



理士國際技術有限公司

LEOCH INTERNATIONAL TECHNOLOGY LIMITED

於開曼群島註冊成立的有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code 股票代號:842



2012 ANNUAL REPORT 年報

Contents 目錄

		Page 頁碼
Corporate Information	公司資料	2
Financial Highlights	業績摘要	4
Chairman's Statement	主席報告	6
Management Discussion and Analysis	管理層討論及分析	10
Directors and Senior Management	董事及高級管理層	25
Report of the Directors	董事會報告	32
Corporate Governance Report	企業管治報告	47
Independent Auditor's Report	獨立核數師報告	62
Consolidated Statement of Comprehensive Income	綜合全面收益表	64
Consolidated Statement of Financial Position	綜合財務狀況表	65
Consolidated Statement of Changes in Equity	綜合權益變動表	67
Consolidated Statement of Cash Flows	綜合現金流量表	69
Statement of Financial Position	財務狀況表	71
Notes to the Financial Statements	財務報表附注	72
Five Year Financial Summary	五年財務摘要	191

Corporate Information 公司資料

Directors

Executive Directors

Mr. Dong Li (*Chairman*)
Ms. Zhao Huan
Mr. Philip Armstrong Noznesky

Independent Non-Executive Directors

Mr. An Wenbin
Mr. Liu Yangsheng
Mr. Cao Yixiong Alan

Board Committees

Audit Committee

Mr. Cao Yixiong Alan (*Chairman*)
Mr. An Wenbin
Mr. Liu Yangsheng

Remuneration Committee

Mr. An Wenbin (*Chairman*)
Mr. Dong Li
Mr. Cao Yixiong Alan

Nomination Committee

Mr. Dong Li (*Chairman*)
Mr. An Wenbin
Mr. Liu Yangsheng

Company Secretary

Mr. Liu Shuen Kong, *CPA*

Authorised Representatives

Mr. Dong Li
Mr. Liu Shuen Kong

Auditor

Ernst & Young

Registered Office in the Cayman Islands

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

董事

執行董事

董李先生(*主席*)
趙歡女士
Philip Armstrong Noznesky先生

獨立非執行董事

安文彬先生
劉陽生先生
曹亦雄先生

董事會委員會

審核委員會

曹亦雄先生(*主席*)
安文彬先生
劉陽生先生

薪酬委員會

安文彬先生(*主席*)
董李先生
曹亦雄先生

提名委員會

董李先生(*主席*)
安文彬先生
劉陽生先生

公司秘書

廖船江先生, *CPA*

授權代表

董李先生
廖船江先生

核數師

安永會計師事務所

開曼群島註冊辦事處

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

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Hong Kong

Headquarters in the PRC

5th Floor, Xin Bao Hui Building
No. 2061, Nanhai Avenue
Nanshan District
Shenzhen, Guangdong Province
PRC

Company's Website

www.leoch.com

Stock Code

842

Cayman Islands Principal Share Registrar

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Hong Kong 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

Bank of China
China Construction Bank

Legal Adviser

Hong Kong:
DLA Piper Hong Kong

香港營業地點

香港
新界
荃灣海盛路9號
有線電視大樓
39樓10室

中國總部

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廣東省深圳市
南山區
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公司網站

www.leoch.com

股份代號

842

開曼群島股份登記總處

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716室

主要往來銀行

中國銀行
中國建設銀行

法律顧問

香港：
歐華律師事務所

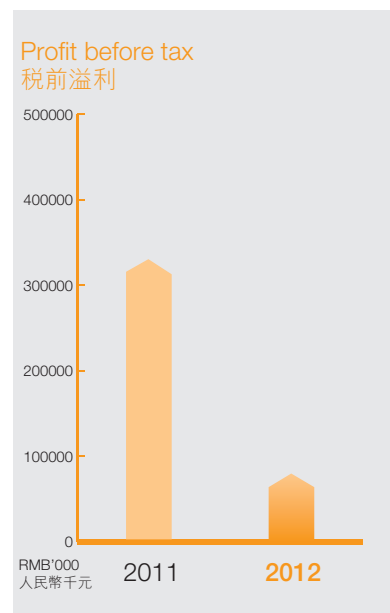
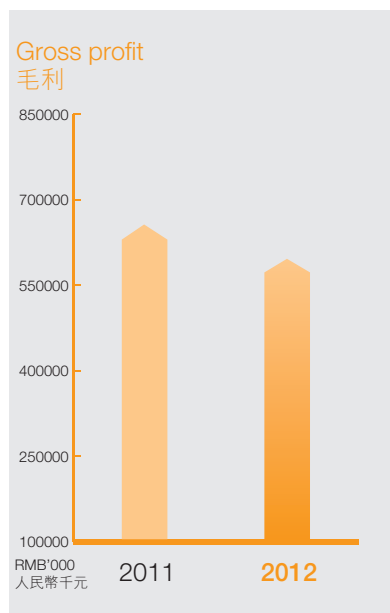
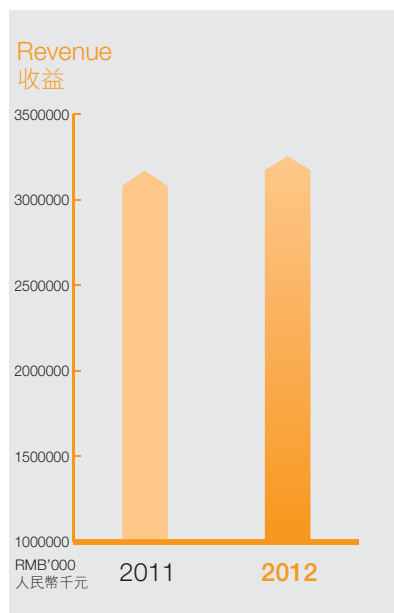
Financial Highlights

業績摘要

Leoch International Technology Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) are pleased to announce the following financial highlights:

理士國際技術有限公司(「**本公司**」)及其附屬公司(統稱為「**本集團**」)欣然宣佈下列財務摘要：

		Year ended 31 December 截至十二月三十一日止年度		
		2012 二零一二 RMB'000 人民幣千元	2011 二零一一 RMB'000 人民幣千元	Change 變動
Revenue	收益	3,247,986	3,164,056	2.7%
Gross profit	毛利	592,202	653,745	(9.4%)
Profit before tax	稅前溢利	76,515	328,266	(76.7%)
Profit attributable to owners of the Company	本公司擁有人應佔利潤	71,662	283,620	(74.7%)
Basic earnings per share, in RMB	每股基本盈利(人民幣元)	0.05	0.21	(76.2%)



Financial Highlights 業績摘要

For the year ended 31 December 2012 (the “**Period**”), the Group’s audited profit attributable to owners of the Company amounted to approximately RMB71.7 million.

Basic earnings per share was RMB0.05 (the year ended 31 December 2011: RMB0.21), the calculation of such basic earnings per share amount is based on the profit attributable to ordinary equity holders of the Company, and the weighted average number of shares of 1,335,299,269 (2011: 1,333,334,000) in issue during the year.

The board of directors (“the Board”) of the Company does not recommend the payment of the final dividend for the year ended 31 December 2012. The Company had declared and paid an interim dividend of 1.43 HK cents per share and a special dividend of 3.57 HK cents per share during the year ended 31 December 2012.

The register of members of the Company will be closed from 28 May 2013 to 30 May 2013 (both days inclusive) for the purpose of determining Shareholders’ entitlement to attend the AGM, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the AGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration by no later than 4:30 p.m. on 27 May 2013.

本集團截至二零一二年十二月三十一日止年度（「**期內**」或「**本期間**」）經審核本公司擁有人應佔利潤為約人民幣71.7百萬元。

每股基本盈利為人民幣0.05元（截至二零一一年十二月三十一日止年度：人民幣0.21元），該每股基本盈利金額乃按本公司普通權益擁有人應佔溢利及年內已發行股份加權平均數1,335,299,269股（二零一一年：1,333,334,000股）股份為基準計算。

本公司董事會（「**董事會**」）不建議派發截至二零一二年十二月三十一日止年度的末期股息。於二零一二年十二月三十一日止年度，本公司之宣派及支付中期股息每股1.43港仙及特別股息每股3.57港仙。

為確定股東出席股東週年大會的資格，本公司將於二零一三年五月二十八日至二零一三年五月三十日（包括首尾兩日）暫停辦理股東登記手續，期間將不會為本公司股份進行過戶登記。為符合資格出席股東週年大會，股東應確保所有過戶文件連同有關股票文件不遲於二零一三年五月二十七日下午四時三十分送交本公司的股份過戶登記分處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712至1716室，以辦理登記手續。

Chairman's Statement 主席報告

Words from the Chairman:

I, on behalf of Leoch International Technology Limited, am pleased to present the Group's annual results report for the twelve months ended 31 December 2012 (the "Period") to be reviewed by shareholders.

During the Period, the Group achieved continuous growths both in production and sales volume on the back of capacity expansions. However, the overall profit recorded a decrease as a result of the suspension of certain production capacity, as well as the surging costs from further expansion of the Group's management and sales teams for the new capacity to be commissioned. I, on behalf of Leoch International, am pleased to present the annual results for the twelve months ended 31 December 2012. During the Period, The Group recorded revenue of RMB3,248.0 million, representing an increase of 2.7% from 2011. The profit attributable to the Group's equity holders was RMB71.7 million, representing a decrease of 74.7% from 2011.

Market Opportunities and Challenges

The lead-acid battery industry witnessed rapid development in 2012 with continuous expansions in overall market size. The PRC was shifting from the low-end labour-intensive economy towards urbanisation under governmental policies, pushing the economy into a new transformation stage to upgrade economic structure from low-end manufacturing to commercialisation and industrial automation, as characterised by the expanding consumer demands and in turn the increasing domestic demands for high-end devices such as telecommunication equipment, computers,

主席的話

本人謹代表理士國際技術有限公司提呈本集團截至二零一二年十二月三十一日止十二個月(「回顧期內」)之業績報告，請各位股東省覽。

本集團期內產銷能力擴大，產量及銷量持續增長。但整體盈利因部份產能停產及集團持續擴張管理及銷售隊伍以應付將投入使用的新產能，使費用大幅增加而減少。本人謹代表理士國際欣然提呈截至二零一二年十二月三十一日止十二個月業績。本集團期內錄得人民幣3,248.0百萬元收益，較二零一一年度增長2.7%。本集團股權持有人應佔溢利為人民幣71.7百萬元，較二零一一年度減少74.7%。

市場機遇與挑戰

蓄電池行業在二零一二年發展迅速，總體市場規模持續擴大。中國經濟在中國政府政策引導下，由低端勞動力密集型經濟走向城市化，使中國經濟進入新的轉型期，經濟活動由低端的製造業走向商品化及工業自動化，消費的需求不斷擴大，使中國對通信、計算機、電子產品及交通工具等高端設備的需求不斷增長。蓄電池作為這些高端設備的零部件，需求亦跟隨增加。使整個蓄電池市場規模跟隨這些高端設備市場一同快速成長。由於本集團部分產能於期內停產，使本集團無法

electronic products and transportation vehicles. In lockstep with such high-end devices, the overall market size of lead-acid batteries, being their components, has been rapidly expanding on the back of the increasing demands. Due to the suspension of its certain production capacity during the Period, the Group was unable to meet needs of certain domestic customers, leading to a drop of domestic sales in the PRC.

Continuously Expanding Overseas Market Shares

Historically, the high-end devices market including telecommunication equipment, computer systems, electronic products and large-scale transportation vehicles, together with production and sale of lead-acid batteries being a major component, has been dominated by manufacturers including the global top 5 lead-acid battery manufactures all from developed countries where their production bases are situated. Nevertheless, China's lead-acid battery market is fast growing along with the overseas industrial transfer for such high-end devices. The accelerating paces of lead-acid battery industrial transfer to the PRC, given the aging production equipment and lack of additional investment faced by overseas manufacturers, also led to continuously increasing overseas market share of Chinese lead-acid battery products. Accordingly, the Group recorded increasing sales to the European and American markets in 2012. The Group will take initiatives to improve cooperation with European and American enterprises to tap on opportunities in these markets.

滿足中國地區部分客戶需求，致使本集團在中國的銷售下降。

國外市場佔有率持續擴大

通信設備，電腦系統，電子產品及大型交通工具等高端設備市場一直掌控在發達國家企業中，而其主要零部件蓄電池的產銷也掌握在這些國家的企業中，世界五大蓄電池企業全為發達國家企業，其生產基地也在這些發達國家本地。隨著高端設備製造業向中國轉移，中國的蓄電池市場也快速成長。在外國蓄電池企業產能老化及沒有追加投資的情況下，蓄電池產業加速向中國轉移，中國的蓄電池產品在國外市場佔有率持續擴大。這使本集團在2012年對歐洲及美洲市場的銷售持續增加。本集團會積極加強與歐美企業的合作，進一步拓展歐美蓄電池市場的機會。

Chairman's Statement 主席報告

Business Development

During the Period, the Group operated more than 50 sale offices in the United States, Europe, Southeast Asia and China, two R&D centres and six production bases, with total annual capacity of approximately 11 million KVAh. The Group completed infrastructure construction of new production bases in 2012, increasing site area of its production bases to nearly 1,000,000 square metres. The new production bases with production equipment in progress of testing are expected to commence production by early 2013, allowing the Group to expand production capacity in the coming years so as to accommodate the anticipated market growth.

The Group grasped opportunities from domestic industrial upgrade and overseas industrial transfer to strengthen its leading position in the lead-acid battery industry and expand its market share. Leveraging on its sales network comprising sale offices in the United States, Europe, Southeast Asia and China and the sales force, the Group continued to partner with high-end users. The partnership further improves the influence and awareness of the Group's products in battery markets, which is positive for the Group to further expand future market share all over the world.

Prospects

The management is full of confidence in the market prospects of lead-acid batteries, being one of necessary components of high-end devices such as computer systems, telecommunication equipment and transportation vehicles. The Group will continue its commitment to enhancing production and sale capacities as well as R&D and service levels, catering for customer needs and consolidating its competitive advantages, aiming to build itself into a leading enterprise of lead-acid battery industry in the world and create value for shareholders and the society.

業務發展

回顧期內，本集團經營50多個包括在美國、歐洲、東南亞及中國各地的銷售點，二個研發中心及六個生產基地，產能約為11百萬千伏安時。本集團於二零一二年完成新生產基地的基本建設工作，令本集團的生產基地面積接近一百萬平方米，而新生產基地的生產設備亦已進入測試階段，預計於二零一三年初新生產基地可投入使用，本集團未來數年產能會增加，因此足以應對預期的市場增長。

本集團緊抓中國產業升級及外國產業轉移的機遇，加強本集團在蓄電池市場的領先地位，擴大市場佔有率，憑借由本集團分佈在美國、歐洲、東南亞當地及中國國內的售銷點及員工組成的銷售網絡，繼續成為高端用戶的合作夥伴，本集團產品在各類電池市場的影響力和知名度會進一步提升，對更進一步擴大未來在世界各地市場份額起到積極的作用。

展望未來

管理層對作為電腦系統、電信設備、交通工具這些高端設備必要零部件之一的蓄電池的未來市場充滿信心，本集團將繼續致力增強產銷能力，並會加強對技術科研和服務水準的提升工作，滿足客戶的需求，維持競爭優勢，將本集團建設為世界鉛酸蓄電池產業的領軍企業之一，為本集團的股東創造價值，為社會創造價值。

Acknowledgement:

The rapid growth of the Group is attributable to its loyal and hardworking employees who devote themselves to corporate development. Taking this opportunity, I, hereby, on behalf of the Board of Directors, express my deepest gratitude to the contributions of all the Group's employees and to the long-term support and trust by shareholders and business partners. The Group is full of confidence to continuously make contributions to shareholders and the society.

Dong Li
Chairman

Hong Kong, 28 March 2013

致謝：

理士國際的成長，有賴於一批為企業發展努力不懈地付出的忠誠員工。藉此機會，本人謹代表董事會對各部門員工的貢獻深表謝意，也衷心感謝各位股東及業務夥伴長期以來的支持和信任。本集團有信心能夠持續為股東、為社會做出貢獻。

董李
主席

香港，二零一三年三月二十八日

Management Discussion and Analysis

管理層討論及分析

Business Review

The Group is primarily engaged in sale, development and manufacturing of lead-acid batteries, which are conducted by its in-house teams under a vertically integrated management model. The Group sells over 2,000 models of lead-acid battery products, ranging in capacity from 0.251 Ah to 4,055 Ah. Among the PRC battery manufacturers, the Group offers one of the broadest lines of lead-acid batteries.

