pledged time deposits with original maturity of less than three months when acquired	7,574	85,293
		41,991	150,326

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

1. 公司資料

宇陽控股(集團)有限公司(「本公司」)於2007年3月6日在開曼群島根據開曼群島法例第22章公司法(1961年第3號法案，經合併及經修訂)註冊成立為豁免有限公司。本公司之註冊辦事處為Codon Trust Company (Cayman) Limited之辦事處，地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而本公司之總辦事處及主要營業地點則位於中國深圳市南山區高新技術產業園北區郎山二號路齊民道3號宇陽大廈。

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

2.1 編製基準

截至2012年6月30日止六個月之中期簡明綜合財務報表乃根據國際會計準則(「國際會計準則」)第34號「中期財務報告」編製。

中期簡明綜合財務報表並未納入年度財務報表規定之所有資料及披露，且應與本集團於2011年12月31日之年度財務報表一併閱讀。

1. CORPORATE INFORMATION

EYANG Holdings (Group) Co., Limited (the "Company") was incorporated in the Cayman Islands on 6 March 2007 as an exempted company with limited liability in the Cayman Islands under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised). The Company's registered office address is the office of Codon Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and the head office and the principal place of business of the Company are located at EYANG Building, No. 3 Qimin Street, No. 2 Langshan Road, North Area, Hi-Tech Industrial Park, Nanshan District, Shenzhen, the PRC.

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

2.1 BASIS OF PREPARATION

The interim condensed consolidated financial statements for the six months ended 30 June 2012 have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2011.

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

2.2 新訂及經修訂國際財務報告準則之影響

中期簡明綜合財務報表所採納之會計政策與在編製本集團截至2011年12月31日止年度之年度財務報表時所採用的一致，除於2012年1月1日新訂及經修訂之準則及詮釋外，詳情如下：

國際財務報告準則 第1號修訂本	國際財務報告準則第1號 首次採納國際財務報告 準則 — 嚴重高通脹及 剔除首次採納者之固定 日期之修訂
國際財務報告準則 第7號修訂本	國際財務報告準則第7號 金融工具：披露 — 轉 讓金融資產之修訂
國際會計準則 第12號修訂本	國際會計準則第12號 所得稅 — 遞延稅項： 收回相關資產之修訂

採納該等新訂及經修訂的準則及詮釋並無對該等財務報表造成重大財務影響，且並無對該等財務報表適用之會計政策造成重大變動。

2.2 IMPACT OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2011, except for the adoption of the new and revised standards and interpretations as of 1 January 2012, noted below:

IFRS 1 Amendments	Amendment to IFRS 1 <i>First-time Adoption of International Financial Reporting Standards — Severe Hyperinflation and Removal of Fixed Dates for First-time Adopter</i>
IFRS 7 Amendments	Amendments to IFRS 7 <i>Financial Instruments: Disclosures — Transfers of Financial Assets</i>
IAS 12 Amendments	Amendments to IAS 12 <i>Income Taxes — Deferred Tax: Recovery of Underlying Assets</i>

The adoption of these new amendments and revised standards and interpretations has had no significant financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

3. 經營分部資料

本集團經營之業務乃根據其經營性質及所提供產品分開架構及管理。本集團各項業務分部代表一策略性業務單位，其提供之產品所承擔之風險及回報均有別於其他業務分部。

業務分部概要詳情如下：

- (i) 片式多層陶瓷電容器(「MLCC」)分部從事製造及銷售MLCC及MLCC買賣；
- (ii) 手機貿易分部從事手機買賣業務。

於確定本集團之地區分部時，收入乃按客戶之所在地分類，資產則按資產之所在地分類。並無就本集團之地區分部呈列資產及資本開支資料，乃由於本集團逾90%之資產位於中國內地。

分部間銷售及轉讓乃經參考向第三方銷售所用的銷售價按當時現行市價交易。

下表呈列截至2012年6月30日止期間本集團業務分部之收入、利潤及若干資產、負債及開支資料。MLCC分部是本集團於2011年上半年度之唯一主要持續可呈報經營分部，主要從事MLCC製造及銷售。因此，截至2011年6月30日止期間並無進一步提供經營分部資料。

3. OPERATING SEGMENT INFORMATION

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

Summary details of the business segments are as follows:

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

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

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

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's business segments for the period ended 30 June 2012. The MLCC segment is the only major continuing reportable operating segment of the Group in the first half year of 2011, which engages in the manufacture and sale of MLCC. Accordingly, no further operating segment information is provided for the period ended 30 June 2011.

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

3. 經營分部資料(續)

3. OPERATING SEGMENT INFORMATION (continued)

截至2012年6月30日止期間 Period ended 30 June 2012		MLCC MLCC (未經審核) (Unaudited) 人民幣千元 RMB'000	移動手機貿易 Trading of mobile phones (未經審核) (Unaudited) 人民幣千元 RMB'000	總計 Total (未經審核) (Unaudited) 人民幣千元 RMB'000
分部收益：	Segment revenue:			
銷售予外界客戶	Sales to external customers	160,450	49,557	210,007
其他收入	Other revenue	4,628	256	4,884
		165,078	49,813	214,891
分部業績	Segment results			
調節：	Reconciliation:	(5,234)	1,006	(4,228)
利息收入	Interest income			1,504
融資成本	Finance costs			(4,123)
除稅前虧損	Loss before tax			(6,847)
分部資產	Segment assets	703,161	17,374	720,535
調節：	Reconciliation:			
分部間應收賬款對銷	Elimination of intersegment receivables			(9,270)
資產總值	Total assets			711,265
分部負債	Segment liabilities	271,732	12,263	283,995
調節：	Reconciliation:			
分部間應付賬款對銷	Elimination of intersegment payables			(9,270)
負債總額	Total liabilities			274,725
其他分部資料：	Other segment information:			
於全面收益表確認之存貨 減值虧損	Impairment losses of inventory recognised in the statement of comprehensive income	4,187	—	4,187
於全面收益表確認之應收貿易 賬款減值撥回	Reversal of impairment of trade receivables recognised in the statement of comprehensive income	(286)	—	(286)
折舊及攤銷	Depreciation and amortisation	16,153	—	16,153
資本開支	Capital expenditure	9,053	—	9,053

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

3. 經營分部資料(續)

地區分部

(a) 來自外部客戶之收入

		截至6月30日止六個月 Six months ended 30 June	
		2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
中國大陸	Mainland China	106,503	96,281
中國大陸以外其他國家	Countries other than Mainland China	103,504	77,357
		210,007	173,638

3. OPERATING SEGMENT INFORMATION (continued)

Geographical segments

(a) Revenue from external customers

4. 收入、其他收入及收益

收入亦為本集團之營業額，指已售貨品發票淨值(扣除就退貨及貿易折扣)。

收入、其他收入及收益的分析如下：

4. REVENUE, OTHER INCOME AND GAINS

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

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

		截至6月30日止六個月 Six months ended 30 June	
		2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
收入	Revenue		
MLCC銷售	Sale of MLCC	160,450	173,638
移動手機貿易	Trading of mobile phones	49,557	—
		210,007	173,638
其他收入	Other income		
銀行利息收入	Bank interest income	1,504	141
租金收入	Rental income	2,830	3,326
政府補貼	Government grants	—	210
遞延收入攤銷	Amortisation of deferred income	528	403
銷售原材料	Sale of materials	627	890
其他	Others	899	653
		6,388	5,623
		216,395	179,261

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

5. 融資成本

5. FINANCE COSTS

		截至6月30日止六個月 Six months ended 30 June	
		2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
銀行貸款利息	Interest on bank loans	4,123	4,045

6. 除稅前利潤／(虧損)

6. PROFIT/(LOSS) BEFORE TAX

本集團之除稅前利潤／(虧損)已扣除／(計入)：

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

		截至6月30日止六個月 Six months ended 30 June	
		2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
	附註 Notes		
折舊	Depreciation	10	15,491
土地租賃預付款攤銷	Amortisation of land lease prepayments	12	245
其他無形資產攤銷	Amortisation of other intangible assets		86
研究及開發成本：	Research and development costs:		
本期開支	Current period expenditure		3,988
樓宇經營租約最低租賃款項	Minimum lease payments under operating leases in respect of buildings		158
僱員福利開支	Employee benefit expense		24,757
將存貨減記／(減值撥回)至可變現淨值*	Write-down/(reversal of impairment) of inventories to net realisable value*		4,187
應收貿易賬款減值撥回*	Reversal of impairment of trade receivables*	14	(286)
政府補助	Government grants		—
			(120)

* 將存貨減記／(減值撥回)至可變現淨值及應收貿易賬款減值撥回已包括在中期簡明綜合全面收益表「其他開支」項下。

* The write-down/(reversal of impairment) of inventories to net realisable value and reversal of impairment of trade receivables are included in "Other expenses" on the face of the interim condensed consolidated statement of comprehensive income.

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

7. 所得稅開支

7. INCOME TAX EXPENSE

		截至6月30日止六個月 Six months ended 30 June	
		2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
即期 — 中國大陸	Current — Mainland China		
期間稅務支出	Charge for the period	1,054	1,718
遞延	Deferred	(389)	355
期間稅務支出總額	Total tax charge for the period	665	2,073

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

本公司在開曼群島根據開曼群島公司法註冊成立為豁免有限公司，因此獲豁免支付開曼群島所得稅。

由於本集團期內於香港並沒有產生或賺取應課稅利潤，故此本集團並無就香港利得稅作出撥備。

由於本公司於中國大陸之附屬公司深圳市宇陽科技發展有限公司(「深圳宇陽」)已於2008年12月16日獲取高新科技企業認證，故此於2008年至2010年期間須繳納之國家所得稅稅率為15%。於2011年10月31日，深圳宇陽再次被認定為高新技術企業，及自2011年至2013年按15%的國家所得稅稅率繳納所得稅。

除上文所述深圳宇陽可享有15%優惠稅率外，本公司之附屬公司於年內須按25%法定稅率(截至2011年6月30日止六個月：25%)就各自之應課稅利潤繳納企業所得稅。

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

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempt from the payment of the Cayman Islands income tax.

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

Shenzhen Eyang Technology Development Co., Ltd. ("SZ Eyang") (深圳市宇陽科技發展有限公司), a subsidiary of the Company in Mainland China, obtained its high technology enterprise accreditation on 16 December 2008 and hence was subject to a national income tax rate of 15% from 2008 to 2010. On 31 October 2011, SZ Eyang was recognised as a high technology enterprise again and was subject to a national income tax rate of 15% from 2011 to 2013.

Except for SZ Eyang mentioned above that was entitled to a preferential tax rate of 15%, the subsidiaries of the Company are subject to corporate income tax ("CIT") at a statutory rate of 25% (six months ended 30 June 2011: 25%) on their respective taxable income.

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

8. 股息

董事會議決不宣派截至2012年6月30日止六個月的中期股息(截至2011年6月30日止六個月：無)。

9. 母公司普通股股權持有人應佔每股盈利/(虧損)

每股基本盈利/(虧損)金額乃按母公司普通股股權持有人應佔本期利潤/(虧損)及期內已發行405,500,000股普通股(截至2011年6月30日止六個月：405,500,000股)之加權平均數計算。

由於購股權的行使價高於本公司普通股於截至2011年及2012年6月30日止期間之平均市價，故此本公司並無假設於期內因被視為行使本公司之尚未行使購股權而發行任何股份。因此，於截至2011年及2012年6月30日止期間，每股攤薄盈利/(虧損)金額相等於每股基本盈利/(虧損)金額。

10. 物業、廠房及設備

8. DIVIDENDS

The board of directors resolved not to declare any interim dividend for the six months ended 30 June 2012 (six months ended 30 June 2011: Nil).

9. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings/(loss) per share amount is based on the profit/(loss) for the period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 405,500,000 (six months ended 30 June 2011: 405,500,000) in issue during the period.

As the exercise price of the share options was higher than the average market price of the Company's ordinary shares during the periods ended 30 June 2011 and 2012, no shares were assumed to have been issued on the deemed exercise of the Company's outstanding share options during the period. Therefore, the diluted earnings/(loss) per share amount was equal to the basic earnings/(loss) per share amount for the periods ended 30 June 2011 and 2012.

10. PROPERTY, PLANT AND EQUIPMENT

		附註 Note	2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January		294,183	263,854
添置	Additions		9,053	61,837
自投資物業轉撥	Transfer from investment properties	11	—	3,511
轉撥至投資物業	Transfer to investment properties	11	—	(801)
出售	Disposals		(342)	(6,011)
折舊	Depreciation		(15,491)	(28,207)
於2012年6月30日/ 2011年12月31日 之賬面值	Carrying amount at 30 June 2012/ 31 December 2011		287,403	294,183

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

10. 物業、廠房及設備(續)

本集團之樓宇於中國大陸以中期租約持有。

相關中國機關尚未發出本集團位於東莞，於2012年6月30日賬面淨額約為人民幣4,611,000元(2011年12月31日：人民幣4,668,000元)之若干樓宇之所有權證。

10. PROPERTY, PLANT AND EQUIPMENT (continued)

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

Certificates of ownership in respect of certain buildings of the Group located in Dongguan with a net carrying amount of approximately RMB4,611,000 as at 30 June 2012 (31 December 2011: RMB4,668,000) have not yet been issued by the relevant PRC authorities.