For the year ended 31 December 2012 (the “Period”), the Group’s revenue amounted to RMB3,248.0 million, representing an increase of 2.7% from RMB3,164.1 million in 2011. Lead-acid batteries are classified into three market categories, namely reserve power batteries, SLI batteries and motive power batteries. Details of business operations of the Group in the three lead-acid battery categories, namely reserve power batteries, SLI batteries and motive power batteries, are as follows:

Reserve power batteries:

Reserve power battery products are further classified into four major application areas, namely uninterrupted power supply system (“UPS”), telecommunications, other consumer products and renewable energy. Reserve power batteries are the major revenue generator of the Group. The Group’s sales of reserve power batteries during the Period amounted to RMB2,371.3 million, representing a decrease of 8.0% from 2011. The decrease was attributable to the dwindling sales in two categories of UPS and telecommunications, whereas consumer product batteries and renewable energy batteries witnessed growth in sales. The Group’s decreased sales in UPS category was due to a temporary difficulty in meeting the needs of customer orders, as a result of the production suspension and rectification under governmental regulation during certain periods in 2011 and 2012 at the Group’s three production bases in Zhaoqing, Shenzhen and Dongguan which account for a majority of the Group’s production

業務回顧

本集團主要從事鉛酸蓄電池的銷售、開發及製造，現已完成垂直式一體化的管理，其銷售、研發及製造都由本集團自身完成。本集團銷售的鉛酸蓄電池產品超過2,000種，容量介乎0.251安時至4,055安時，在眾多中國電池企業中，本集團是提供最廣泛的鉛酸蓄電池系列產品的企業之一。

截至二零一二年十二月三十一日止年度（「期內」），本集團的收益為人民幣3,248.0百萬元，比二零一一年的人民幣3,164.1百萬元增加2.7%，鉛酸蓄電池的市場細分為備用電池、起動電池及動力電池三個領域。本集團在備用電池、起動電池及動力電池三個鉛酸蓄電池分類的經營情況如下：

備用電池：

備用電池產品根據應用主要細分為不間斷電源系統（「UPS」）、電信通訊、其他消費類及可再生能源四個市場。備用電池為本集團收益的主要來源，本集團的備用電池銷售在期內錄得銷售金額為人民幣2,371.3百萬元，與2011年度同期相比減少8.0%，其中UPS及電信通訊二個領域的電池銷售減少，其他消費類電池及可再生能源電池銷售則增加。在UPS領域，本集團的銷售減少，是因為本集團UPS電池的產能主要集中在肇慶、深圳及東莞生產基地，該三個生產基地在2011年及2012年不同時段按照政府要求進行了停產整治，使本集團暫時無法滿足客戶的訂單需求所致。在電信領域，本集團的銷售減少，主要是電信客戶在2012年度整體投資減少，致使我們訂單減少所致。在其他消費類領域，本集團的銷售於期內增加，該產品為本集團最具競爭力的產品之一，銷售增加是本集團該類產品市場佔有率不斷擴大所

capacity of UPS batteries. The Group's decreased sales in telecommunications category was mainly due to a reduction in orders arising from the decreased overall investments of telecom customers in 2012. The category of other consumer products, one of the most competitive products of the Group, experienced growth in its sales during the Period which was attributable to the increasing market share of the Group in such product category. The Group's sales in renewable energy batteries increased due to the widespread application of emerging renewable energy, such as solar and wind power generation worldwide.

SLI batteries:

SLI batteries are used mainly in starting automobiles and motorcycles. The Group's sales of SLI batteries during the Period amounted to RMB761.1 million, representing a substantial increase of 102.9%. The increase was attributable to a significant production growth in SLI batteries for automobiles and motorcycles, as a result of the Group's higher capacity utilization rate in the Period.

Motive power batteries:

Motive power batteries are mainly used to provide power for electric vehicles such as forklifts, golf cars and electric bicycles and other portable devices. During the Period, the Group recorded sales revenue of RMB88.6 million, representing a decrease of 50.2%. In view of the fierce competition in electric bicycle battery industry, the Group geared down its investment in this category, resulting in the decreased sales in motive power batteries during the Period.

致。本集團的可再生能源電池的銷售因太陽能風能發電等新能源應用在世界各地繼續被廣泛推廣應用而增加。

起動電池：

起動電池主要用於汽車及摩托車的起動。本集團的起動電池銷售在期內取得大幅增長，銷售額為人民幣761.1百萬元，增幅達102.9%。主要是本集團在期內提高產率，使本集團汽車及摩托車起動電池產量大幅提升。

動力電池：

動力電池主要是為電動車（包括叉車、高爾夫球車、電動自行車）及其他便攜式設備等提供動力。本集團在期內錄得銷售額為人民幣88.6百萬元，減少50.2%。由於電動自行車電池行業競爭激烈，本集團減少在該動力電池領域的投入，使動力電池於期內銷售減少。

Sales network

The Group distributes its products to more than 100 countries and regions across the world. The Group's regional sales centres are located in Beijing, Shenzhen, Zhaoqing, Nanjing, the United States, the European Union, Hong Kong, Singapore, India, Sri Lanka and Malaysia, together with 34 domestic sales centres across the PRC. Currently, the Group has over 500 dedicated sales and after-sales employees. The Group will continue expanding its sales teams and marketing network to support sales, distribution, and after-sales services for the reserve power batteries, SLI batteries and motive power batteries of the Group.

Research and development of new products

The Group is a leader in R&D and application of lead-acid battery technologies in China. The Group's battery research and development team consists of more than 400 researchers and technicians. To support its R&D efforts, the Group works closely with international and domestic battery experts and research institutions to develop new technologies. Currently, the Group holds 369 patents and other 390 proprietary technologies are in the process of patent applications.

The Group has grasped and applied most of lead-acid battery technologies in the world, including technologies used in the first generation open-type fluid infusion battery, the second generation Absorbent Glass Mat ("AGM") battery and new energy battery, the third generation pure lead battery, and the fourth generation Stop-Start battery. The Group is one of a handful of enterprises in the world possessing the third and the fourth generations of technologies. The Group's strong R&D capabilities enable it to produce a broad range of battery products deploying most of the key lead-acid battery technologies. Currently, the Group has developed more than 2,000 models of battery products of different types employing various application technologies, making the Group one of the battery enterprises with the broadest range of lead-acid batteries.

銷售網絡

本集團在全球100多個國家和地區銷售本集團的產品。本集團的區域銷售中心分別設在北京、深圳、肇慶、南京、美國、歐盟、香港、新加坡、印度、斯里蘭卡及馬來西亞，並在中國設有34個國內銷售中心，目前，本集團有超過500名銷售人員及售後服務人員進行銷售及售後工作。本集團會繼續擴建銷售隊伍及銷售網絡，以支持本集團的備用電池、起動電池及動力電池的銷售、配送及售後工作。

研發及新產品開發

本集團是中國研發及應用鉛酸蓄電池技術的領導者。本集團的電池研發團隊包括超過400名研究人員及技術人員。本集團與國際及國內電池專家及電池研究機構緊密合作開發新技術，以支持本集團的研發工作。目前，本集團持有369項專利，另有390項專利技術正在申請中。

本集團基本上已掌握及應用了世界上大部分的鉛酸蓄電池技術，包括第一代的開口式加水電池、第二代的超細玻璃纖維（「AGM」）電池及新能源電池、第三代的純鉛電池及第四代的Stop-Start電池技術，其中本集團所擁有第三代及第四代技術是世界上少數幾家擁有這些技術的企業。本集團強大的研發能力使本集團透過採用大部份關鍵的鉛酸蓄電池技術以廣泛生產一系列的電池類產品，現已生產出超過2,000種不同類型及使用不同應用技術的電池，本集團是提供最廣泛的鉛酸電池系列產品的電池企業之一。

Production bases

During the Period, the Group operated eight production bases, including five wholly-owned production bases in the PRC, a production base in Sri Lanka and two joint venture production bases in Malaysia, with a total site area of approximately 910,000 sq.m.. Currently, most new production bases have completed infrastructure works with production equipment installed, and have commenced trial production. As at 31 December 2012, the Group's production capacity has increased to 11.0 million KVAh from 9.6 million KVAh as at the end of 2011. The Group will vigorously expedite the commissioning of the production bases to further expand its production and manufacturing capacities.

Trend of lead price

Lead is the main raw material of lead-acid batteries and accounts for a major sales cost for the Group's battery production. According to Shanghai Metals Market, an information service provider of non-ferrous metal market, lead prices were generally declining under slight fluctuation during the year. Domestic average lead price decreased from RMB16,328 per ton in 2011 to RMB15,291 per ton in 2012, representing a decrease of approximately 6.4%. To cope with potential risks of fluctuations in lead price, the Group adopts a price linkage mechanism, passing raw materials price fluctuations to customers to hedge relevant risks. The Group's centralized procurement of raw materials enables it to trim down costs of raw materials through favourable negotiations on bulk purchase contracts.

生產基地

於期內，本集團共有八個生產基地，包括五個中國全資生產基地，一個斯里蘭卡生產基地和兩個馬來西亞合營生產基地，生產基地土地面積合共約為91萬平方米。目前，大部分新建生產基地的基建工程已完成及已安裝生產設備，現正進行試生產。本集團的產能已由二零一一年底時的9.6百萬千瓦安時增至二零一二年十二月三十一日的11.0百萬千瓦安時。本集團仍會積極加快完成生產基地的試產工作，以進一步加強本集團的生產及製造能力。

鉛價格走勢

鉛為鉛酸蓄電池的主要原材料以及本集團生產電池的主要銷售成本。根據上海有色網(有色金屬市場信息服務提供商)的數據，鉛價在年內略有波動，但總體呈下降趨勢。國內平均鉛價從二零一一年每年的每噸人民幣16,328元下降至二零一二年的每噸人民幣15,291元，減幅大約為6.4%。為應對潛在的鉛價波動風險，本集團基本上透過價格聯動機制將原材料價格的浮動轉嫁予客戶，避免了相關的風險。本集團原材料採購則已實行中央化，讓其可就大量採購合約進行有利磋商及降低原材料成本。

Production suspension of certain plants

Shenzhen Leoch Battery Technology Co., Ltd. and Dongguan Leoch Battery Technology Co., Ltd., two subsidiaries of the Group that engage in the assembly and production of lead-acid batteries, suspended production for self-examination in 2011. The two subsidiaries, with a focus on reserve power battery products, accounted for only 3.5% of the comprehensive production capacity of the Group. Dongguan Leoch Battery Technology Co., Ltd. has resumed production since 18 January 2012, while Shenzhen Leoch Battery Technology Co., Ltd. has closed its production capacity.

Zhaoqing Leoch Battery Technology Co., Ltd., a subsidiary of the Group that engages in the production of lead-acid batteries, suspended production for self-examination and rectification in July 2012 as required by local authorities to cooperate with the local government for a special environment protection campaign. Zhaoqing Leoch Battery Technology Co., Ltd., with a focus on reserve power battery products, accounted for approximately 20% of the comprehensive production capacity of the Group in 2012.

Future Prospects

Batteries, one of the necessities in modern society, are mainly used in UPS at data centres of computer networks, automobiles, motorcycles, telecommunication base stations, train, subway, solar and wind power stations, substations, electric vehicles, elevators, backup lights and medical equipment. As such equipment industries have been dominated by European and American countries, the accessory batteries are also manufactured overseas traditionally. However, the surging application of such equipment amid the urbanization paces of the PRC is pushing forward a shift for such equipment to be manufactured domestically. Hence, the Group believes that the lead-acid battery market will enjoy continuous growths as driven by domestic industry upgrading and the ongoing shift of the high-end industries from overseas.

The Group anticipates that lead-acid batteries will sustain the growth momentum in three categories, namely reserve power batteries, SLI batteries and motive power batteries. To grasp these market opportunities, the Group has formulated the following strategic plans for the three categories of lead-acid batteries:

部份廠房暫停生產

本集團旗下從事鉛酸蓄電池組裝生產的附屬公司深圳理士奧電源技術有限公司及東莞市理士奧電源技術有限公司，於2011年暫停生產以進行自查工作。兩家公司主要生產備用電池，其產能僅佔本集團綜合產能約3.5%，其中東莞市理士奧電源技術有限公司已於2012年1月18日復產，深圳理士奧電源技術有限公司則已關停產能。

本集團旗下從事鉛酸蓄電池生產的附屬公司肇慶理士電源技術有限公司為配合當地政府專項環境整治行動，按照有關政府部門要求於2012年7月開始停產整治及進行自查及整改。肇慶理士電源技術有限公司主要生產備用電池，其產能佔本集團2012年綜合產能約20%。

未來前景

電池是一個現代化社會的必須品。主要應用於計算機網絡數據中心裡的UPS、汽車、摩托車、電信基站、火車、地鐵、太陽能風能發電站、變電站、電動車、電梯、後備燈及醫療設備等。這些設備產業一直處在歐美國家，電池製造也一直在國外，由於中國全面推進城鎮化建設的前提下，中國開始大量使用該類設備，致使該類設備開始由中國製造，因此本集團相信在中國產業升級及國外這些高端產業開始轉移，鉛酸蓄電池市場會持續增長。

本集團預計鉛酸蓄電池在備用電池、起動電池及動力電池三大領域都會持續增長。為了緊抓這些市場機遇，本集團對鉛酸蓄電池的三大應用領域進行如下戰略布置。

Reserve power batteries:

Equipment manufacturers and operators are the Group's major customers. Reserve power battery products have four major application areas, namely UPS, telecommunications, other consumer products and renewable energy. The Group had been affected by insufficient production capacity during the period on these four major application categories. The Group expects to expand the supply of reserve power battery products with its new production capacity coming on stream. The Group also believes that in the long run, reserve power batteries will sustain the growths in all the four categories as high-tech industries are taking over low-end industries in the urbanization and industry upgrading progresses of the PRC, leading to escalating demand for various high-end electric equipment products. The Group has exerted all its efforts to expand the market share to secure its leading position in the domestic market of reserve power batteries.

SLI batteries:

China is in the process of urbanization. Urban population in the PRC for the first time in history exceeded rural population in 2012. The urbanization progress is expected to further spread from dozens of major metropolises to over 200 second-tier cities and more than 3,000 third-tier cities, leading to higher urbanization rate of the PRC and thus the increasing transportation demand within and among domestic cities and towns. China has been ranking first in vehicle production and sales in the world since 2010. A consensus is therefore achieved in the market that the momentum of vehicle production and sales in China will continue from 2013 to 2022, further multiplying the demand for SLI batteries. The Group has strengthened its investment in SLI batteries, aiming to become one of the leading suppliers of SLI batteries for automobiles in China.

Motive power batteries:

The demand for motive power batteries has been propelled by the extensive promotion and application of the batteries in electric transportations such as electric bicycles, low-speed battery vehicles and forklifts. However, in view of the market uncertainties among fierce competition by crowded manufacturers of electric bicycle batteries, the Group intends to maintain its current market share and withhold additional investments before the market becomes more visible.

備用電池：

本集團的客戶主要為設備製造商及設備使用商。備用電池主要應用的四個領域為UPS、電信通訊、其他消費類及可再生能源產業。在這四個領域，今年本集團的備用電池因產能不足而受影響，隨著新產能的投入，本集團的備用電池供應得以增加，由於中國正處於城鎮化及產業升級的進程中，高科技產業正取代低端產業，使各類高端電動設備需求持續增加。但本集團認為以長遠方向來看，備用電池的四個領域會持續增長。本集團已全力爭取該市場份額，保持本集團在中國備用電池市場領導者的地位。

起動電池：

中國正處在城鎮化進程中，城鎮人口在2012年歷史性的第一次超過農村人口，預計城鎮化進程會進一步由幾十個大城市轉到二百多個二線城市及三千多個三線城市，中國城鎮化率越來越高，因此國內各城鎮內及城鎮之間的交通工具需求量進一步增加。中國汽車二零一零年開始產銷達世界第一，市場普遍認為由二零一三年到二零二二年中國汽車產銷都會持續向上，這將會更進一步帶動起動電池的需求。本集團已加大對起動電池生產的投入，使本集團成為中國汽車電池市場的主要供貨商之一。

動力電池：

動力電池在電動車包括電動自行車、低速電池車、叉車被廣泛推廣及應用，帶動對動力電池的需求。但電動自行車電池生產商較多，競爭激烈，市場前景未明，因此，本集團會保持現有市場份額，在市場前景明朗後再作進一步投入。

Financial Review

For the year ended 31 December 2012, the Group's revenue amounted to RMB3,248.0 million, representing an increase of 2.7% compared to the year ended 31 December 2011. The profit attributable to owners of the Company amounted to RMB71.1 million, representing a decrease of 74.7% compared to the year ended 31 December 2011. Earning per share for the year ended 31 December 2012 was RMB0.05.

Revenue

The Group's revenue increased by 2.7% from RMB3,164.1 million for the year ended 31 December 2011 to RMB3,248.0 million for the year ended 31 December 2012.

The revenue of reserve power batteries decreased by 8.0% from RMB2,578.5 million for the year ended 31 December 2011 to RMB2,371.3 million for the year ended 31 December 2012. The revenue of SLI batteries increased by 102.9% from RMB375.2 million for the year ended 31 December 2011 to RMB761.1 million for the year ended 31 December 2012. The revenue of motive power batteries decreased by 50.2% from RMB178.0 million for the year ended 31 December 2011 to RMB88.6 million for the year ended 31 December 2012. Details of the Group's revenue for the years ended 31 December 2011 and 2012 by category of batteries are set out below:

Product category 產品類型	Revenue 收益 RMB'000 人民幣千元	Percentage			Revenue 收益 RMB'000 人民幣千元	Share 佔比
		2012 二零一二年	Share 佔比	increase 增長率		
Reserve power batteries 備用電池	2,371,303	73.0%	(8.0%)	2,578,549	81.5%	
SLI batteries 起動電池	761,144	23.4%	102.9%	375,190	11.9%	
Motive power batteries 動力電池	88,566	2.7%	(50.2%)	177,973	5.6%	
Other 其他	26,973	0.9%	(16.6%)	32,344	1.0%	
Total	3,247,986	100%	2.7%	3,164,056	100%	

財務回顧

截至二零一二年十二月三十一日止年度，本集團的收益為人民幣3,248.0百萬元，相比二零一一年十二月三十一日止年度上升2.7%。本公司擁有人佔利潤為人民幣71.1百萬元，比二零一一年十二月三十一日止下降74.7%。於二零一二年十二月三十一日止年度的每股盈利為人民幣0.05元。

收益

本集團的收益由截至二零一一年十二月三十一日止年度人民幣3,164.1百萬元，增加2.7%至截至二零一二年十二月三十一日止年度人民幣3,248.0百萬元。

就產品類別而言，備用電池的收益由截至二零一一年十二月三十一日止年度的人民幣2,578.5百萬元下降8.0%至二零一二年十二月三十一日止年度的人民幣2,371.3百萬元；起動電池的收益由截至二零一一年十二月三十一日止年度的人民幣375.2百萬元上升102.9%至二零一二年十二月三十一日止年度的人民幣761.1百萬元；動力電池的收益由截至二零一一年十二月三十一日止年度的人民幣178.0百萬元下降50.2%至二零一二年十二月三十一日止年度的人民幣88.6百萬元。以下為本集團於截至二零一一年十二月三十一日及二零一二年十二月三十一日止年度，按電池類型劃分的收益明細：

Management Discussion and Analysis 管理層討論及分析

Geographically, the Group's customers are principally located in Mainland China, the United States of America, European Union and other Asian countries/areas. The Group recorded growth in its sales in the United States of America, European Union and other areas while there was reduction in sales in Mainland China and other Asian countries/areas in particular India. The Group's sales revenue in Mainland China decreased by 5.7% from RMB1,552.6 million for the year ended 31 December 2011 to RMB1,463.5 million for the year ended 31 December 2012, representing 45.1% of the Group's total revenue (for the year ended 31 December 2011: 49.0%). The decrease was mainly attributable to the decreased sales in telecommunications category due to a reduction in overall investments of domestic telecom operators, which are major customers of the Group's telecommunication batteries. The Group's sales revenue in the United States of America and European Union increased by 4.0% and 20.7% from RMB489.5 million and RMB522.3 million for the year ended 31 December 2011 to RMB508.9 million and RMB630.3 million for the year ended 31 December 2012, respectively. The increase was principally due to the shifting of orders of these overseas customers to the Group, given the higher competitiveness of the Group's products over the European and American rivals as a result of the Group's strengthened technology upgrading for its products. The Group's sales revenue in other Asian countries/areas decreased by 6.0% from RMB486.0 million for the year ended 31 December 2011 to RMB456.7 million for the year ended 31 December 2012. The decrease was principally due to the decrease in sales in India as a result of the depreciation of Indian currency which reduced the competitiveness of certain models of the Group's products manufactured in China. The Group's sales revenue from battery products in other countries increased by 66.0% from RMB113.7 million for the year ended 31 December 2011 to RMB188.7 million for the year ended 31 December 2012. The increase was attributable to the higher market competitiveness of the Group's products as a result of the improving technological edge over European battery manufacturers, the traditional suppliers in such countries which mainly include Africa and South America.

在地域方面，本集團客戶主要位於中國、美國、歐洲及其他亞洲國家／地區。本集團在美國、歐洲及其他地區的銷售額取得增長，而在中國及其他亞洲國家／地區(尤其是印度)的銷售額則下降。本集團在中國的銷售收益由二零一一年十二月三十一日止年度的1,552.6百萬元下降至二零一二年十二月三十一日止年度的1,463.5百萬元，減少5.7%，佔本集團總收益的45.1%(截至二零一一年十二月三十一日止年度為49.0%)。下降主要由於本集團的電信電池主要供給中國客戶，由於電信營運商的整體投資減少，致使本集團減少了電信電池銷售。本集團在美國及歐洲的銷售收益由截至二零一一年十二月三十一日止年度的人民幣489.5百萬元及人民幣522.3百萬元分別增加4.0%及20.7%至截至二零一二年十二月三十一日止年度的人民幣508.9百萬元及人民幣630.3百萬元，增長主要由於本集團加強產品的技術升級，相對於歐美產品更具有競爭力，令該等電池企業的海外客戶將訂單轉向本集團所致。本集團在其他亞洲國家／地區的銷售收益由截至二零一一年十二月三十一日止年度人民幣486.0百萬元下降至截至二零一二年十二月三十一日止年度的人民幣456.7萬元，減少6.0%，主要由於印度貨幣貶值導致印度的銷售下降，從而削弱本集團在中國生產的若干型號產品的競爭力。本集團於其他國家的電池銷售收益由截至二零一一年十二月三十一日的人人民幣113.7百萬元增加66.0%至截至二零一二年十二月三十一日的人人民幣188.7百萬元，其他國家主要為非洲及南美洲，該地區的傳統供應商為歐洲電池製造商，由於本集團不斷打造產品的技術水平，使產品更具有市場競爭力所致。

Management Discussion and Analysis 管理層討論及分析

The revenue information following is based on the location of the customers for the years ended 31 December 2011 and 2012:

以下為本集團於截至二零一一年及二零一二年十二月三十一日止年度，按地域劃分的收入明細：

		2012 二零一二年			2011 二零一一年	
		RMB'000 人民幣千元	Share 百分比	Percentage increase/ (decrease) 增長 (下降)率	RMB'000 人民幣千元	Share 百分比
Mainland China	中國	1,463,502	45.1%	(5.7%)	1,552,594	49.0%
United States of America	美國	508,867	15.6%	4.0%	489,453	15.5%
European Union	歐洲	630,286	19.4%	20.7%	522,283	16.5%
Other Asian countries/areas	其他亞洲 國家/地區	456,675	14.1%	(6.0%)	486,044	15.4%
Other countries	其他國家	188,656	5.8%	66.0%	113,682	3.6%
Total	合計	3,247,986	100%	2.7%	3,164,056	100%

Cost of Sales

The Group's cost of sales increased by 5.8% from RMB2,510.3 million for the year ended 31 December 2011 to RMB2,655.8 million for the year ended 31 December 2012. The increase was mainly attributable to the dampened capacity utilization rate and additional expenses due to the increased environmental investments for overall improvements in environmental facilities of the Group's plants, which led to a faster growth percentage in cost of sales than sales revenue accordingly.

Gross Profit

The Group's gross profit decreased by 9.4% from RMB653.7 million for the year ended 31 December 2011 to RMB592.2 million for the year ended 31 December 2012, mainly attributable to the higher growth percentage of depreciation and staff costs than that of sales during the Period. The overall gross profit margin decreased from 20.7% for the year ended 31 December 2011 to 18.2% for the year ended 31 December 2012.

銷售成本

本集團的銷售成本由截至二零一一年十二月三十一日止年度人民幣2,510.3百萬元，增加5.8%至截至二零一二年十二月三十一日止年度人民幣2,655.8百萬元，主要是由於本集團加大對環保方面的投入，以全面提升各工廠的環保設施，因此影響到各廠產能利用率，並產生了額外費用，導致成本增加比例大於銷售增長比例所致。

毛利

本集團的毛利由截至二零一一年十二月三十一日止年度人民幣653.7百萬元減少9.4%至截至二零一二年十二月三十一日止年度人民幣592.2百萬元，主要由於折舊及員工成本增加比例大於期內銷量增加比例所致。整體毛利率由截至二零一一年十二月三十一日止年度的20.7%減少至截至二零一二年十二月三十一日止年度18.2%。

Other Income and Gains

Other income and gains decreased by 38.7% from RMB70.9 million for the year ended 31 December 2011 to RMB43.5 million for the year ended 31 December 2012, which was primarily due to the decrease in government grants during the Period.

Selling and Distribution Costs

The Group's selling and distribution costs increased by 40.2% from RMB114.0 million for the year ended 31 December 2011 to RMB159.9 million for the year ended 31 December 2012, primarily due to the expansion in sales network as the Group further penetrated into the SLI battery sector and the increase of transportation charges.

Administrative Expenses

The Group's administrative expenses increased by 27.8% from RMB179.8 million for the year ended 31 December 2011 to RMB229.8 million for the year ended 31 December 2012, mainly due to the increased administrative staff in order to strengthen management for continuous expansion during the Period.

R&D expenses

The development expenditure of the Group increased by 40.6% from RMB66.7 million for the year ended 31 December 2011 to RMB93.8 million for the year ended 31 December 2012. The increase in expenditure was mainly used for performance enhancement of existing products and development of new products, enhancement of product competitiveness and increased commitment in research and development.

其他收入及收益

其它收入及收益由截至二零一一年十二月三十一日止年度人民幣70.9百萬元，減少38.7%至截至二零一二年十二月三十一日止年度人民幣43.5百萬元，主要由於期內政府補助減少所致。

銷售及分銷成本

本集團的銷售及分銷成本由截至二零一一年十二月三十一日止年度人民幣114.0百萬元，增加40.2%至截至二零一二年十二月三十一日止年度人民幣159.9百萬元，主要由於本集團進一步進軍起動電池行業而擴展銷售網絡及運費增加所致。

行政開支

本集團的行政開支由截至二零一一年十二月三十一日止年度人民幣179.8百萬元，增加27.8%至截至二零一二年十二月三十一日止年度人民幣229.8百萬元，主要由於期內本集團為持續擴張需要而加強管理，增加行政管理人員數目所致。

研發開支

本集團的研發開支由截止二零一一年十二月三十一日止年度人民幣66.7百萬元，增加40.6%至截止二零一二年十二月三十一日止年度人民幣93.8百萬元。主要由於對現有的產品性能提升和新產品開發，提高產品的競爭力，增加研發投入所致。

Management Discussion and Analysis 管理層討論及分析

Other Expenses

The Group's other operating expenses increased by 84.1% from RMB6.8 million for the year ended 31 December 2011 to RMB12.5 million for the year ended 31 December 2012, mainly due to the increase in impairment provision of assets.

Finance Costs

The Group's finance costs increased by 115.8% from RMB29.1 million for the year ended 31 December 2011 to RMB62.9 million for the year ended 31 December 2012, mainly due to the increase of borrowings during the Period.

Profit before Tax

As a result of the foregoing factors, the Group recorded profit before income tax of RMB76.5 million for the year ended 31 December 2012 compared to RMB328.3 million for the year ended 31 December 2011, representing a decrease of 76.7%.

Income Tax Expense

Income tax expense decreased by 89.1% from RMB44.6 million for the year ended 31 December 2011 to RMB4.9 million for the year ended 31 December 2012, mainly due to the decrease in profit.

Profit for the Year

As a result of the foregoing factors, the Group's profit for the Period decreased by 74.7% from RMB283.6 million for the year ended 31 December 2011 to RMB71.7 million for the year ended 31 December 2012.

其他營運開支

本集團的其它營運開支由截至二零一一年十二月三十一日止年度人民幣6.8百萬元，增加84.1%至截至二零一二年十二月三十一日止年度人民幣12.5百萬元，主要由於增加資產減值撥備所致。

財務費用

本集團的財務費用由截至二零一一年十二月三十一日止年度人民幣29.1百萬元，增加115.8%至截至二零一二年十二月三十一日止年度人民幣62.9百萬元，主要由於貸款於期內增加所致。

所得稅前利潤

由於上述因素，本集團於截至二零一二年十二月三十一日止年度錄得除所得稅前利潤人民幣76.5百萬元，相對於截至二零一一年十二月三十一日止年度錄得人民幣328.3百萬元，降幅為76.7%。

所得稅開支

所得稅開支由截至二零一一年十二月三十一日止年度人民幣44.6百萬元，減少89.1%至截至二零一二年十二月三十一日止年度人民幣4.9百萬元。主要是由於公司利潤減少所致。

本年度利潤

由於以上因素，本集團的期內利潤由截至二零一一年十二月三十一日止年度人民幣283.6百萬元，減少74.7%至截至二零一二年十二月三十一日止年度人民幣71.7百萬元。

Net Current Assets

As at 31 December 2012, the Group had net current assets of RMB324.0 million (31 December 2011: RMB818.1 million). The Group's current assets mainly consist of inventories, trade and bills receivables, cash and bank balances, and prepayments, deposits and other receivables. The Group's current liabilities mainly consist of trade and bills payables, other payables and accruals, and interest-bearing bank borrowings.

Inventories

Inventories constituted one of the principal components of the Group's current assets. As at 31 December 2012, the Group had inventories of RMB847.1 million (31 December 2011: RMB991.0 million). The decrease in inventories was primarily due to the enhancement in inventory management by the Group to optimize inventory.

Trade and Other Receivables

(a) Trade and bills receivables

The Group's trade and bills receivables primarily relate to receivables for goods sold to its customers. As at 31 December 2012, the Group had trade and bills receivables of RMB939.7 million (31 December 2011: RMB804.1 million). The increase in trade and bills receivables was primarily because the Group further expanded the market, adjusted its marketing strategies, purchased credit insurance for some quality customers and thus extended the payment term of those customers.

(b) Prepayments, deposits and other receivables

The Group principally makes prepayments and deposits in connection with its purchase of raw materials, the large majority of which relates to its prepayments for raw materials. As at 31 December 2012, the Group had prepayments, deposits and other receivables of RMB130.5 million (31 December 2011: RMB159.4 million). The decrease in prepayments, deposits and other receivables was primarily because the Group decreased the prepayments of raw materials.

流動資產淨值

於二零一二年十二月三十一日，本集團有流動資產淨值人民幣324.0百萬元(二零一一年十二月三十一日：人民幣818.1百萬元)。本集團流動資產主要包括存貨、貿易應收款項及應收票據、現金及銀行結餘以及預付款項、訂金及其他應收款項。本集團流動負債主要包括貿易應付款項及應付票據、其他應付款項及應計款項、計息銀行借貸。

存貨

存貨構成本集團流動資產的其中一個主要部分。於二零一二年十二月三十一日，本集團持有人民幣847.1百萬元的存貨(二零一一年十二月三十一日：人民幣991.0百萬元)。存貨金額減少主要是因為生本集團加強庫存管理，優化庫存所致。

貿易應收款項及其他應收款

(a) 貿易應收款項及應收票據

本集團的貿易應收款項及應收票據主要與已售給客戶貨品的應收款項有關。於二零一二年十二月三十一日，本集團有貿易應收款項及應收票據人民幣939.7百萬元(二零一一年十二月三十一日：人民幣804.1百萬元)。貿易應收款項及應收票據增加主要由於本集團進一步擴大市場，調整行銷策略，為部份優質客戶購買了信用保險，延長了該部份客戶的賬期所致。

(b) 預付款項，訂金及其他應收款項

本集團主要就購買原材料作預付款項及訂金，而當中大部分與採購原材料有關。於二零一二年十二月三十一日，本集團有預付款項、訂金及其他應收款項人民幣130.5百萬元(二零一一年十二月三十一日：人民幣159.4百萬元)。預付款項、訂金及其他應收款項減少主要因為本集團減少預付材料款所致。

Trade and Bills Payables

The Group's trade and bills payables primarily relate to its purchase of raw materials that the Group requires for its production process. As at 31 December 2012, the Group had trade and bills payables of RMB1,006.9 million (31 December 2011: RMB547.9 million). The increase in trade and bills payables was mainly because the Group invested the retained capital into property, plant and equipment.