11. 投資物業

11. INVESTMENT PROPERTIES

		附註 Note	2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January		26,277	29,671
自物業、廠房及設備轉撥	Transfer from property, plant and equipment	10	—	801
轉撥至自用物業	Transfer to owner-occupied property	10	—	(3,511)
期內/年內折舊撥備	Depreciation provided during the period/year		(331)	(684)
於2012年6月30日/ 2011年12月31日 之賬面值	Carrying amount at 30 June 2012/ 31 December 2011		25,946	26,277

本集團之投資物業根據中期租約持有並位於中國大陸。

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

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

12. 土地租賃預付款項

12. PREPAID LAND LEASE PAYMENTS

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January	21,317	21,805
期內/年內攤銷撥備	Amortisation provided during the period/year	(244)	(488)
於2012年6月30日/ 2011年12月31日 之賬面值	Carrying amount at 30 June 2012/ 31 December 2011	21,073	21,317
包括在預付款、按金及其他 應收款項之即期部分	Current portion included in prepayments, deposits and other receivables	(488)	(488)
非即期部分	Non-current portion	20,585	20,829

本集團之租賃土地根據中期租約持有並位於中國大陸。

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

13. 存貨

13. INVENTORIES

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
原材料	Raw materials	17,486	19,340
在製品	Work in progress	11,293	20,236
製成品	Finished goods	89,946	71,966
滯銷存貨撥備	Provision against slow-moving inventories	118,725 (12,667)	111,542 (8,480)
		106,058	103,062

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

14. 應收貿易賬款及應收票據

14. TRADE AND BILLS RECEIVABLES

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
應收貿易賬款及應收票據	Trade and bills receivables	170,833	164,413
減值	Impairment	(7,447)	(7,733)
		163,386	156,680

本集團與其MLCC客戶之貿易方式以記賬為主。給予MLCC客戶之信貸期一般為2至5個月。管理層亦會定期檢討逾期未還款項。應收貿易賬款為免息。

The Group's trading terms with its MLCC customers are mainly on credit. The credit periods for MLCC customers generally are two to five months. Overdue balances are reviewed regularly by management. Trade receivables are non-interest-bearing.

所有應收票據均由報告期末起計60至180日內到期。

The bills receivable were all due within 60 to 180 days from the end of the reporting period.

於報告期末，應收貿易賬款按發票日期為基準之賬齡分析，以及應收票據之金額如下：

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, and the amount of bills receivable are as follows:

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
90日內	Within 90 days	103,280	117,730
91至180日	91 to 180 days	5,707	11,145
181至360日	181 to 360 days	751	693
1至2年	1 to 2 years	—	573
超過2年	Over 2 years	7,447	7,160
		117,185	137,301
應收票據	Bills receivable	53,648	27,112
		170,833	164,413

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

14. 應收貿易賬款及應收票據(續)

應收貿易賬款減值撥備變動如下：

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
於1月1日	At 1 January	7,733	8,534
已確認減值虧損	Impairment losses recognised	—	410
減值撥回	Reversal of impairment	(286)	(1,211)
於2012年6月30日/ 2011年12月31日	At 30 June 2012/ 31 December 2011	7,447	7,733

並非個別或共同視為減值之應收貿易賬款之賬齡分析如下：

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
尚未逾期亦無出現減值	Neither past due nor impaired	103,280	111,033
逾期少於90日	Less than 90 days past due	5,707	18,351
逾期91至180日	91 to 180 days past due	751	184
逾期181至360日	181 to 360 days past due	—	—
		109,738	129,568

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

已逾期但無出現減值之應收貿易賬款與數名獨立客戶有關，彼等於本集團之付款記錄良好。根據以往經驗，本公司董事認為其信貸質素並無重大改變，且此等結餘仍視為可全數收回，因此毋須就此等結餘作出減值撥備。

14. TRADE AND BILLS RECEIVABLES (continued)

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

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

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

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

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

15. 預付款項及其他應收款

15. PREPAYMENTS AND OTHER RECEIVABLES

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
預付款	Prepayments	9,698	6,468
其他應收款	Other receivables	19,330	18,194
		29,028	24,662
其他應收款減值	Impairment of other receivables	—	(386)
		29,028	24,276

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

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

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

16. 現金及現金等價物及已抵押銀行存款

16. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
現金及銀行結餘	Cash and bank balances	34,417	65,887
定期存款	Time deposits	29,344	125,772
		63,761	191,659
減：擔保應付票據及信用證之 已抵押銀行存款	Less: Pledged bank deposits for bills payable and letters of credit	(9,868)	(13,927)
擔保銀行貸款之已抵押銀行 存款(附註19(a))	Pledged bank deposits for bank loans (note 19(a))	(19,476)	(111,845)
中期簡明綜合財務狀況表內之 現金及現金等價物	Cash and cash equivalents in the interim condensed consolidated statement of financial position	34,417	65,887
加：收購時原到期日少於3個月 之銀行存款	Add: Bank deposits with original maturity of less than three months when acquired		
擔保應付票據及信用證	Pledged for bills payable and letters of credit	7,574	—
擔保銀行貸款	Pledged for bank loans	—	4,600
中期簡明綜合現金流量表內之 現金及現金等價物	Cash and cash equivalents in the interim condensed consolidated statement of cash flows	41,991	70,487

銀行存款乃根據每日銀行存款利率按浮動利率賺取利息。短期定期存款期限界乎3個月至1年不等，並按個別短期定期存款利率賺取利息。銀行結餘及已抵押銀行存款存放於近期並無違約行為紀錄之信譽銀行內。現金及現金等價物及已抵押存款之賬面值與其公平值相若。

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between three months and one year, and earn interest at the respective short term time deposit rates. The bank balances and pledged bank deposits are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents and the pledged deposits approximate to their fair values.

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

17. 應付貿易賬款及應付票據

於報告期末，按發票日期為基準之應付貿易賬款及應付票據之賬齡分析如下：

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
90日內	Within 90 days	65,419	65,352
91至180日	91 to 180 days	7,045	3,433
181至360日	181 to 360 days	159	13
超過360日	Over 360 days	655	641
		73,278	69,439

應付貿易賬款為免息，一般於90日內清付。

The trade payables are non-interest-bearing and are normally settled within 90 days.