Other Payables and Accruals

The Group's other payables and accruals primarily consist of payments for its expenditures related to construction and outfitting of its production facilities, payments it makes in connection with transportation charges, advance payments that some international customers make to it in advance of its shipments, deferred government grants, and payroll and benefits for its employees and staff. As at 31 December 2012, the Group had other payables and accruals of RMB270.8 million (31 December 2011: RMB246.6 million).

Capital Expenditures

During the year ended 31 December 2012, the Group invested RMB689.2 million (31 December 2011: RMB777.6 million) in construction in progress and property, plant and equipment for its new production facilities.

Liquidity and Financial Resources

As at 31 December 2012, the Group's net current assets amounted to RMB324.0 million (31 December 2011: RMB818.1 million), among which cash and bank deposits amounted of RMB848.3 million (31 December 2011: RMB348.2 million). As at 31 December 2012, the Group had bank borrowings of RMB1,394.5 million (31 December 2011: RMB1,071.6 million), all of which are interest-bearing. Except for borrowings of RMB30.4 million which has a maturity over two years, all of the Group's bank borrowings

貿易應付款項及應付票據

本集團的貿易應付款項及應付票據主要與本集團購買生產過程需要的原材料有關。於二零一二年十二月三十一日，本集團的貿易應付款項及應付票據為人民幣1,006.9百萬元(二零一一年十二月三十一日：人民幣547.9百萬元)。貿易應付款項及應付票據增加主要是因為本集團為保留資金投入固定資產所致。

其他應付款項及應計費用

本集團其他應付款項及應計費用主要包括支付與建設及裝修生產設施有關的開支、就運輸費用作出的付款、部分國際客戶向本集團預付的付運費、遞延政府補貼，以及僱員和員工的工資和福利。於二零一二年十二月三十一日，本集團有其他應付款項及應計費用人民幣270.8百萬元(二零一一年十二月三十一日：人民幣246.6百萬元)。

資本開支

於截至二零一二年十二月三十一日年度內，本集團已投資人民幣689.2百萬元(二零一一年十二月三十一日：人民幣777.6百萬元)於新生產設施的在建工程及物業、廠房及設備。

流動資金及財務資源

於二零一二年十二月三十一日，本集團的流動資產淨值為人民幣324.0百萬元(二零一一年十二月三十一日：人民幣818.1百萬元)，其中現金及銀行存款為人民幣848.3百萬元(二零一一年十二月三十一日：人民幣348.2百萬元)。於二零一二年十二月三十一日，本集團的銀行借貸為人民幣1,394.5百萬元(二零一一年十二月三十一日：人民幣1,071.6百萬元)，全部計息。除借貸人民幣30.4百萬元於兩年外到期，所有本集團銀行借

are repayable within two years. The Group's borrowings are denominated in Euro, RMB, US dollars, HK dollars and Singapore dollars, and the effective interest rates of which as of 31 December 2012 were 1.0% to 7.8% (31 December 2011: 1.0% to 7.9%).

A portion of the Group's bank borrowings are secured by pledges over certain assets of the Group including property, plant and equipment, leasehold lands, deposits and trade and bills receivables. As at 31 December 2012, the Group's gearing ratio was 27.4% (31 December 2011: 25.2%), which was calculated by dividing total borrowings by total assets as at the end of each respective period, multiplied by 100%.

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 December 2012 (31 December 2011: nil).

Foreign Exchange Risk

The Group operates primarily in the PRC. For the Group's companies in the PRC, their principal activities are transacted in RMB. For other companies outside of the PRC, their principal activities are transacted in U.S. dollars. However, as a result of the Group's revenue being denominated in RMB, the conversion of the revenue into foreign currencies in connection with expense payments is subject to PRC regulatory restrictions on currency conversion. The value of the RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, change in PRC's political and economic conditions. The Group's product sales adopted price mechanism by which the currency fluctuation is basically transferred to the customers, but the Group's foreign currency trade receivables may still be exposed to risk in the credit period. The Group commenced using forward currencies contracts in the year 2012 to eliminate the foreign currency exposures arise from sales denominated in US\$ with total amount of US\$5 million (2011: nil). The forward currency contracts must be in the same currency as the hedged item, i.e. US\$.

貨須於兩年內償還。本集團的借貸以歐元、人民幣、美元、港元及新加坡元計值，於二零一二年十二月三十一日的實際利率是1.0%至7.8%（二零一一年十二月三十一日：1.0%至7.9%）。

本集團部分銀行借貸以本集團若干資產抵押，包括物業、廠房及設備、租賃土地、存款以及貿易應收款項及應收票據。於二零一二年十二月三十一日，本集團的資本負債比率是27.4%（二零一一年十二月三十一日：25.2%），乃將各期間的總借貸除以同期總資產再乘以100%後得出。

或然負債

於二零一二年十二月三十一日，本集團並沒有任何重大或然負債（二零一一年十二月三十一日：無）。

匯兌風險

本集團主要在中國營運其主要業務並以人民幣作交易。就中國境外的其他公司，其主要業務則使用美元作交易。然而，由於本集團的收益以人民幣計值，故將有關開支付款的收益兌換為外匯須受中國有關貨幣兌換的監管限制管限。人民幣兌美元及其他貨幣的價值可能會波動，並受（其中包括）中國的政治和經濟條件變動所影響。本集團的產品銷售採用價格聯動機制，銷售款的滙率波動風險基本轉到客戶，但本集團的外幣應收賬款於賬期內可能存在風險。本集團於二零一二年開始使用遠期貨幣合約，以消除以美元列值、總額達5,000,000美元（二零一一年：無）的銷售所產生的外幣風險。遠期貨幣合約須以對沖項目的相同貨幣（即美元）列值。

EMPLOYEES

As at 31 December 2012, the Group had 8,529 employees. Employee benefit expense (including directors' and chief executive's remuneration), which comprise wages and salaries, performance related bonuses, equity-settled share option expenses and retirement benefit scheme contributions, totalled RMB435.1 million for the year ended 31 December 2012 (the year ended 31 December 2011: RMB434.2 million).

The Group did not experience any significant labour disputes that lead to any material impact on its normal business operations.

僱員

於二零一二年十二月三十一日，本集團聘有8,529位僱員。截至二零一二年十二月三十一日止年度僱員福利開支(包括董事及行政總裁之酬金)包括薪酬及工資、獎金、以權益結算購股權開支及退休福利計劃供款，為合計人民幣435.1百萬元(截至二零一一年十二月三十一日止年度：人民幣434.2百萬元)。

本集團並無任何重大勞資糾紛導致對本集團的正常業務營運的產生重大影響。

Directors and Senior Management 董事及高級管理層

DIRECTORS

Executive Directors

Dong Li (董李), aged 46, is an executive Director and our chief executive officer, chairman and founder. He has been appointed as our Director since April 27, 2010, the date of the incorporation of our Company. He is also a director of various subsidiaries of the Group. Mr. Dong graduated from Northwest Textile University of Science and Technology, the predecessor of Xi'an Polytechnic University, in 1988 with a bachelor's degree in engineering and Xi'an International Studies College, the predecessor of Xi'an International Studies University, in 1990 with a bachelor of arts degree. Mr. Dong has over 10 years of experience in the battery industry. He led our development and application for over 20 patent rights relating to batteries. Contributing to his business experience and social participation, he received various recognitions and honours in the past including Outstanding China Non-governmental Entrepreneur (中國優秀民營科技企業家), Rising Star Entrepreneur of Shenzhen (深圳「創業新星」), Honorary Citizen (榮譽市民) of Zhaoqing City in China and Texas in the United States, and also holds social positions including Committee Member of the Youth Committee of All-China Federation of Returned Overseas Chinese (中國僑聯青年委員會委員), Council Member of China Society For Promotion of the Guangcai Program (中國光彩事業促進會理事), Member of the Commercial Council of the All-China Federation of Industry & Commerce (中華全國工商聯直屬會員), Vice Chairman of Guangdong Commercial Chamber of High-Technology Estate (廣東高科技產業商會副會長), Honorary Chairman of the Chinese CEO Organization (美國美中工商協會名譽會長) and Executive Vice President of the Southern California Overseas Chinese Association (美國南加州華人華僑聯合總會常務副會長). Mr. Dong is a Controlling Shareholder of our Company. For details of the relationship between Mr. Dong and our Company, please see the section titled "Relationship with the Controlling Shareholders"

董事

執行董事

董李，46歲，本公司執行董事、行政總裁、主席兼創辦人。他自2010年4月27日(本公司註冊成立日期)獲委任為董事。他亦是若干本集團子公司的董事。董先生於1988年獲得西北紡織工學院(西安工程大學的前身)工學學士學位，並於1990年獲得西安外國語學院(西安外國語大學的前身)文學學士學位。董先生在電池領域擁有超過10年經驗。他帶領我們開發及申請逾20項有關電池的專利。鑒於其業務經驗和參與公益，董先生過往獲得多項認可和榮譽，包括被評為中國優秀民營科技企業家、深圳創業新星、中國肇慶市及美國得克薩斯州榮譽市民，亦擔任社會職務，包括中國僑聯青年委員會委員、中國光彩事業促進會理事、中華全國工商聯直屬會員、廣東高科技產業商會副會長、美國美中工商協會名譽會長及美國南加州華人華僑聯合總會常務副會長。董先生是本公司控股股東。有關董先生與本公司之間關係詳情，請參閱「與控股股東的關係」一節。

Directors and Senior Management 董事及高級管理層

Zhao Huan (趙歡), aged 37, is an executive Director and vice president in charge of international sales, administration, human resources and treasury of our Company, as well as the global promotion of our products. She has been appointed as our Director since June 11, 2010. Ms. Zhao graduated from Guangdong Economics Management Cadre College specializing in finance in 1996 and from the University of Hertfordshire in the UK in 2004 with a master of arts degree in international business. She has over six years of experience in international sales. Ms. Zhao first joined our Company in 2004 as a foreign trade clerk. She was subsequently promoted to foreign trade manager, deputy general manager of foreign trade department and finally to her current position, in which her responsibilities focus more on the overall management and strategic development of our sales and marketing. Ms. Zhao personally held 1,500,000 share options in the Company as at 31 December 2012.

Philip Armstrong Noznesky, aged 73, is an executive Director of our Company and sales president of Leoch Battery Corp. Mr. Noznesky has been appointed as our Director since June 11, 2010. He is also the sales president of Leoch Battery Corp. Mr. Noznesky graduated from Xavier University in 1962 with a bachelor's degree in sciences and obtained a master of arts degree in Russian History from Georgetown University in 1965. He joined us in 2007 as sales president of Leoch Battery Corp. in charge of the sales of our products in the U.S. market. Before joining us, Mr. Noznesky had been in the management of other companies in the battery industry, including Energy Battery Group, Accumuladores Mexicanas, GNB Inc. and General Battery Corp. He has over 40 years of experience in sales of battery in the U.S. market. Mr. Noznesky personally held 1,500,000 share options in the Company as at 31 December 2012.

趙歡，37歲，本公司執行董事兼副總裁，管理國際銷售、行政、人力資源、財務以及負責全球推廣本公司產品。她自2010年6月11日獲委任為董事。趙女士於1996年畢業於廣東省經濟管理幹部學院，主修金融，並於2004年獲得英國赫特福德大學國際商業文學碩士學位。趙女士擁有超過6年的國際銷售經驗。趙女士於2004年加入本公司，起初擔任外貿業務員，其後獲晉升為外貿業務經理、外貿部副總經理及最終擔任現有的職位，職責更專注於銷售及營銷的整體管理及策略發展。於二零一二年十二月三十一日，趙女士個人持有1,500,000本公司的購股權。

Philip Armstrong Noznesky，73歲，本公司執行董事，以及Leoch Battery Corp的營銷總裁。Noznesky先生自2010年6月11日獲委任為本公司董事。他亦是Leoch Battery Corp的銷售總裁。Noznesky先生於1962年獲得維爾大學理學學士學位及於1965年獲得喬治城大學俄國歷史文學碩士學位。他於2007年加入Leoch Battery Corp. 擔任營銷總裁，負責在美國市場銷售本公司產品。加盟本公司前，Noznesky先生曾在電池行業其他公司擔任管理層，包括能源電池集團、Accumuladores Mexicanas GNB Inc.及通用電池公司。他在美國市場銷售電池方面擁有超過40年的經驗。於二零一二年十二月三十一日，Noznesky先生個人持有1,500,000本公司的購股權。

Independent Non-executive Directors

An Wenbin (安文彬), aged 73, has been appointed as our independent non-executive Director since October 14, 2010. Mr. An graduated from Zhongshan University, Guangzhou, China with a bachelor's degree in English language and literature in 1963. In 1965, he obtained a master degree in English from Beijing Foreign Languages University. He was appointed as a diplomat to the Chinese Embassy in Canada between 1978 and 1986 and between 1990 and 1994, part of which periods he served as a Ambassador and Consulate General of the PRC. In 1987, he headed the delegation to set up the Chinese Consulate General Office in Los Angeles, California, and served as the Deputy Counsel General and later the Counsel General at the office for the next seven years. In 1995, he was the Chief of Protocol for the 4th World Women Conference, Beijing, China. From 1995 to 1997, Mr. An served as the Director General of Protocol Department of the Ministry of Foreign Affairs of PRC, during which he was the Chief of Protocol Director for Hong Kong's Sovereignty Return to China Grand Ceremony. In 2001, he was the Chief of Protocol Coordinator for APEC, Shanghai, China. As the Chief Protocol and before his retirement in 2002, Mr. An arranged for and accompanied Chinese leaders, including President Jiang Zemin, Premier Li Peng and Premier Zhu Rongji, in their visits to more than 30 countries, including the United States, France, Germany and Russia. Mr. An personally held 300,000 share options in the Company as at 31 December 2012.

Cao Yixiong Alan (曹亦雄), aged 44, has been appointed as our independent non-executive Director since October 14, 2010. Mr. Cao holds a bachelor's degree in accounting from Sonoma State University and an MBA degree from the Anderson School of the University of California, Los Angeles. He worked at the auditing department of Coopers & Lybrand between 1993 and 1996, and obtained his CPA license (California, United States) in 1996. From 1997 to 2002, he worked at J.P. Morgan and Merrill Lynch in their respective private banking divisions. Since 2002, he has been the executive director of Etech Capital, a subsidiary of Etech Securities, Inc., responsible for its Greater China private equity advisory business. He is also currently the chief executive officer, director and founding partner of Shanghai Great Wall Etech Capital Management Company,

獨立非執行董事

安文彬，73歲，自2010年10月14日獲委任為本公司獨立非執行董事。安先生1963年於中國廣州獲得中山大學學士學位，主修英國語言文學專業。於1965年，他獲得北京外國語大學語言碩士學位，主修英語。從1978年到1986年、1990年到1994年，他獲任命為中國駐加拿大大使館外交官，在此期間，他曾擔任中國大使及總領事。於1987年，他領導在加福尼亞州洛杉磯中國總領事館的籌備建館事宜，並於其後七年分別擔任副總領事及總領事。於1995年，他擔任中國北京第四屆世界婦女大會的首席禮賓官。從1995年到1997年，安先生擔任中國外交部禮賓司司長，期間擔任香港主權回歸中國大典的主禮官。於2001年，他擔任中國上海亞太經合組織禮賓總協調官。安先生擔任禮賓司長期間，安排陪同江澤民主席、李鵬總理、朱鎔基總理等中國領導人訪問逾30個國家，包括美國、法國、德國及俄羅斯，安先生於2002年退休。於二零一二年十二月三十一日，安先生個人持有300,000本公司的購股權。

曹亦雄，44歲，自2010年10月14日獲委任為本公司獨立非執行董事。曹先生持有加州州立大學索諾瑪頒授的會計學士學位，以及加州大學洛杉磯分校安德森商學院頒授的工商管理碩士學位。曹先生於1993年至1996年在Coopers & Lybrand的審計部門工作，並於1996年取得美國加州的註冊會計師執照。由1997年至2002年，他分別於J.P.摩根及美林證券公司私人銀行部工作。自2002年起，他便擔任美國億泰證券集團的附屬公司億泰資本的執行董事，負責大中華區私募股權投資諮詢業務。他目前亦是上海長城億泰股權投

Directors and Senior Management 董事及高級管理層

a joint venture between China Great Wall Asset Management Company, one of the largest Chinese asset management companies, and Etech Group. Mr. Cao is also currently the chairman of the board of supervisors of Chongqing Tongli Heavy Machinery Manufacturing Co., LTD.. Mr. Cao personally held 300,000 share options in the Company as at 31 December 2012.

Liu Yangsheng (劉陽生), aged 66, has been appointed as our independent non-executive Director since October 14, 2010. Mr. Liu studied wireless communications at Beijing College of Posts and Telecommunications, the predecessor of Beijing University of Posts and Telecommunications, from 1965 to 1970. After that, he worked at Beijing College of Posts and Telecommunications for more than 10 years until 1984. Mr. Liu joined the Ministry of Posts and Telecommunications, the predecessor of Ministry of Industry and Information Technology, in 1984, and served as the director of the cadre members department and director of the human resources department. Mr. Liu retired from the Ministry of Information Industry, the predecessor of Ministry of Industry and Information Technology, in 2007. Ministry of Industry and Information Technology is responsible for the overall management such as promulgation of industry policies and strategies, implementation of laws and regulations, and assessment for approvals and permits of the telecommunication industry in the PRC which covers aspects of telecommunication equipment such as telecommunication batteries. Therefore, during his time with Ministry of Industry and Information Technology and its predecessor, Mr. Liu had the experience in working in the telecommunication battery area. Mr. Liu is now the chairman of Cosmos Posts & Telecommunications International Leasing Co., Ltd. (環宇郵電國際租賃有限公司) and a supervisor of Viton Wireless Technology AG, a company listed on the Frankfurt Stock Exchange (stock code: CHEN99). Mr. Liu personally held 300,000 share options in the Company as at 31 December 2012.

資管理有限公司(中國四大資產管理公司之一的中國長城資產管理公司及美國億泰集團的合營企業)的行政總裁、董事兼發起合夥人。曹先生目前亦是重慶同力重型機器製造有限公司監事會的主席。於二零一二年十二月三十一日，曹先生個人持有300,000本公司的購股權。

劉陽生，66歲，自2010年10月14日獲委任為本公司獨立非執行董事。由1965年至1970年，劉先生於北京郵電學院(北京郵電大學的前身)修讀無線通訊。之後，他於北京郵電學院工作超過10年，直至1984年為止。劉先生於1984年加入郵電部(工業和信息化部的前身)，並曾擔任幹部處處長和人事司司長。劉先生於2007年在信息產業部(工業和信息化部的前身)退休。工業和信息化部負責整體管理，如頒佈行業政策及策略、實施法律及法規，以及評估中國電信行業涵蓋電信電池等電信設備方面的批准及許可。因此，在他任職期間，劉先生擁有電信電池方面的經驗。劉先生目前是環宇郵電國際租賃有限公司的董事長，亦是網訊無線技術股份有限公司(一間在法蘭克福證券交易所上市的公司)(股份代號：CHEN99)的監事。於二零一二年十二月三十一日，劉先生個人持有300,000本公司的購股權。

SENIOR MANAGEMENT

Liu Shuen Kong (廖船江), aged 41, is our chief financial officer and our company secretary. Mr. Liu joined our Company in October 2010. He graduated from RMIT University of Australia with a bachelor's degree in accounting and a master's degree in accounting in 1996 and 2002, respectively. He further obtained a master's degree in business administration from Deakin University of Australia in 2004. Mr. Liu has more than ten years of experience in accounting, auditing and management and has worked at KPMG since 1996 as a manager, senior manager and supervisor. From 1996 to 1999, he worked in the audit department of the Hong Kong office of KPMG. From 1999 to 2010, he worked in the financial advisory service department of the Guangzhou office and Shenzhen office of KPMG. Mr. Liu is a qualified accountant of CPA Australia and Hong Kong Institute of Certified Public Accountants.

Qian Guanghong (錢廣宏), aged 40, is our vice president of production. He studied management at Tsinghua University in 2004 and electrochemistry at Harbin Industrial University in 2006. Mr. Qian joined our Company upon its establishment in 1999 and has over 10 years of experience in the production of batteries. Mr. Qian began his career at our Group as a head of factory, and was subsequently promoted to general manager and vice president of production. He is experienced in the production technology and process of various kinds of rechargeable batteries. He established our ISO14000, TS16949 and precision production management system and promoted its application. He is in charge of the production plans at our production facilities and the procurement and certification of key production equipment. In December 2008, Mr. Qian was appointed by the China Electrotechnical Society as a committee member of the First Lead Acid Reserve Power Battery Expert Committee from 2008 until 2012.

高級管理層

廖船江，41歲，本公司的財務總監兼公司秘書。廖先生於2010年10月加入本公司。廖先生於1996年及2002年畢業於澳大利亞皇家墨爾本理工大學，分別取得會計學士學位及會計碩士學位。於2004年，他進一步於澳大利亞迪肯大學取得工商管理碩士學位。廖先生在會計、審計及管理方面累積了逾十年經驗。廖先生自1996年起便於畢馬威會計事務所擔任經理、高級經理及主任。由1996年至1999年，他於畢馬威會計事務所香港辦事處的審計部工作。由1999年至2010年，他於畢馬威會計事務所廣州辦事處及深圳辦事處的財務顧問服務部工作。廖先生是澳洲會計師公會及香港會計師公會的合資格會計師。

錢廣宏，40歲，本公司的生產部副總裁。他於2004年在清華大學進修管理及於2006年在哈爾濱工業大學進修電化學。錢先生自本公司於1999年成立時加入，擁有超過10年的生產電池經驗。錢先生加入本集團擔任廠長，而其後晉升為總經理及我們生產部的副總裁。他在各種充電電池的生產技術及過程上有豐富經驗。他為本公司建立ISO14000、TS16949及精益生產管理體系並推廣應用。他負責生產設施的生產計劃，以及採購及認證關鍵生產設備。於2008年12月，錢先生獲中國電工技術協會委任為第一屆鉛酸蓄電池專業委員會委員，任期由2008年直至2012年。

Directors and Senior Management 董事及高級管理層

Hong Yu (洪渝), aged 42, is our vice president in purchasing. Ms. Hong graduated from Northwest Textile University for Science and Technology, the predecessor of Xi'an Polytechnic University, in 1994 majoring in textiles engineering and minoring in international economics and sales. Ms. Hong has over 10 years of management and operational experience. From 1994 to 2000, she worked at Xi'an Oumei Handicrafts Co. Ltd (西安歐美工藝品有限公司) as the manager of the foreign trade department. Ms. Hong joined our Group in 2000 as a salesperson, and was subsequently promoted to the manager of the foreign trade department and deputy general manager of the foreign trade department. From 2000 to 2005, Ms. Hong was in charge of our foreign trade department. She was appointed the vice president of our Company in 2005 in charge of our purchasing department.

Xiong Zhenglin (熊正林), aged 42, is our vice president in charge of engineering and technical development. Mr. Xiong graduated from Xiang Tan University in 1994 majoring in industrial chemistry. After graduation, he worked in Hunan Zhuzhou Motorbike Factory (湖南株州摩托車廠) as a technician until 1997. Between 1997 and 1999, Mr. Xiong worked as a technical engineer at Guangdong Tangqian Xinli Battery Limited, which is the production base of GS Yuasa Corporation in the PRC. Mr. Xiong joined our Group in 1999, and has over 10 years of experience in the management of battery technology, quality control and equipment. Mr. Xiong joined our Group as a quality control manager, and was subsequently promoted to be our chief engineer, and finally his current position. Mr. Xiong is the joint inventor of eight patent rights relating to batteries. Mr. Xiong is also a part-time graduate student advisor at School of Chemistry & Environment, South China Normal University, a member of the First Session of Lead-acid Battery Committee (第一屆鉛酸蓄電池專業委員會委員) of China Electrotechnical Society, a member of the Standardization Committee of the People's Republic of China and has participated in the drafting of several national standards for lead-acid battery industry.

洪渝，42歲，本公司的採購部副總裁。洪女士於1994年從西北紡織工學院(西安工程大學的前身)畢業，主修毛紡織工程，輔修國際經貿。洪女士於管理和營運方面具超過10年的經驗。由1994年至2000年，洪女士任職於西安歐美工藝品有限公司，擔任外貿部經理。洪女士於2000年加入本集團擔任業務員，其後晉升為外貿部經理及外貿部副總經理。由2000年至2005年，洪女士主管我們的外貿部。洪女士於2005年獲委任為本公司副總裁，主管我們的採購部。

熊正林，42歲，本公司的副總裁，負責工程和技術發展。熊先生於1994年從湘潭大學畢業，主修工業化學。於畢業後，他加入湖南株州摩托車廠作為技術員，直至1997年。於1997年至1999年，熊先生在廣東湯淺新力電池有限公司擔任技術工程師，該公司為日本湯淺電池公司在中國生產的基地。熊先生於1999年加入本集團，在管理電池技術、質量控制及設備方面擁有超過10年經驗。熊先生加入本集團作為質量監控經理，其後晉升為我們的總工程師，再晉升至現有的職位。熊先生是八項有關電池專利權的共同發明者。熊先生亦是華南師範大學化學與環境學院研究生兼職導師、中國電工技術學會第一屆鉛酸蓄電池專業委員會委員、中華人民共和國標準化委員會成員，並參與起草鉛酸蓄電池行業多項國家標準。

Directors and Senior Management 董事及高級管理層

Li Yujiu (李逾九), aged 62, is our vice president in domestic sales. Mr. Li graduated from Beijing University of Posts and Telecommunication in 1980, majoring in physics. Mr. Li has worked as the deputy station master of Beijing Materials Supply Station of the Armed Police Headquarter (武警總部北京物質供應站) in charge for procurement. Mr. Li has almost 20 years of management and sales experience in the area of telecommunication equipment. Mr. Li joined our Group in 2005 as a deputy general manager. He was appointed as our vice president in domestic sales in 2006, in charge of domestic sales. He also provides support to industry analysis and operational strategy.

Peng Shawn Meng (彭小勳), aged 37, is our vice president in charge of external technical exchange. Mr. Peng graduated from China Nankai University in 1999 with a bachelor's degree in physics and electronics and obtained a master's degree in natural science from Louisiana State University in 2004. After graduation, he remained at Louisiana State University as an assistant lecturer until 2006. Mr. Peng joined our Group in 2006 as an engineer and was promoted to his current position in 2010. Mr. Peng is the brother-in-law of Mr. Dong.

COMPANY SECRETARY

Liu Shuen Kong (廖船江), aged 41, is our chief financial officer and our company secretary. For additional details regarding Mr. Liu background, see the section headed "Senior Management" above.

李逾九，62歲，本公司的國內銷售部副總裁。李先生於1980年畢業於北京郵電大學，主修物理。李先生曾於武警總部北京物質供應站擔任副站長，負責採購。李先生在電信設備領域的管理及銷售方面擁有近20年經驗。李先生於2005年加入本集團擔任副總經理。他於2006年獲委任為國內銷售部副總裁，負責電信業的國內銷售。他亦協助提供行業分析及經營策略。

彭小勳，37歲，本公司的副總裁，負責對外技術交流。彭先生於1999年畢業於中國南開大學，獲得物理電子技術學士學位，並於2004年畢業於路易斯安那州立大學，獲得自然科學碩士學位。於畢業後，他留在路易斯安那州大學擔任助理講師，直至2006年。彭先生於2006年加入本集團擔任工程師，並於2010年晉升至現有的職位。彭先生是董先生妻子的弟弟。

公司秘書

廖船江，41歲，本公司的財務總監兼公司秘書。有關廖先生背景的其他詳情，請見上文「高級管理層一節」。

Report of Directors

董事會報告

The Board is pleased to submit the annual report together with the consolidated financial statements for the year ended 31 December 2012 which have been audited by the Company's auditor Ernst & Young and reviewed by the audit committee of the Company.

Principal Activities and Geographical Analysis of Operations

The principal activities of the Company is investment holding. The principal activities of the Company's subsidiaries as at 31 December 2012 are set out in note 4 to the financial statements.

An analysis of the Group's performance for the year by operating segments is set out in note 5 to the financial statements.

Results and Appropriations

The results of the Group for the year ended 31 December 2012 are set out in the consolidated statement of comprehensive income on page 63.

Reserves

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on pages 66 to 67 and in note 32 to the financial statements.

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group are set out in note 15 to the financial statements.

董事會欣然提呈已經由本公司核數師執業會計師安永會計師事務所審核及本公司審核委員會審核截至二零一二年十二月三十一日止年度的年度報告及綜合財務報表。

主要業務及營運地區分析

本公司的主要業務為投資控股。本公司的附屬公司於二零一二年十二月三十一日的主要業務載於財務報表附註4。

年內按業務分部劃分的本集團表現分析載於財務報表附註5。

業績及股息分派

本集團截至二零一二年十二月三十一日止年度的業績載於第63頁的綜合全面收益表。

儲備

本集團及本公司年內的儲備變動詳情載於第66至67頁的綜合權益變動表及財務報表附註32。

物業、廠房及設備

本集團的物業、廠房及設備變動的詳情載於財務報表附註15。

Share Capital

Details of the movements in share capital of the Company are set out in note 29 to the financial statements.

Distributable Reserves

The Company's reserves available for distribution comprise the share premium account and shareholder's contribution less accumulated losses. As at 31 December 2012, the reserves of the Company available for distribution to shareholders amounted to approximately RMB1,542 million.

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's articles of association (the "Articles of Association") or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Five Year Financial Summary

A summary of the results of the Group and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 191.

Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares for the year ended 31 December 2012.

股本

本公司股本的變動詳情載於財務報表附註29。

可分派儲備

本公司可供分派的儲備包括股份溢價賬及股東出資額減累計虧損。於二零一二年十二月三十一日，本公司可分派予股東的儲備約為人民幣1,542百萬元。

優先認購權

本公司的組織章程細則(「章程細則」)或開曼群島法例並無有關優先認購權的條文，致使本公司須按比例向現有股東發售新股份。

五年財務概要

本集團過去五年的業績及本集團的資產、負債及非控股權益的概要載於第191頁。

購買、出售或贖回股份

截至二零一二年十二月三十一日止年度，本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何股份。

Report of Directors 董事會報告

Directors

The directors of the Company (the “Directors”) during the year and up to the date of this report were:

Executive Directors

Mr. Dong Li (*Chairman*) (appointed on 27 April 2010)
Ms. Zhao Huan (appointed on 11 June 2010)
Mr. Philip Armstrong Noznesky (appointed on 11 June 2010)

Independent non-executive Directors

Mr. An Wenbin (appointed on 14 October 2010)
Mr. Cao Yixiong Alan (appointed on 14 October 2010)
Mr. Liu Yangsheng (appointed on 14 October 2010)

In accordance with the Articles of Association, Mr. Cao Yixiong Alan and Mr. Liu Yangsheng will retire and, being eligible, offer themselves for re-election, at the forthcoming annual general meeting of the Company.

Directors’ Service Contracts

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years from 16 November 2010, which may be terminated by not less than three months’ notice in writing served by either party.

Each of the independent non-executive Directors was appointed for a term of three years with effect from 16 November 2010.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company, which is determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事

年內及截至本報告日期的本公司董事(「董事」)如下：

執行董事

董李先生(主席)(於二零一零年四月二十七日獲委任)
趙歡女士(於二零一零年六月十一日獲委任)
Philip Armstrong Noznesky先生
(於二零一零年六月十一日獲委任)

獨立非執行董事

安文彬先生(於二零一零年十月十四日獲委任)
曹亦雄先生(於二零一零年十月十四日獲委任)
劉陽生先生(於二零一零年十月十四日獲委任)

根據章程細則，曹亦雄先生及劉陽生先生將於本公司應屆股東週年大會上告退及合資格膺選連任。

董事服務合約

各執行董事與本公司訂立服務合約，初步由二零一零年十二月十六日起計為期三年，除非其中一方發出不少於三個月的書面通知終止有關合約。

各獨立非執行董事的任期由二零一零年十二月十六日起計為三年。

擬於應屆股東週年大會上重選的董事，概無與本公司訂立可於一年內終止而無須支付補償(法定補償除外)的服務合約。

Biographical Details of Directors and Senior Management

Brief biographical details of the Directors and senior management members of the Group are set out on pages 25 to 31.

Remuneration Policy

The remuneration policy for the Directors and senior management members of the Group was based on qualifications, years of experiences and the performance of individual employees and are reviewed regularly. Details of the remuneration of the Directors are set out in note 9 to the financial statements.