18. 遞延收入、應計費用及其他應付款

18. DEFERRED INCOME, ACCRUALS AND OTHER PAYABLES

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
遞延收入	Deferred income	1,055	1,055
應計費用	Accruals	647	1,337
其他應付款	Other payables	37,123	33,888
		38,825	36,280

其他應付款為不附息及一般於1年內清付。

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

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

19. 計息銀行貸款

19. INTEREST-BEARING BANK LOANS

		實際浮動利率 Effective floating interest rate	到期日 Maturity	2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
即期	Current				
計息銀行貸款 — 有抵押	Interest-bearing bank loans — secured	1.27%–7.22%	2012–2013	125,360	261,590
				125,360	261,590
分析為：	Analysed into:				
應償還計息銀行 貸款：	Interest-bearing bank loans repayable:				
1年內	Within one year			125,360	261,590

於2012年6月30日，本集團之銀行貸款及銀行信貸由以下擔保：

- (a) 本集團金額為人民幣19,476,000元(2011年12月31日：人民幣111,845,000元)之若干銀行存款：

有抵押銀行貸款約人民幣30,000,000元(2011年12月31日：人民幣160,000,000元)及人民幣95,360,000元(2011年12月31日：人民幣101,590,000元)分別以人民幣及美元列值。

銀行貸款賬面值與其公平值相若。

At 30 June 2012, the Group's bank loans and bank facilities are secured by:

- (a) certain of the Group's bank deposits amounting to RMB19,476,000 (31 December 2011: RMB111,845,000);

The secured bank loans of approximately RMB30,000,000 (31 December 2011: RMB160,000,000) and RMB95,360,000 (31 December 2011: RMB101,590,000) are denominated in RMB and United States dollars, respectively.

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

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

19. 計息銀行貸款(續)

本集團有以下未支取之銀行授信：

19. INTEREST-BEARING BANK LOANS (continued)

The Group has the following undrawn banking facilities:

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
		140,000	54,826
浮動利率 — 1年內屆滿	Floating rate — expiring within one year		

20. 已發行股本

本公司之法定股本及已發行股本概列如下：

20. ISSUED CAPITAL

The following is a summary of the authorised share capital and the issued share capital of the Company:

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
法定：	Authorised:		
1,000,000,000 股每股面值 0.01 港元之普通股	1,000,000,000 ordinary shares of HK\$0.01 each	10,000	10,000
已發行及繳足：	Issued and fully paid:		
405,500,000 股 (2011 年 12 月 31 日：405,500,000 股) 每股面值 0.01 港元之普通股	405,500,000 (31 December 2011: 405,500,000) ordinary shares of HK\$0.01 each	4,055	4,055
人民幣千元等值	Equivalent to RMB'000	3,824	3,824

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

21. 承擔

於報告期末，本集團之資本承擔如下：

21. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
已訂約但未撥備：	Contracted, but not provided for:		
樓宇	Buildings	6,710	7,710
廠房及機器	Plant and machinery	8,047	17,820
		14,757	25,530

22. 或然負債

本集團於報告期末並無重大或然負債。

22. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at the end of the reporting period.

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

23. 關連方交易及結餘

本集團於期內與關連方之重大交易及於報告期末與關連方之結餘如下：

(1) 經常性之交易

23. RELATED PARTY TRANSACTIONS AND BALANCES

The Group had the following material transactions with related parties during the period and balances with related parties at the end of the reporting period:

(1) Recurring transactions

		截至6月30日止六個月 Six months ended 30 June	
關連方名稱 Name of parties	交易性質 Nature of transactions	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
東莞市光通實業有限公司 (「東莞光通」) (i) Dongguan Guangtong Enterprise Co., Ltd. ("DG Guangtong") (i)	自東莞光通收到之租金收入(a) Rental income received from DG Guangtong (a)	28	28
東莞市德陽實業有限公司 (「東莞德陽」) (ii) Dongguan Deyang Industrial Co., Ltd. ("DG Deyang") (ii)	自東莞德陽收到之租金收入(a) Rental income received from DG Deyang (a)	18	18
深圳億通 (iii) SZ Eycom (iii)	向深圳億通銷售MLCC(b) Sale of MLCC to SZ Eycom (b)	1,177	1,762
	自深圳億通收到之租金收入(a) Rental income received from SZ Eycom (a)	433	387

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

23. 關連方交易及結餘(續)

(1) 經常性之交易(續)

附註：

- (i) 東莞光通之股東為本公司執行董事陳偉榮先生之兄弟姐妹。
- (ii) 東莞德陽之股東為本公司之股東羅展麗女士之兄弟。
- (iii) 深圳億通之最終股東為本公司董事陳偉榮先生、霜梅女士及廖傑先生。
- (a) 本集團與關連方訂立之租約協議按互相協定之條款訂立。
- (b) 該等交易按一般商業條款進行，應不遜於本集團向其獨立客戶提供之條款。

董事認為上述交易在本集團之日常業務過程中進行。

(2) 非經常交易

23. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(1) Recurring transactions (continued)

Notes:

- (i) The shareholders of DG Guangtong are the brother and sisters of Mr. Chen Weirong, an executive director of the Company.
- (ii) The shareholders of DG Deyang are the brothers of Ms. Luo Zhanli, a shareholder of the Company.
- (iii) The ultimate shareholders of SZ Eycom are Mr. Chen Weirong, Ms. Shuang Mei and Mr. Liao Jie, directors of the Company.
- (a) The tenancy agreements entered into between the Group and the related parties are based on mutually agreed terms.
- (b) The transactions were conducted in accordance with normal commercial terms, which should be no less favourable than those offered by the Group to its independent customers.

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

(2) Non-recurring transactions

截至6月30日止六個月
Six months ended 30 June

關連方名稱 Name of party	交易性質 Nature of transaction	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
深圳億通 SZ Eycom	向深圳億通收取之服務費(c) Service fee received from SZ Eycom (c)	95	—

附註：

- (c) 本集團已於2011年8月與深圳億通訂立物流合作協議，據此，深圳億通將向本集團支付每筆交易之服務費(根據深圳億通指示按本集團運輸之貨物價值之0.3%計算)。

Note:

- (c) The Group and SZ Eycom have entered into a logistics cooperation agreement in August 2011 under which SZ Eycom will pay to the Group for each transaction, a service fee, which will be calculated at 0.3% of the value of the goods which are shipped by the Group as instructed by SZ Eycom.

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

23. 關連方交易及結餘(續)

(3) 關連方結餘

		2012年 6月30日 30 June 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 12月31日 31 December 2011 (經審核) (Audited) 人民幣千元 RMB'000
應收款項	Due from		
東莞光通	DG Guangtong	3,372	2,648
東莞德陽	DG Deyang	61	824
深圳億通	SZ Eycom	6,362	3,267
		9,795	6,739
應付款項	Due to		
深圳億通	SZ Eycom	13,766	—
		13,766	—

於2012年6月30日，所有應收關連方款項的結餘約為人民幣9,795,000元(2011年12月31日：人民幣6,739,000元)，乃貿易性質、無抵押、免息及於要求時償還。應付關連方款項的結餘為非貿易性質、無抵押、免息及於要求時償還。這些結餘之賬面值與其公平值相若。

All the balances due from related parties as at 30 June 2012 were amounts of approximately RMB9,795,000 (31 December 2011: RMB6,739,000) which are trade in nature, unsecured, interest-free and repayable on demand. The balance due to a related party is non-trade in nature, unsecured, interest-free and repayable on demand. The carrying amounts of these balances approximate to their fair values.