Directors' Rights to Acquire Shares or Debentures

Save as disclosed in note 30 to the financial statements about the Company's share option schemes, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

Directors' Interest in Contracts

Save as disclosed under the section headed "Connected Transactions" below, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事及高級管理層履歷詳情

董事及本集團高級管理層成員履歷詳情載於第25頁至31頁。

薪酬政策

董事及本集團高級管理層成員的薪酬政策乃根據資歷、年資及員工個人表現而建立並定期檢討。董事薪酬詳情載於財務報表附註9。

董事購買股份或債券之權利

除於財務報表附註30就本公司購股權計劃所披露者外，於年內任何時間，各董事或彼等各自之配偶或未成年子女並無獲授或行使可藉收購本公司股份或債券而獲利之權利，且本公司或其任何控股公司、附屬公司或同系附屬公司亦無訂立任何安排而使董事可收購任何其他法人團體之權利。

董事於合約的權益

除下文「關連交易」一節所披露者外，本公司及其任何附屬公司於本年度結束時或於年內任何時間概無就本集團業務訂立任何本公司董事直接或間接擁有重大利益的重要合約。

Directors' Interests and Short Positions in Shares

As at 31 December 2012, the interests and short positions of each Director and chief executives of the Company in the shares of the Company which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required under Section 352 of the SFO, to be entered in the register required to be kept by the Company referred to in that section; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in the Listing Rules were as follows:

董事於股份的權益及淡倉

於二零一二年十二月三十一日，本公司董事及主要行政人員於本公司股份中擁有根據證券及期貨條例第XV部第7及8部分須知會本公司及聯交所的權益及淡倉；或(b)根據證券及期貨條例第352條須記錄於該條所述本公司須存置之登記冊的權益及淡倉；或(c)根據上市規則所載，上市發行人董事進行證券交易的標準守則(「標準守則」)，各董事須知會本公司及聯交的權益及淡倉如下：

Name of Director	Nature of Interest	Number and class of securities*	Number and class of securities subject to options granted under the Pre-IPO Share Option Scheme 受根據首次公開發售前購股權計劃授出的購股權所限的證券數目及類別	Approximate percentage of shareholding ⁽⁷⁾
董事姓名	權益性質	證券數目及類別*	的證券數目及類別	概約持股百分比 ⁽⁷⁾
Mr. Dong Li 董李先生	Interest in a controlled corporation 受控法團的權益	1,001,100,000 ⁽¹⁾ (L)	-	74.95%
Ms. Zhao Huan 趙歡女士	Beneficial Owner 實益擁有人	-	1,500,000 ⁽²⁾ (L)	0.11%
Mr. Philip Armstrong Noznesky Philip Armstrong Noznesky先生	Beneficial Owner 實益擁有人	-	1,500,000 ⁽³⁾ (L)	0.11%
Mr. An Wenbin 安文彬先生	Beneficial Owner 實益擁有人	-	300,000 ⁽⁴⁾ (L)	0.02%
Mr. Cao Yixiong Alan 曹亦雄先生	Beneficial Owner 實益擁有人	-	300,000 ⁽⁵⁾ (L)	0.02%
Mr. Liu Yangsheng 劉陽生先生	Beneficial Owner 實益擁有人	-	300,000 ⁽⁶⁾ (L)	0.02%

* The letter "L" denotes long position of the shareholder in the Shares.

「L」代表股東股份中的長倉。

Notes:

- (1) Mr. Dong Li is deemed to be interested in 1,001,100,000 Shares which are beneficially owned by Master Alliance Investment Limited, a company which is wholly owned by Mr. Dong Li.
- (2) Ms. Zhao Huan has been granted options for 1,500,000 Shares under the Pre-IPO Share Option Scheme. Please see “Share Option” below for further details of the Pre-IPO Share Option Scheme.
- (3) Mr. Philip Armstrong Noznesky has been granted options for 1,500,000 Shares under the Pre-IPO Share Option Scheme. Please see “Share Option” below for further details of the Pre-IPO Share Option Scheme.
- (4) Mr. An Wenbin has been granted options for 300,000 Shares under the Share Option Scheme. Please see “Share Option” below for further details of the Share Option Scheme.
- (5) Mr. Cao Yixiong Alan has been granted options for 300,000 Shares under the Share Option Scheme. Please see “Share Option” below for further details of the Share Option Scheme.
- (6) Mr. Liu Yangsheng has been granted options for 300,000 Shares under the Share Option Scheme. Please see “Share Option” below for further details of the Share Option Scheme.
- (7) This is based on 1,335,637,000 Shares, being the number of Shares in issue as at 31 December 2012.

Save as disclosed above, as at 31 December 2012, none of the directors or chief executives of the Company had any interests 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) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, nor had there been any grant or exercise of rights of such interests during the year ended 31 December 2012.

附註：

- (1) 董李先生被視為於Master Alliance實益擁有的1,001,100,000股股份中擁有權益，該公司由董李先生全資擁有。
- (2) 根據首次公開發售前購股權計劃，趙歡女士已獲授出1,500,000股股份的購股權。首次公開發售前購股權計劃的詳情見下述「購股權」一節。
- (3) 根據首次公開發售前購股權計劃，Philip Armstrong Noznesky先生已獲授出1,500,000股股份的購股權。首次公開發售前購股權計劃的詳情見下述「購股權」一節。
- (4) 根據購股權計劃，安文彬先生已獲授出300,000股股份的購股權。購股權計劃的詳情見下述「購股權」一節。
- (5) 根據購股權計劃，曹亦雄先生已獲授出300,000股股份的購股權。購股權計劃的詳情見下述「購股權」一節。
- (6) 根據購股權計劃，劉陽生先生已獲授出300,000股股份的購股權。購股權計劃的詳情見下述「購股權」一節。
- (7) 該百分比乃以1,335,637,000股股份(即二零一二年十二月三十一日所發行的股份數目)為基礎計算

除上文所披露者外，於二零一二年十二月三十一日，概無本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債券中，擁有已記錄於本公司根據證券及期貨條例第352條存置的登記冊內的任何權益或淡倉，或擁有已根據標準守則知會本公司及聯交所的任何權益或淡倉，而於截至二零一二年十二月三十一日止年度內，亦概無授出或行使任何有關權益的權利。

Share Option

A. Pre-IPO Share Option Scheme

Pursuant to the resolutions in writing passed by all shareholders of the Company on 25 May 2010, the Company approved and adopted a share option scheme (the “Pre-IPO Share Option Scheme”) for the purpose of providing incentive or reward to selected participants for their contribution to, and continuing efforts to promote the interests of, the Company and enabling the Group to recruit and retain high-calibre employees. The number of shares which may be issued pursuant to the outstanding share options (i.e. options which have been granted but not yet lapsed or exercised) under the Pre-IPO Share Option Scheme as at 31 December 2012 was 35,062,000 shares (representing approximately 2.6% of the Company’s total issued share capital as at that date). No further options will be granted under the Pre-IPO Share Option Scheme.

Details of the Pre-IPO Share Option Scheme are disclosed in note 30 to the financial statements.

B. Share Option Scheme

Pursuant to the resolutions in writing passed by all shareholders of the Company on 14 October 2010, the Company approved and adopted another share option scheme (the “Share Option Scheme”) for the purpose of providing incentive or reward to selected participants for their contribution to, and continuing efforts to promote the interests of, the Company and for such other purposes as the Board may approve from time to time. The number of shares which may be issued pursuant to the outstanding share options (i.e. options which have been granted but not yet lapsed or exercised) under the Share Option Scheme as at 31 December 2012 was 13,700,000 shares (representing approximately 1.0% of the issued share capital of the Company as at that date).

Details of the Share Option Scheme are disclosed in note 30 to the financial statements.

購股權

A. 首次公開發售前購股權計劃

根據本公司全體股東於二零一零年五月二十五日通過的一項書面決議案，本公司亦批准及採納購股權計劃（「首次公開發售前購股權計劃」），為甄選的參與者提供激勵或回報，以獎勵他們為本公司的利益作出貢獻和持續效力，並讓本集團得以招聘和挽留優質的僱員。於二零一二年十二月三十一日，根據首次公開發售前購股權計劃項下之尚未行使購股權（即已授出但尚未失效或行使之購股權）可予發行之股份數目為35,062,000股（相當於本公司於當日的已發行股本總額約2.6%）。本公司將不會再根據首次公開發售前購股權計劃授出購股權。

首次公開發售前購股權計劃的詳情載於財務報表附註30。

B. 購股權計劃

根據本公司全體股東於二零一零年十月十四日通過的一項書面決議案，本公司亦批准及採納另一項購股權計劃（「購股權計劃」），以獎勵或酬謝為本集團作出貢獻及努力不懈地促進本集團利益的被甄選的參與者，以及用於董事會不時批准的其他用途。於二零一二年十二月三十一日，根據購股權計劃項下之尚未行使購股權（即已授出但尚未失效或行使之購股權）可予發行之股份數目為13,700,000股（相當於本公司於當日的已發行股本總額約1.0%）。

購股權計劃的詳情載於財務報表附註30。

Substantial Shareholders' Interests and Short Positions in Shares

As at 31 December 2012, the following persons (other than the directors and chief executives of the Company) had interests and short positions of 5% or more in the Shares as recorded in the register required to be kept under Section 336 of the SFO:

主要股東的股份權益及淡倉

於二零一二年十二月三十一日，根據按證券及期貨條例第336條所存置的登記冊記錄，下列人士（不包括本公司董事及主要行政人員）持有股份5%或以下的權益及淡倉：

Name of Shareholder 股東名稱	Nature of Interest 權益性質	Number and class of securities* 證券數目及類別*	Approximate percentage of shareholding ⁽²⁾ 概約持股百分比 ⁽²⁾
Master Alliance Investment Limited ⁽¹⁾	Beneficial Owner 實益擁有人	1,001,100,000(L)	74.95%

* The Letter "L" denotes long position of the shareholder in the Shares.

* 「L」代表股東於股份中的長倉。

Notes:

附註：

(1) Master Alliance Investment Limited is a company wholly owned by Mr. Dong Li.

(1) Master Alliance Investment Limited 為一間由董先生全資擁有的公司。

(2) This is based on 1,335,637,000 Shares, being the number of Shares in issue as at 31 December 2012.

(2) 該百分比乃以1,335,637,000股股份（即二零一二年十二月三十一日所發行的股份數目）為基礎計算。

As disclosed above, at 31 December 2012, no person, other than the Directors whose interests and short positions are set out in the section headed "Directors' Interests and Short Positions in Shares" above, had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

誠如上文所披露，於二零一二年十二月三十一日，概無任何人士（其權益及淡倉載於上文「董事於股份的權益及淡倉」一節的本公司董事除外）於本公司的股份或相關股份中擁有已記錄於本公司根據證券及期貨條例第336條存置的登記冊內的任何權益或淡倉。

Connected Transactions

Details of the Group's related party transactions for the year ended 31 December 2012 are set out in note 36 to the consolidated financial statements, some of which also constituted connected transactions under Chapter 14A of the Listing Rules, details of which are as follows:

A. Continuing connected transactions which are exempted from the independent shareholders' approval requirement, reporting and announcement requirements under Rule 14A.33(3) of the Listing Rules

Mr. Dong Li owns a 60% equity interest in Dongguan Leoch Power Supply, which makes Dongguan Leoch Power Supply a connected party of the Company. Dongguan Leoch entered into a purchase agreement dated 30 June 2010 with Dongguan Leoch Power Supply pursuant to which Dongguan Leoch Power Supply agreed to sell and Dongguan Leoch agreed to purchase certain buildings with an aggregate GFA of approximately 10,000 sq.m. constructed by Dongguan Leoch Power Supply on a piece of land owned by Dongguan Leoch in Dongguan, PRC. Under the purchase agreement, the amount of consideration payable by Dongguan Leoch is to be determined by an independent valuation expert at the time of issue of a real estate title certificate in respect of the buildings, and is only due and payable after the issue of such certificate by the relevant government authorities to Dongguan Leoch. Pending the issue of the real estate title certificate, Dongguan Leoch Power Supply has granted to Dongguan Leoch a license to use the buildings at nil consideration.

關連交易

本集團於截至二零一二年十二月三十一日止年度關連交易的詳情載於綜合財務報表附註36，部分該等交亦根據上市規則第14A條構成關連交易其詳情如下：

A. 獲豁免遵守上市規則第14A.33(3)的獨立股東批准規定、申報及公告規定的持續關連交易

董李先生擁有東莞理士電源60%股權，因此該公司為本公司的關連人士。東莞理士已於二零一零年六月三十日與東莞理士電源訂立一項購買協議，據此，東莞理士電源同意出售，而東莞理士則同意購買由東莞理士電源所興建位於中國東莞一幅由東莞理士擁有的土地上的若干樓宇，總建築面積約10,000平方米。根據該購買協議，東莞理士應付的金額有待一名獨立估值專家於發出該等樓宇的房地產權證時釐定，並須待有關的政府機關向東莞理士發出該證書後方到期應付。有關根據購買協議收購該等樓宇的交易，將須於發出房地產所有權證及落實購買代價時遵守適用的上市規則關於關連交易的條文(如適用)。於發出房地產權證前，東莞理士電源向東莞理士授出可無償使用該等樓宇的特許權。

B. Continuing connected transaction which is exempted from the independent shareholders' approval requirement, but subject to the reporting and announcement requirements under Rule 14A.34 of the Listing Rules

(i) *Leases with Mr. Dong Li and his Associates*

The Group has entered into the following leases with Mr. Dong Li and his associates:

- (a) Lease of Units E8, E9, E148 and E149 of the Main Building of Xin Bao Hui Building, No. 2061 Nanhai Avenue, Nanshan District, Shenzhen City, Guangdong Province, the PRC
- (b) Lease of Units E1-E4, E6, E7, E14-E63, E72-E112, E116-E135 and E138-E145 of the main building of Xin Bao Hui Building, No.2061, Nanhai Avenue, Nanshan District, Shenzhen City, Guangdong Province, the PRC
- (c) Lease of Portion of Unit 901 on Level 9 of Tianzheng International Plaza, No.399 Zhongyang Road, Nanjing City, Jiangsu Province, the PRC
- (d) Lease of an Office Unit on Level 19 of an Office Building Located at 14 Kitchener Link, No.19-29, Singapore
- (e) Lease of a Building Located at 19751 Descartes Foothill Ranchs, County of Orange, State of California, the United States

B. 獲豁免遵守上市規則第14A.34的獨立股東批准規定但須遵守申報及公告規定的持續關連交易

(i) *與董李先生及其聯繫人士之間的租約*

本集團已與董李先生及其聯繫人士訂立以下租約：

- (a) 租賃中國廣東省深圳市南山區南海大道2061號新保輝大廈主樓E8、E9、E148及E149室
- (b) 租賃中國廣東省深圳市南山區南海大道2061號新保輝大廈主樓E1-E4、E6、E7、E14-E63、E72-E112、E116-E135及E138-E145室
- (c) 租賃中國江蘇省南京市中央路399號天正國際廣場9樓901室的一部分
- (d) 租賃位於14 Kitchener Link, No. 19-29, Singapore的一幢辦公室樓宇19樓的一個辦公室單位
- (e) 租賃位於19751 Descartes Foothill Ranch, County of Orange, State of California, the United States的一幢樓宇

In relation to the leasing arrangements between the Group and Mr. Dong and Mr. Dong's Associates, the annual caps for the rental expenses for each of the three years ended 31 December 2012 were RMB3.0 million, RMB3.5 million and RMB3.3 million, respectively. A master leasing agreement dated 8 November 2012 (the "Master Leasing Agreement") has been entered into between the Company and Mr. Dong. Pursuant to the Master Leasing Agreement, members of the Group will lease from Mr. Dong or Mr. Dong's Associates properties for the use by members of the Group. Individual tenancy agreement will be entered into between members of the Group and Mr. Dong or Mr. Dong's Associates with respect to the leasing arrangement of individual leased property. The Master Leasing Agreement is for a term of three years commencing from 1 January 2013 and ending on 31 December 2015. Upon expiry of the term, the Master Leasing Agreement will, subject to the requirements of the Listing Rules, be renewed for further period of three years by mutual agreement. The annual caps for the transactions under the Master Leasing Agreement for each of the three years ending 31 December 2015 have been set at RMB3.5 million, RMB3.5 million and RMB3.5 million.

(ii) Sales of Products to Connected Persons

The Company entered into a master agreement with Mr. Dong Li dated 1 August 2010 (the "Original Master Sales Agreement") which sets out the terms and conditions upon which members of the Group will sell to Mr. Dong Li's associates, and Mr. Dong Li's associates will purchase from members of the Group, products including lead-acid batteries, mainly motive power batteries, and related parts. The products to be sold and purchased under the Original Master Sales Agreement shall be at the prevailing market price, namely, the price at which the same type of products is sold by us to independent third parties on normal commercial terms in the ordinary course of business in the PRC. The Original Master Sales Agreement is for a term of three years commencing from 1 January 2010. Upon expiry of the term, the Original Master Sales Agreement will, subject to the requirements of the Listing Rules, be renewed for a further period of three years by mutual agreement. The annual caps for the sales transactions under the Original Master Sales Agreement for each of the three years ended 31 December 2012 have been set at RMB38.0 million, RMB46.0 million and RMB54.0 million, respectively.

有關本集團與董李先生及董先生聯繫人士之間的租賃安排，截至二零一二年十二月三十一日止三個年度，租金開支的年度上限分別為人民幣3.0百萬元、人民幣3.5百萬元及人民幣3.3百萬元。本公司與董李先生於二零一二年十一月八日訂立主租賃協議（「主租賃協議」）。根據主租賃協議，本集團成員公司將向董李先生或董李先生聯繫人士租賃物業以供本集團成員公司使用。主租賃協議由二零一三年一月一日起計至二零一五年十二月三十一日止，為期三年。於年期屆滿時，在上市規則的規限下，主租賃協議將按相互協議而重續三年。截至二零一五年十二月三十一日止三個年度，主租賃協議項下交易的年度上限分別為人民幣3.5百萬元、人民幣3.5百萬元及人民幣3.5百萬元。

(ii) 向關連人士銷售產品

本公司與董李先生訂立一項日期為二零一零年八月一日的主協議（「原主銷售協議」），當中載列本集團的成員公司將向董李先生聯繫人士出售，以及董李先生聯繫人士將向本集團成員公司購買包括鉛酸蓄電池（主要為動力電池）和相關零件等產品的條款及條件。根據原主銷售協議將予出售及購買的產品，將按當時現行市價定價，即我們在中國的一般業務範圍內，按正常商業條款向獨立第三方出售同類產品時所依據的價格。原主銷售協議的年期由二零一零年一月一日起計為期三年。於年期屆滿時，在上市規則的規限下，原主銷售協議將按相互協議而重續三年。截至二零一二年十二月三十一日止三個年度，根據原主銷售協議作出的銷售交易的年度上限分別定為人民幣38.0百萬元、人民幣46.0百萬元及人民幣54.0百萬元。

The Company and Mr. Dong Li renewed the Original Master Sales Agreement and entered into a new master agreement dated 25 October 2012 (the “Master Sales Agreement”). The Master Sales Agreement is for a term of three years commencing from 1 January 2013 and ending on 31 December 2015. Upon expiry of the term, the Master Sales Agreement will, subject to the requirements of the Listing Rules, be renewed for further period of three years by mutual agreement. The annual caps for the transactions under the Master Sales Agreement for each of the three years ending 31 December 2015 have been set at RMB60.0 million, RMB60.0 million and RMB60.0 million.

本公司與董李先生重續原主銷售協議並訂立一項日期為二零一二年十月二十五日的主協議(「主銷售協議」)。主銷售協議由二零一三年一月一日起計至二零一五年十二月三十一日止，為期三年。於年期屆滿時，在上市規則的規限下，主銷售協議將按相互協議而重續三年。截至二零一五年十二月三十一日止三個年度，主銷售協議項下交易的年度上限分別為人民幣60.0百萬元、人民幣60.0百萬元及人民幣60.0百萬元。

C. Continuing connected transaction subject to the reporting, announcement and independent shareholders’ approval requirements under Rule 14A.35 of the Listing Rules

The Company entered into a master agreement dated 1 August 2010 with Mr. Dong Li (the “Original Master Purchase Agreement”) which sets out the terms and conditions upon which members of the Group will purchase from Mr. Dong Li’s associates, and Mr. Dong Li’s associates will sell to members of the Group, products including battery cases, parts, models, chargers and electronic products (for the manufacturing of the Group’s battery products or sale as accessories of the Group’s battery products) and electric scooters (for use by members of the Group). The products to be sold and purchased under the Original Master Purchase Agreement shall be at the prevailing market price, namely, the price at which the same type of products is sold to us by independent third parties on normal commercial terms in the ordinary course of business in the PRC. The Original Master Purchase Agreement is for a term of three years commencing from 1 January 2010. Upon expiry of the term, the Original Master Purchase Agreement will, subject to the requirements of the Listing Rules, be renewed for further period of three years by mutual agreement. The annual caps for the transactions under the Original Master Purchase Agreement for each of the three years ended December 31, 2012 have been set at RMB60.0 million, RMB60.0 million and RMB60.0 million, respectively.

C. 上市規則第14A.35條的須遵守申報、公告及獨立股東批准規定的持續關連交易

本公司與董李先生訂立一項日期為二零一零年八月一日的主協議(「原主購買協議」)，當中載列本集團的成員公司將向董李先生聯繫人士採購，以及董李先生聯繫人士將向本集團成員公司出售包括電池盒、零件、模具、充電器及電子產品(以供製造我們的電池產品或作為我們的電池產品的配件以供銷售)與及電動踏板車(以供本集團成員公司使用)等產品的條款及條件。將根據原主購買協議出售及購買的產品，將按當時現行市價定價，即獨立第三方在中國的一般業務範圍內，按正常商業條款向我們出售同類產品時所依據的價格。原主購買協議的年期由二零一零年一月一日起計為期三年。於年期屆滿時，在上市規則的規限下，原主購買協議將按相互協議而予以重續三年。截至二零一二年十二月三十一日止三個年度，原主購買協議項下交易的年度上限分別定為人民幣60.0百萬元、人民幣60.0百萬元及人民幣60.0百萬元。

Report of Directors 董事會報告

The Company and Mr. Dong Li renewed the Original Master Purchase Agreement and entered into a new master agreement dated 25 October 2012 (the “Master Purchase Agreement”). The Master Purchase Agreement is for a term of three years commencing from 1 January 2013 and ending on 31 December 2015. Upon expiry of the term, the Master Purchase Agreement will, subject to the requirements of the Listing Rules, be renewed for further period of three years by mutual agreement. The annual caps for the transactions under the Master Purchase Agreement for each of the three year ending 31 December 2015 have been set at RMB60.0 million, RMB60.0 million and RMB60.0 million.

The independent non-executive Directors have reviewed the above continuing connected transaction and confirmed that the transaction has been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms; and
- (3) in accordance with the relevant agreement governing such transaction on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company’s auditor was engaged to report on the Group’s continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group above in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor’s letter has been provided by the Company to the Stock Exchange.

本公司與董李先生重續原主購買協議並訂立一項日期為二零一二年十月二十五日的主協議(「主購買協議」)。主購買協議由二零一三年一月一日起計至二零一五年十二月三十一日止，為期三年。於年期屆滿時，在上市規則的規限下，主購買協議將按相互協議而重續三年。截至二零一五年十二月三十一日止三個年度，主購買協議項下交易的年度上限分別為人民幣60.0百萬元、人民幣60.0百萬元及人民幣60.0百萬元。

獨立非執行董事已審閱上述持續關連交易，並確認該等交易：

- (1) 乃於本集團一般及日常業務過程中訂立；
- (2) 按正常商業條款訂立；及
- (3) 按規管交易的有關協議訂立，其條款屬公平合理，且符合本公司股東的整體利益。

本公司核數師已獲聘根據香港會計師公會頒布的《香港核證工作準則》第3000號「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」就本集團的持續關連交易作出報告。核數師已根據上市規則第14A.38條發出無保留意見函件，當中載有核數師對本集團所披露的持續關連交易的發現及結論。本公司已將核數師函件副本送呈聯交所。

Directors' Interest in Competing Business

During the year, none of the Directors is considered to have interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group. On 21 December 2010, each of the controlling shareholders of the company namely Mr. Dong Li and Master Alliance Investment Limited (the "Controlling Shareholders"), entered into a deed of non-competition (the "Deed of Non-Competition") with the Company pursuant to which each of the Controlling Shareholders has individually, jointly, unconditionally and irrevocably undertaken and represented to the Company and each member of the Group that, among other things, he/it will not and will procure that his/its associates will not engage, directly or indirectly, in businesses which will or may compete with the business carried on or to be carried on by the Group.

Each of the Controlling Shareholders has provided an annual declaration on his/its compliance with the undertakings contained in the Deed of Non-Competition undertaken by them.

The independent non-executive Directors have reviewed and were satisfied that each of the Controlling Shareholders has complied with the Deed of Non-Competition for the year ended 31 December 2012.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

Major Suppliers and Customers

The percentages of purchases for the year attributable to the Group's major largest suppliers are as follows:

– the largest supplier	22.8%
– five largest suppliers in aggregate	54.4%

The percentages of sales for the year attributable to the Group's major customers are as follows:

董事於競爭業務的權益

年內，董事概無於與本集團業務構成或可能構成直接或間接競爭的任何業務中擁有權益。於二零一零年十二月二十一日，本公司各控股股東（即董李先生及Master Alliance Investment Limited（「控股股東」））與本公司訂立不競爭契據（「不競爭契據」），據此，各控股股東個別及共同向本公司及本集團每一成員公司無條件及不可撤回地承諾及聲明（其中包括），彼不會並將促使其聯繫人不會直接或間接從事將會或可能會與本公司進行或將進行的業務構成競爭的任何業務。

各控股股東已就彼遵守不競爭契據所載承諾的情況提供年度聲明。

獨立非執行董事已審閱並信納各控股股東於截至二零一二年十二月三十一日止年度已遵守不競爭契據。

管理合約

年內，本公司並無就整體業務或任何重要業務之管理或行政工作簽訂或存有任何合約。

主要供應商及客戶

本集團主要供應商所佔年內採購的百分比如下：

– 最大供應商	22.8%
– 五大供應商合計	54.4%

本集團的主要客戶佔年內銷售的百分比如下：

Report of Directors 董事會報告

– the largest customer	9.7%	– 最大客戶	9.7%
– five largest customers in aggregate	34.4%	– 五大客戶合計	34.4%

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in these major customers.

概無任何董事、其聯繫人或任何股東(根據董事所知，擁有本公司5%或以上的股本)擁有該等主要客戶的權益。

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares as at the latest practicable date prior to the issue of this report.

公眾持股量的足夠性

根據本公司公開所得的資料以及就董事所知，於本報告發行前最後實際可行日期，董事確認有佔本公司已發行股份超過25%的足夠公眾持股量。

Subsequent Events

No significant events have been taken place subsequent to the balance sheet date.

結算日後事項

於結算日後概無重大事項發生。

Auditor

The financial statements have been audited by Ernst & Young who retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

核數師

財務報表已經安永會計師事務所審核，該核數師已任滿告退，但表示願意於本公司應屆股東週年大會上應聘連任。

On behalf of the Board

代表董事會

Dong Li
Chairman

董李
主席

Hong Kong, 28 March 2013

香港，二零一三年三月二十八日

Corporate Governance Report

企業管治報告

The Board is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 December 2012.

Corporate Governance Practices

The Group is committed to achieving high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability.

In the opinion of the Board, the Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (the "CG Code") which was revised and took effect on 1 April 2012, as well as those of the former CG Code, as contained in Appendix 14 to the Listing Rules throughout the year ended 31 December 2012 with the exception of the code provision A.2.1 of the CG Code which requires that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Key corporate governance principles and practices of the Company as well as details relating to the foregoing deviations are summarized below.

The Company will continue to enhance its corporate governance practices that are appropriate to the conduct and growth of its business and to review its corporate governance practices from time to time to ensure they comply with the increasingly tightened regulatory requirements and to meet the expectations of shareholders and investors.

董事會於本集團截至二零一二年十二月三十一日止年度的年報中欣然呈報本企業管治報告。

企業管治常規

本集團致力於達致高標準的企業管治，以保障其股東權益及提升其企業價值及問責性。

董事會認為，本公司於截至二零一二年十二月三十一日止年度一直遵守載於上市規則附錄14的企業管治常規守則（「企業管治守則」）的所有守則條文（經修訂並於二零一二年四月一日起生效以及之前的企業管治守則），惟以下守則條文除外：企業管治守則守則條文第A.2.1條（該條文規定主席與行政總裁的職能須分立且不應由同一人出任）。本公司的主要企業管治原則及常規及有關偏離上述條文的詳情概述如下。

董事會將繼續提升適用於本公司業務進程及發展的企業管治常規，亦會不時審閱其企業管治常規，以確保其遵守日漸收緊的規定及達致股東及投資者日漸提升的期望。

A. The Board

A.1 Responsibilities and Delegation

The Board, led by the chairman of the Company, is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance. The Board has delegated to the senior management the authority and responsibility for the day-to-day management and operation of the Group. In addition, the Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference. All Directors have carried out their duties in good faith, in compliance with applicable laws and regulations and in the interests of the Company and its shareholders at all times.

The Board reserves for its decision on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

The Board has delegated a schedule of responsibilities to the senior management of the Company. These responsibilities include implementing decisions of the Board, directing and coordinating day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the Board, formulating and monitoring the operating and production plans and budgets, and supervising and monitoring the control systems.

A. 董事會

A.1 責任及職權委託

董事會由本公司主席領導，負責領導及控制本公司及監控本集團的業務、戰略決策及表現。董事會授予高級管理層權力及責任進行本集團的日常管理及經營。此外，董事會已成立董事會委員會並授予該等董事會委員會各項責任，詳情載於其各自之職權範圍。所有董事均真誠地履行職責及遵守適用法律及法規之標準，於任何時候均符合本公司及其股東的利益。

董事會保留本公司所有重要事項的決策權，包括批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易(特別是涉及利益衝突的交易)、財務資料、委任董事及其他重要財務及營運事宜。

董事會向本公司高級管理人員委以各自特定的職責。該等責任包括執行董事會的決定；根據董事會所批准的管理策略及計劃指示及協調本公司之日常營運和管理；制定及監察營運及生產計劃及預算；以及監督和監察監控系統。

A.2 Board Composition

The Board comprises three executive Directors: Mr. Dong Li (Chairman), Ms. Zhao Huan and Mr. Philip Armstrong Noznesky; and three independent non-executive Directors: Mr. An Wenbin, Mr. Liu Yangsheng and Mr. Cao Yixiong Alan.

Each of the independent non-executive Directors possesses different business experience, knowledge and professional background. The Board has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise. The Board has received a written annual confirmation from each independent non-executive Director of independence pursuant to Rule 3.13 of the Listing Rules and the Board continues to regard each of them as independent up to the date of this report.

The Company has at least one-third of its Board members being independent non-executive Directors. Independent non-executive Directors have been invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee. Through participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive Directors make various contributions to the effective direction of the Company.

The list of Directors (by category) is set out under the section headed “Corporate Information” in this annual report and is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The independent non-executive directors are expressly identified in all corporate communications pursuant to the Listing Rules.

A.2 董事會組成

董事會的成員有：三位執行董事：董李先生(主席)、趙歡女士及Philip Armstrong Noznesky先生；及三位獨立非執行董事：安文彬先生、劉陽生先生及曹亦雄先生。

各獨立非執行董事擁有不同的業務經驗、知識及專業背景。董事會於所有時候均已遵守上市規則有關委任最少三名獨立非執行董事的規定，其中最少一名擁有合適的專業資格或為會計或相關財務管理專家。董事會已收到各獨立非執行董事根據上市規則第3.13條作出的獨立性年度書面確認，而董事會於截至本報告日期仍視其各人為獨立人士。

本公司董事會成員中最少三分之一為獨立非執行董事。獨立非執行董事獲邀加入本公司之審核委員會、薪酬委員會及提名委員會。透過參與董事會會議，率先管理有潛在利益衝突事務及於董事會轄下委員會服務，全體獨立非執行董事對本公司之有效指導均作出多項貢獻。

董事名單(按類別排列)載於本年報「公司資料」一節，有關名單亦不時根據上市規則披露於本公司發出的所有企業通訊中。獨立非執行董事亦已根據上市規則於所有企業通訊中明確識別。

A.3 Board Meetings

The biographical details of the directors and the relationships among the members of the Board are disclosed under the section headed “Directors and Senior Management” in this annual report.