中期簡明綜合財務報表附註

Notes to Interim Condensed Consolidated Financial Statements

23. 關連方交易及結餘(續)

(4) 本集團主要管理層人員之薪酬

		截至6月30日止六個月 Six months ended 30 June	
		2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
薪金及津貼	Salaries and allowances	698	744
退休福利供款	Retirement benefit contributions	60	42
股權結算購股權開支	Equity-settled share option expense	—	25
支付主要管理層人員之總薪酬	Total compensation paid to key management personnel	758	811

23. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(4) Compensation of key management personnel of the Group

		截至6月30日止六個月 Six months ended 30 June	
		2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000	2011年 2011 (未經審核) (Unaudited) 人民幣千元 RMB'000
薪金及津貼	Salaries and allowances	698	744
退休福利供款	Retirement benefit contributions	60	42
股權結算購股權開支	Equity-settled share option expense	—	25
支付主要管理層人員之總薪酬	Total compensation paid to key management personnel	758	811

24. 中期簡明綜合財務報表之批准

中期簡明綜合財務報表已於2012年8月31日獲董事會批准並授權刊發。

24. APPROVAL OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The interim condensed consolidated financial statements were approved and authorised for issue by the board of directors on 31 August 2012.

其他資料

Other Information

董事及行政總裁之權益

於2012年6月30日，董事於本公司或其任何相關法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份及相關股份中擁有根據證券及期貨條例第352條須存置之登記冊中或根據上市規則所載之上市公司董事進行證券交易標準守則(「標準守則」)須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

DIRECTORS AND CHIEF EXECUTIVE'S INTERESTS

At 30 June 2012, the directors' interests and short positions in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "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 for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules were as follows:

董事姓名 Name of Director	普通股數目 Number of ordinary shares		相關 股份數目 Number of underlying shares	總數 Total	佔已發行股份 總權益 概約百分比 Approximate percentage of total interests in the share in issue
	實益權益 Beneficial Interests	公司權益 Corporate Interests			
陳偉榮先生 Mr. Chen Weirong	—	143,044,000 ⁽¹⁾	1,400,000 ⁽⁷⁾	144,444,000	35.62%
霜梅女士 Ms. Shuang Mei	424,000	18,000,000 ⁽²⁾	1,300,000 ⁽⁷⁾	19,724,000	4.86%
廖傑先生 Mr. Liao Jie	—	18,000,000 ⁽³⁾	1,300,000 ⁽⁷⁾	19,300,000	4.76%
徐純誠先生 Mr. Xu Chuncheng	25,000,000	3,299,000 ⁽⁴⁾	2,000,000 ⁽⁷⁾	30,299,000	7.47%
程吳生先生 Mr. Cheng Wusheng	—	16,174,000 ⁽⁵⁾	—	16,174,000	3.99%
張志林先生 Mr. Zhang Zhilin	—	23,106,000 ⁽⁶⁾	—	23,106,000	5.70%

其他資料

Other Information

附註：

- (1) 陳偉榮先生合法擁有 Eversharp Management Limited (「Eversharp」) 已發行股本 100%，而 Eversharp 則合法擁有 EY SHINE Management Limited (「EY Shine」) 已發行股本 36.71%。陳偉榮先生亦合法擁有 Everbright Management Limited 已發行股本 53.15%，而 Everbright Management Limited 則擁有 EY Shine 已發行股本 19.40%。EY Shine 合法擁有 EY Ocean Management Limited (「EY Ocean」) 100%，而 EY Ocean 擁有本公司 143,044,000 股股份權益。就證券及期貨條例第 XV 部而言，陳偉榮先生被視為於 EY Ocean 持有的所有股份中擁有權益。
- (2) 霜梅女士合法擁有 HE-YANG Management Limited 已發行股本 100%，而 HE-YANG Management Limited 則合法擁有 EY Shine 已發行股本 12.58%。EY Shine 合法擁有 EY Ocean 100%。霜梅女士因而間接持有約 18,000,000 股股份。
- (3) 廖傑先生合法擁有 LJ Management Limited 已發行股本 100%，而 LJ Management Limited 則合法擁有 EY Shine 已發行股本 12.58%。EY Shine 合法擁有 EY Ocean 100%。廖傑先生因而間接持有約 18,000,000 股股份。
- (4) 徐純誠先生合法擁有 Everbright Management Limited 已發行股本 11.89%，而 Everbright Management Limited 則擁有 EY Shine 已發行股本 19.40%。因此，徐先生間接持有本公司約 3,299,000 股股份。
- (5) 這些股份為 WUSHENG Management Limited 所擁有，程吳生先生擁有該公司已發行股本股權權益 100%。
- (6) 這些股份為 ZHILIN Management Limited 所擁有，張志林先生擁有該公司已發行股本股權權益 100%。
- (7) 這些股份代表於 2007 年 11 月 30 日所採用的購股權計劃下授出購股權權益，購股權計劃詳細資料列載於本文「購股權計劃」一節。

除上文所披露者外，於 2012 年 6 月 30 日，概無本公司董事或高級行政人員（包括其配偶及 18 歲以下子女）持有或被視作持有本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）的股份、相關股份或債券的任何權益或淡倉。

Notes:

- (1) Mr. Chen Weirong legally owned 100% of the issued share capital of Eversharp Management Limited (“Eversharp”), which in turn legally owned 36.71% of the issued share capital of EY SHINE Management Limited (“EY Shine”). Mr. Chen Weirong also legally owned 53.15% of the issued share capital of Everbright Management Limited which in turn owned 19.40% of the issued share capital of EY Shine. EY Shine legally owned 100% of EY Ocean Management Limited (“EY Ocean”) which was interested in 143,044,000 shares of the Company. For the purposes of Part XV of the SFO, Mr. Chen Weirong was deemed to be interested in all the shares held by EY Ocean.
- (2) Ms. Shuang Mei legally owned 100% of the issued share capital of HE-YANG Management Limited, which in turn legally owned 12.58% of the issued share capital of EY Shine. EY Shine legally owns 100% of EY Ocean. Ms. Shuang Mei therefore was indirectly interested in approximately 18,000,000 shares.
- (3) Mr. Liao Jie legally owned 100% of the issued share capital of LJ Management Limited, which in turn legally owned 12.58% of the issued share capital of EY Shine. EY Shine legally owned 100% of EY Ocean. Mr. Liao Jie therefore was indirectly interested in approximately 18,000,000 shares.
- (4) Mr. Xu Chuncheng legally owned 11.89% of the issued capital of Everbright Management Limited which in turn owns 19.40% of EY Shine, therefore Mr. Xu was indirectly interested in approximately 3,299,000 shares of the Company.
- (5) These shares were owned by WUSHENG Management Limited of which Mr. Cheng Wusheng had 100% equity interest of the issued share capital.
- (6) These shares were owned by ZHILIN Management Limited of which Mr. Zhang Zhilin had 100% equity interest of the issued share capital.
- (7) These represented interests in the share options granted under the share option scheme adopted on 30 November 2007, further details of the share option scheme are set out in the section “Share Option Scheme” hereof.

Save as disclosed above, as at 30 June 2012, none of the directors nor the chief executives of the Company (including their spouse and children under 18 years of age) had or was deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

其他資料

Other Information

主要股東的權益

據本公司董事及管理層所盡悉，於2012年6月30日，根據證券及期貨條例第336條須存置的登記冊的記錄，於本公司股份或相關股份持有權益或淡倉的股東(本公司董事及高級行政人員除外)如下：

SUBSTANTIAL SHAREHOLDERS' INTERESTS

So far as the directors and management of the Company were aware, as at 30 June 2012, shareholders (other than the directors and chief executive of the Company) who had an interest or short position in the Company's shares or underlying shares as recorded in the register required to be kept under Section 336 of the SFO were as follows:

股東名稱 Name of Shareholder	附註 Notes	所持 股份數目 Number of shares held	佔已發行 股本概約 百分比 Approximate percentage of issued share capital
陳偉榮先生 Mr. Chen Weirong	1	143,044,000	35.28%
EY Ocean Management Limited	1	143,044,000	35.28%
EY SHINE Management Limited	1	143,044,000	35.28%
Eversharp Management Limited	1	143,044,000	35.28%
Legend New-Tech Investment Limited	2	26,910,000	6.64%
Right Lane Limited	2	26,910,000	6.64%
聯想控股有限公司 Legend Holding Limited*	2	26,910,000	6.64%
中國科學院國有資產經營有限公司 Chinese Academy of Sciences Interest of a controlled corporation*	2	26,910,000	6.64%
聯想控股有限公司職工持股會 Employees' Shareholding Society of Legend Holding Limited	2	26,910,000	6.64%
李賀球先生 Mr. Li Heqiu	3	20,795,000	5.13%
HEQ Management Limited	3	20,795,000	5.13%
張志林先生 Mr. Zhang Zhilin	4	23,106,000	5.70%
ZHILIN Management Limited	4	23,106,000	5.70%
徐純誠先生 Mr. Xu Chuncheng	5	28,299,000	6.98%

其他資料

Other Information

附註：

1. 該等本公司之143,044,000股普通股由EY Ocean Management Limited(「EY Ocean」)實益擁有。EY Ocean乃EY Shine Management Limited(「EY Shine」)之全資子公司。Eversharp Management Limited(「Eversharp」)實益擁有EY Shine已發行股本的36.71%權益，佔EY Shine有表決權股份三分之一以上。Eversharp因而被視為擁有EY Ocean持有的所有股份權益。本公司執行董事兼主席陳偉榮先生實益擁有Eversharp已發行股本的100%權益。就證券及期貨條例第XV部而言，陳偉榮先生被視為於Eversharp持有的所有股份中擁有權益。
2. Legend New-Tech Investment Limited(「Legend New-Tech」)實益擁有本公司26,910,000股股份。Legend New-Tech亦為Right Lane Limited(「Right Lane」)之全資子公司。聯想控股有限公司合法擁有Right Lane Limited已發行股本50%，亦作為兩個信託受益人擁有Right Lane Limited已發行股本餘下50%。柳傳志作為代表聯想控股有限公司的信託人持有Right Lane Limited已發行股本25%。張祖祥作為代表聯想控股有限公司的信託人持有Right Lane Limited已發行股本25%。中國科學院國有資產經營有限公司實益擁有聯想控股有限公司已發行股份總數的65%，聯想控股有限公司職工持股會合法擁有餘下35%的已發行股份。
3. 該公司實益擁有本公司20,795,000股股份，該公司由前董事李賀球先生擁有100%。李賀球先生無意膺選連任本公司董事，並已於2010年5月31日召開之本公司股東週年大會結束時退任。
4. 該公司實益擁有本公司23,106,000股的股份，該公司由本公司非執行董事張志林先生擁有100%。
5. 徐純誠先生實益擁有本公司25,000,000股股份。徐先生亦合法擁有Everbright Management Limited已發行股本11.89%，而Everbright Management Limited則擁有EY Shine已發行股本19.40%。因此，徐先生間接持有本公司約3,299,000股股份。

除上文所披露者外，本公司並未被知會有關任何其他人士於本公司的股份或相關股份中擁有須向本公司及聯交所作出披露，及須根據證券及期貨條例第336條規定存置的登記冊所記錄的權益或淡倉，或其為本公司的主要股東(定義見上市規則的條款)。

Notes:

1. These 143,044,000 ordinary shares in the Company were beneficially owned by EY Ocean Management Limited ("EY Ocean"). EY Ocean was a wholly owned subsidiary of EY Shine Management Limited ("EY Shine"). Eversharp Management Limited ("Eversharp") was beneficially interested in 36.71% of the issued capital of EY Shine, representing more than one-third of voting shares in EY Shine. Eversharp was therefore deemed to be interested in all the shares held by EY Ocean. Mr. Chen Weirong, the executive director and chairman of the Company, was beneficially interested in 100% of issued capital of Eversharp. For the purposes of Part XV of the SFO, Mr. Chen Weirong was deemed to be interested in all the shares held by Eversharp.
2. Legend New-Tech Investment Limited ("Legend New-Tech") was beneficially interested in 26,910,000 shares of the Company. Legend New-Tech was also a wholly-owned subsidiary of Right Lane Limited ("Right Lane"). 聯想控股有限公司(Legend Holding Limited*) legally owned 50% of the issued share capital of Right Lane Limited and also owned the remaining 50% of the issued share capital of Right Lane Limited as a beneficiary of two trusts. Liu Chuanzhi was holding 25% of the issued share capital of Right Lane Limited as a trustee for and on behalf of Legend Holding Limited. Zhang Zuxiang was holding 25% of the issued share capital of Right Lane Limited as a trustee for and on behalf of Legend Holding Limited. 中國科學院國有資產經營有限公司(Chinese Academy of Sciences Holdings Co., Ltd.*) beneficially owned 65% of the total issued shares of 聯想控股有限公司(Legend Holding Limited*) and 聯想控股有限公司職工持股會(Employees' Shareholding Society of Legend Holding Limited*) legally owned the remaining 35% of the issued shares.
3. The company, which beneficially owned the 20,795,000 shares of the Company, was 100% owned by a former director Mr. Li Heqiu who did not seek re-election as a director of the Company and resigned from his office upon the conclusion of the annual general meeting of the Company held on 31 May 2010.
4. The company, which beneficially owned the 23,106,000 shares of the Company, was 100% owned by Mr. Zhang Zhilin, a non-executive director of the Company.
5. Mr. Xu Chuncheng was beneficially interested in 25,000,000 shares of the Company. Mr. Xu also legally owned 11.89% of the issue capital of Everbright Management Limited which in turn owned 19.40% of EY shine. Therefore, Mr. Xu was indirectly interested in approximately 3,299,000 shares of the Company.

Save as disclosed above, the Company had not been notified of any other person who had an interest or short position in the Company's shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange and as recorded in the register required to be kept under Section 336 of the SFO, or was otherwise a substantial shareholder (as such term is defined in the Listing Rules) of the Company.

其他資料

Other Information

購股權計劃

於所有根據該計劃已授出但尚未行使的發行在外購股權及根據任何其他購股權計劃已授出但尚未行使的任何其他購股權獲行使後須予發行的最高股份數目，不得超逾本公司不時已發行股本30%。現時根據該計劃可予授出的未行使購股權最高數目一經行使時相當於本公司任何時間的已發行股份10%。購股權的行使價由董事釐定，但在任何情況下不得低於以下三者的最高者：(i)本公司股份面值；(ii)授出購股權當日本公司股份在聯交所的收市價；及(iii)緊接授出日期前五個營業日本公司股份在聯交所每日標價表所報的平均聯交所收市價。該購股權計劃的詳細歸納已在本公司截至2011年12月31日止年度的年報中列出。

截至2012年6月30日止期間，上述購股權的變動如下：

SHARE OPTION SCHEME

The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme and any other options granted and yet to be exercised under any other option schemes shall not exceed 30% of the Company's issued share capital from time to time. The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The exercise price of the share options is determinable by the directors but in any case may not be less than whichever the highest of (i) the nominal value of the Company's shares (ii) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; and (iii) the average Stock Exchange closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediate preceding the date of grant. A detailed summary of the Scheme is set out in the Annual Report of the Company for the year ended 31 December 2011.

Details of movement of the share options during the period ended 30 June 2012 are as follows:

合資格參與者的 名稱或類別 Name or category of eligible participants	授出日期 Date of grant	每股行使價 Exercise price per share	於2012年 1月1日 尚未行使 Outstanding as at 1 January 2012	於期間內 授出 Granted during the period	於期間內 行使 Exercised during the period	註銷 Cancelled	沒收 Forfeited	於2012年 6月30日 尚未行使 Outstanding as at 30 June 2012	行使期限 Exercise period
董事 Directors									
陳偉榮先生 Mr. Chen Weirong	2008年1月22日 22 January 2008	HK\$1.052 港元	1,400,000	—	—	—	—	1,400,000	(附註) (Note)
霜梅女士 Ms. Shuang Mei	2008年1月22日 22 January 2008	HK\$1.052 港元	1,300,000	—	—	—	—	1,300,000	(附註) (Note)
廖傑先生 Mr. Liao Jie	2008年1月22日 22 January 2008	HK\$1.052 港元	1,300,000	—	—	—	—	1,300,000	(附註) (Note)
徐純誠先生 Mr. Xu Chuncheng	2008年1月22日 22 January 2008	HK\$1.052 港元	2,000,000	—	—	—	—	2,000,000	(附註) (Note)
小計 Sub-total			6,000,000	—	—	—	—	6,000,000	
高層管理及僱員(總滙) Senior management and Employees (in aggregate)	2008年1月22日 22 January 2008	HK\$1.052 港元	11,200,000	—	—	—	—	11,200,000	(附註) (Note)
總數 Total			17,200,000	—	—	—	—	17,200,000	

其他資料

Other Information

附註：於報告期末，在尚未行使的合共17,200,000份購股權中，15,480,000份購股權可在2010年業績公佈日期至2017年11月29日期間行使。餘下購股權可在2011年年度業績公佈日期至2017年11月29日期間行使。可行使尚未行使的購股權的條件詳情已載於2011年年報的財務報表附註。

截至2012年6月30日止六個月期間，本集團就於2008年授出及於期間內歸屬之購股權確認購股權開支人民幣25,000元（2011年：人民幣25,000元）。於報告期末，本公司在該計劃下尚未行使的購股權為17,200,000份，佔本公司發行股份約4.24%。

股息

董事會議決不宣派截至2012年6月30日止六個月的中期股息（截至2011年6月30日止六個月：無）。

購買、出售或贖回股份

截至2012年6月30日止六個月期間，本公司及其任何附屬公司均無購買、出售或贖回本公司之股份。

企業管治

本公司致力維持高水平之企業管治，以保障本公司及股東之權益。本公司分別於2012年1月1日至2012年3月31日期間及2012年4月1日至2012年6月30日期間一直遵守企業管治常規守則及企業管治守則（於2012年4月1日生效）之守則條文，惟下述事項除外。

與守則條文第A.2.1條不同，現時，本公司並無由不同人士出任主席及行政總裁，該兩個職位均由陳偉榮先生兼任。董事會認為非執行董事及獨立非執行董事之人數充足，能夠於本公司發揮約束作用以保障本公司之整體價值。

Note: As at the end of the reporting period, 15,480,000 of the total outstanding 17,200,000 share options may be exercised during the period from the 2010 results announcement date to 29 November 2017. The remaining share options may be exercised during the period from 2011 annual results announcement date to 29 November 2017. Details of the conditions on which the outstanding share options may be exercised are set out in the notes to the financial statements in the 2011 Annual Report.

The Group recognized a share option expense of RMB25,000 (2011: RMB25,000) during the six months period ended 30 June 2012 for the share options granted in 2008 and vested during the period. At the end of the reporting period, the Company had 17,200,000 outstanding share options under the Scheme, representing approximately 4.24% of the Company's share in issue.

DIVIDENDS

The board of directors resolved not to declare any interim dividend for the six months ended 30 June 2012 (the six months ended 30 June 2011: Nil).

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed shares of the Company during the six months ended 30 June 2012.

CORPORATE GOVERNANCE

The Company strives to maintain a high standard of corporate governance so as to safeguard the interests of the Company as well as shareholders. The Company has complied with the code provisions in the Code on Corporate Governance Practices during the period from 1 January 2012 to 31 March 2012 and the Corporate Governance Code that becomes effective on 1 April 2012 for the period from 1 April 2012 to 30 June 2012, except for the following incidents.

Contrary to code provision A.2.1, the Company does not have a separate Chairman and Chief Executive Officer and Mr. Chen Weirong currently holds both positions. The board of directors believes that the sufficient number of non-executive and independent non-executive directors can provide the company with a check and balance system to safeguard the values of the Company as a whole.

其他資料

Other Information

由於本公司於2011年年末建立之移動手機貿易業務之申報與內部控制系統尚不完備，導致核數師在獨立核數師報告中就本公司截至2011年12月31日止年度之移動手機業務發表保留意見。有關事項已於2012年3月30日舉行之審核委員會會議上提出，董事會專門委員會已於隨後成立，以解決核數師報告中所指出的有關問題。於2012年6月18日，本公司委任信永方略風險管理有限公司為內部控制顧問，負責檢討內部控制系統及財務申報政策與程序。內部控制顧問已完成初步檢討，並已與管理層討論調查結果及必要補救程序。

出於疏忽之緣故，本公司未有將涉及若干租賃合約及MLCC產品採購合約之持續關連交易知會香港聯交所，亦未有根據聯交所證券上市規則（「上市規則」）第14A條之規定發表相關公告。本公司已採取適當措施，並指派本公司財務總監及公司秘書定期檢討現有關連交易，以及持續評估根據上市規則可能屬關連交易類別之交易，以確保全面遵守上市規則。

於2012年6月21日舉行之股東週年大會上，僅有主席和兩名執行董事出席大會。董事會其餘成員因私務繁忙或另有公務在身而無法出席大會。本公司將致力安排非執行董事及獨立非執行董事出席日後之股東大會，確保遵守企業管治守則第A.6.7條守則條文之規定。

董事進行證券交易之標準守則

本公司已就本公司董事進行證券交易採納一套操守守則（「公司守則」），其條款不遜於上市規則附錄10所載之上市公司董事進行證券交易標準守則（「標準守則」）內載列之所需準則。經向本公司全體董事作出特別查詢後，所有董事已確認彼等於截至2012年6月30日止六個月，一直就董事進行證券交易遵守標準守則載列之所需準則及本公司之操守守則。

The inadequacy of the reporting and internal control system for Company's mobile phone trading business established in late 2011 has resulted in the qualified opinion issued by the auditors in the independent auditors' report in relation to the Company's mobile phone business for the year ended 31 December 2011. The matter was brought up in the audit committee meeting held on 30 March 2012 and a special board committee was set up subsequently to address the problems stipulated in the auditors' report. On 18 June 2012 the Company appointed SHINEWING Risk Services Limited as the internal control consultant to conduct a review on the internal control system and financial reporting policies and procedures. The internal control consultant has completed the initial stage of the review and has been discussing the findings and necessary remedial procedures with the management.

Due to an oversight, the Company failed to notify the Stock Exchange of Hong Kong of the continuing connected transactions in relation to a number of leasing contracts and a purchase contract of MLCC products and make a related announcement in accordance with Rule 14A of the Rules Governing the Listing Securities on the Stock Exchange (the "Listing Rules"). Proper procedures have been taken to ensure full compliance with the Listing Rules and the chief financial officer and the company secretary of the Company are designated to carry out periodic review on the existing connected transactions and assess transactions that might fall under the category of connected transactions in accordance with the Listing Rules on an ongoing basis.

For the annual general meeting held on 21 June 2012, only the chairman and two executive directors attended the meeting. The rest of the board of directors could not attend the meeting due to their busy business schedules or other engagements. The Company will endeavour to arrange the future general meeting with the presence of the non-executive directors and independent non-executive directors so as to fulfill the requirement of code provision A.6.7 of the Corporate Governance Code.

MODEL CODE FOR DEALING SECURITIES BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors of the Company (the "Company Code") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules. Following specific enquiry of all directors of the Company, all directors have confirmed that they had complied with the required standard set out in the Model Code and the Company Code of conduct regarding directors' securities transactions throughout the six months ended 30 June 2012.

其他資料

Other Information

審核委員會及中期審閱

已成立之審核委員會由3名獨立非執行董事組成，即朱健宏先生(審核委員會主席)、潘偉先生及劉煥彬先生，其職責為檢討本公司之財務資料及監督本公司之財務申報系統及內部監控程式。審核委員會已審閱本集團截至2012年6月30日止六個月之未經審核簡明綜合中期業績。

本集團截至2012年6月30日止六個月之中期業績亦已由本公司核數師安永會計師事務所根據香港會計師公會頒佈之香港審閱業務準則第2410號——「由實體的獨立核數師執行的中期財務資料審閱」進行審閱。

薪酬委員會

薪酬委員會已成立，其主要職責包括就董事及高級管理人員之薪酬政策及架構及薪酬組合提出推薦意見，以及就此作出批准。薪酬委員會亦負責制定透明程式以發展有關薪酬政策及架構。薪酬委員會由一名執行董事、一名非執行董事(即陳偉榮先生及霜梅女士)及三名獨立非執行董事(即委員會主席劉煥彬先生、潘偉先生及朱健宏先生)組成。

提名委員會

提名委員會由2名獨立非執行董事(即劉煥彬先生及朱健宏先生)及1名執行董事陳偉榮先生組成。委員會之主要職責為就委任或重新委任董事，根據候選人之技能、資格、知識及經驗對其進行評估並向董事會作出建議，以符合董事會載列之客觀標準。所有新委任之董事將獲提供介紹，以確保其對本集團之業務及營運，以及對上市規則下之責任及義務及其他相關法規要求有適當認識。

AUDIT COMMITTEE AND INTERIM REVIEW

The Audit Committee, comprising three independent non-executive Directors, namely — Mr. Chu Kin Wang, Peleus (Chairman of the Audit Committee), Mr. Pan Wei and Mr. Liu Huanbin, has been established to review the financial information of the Company and oversee the Company's financial reporting system and internal control procedures. The Audit Committee has reviewed the Group's unaudited condensed consolidated interim results for the six months ended 30 June 2012.

The Group's interim results for the six months ended 30 June 2012 have also been reviewed by the Company's auditor, Ernst & Young, in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

REMUNERATION COMMITTEE

The Remuneration Committee has been established with the primary objectives of making recommendations on and approving the remuneration policy and structure and remuneration packages of the Directors and senior management and establishing transparent procedures for developing such remuneration policy and structure. The remuneration committee was constituted by one executive Director and one non-executive Director, namely Mr. Chen Weirong and Ms. Shuang Mei and three independent non-executive Directors, namely, Mr. Liu Huanbin (Chairman of the Committee), Mr. Pan Wei and Mr. Chu Kin Wang, Peleus.

NOMINATION COMMITTEE

The Nomination Committee comprises two independent non-executive directors, namely Mr. Liu Huanbin and Mr. Chu Kin Wang, Peleus and an Executive Director Mr. Chen Weirong. The major duty of the committee is to evaluate and recommend candidates on the basis of their skills, qualification, knowledge and experience to the Board on the appointment or re-appointment of directors to meet the objective criteria set out by the Board. All newly appointed directors will be provided with an induction so as to ensure that he/she has appropriate understanding of the business and operations of the Group and of the responsibilities and obligations under the Listing Rules and other relevant regulatory requirements.

EYANG

宇陽控股(集團)有限公司
EYANG HOLDINGS (GROUP) CO., LIMITED