A.3.1 Board Practices and Conduct of Meeting

Schedules for regular Board meetings are normally agreed with Directors in advance to facilitate their attendance. In addition, notice of at least 14 days is given for a regular Board meeting. For other Board meetings, reasonable notice is generally given. Draft agenda of each Board meeting is usually sent to all Directors together with the notice of meeting in order to give them an opportunity to include any other matters in the agenda for discussion in the meeting. Board papers together with the related information are sent to Directors at least 3 days before each Board meeting. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors’ inspection. The company secretary of the Company is responsible for keeping minutes of all Board and committee meetings.

The chairman, the company secretary and chief financial officer and other relevant senior management members normally attend regular Board meetings and, where necessary, other Board and committee meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Group. The Board and each Director also have separate and independent access to the senior management whenever necessary. Where appropriate, the Directors can obtain independent professional advice at the expense of the Company.

A.3 董事會會議

董事的履歷詳情及董事會成員的關係亦已於本年報「董事及高級管理層」一節披露。

A.3.1 董事會會議常規及進程

定期董事會會議的時間表一般都會事先與董事協議以確保其出席。此外，定期董事會會議的通告，會於會議舉行前最少14天向全體董事發出。而其他董事會會議則一般會發出合理通知。每次董事會會議的議程初稿，連同會議通告一般會寄發予所有董事，讓彼等有機會在議程上加入任何其他將在會議上討論之事宜。董事會文件連同所有有關資料會於每次董事會會議舉行前最少3天寄送予董事。會議紀錄初稿一般會於每次會議後一段合理時間內向董事傳閱，而最終本會供董事公開查閱。本公司的公司秘書負責存置所有董事會會議及委員會會議的會議紀錄。

主席、公司秘書及財務總監及其他相關高級管理層成員一般會出席定期董事會會議，並於有需要時出席其他董事會及委員會會議，以就業務發展、財務及會計事宜、遵守法規事宜、企業管治及本集團其他主要方面提供意見。董事會及各董事亦可於有需要時個別及獨立地聯絡高級管理層。董事亦可在適當情況下尋求獨立專業意見，費用由本公司負責。

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened Board meeting. The Articles of Association contain provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

根據董事會現行常規，凡有任何重大交易涉及主要股東或董事之利益衝突，將由董事會正式召開會議審議及處理。組織章程細則亦載有條文規定董事就批准有關該等董事或彼等任何聯繫人於當中有重大利益之交易時放棄投票及不計算在會議之法定人數內。

A.3.2 Directors' Attendance Records at Board Meetings

The Board meets regularly for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved. During the year ended 31 December 2012, five Board meetings, one Shareholders meeting were held and the attendance records of each director at these Board meetings and Shareholders meeting are set out below:

Name of Director	Attendance/ Number of Board Meetings	Attendance/ Number of General Meetings
<i>Executive Directors</i>		
Mr. Dong Li	5/5	1/1
Ms. Zhao Huan	5/5	1/1
Mr. Philip Armstrong Noznesky	5/5	1/1
<i>Independent Non-executive Directors</i>		
Mr. An Wenbin	5/5	1/1
Mr. Liu Yangsheng	5/5	1/1
Mr. Cao Yixiong Alan	5/5	1/1

A.3.2 董事出席董事會會議的記錄

董事會定期舉行會議，以檢討及批准財務及營運表現，以及審閱及批准本公司整體策略及政策。如有重大事件或重要事項須討論及議決，則會舉行額外會議。於截至二零一二年十二月三十一日止年度，舉行了五次董事會會議及一次股東大會，各董事的出席情況如下：

董事姓名	出席次數/ 董事會 會議數目	出席次數/ 股東 大會數目
<i>執行董事</i>		
董李先生	5/5	1/1
趙歡女士	5/5	1/1
Philip Armstrong Noznesky先生	5/5	1/1
<i>獨立非執行董事</i>		
安文彬先生	5/5	1/1
劉陽生先生	5/5	1/1
曹亦雄先生	5/5	1/1

Corporate Governance Report 企業管治報告

A.4 Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of the chairman and the chief executive officer of the Company should be separate and should not be performed by the same individual.

Mr. Dong Li is the chairman of the Board and the chief executive officer of the Company. As Mr. Dong is the founder of the Group and has extensive experience in the Lead-acid battery industry, the Board believes that it is in the best interest of the Group to have Mr. Dong taking up both roles for continuous effective management and business development of the Group.

The Board considers that the current structure of vesting the roles of the chairman and chief executive officer of the Company in the same person will not impair the balance of power and authority between the Board and the management of the Company.

A.5 Appointment and Re-election of Directors

Each of the executive Directors, non-executive Director and independent non-executive Directors is engaged for a term of three years commencing from their respective dates of appointment and is subject to retirement by rotation and re-election pursuant to the Articles of Association.

According to the Articles of Association, all Directors are subject to retirement by rotation at least once every three years. Besides, any new Director appointed by the Board to fill a casual vacancy shall submit himself/herself for re-election by shareholders at the first general meeting and any new Director appointed by the Board as an addition to the Board shall submit himself/herself for re-election by shareholders at the next following annual general meeting.

A.4 主席及行政總裁

企業管治守則守則條文第A.2.1條規定本公司主席與行政總裁的職能須分立且不應由同一人出任。

董李先生為本公司的董事會主席兼行政總裁。由於董先生為集團創辦人，於鉛酸電池行業擁有豐富的經驗，故董事會相信，董先生兼任兩職，符合本集團的最佳利益，有利本集團持續有效管理及業務發展。

董事會認為，現時由同一人擔任本公司主席及行政總裁兩個角色的架構，將不會損害本公司董事會及管理層之間的權力及職權平衡。

A.5 委任及重選董事

各執行董事、非執行董事及獨立非執行董事的任期均由其各自的委任日期起計為三年，並須根據組織章程細則輪席告退及重選。

根據組織章程細則，所有董事均須最少每三年輪席告退。此外，任何由董事會委任以填補空缺的新任董事，須於首個股東大會上接受股東重選；而作為董事會新增成員的新任董事，須於來屆股東週年大會上接受股東重選。

Pursuant to the aforesaid provisions of the Articles of Association, two of the Directors, namely Mr. Cao Yi Xiong Alan and Mr. Liu Yangsheng shall retire at the forthcoming annual general meeting of the Company and, being eligible, will offer themselves for re-election at the meeting. The Company's circular, sent together with this annual report, contains detailed information of the retiring Directors pursuant to the Listing Rules.

The procedures and process of appointment, re-election and removal of directors are laid down in the Articles of Association. The Nomination Committee is responsible for reviewing Board composition, developing and formulating procedures for nomination and appointment of Directors, and assessing the independence of independent non-executive directors. Details of the Nomination Committee and its work performed are set out in the "Board Committees" section below.

A.6 Directors' Training

Pursuant to Code Provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. The Directors have been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a listed company director.

For the period from 1 January 2012 to 31 December 2012, all Directors provided their records of training to the Company. All Directors, namely Mr. Dong Li, Mr. Philip Armstrong Noznesky, Ms. Zhao Huan, Mr. An Wenbin, Mr. Liu Yangsheng and Mr. Cao Yixiong Alan, participated in this continuous professional development mainly by reading various materials regarding directors' responsibilities, prevention of breaching listing rules and disclosure of inside information, etc.

根據上述條文及組織章程細則，兩位董事，分別為曹亦雄先生及劉陽生先生，須於本公司即將舉行的股東週年大會上告退，並合資格及願意於大會上膺選連任。一份本公司通函將會連同本年報一併刊發，當中根據上市規則載有所有退任董事的詳細資料。

委任、重選及罷免董事之手續及程序已載於章程細則內。提名委員會負責檢討董事會組成、發展及制定董事提名及委任程序，以及評估獨立非執行董事的獨立性。提名委員會的詳情及其工作表現載於下文「董事會委員會」一節。

A.6 董事培訓

根據企業管治守則守則條文第A.6.5條，所有董事應參與持續專業發展，發展並更新其知識及技能。董事均已獲提供相關指引材料以確保彼等瞭解本公司業務相關之商業、法律及監管規定之最新變化，並更新彼等對上市公司董事之角色、職能及責任之知識及技能。

於自二零一二年一月一日起至二零一二年十二月三十一日止期間，本公司所有董事已將其培訓記錄交予本公司。所有董事(即董李先生、Philip Armstrong Noznesky先生、趙歡女士、安文彬先生、劉陽生先生及曹亦雄先生)均已參與持續專業發展，主要透過閱讀有關董事責任、防止違反上市規則及洩露內幕資訊的若干材料。

A.7 Company Secretary's Training

Pursuant to Rule 3.29 of the Listing Rules, the Company Secretary must take no less than 15 hours of relevant professional training in each financial year. The Company Secretary provided his training records to the Company indicating more than 15 hours of relevant professional development by means of attending in-house briefings, attending seminars and reading relevant guideline materials.

A.8 Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as its code of conduct governing the Directors' dealings in the Company's securities. Specific enquiry has been made of all the Directors and all of them have confirmed that they have complied with the required standards set out in the Model Code throughout the period from the Listing Date to the date of this annual report.

B. Board Committees

The Board has established three Board committees, namely, the Remuneration Committee, the Audit Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are available to shareholders on the Company's and the Stock Exchange's website. All Board committees report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board committees follow in line with, so far as practicable, those of the Board meetings set out in section A.3.1 above.

A.7 公司秘書培訓

根據上市規則第3.29條，公司秘書必須在每個財政年度參加不少於15小時的相關專業培訓。公司秘書已向本公司提供培訓記錄，表示已透過出席內部簡報、參加研討會及閱讀相關指引材料完成15小時以上的相關專業發展。

A.7 董事進行證券交易的標準守則

本公司已採納標準守則，作為規管董事買賣本公司證券之行為守則。本公司已向全體董事作出特定查詢，而彼等已確認於上市日及至本報告日期期間一直遵守標準守則所載的規定標準。

B. 董事會委員會

董事會已成立三個董事會委員會，即薪酬委員會、審核委員會及提名委員會，以監察本公司特定範疇的事務。所有董事會委員會均具有明文的職權範圍，並刊發於本公司及聯交所網站提供予股東查閱。所有董事會委員會均向董事會匯報其決定或推薦意見。

董事會委員會進行會議之慣例、程序及安排，在可行範圍內盡量與上文A.3.1節所述之董事會會議相同。

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

B.1 Remuneration Committee

The Remuneration Committee comprises three members, namely, Mr. Dong Li, Mr. An Wenbin and Mr. Cao Yixiong Alan, the latter two being independent non-executive Directors. Mr. An Wenbin is the chairman of the Remuneration Committee.

The principal duties of the Remuneration Committee are to (a) make recommendations to the Board on the Company's policy and structure of the remuneration of the Directors and the senior management and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; (c) make recommendations to the Board on the remuneration packages of individual executive director and senior management of the Company which include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; (d) make recommendations to the Board on the remuneration of non-executive directors of the Company; (e) to review and approve the remuneration payable to the executive directors and senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent with relevant contractual terms and is otherwise fair and not excessive; (f) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and (g) ensure that no director of the Company or any of his associates (as defined in the Listing Rules) is involved in deciding his own remuneration.

所有董事會委員會均獲提供充裕資源以履行其職責，並可合理要求在適當情況下諮詢獨立專業意見，費用由本公司承擔。

B.1 薪酬委員會

薪酬委員會由三名成員組成，即董李先生、安文彬先生及曹亦雄先生，其中安文彬先生及曹亦雄先生為獨立非執行董事。安文彬先生為薪酬委員會的主席。

薪酬委員會的主要職務為(a)就本公司董事及高級管理人員的薪酬政策及架構，及就制訂薪酬政策設立正規而具透明度的程式，向董事會作出推薦；(b)因應董事會所訂企業方針及目標而檢討及批准薪酬建議；(c)向董事會建議本公司個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)，並就非執行董事的薪酬向董事會提出建議；(d)就非執行董事的薪酬向董事會提出建議；(e)檢討及批准向本公司執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；(f)檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排，與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及(g)確保本公司任何董事或其任何聯繫人(按上市規則定義)不得參與釐定他自己的薪酬。

Corporate Governance Report 企業管治報告

During the year ended the date of this annual report, the Remuneration Committee held two meetings and the attendance records of each member at the meeting are set out below:

Name of Director	Attendance/ Number of Meetings
Mr. An Wenbin	2/2
Mr. Dong Li	2/2
Mr. Cao Yixiong Alan	2/2

截至本年報日期，本集團之薪酬委員會共舉行兩次會議，委員會之成員之出席記錄如下：

董事姓名	出席次數/ 會議數目
安文彬先生	2/2
董李先生	2/2
曹亦雄先生	2/2

B.2 Audit Committee

The Audit Committee comprises three members, namely, Mr. Cao Yixiong Alan, Mr. An Wenbin and Mr. Liu Yangsheng, all of them are independent non-executive Directors. Mr. Cao Yixiong Alan, is the chairman of the Audit Committee and he possesses relevant accounting and financial management expertise.

The principal duties of the Audit Committee are amongst others to (i) review the financial statements and reports and consider any significant or unusual items raised by the staff responsible for the accounting and financial reporting function or external auditor before submission to the Board; (ii) review the relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor; and (iii) review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee held a meeting on 28 March 2013 with the presence of Mr. Cao Yixiong Alan, Mr. An Wenbin and Mr. Liu Yangsheng together with the Company's external auditor and the senior management and performed the following major tasks:

- Reviewed the scope of audit work, auditor's fees and terms of engagement for the year ended 31 December 2012; and

B.2 審核委員會

審核委員會合共由三名成員組成，即安文彬先生、曹亦雄先生及劉陽生先生，彼等均為獨立非執行董事。曹亦雄先生為審核委員會主席，彼具備相關會計及財務管理專業知識。

審核委員會的主要職務包括(i)於提交董事會前審閱財務報表及報告，以及考慮任何負責會計及財務申報職能的員工或外部核數師提出的重大或不尋常項目；(ii)經參考核數師進行之工作、其費用及聘用條款後，檢討與外部核數師之關係，並就委任、續聘及罷免外部核數師向董事會提出意見；及(iii)檢討本公司財務申報制度、內部監控制度及風險管理制度與相關程序是否充足及有效。

審核委員會於二零一三年三月二十八日舉行了會議，出席者包括曹亦雄先生、安文彬先生及劉陽生先生，以及本公司外部核數師及高級管理層，並處理了下列主要工作：

- 檢討截至二零一二年十二月三十一日止年度的審核工作範圍、核數師費用及聘用條款；及

- Review and discuss the financial statements, results announcement and report for the year ended 31 December 2012, the related accounting principles and practices adopted by the Group and the relevant audit findings.

During the year ended the date of this annual report, the Audit Committee held two meetings and the attendance records of each member at the meeting are set out below:

Name of Director	Attendance/ Number of Meetings
Mr. Cao Yixiong Alan	2/2
Mr. An Wenbin	2/2
Mr. Liu Yangsheng	2/2

B.3 Nomination Committee

The Nomination Committee comprises three members, namely, Mr. Dong Li, Mr. An Wenbin and Mr. Liu Yangsheng, the majority of which are independent non-executive Directors. Mr. Dong Li is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee are to (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (c) assess the independence of the independent non-executive directors; and (d) make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive.

- 審核及討論截至二零一二年十二月三十一日止年度財務報表、業績公佈及報告、本集團採納的相關會計原則及規例，以及相關審核結果。

截至本年報日期，審核委員會舉行了兩次會議，各成員的出席情況如下：

董事姓名	出席次數/ 會議數目
曹亦雄先生	2/2
安文彬先生	2/2
劉陽生先生	2/2

B.3 提名委員會

提名委員會由三名成員組成，即董李先生、安文彬先生及劉陽生先生，其大多數成員為獨立非執行董事。董李先生為提名委員會主席。

提名委員會的主要職務為(a)檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；(b)物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；(c)評核獨立非執行董事的獨立性；及(d)就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。

During the year ended the date of this annual report, the Nomination Committee held two meetings and the attendance records of each member at the meeting are set out below:

截至本年報日期，提名委員會舉行了兩次會議，各成員的出席情況如下：

Name of Director	Attendance/ Number of Meetings	董事姓名	出席次數/ 會議數目
Mr. Dong Li	2/2	董李先生	2/2
Mr. An Wenbin	2/2	安文彬先生	2/2
Mr. Liu Yangsheng	2/2	劉陽生先生	2/2

C. Directors' Responsibilities for Financial Reporting in Respect of the Financial Statements

The Directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and that relevant statutory and regulatory requirements and applicable accounting standards are complied with. The Board has received from the senior management the management accounts and such accompanying explanation and information as are necessary to enable the Board to make an informed assessment for approving the financial statements.

The Directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2012.

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

D. Internal Controls

The Board acknowledges its responsibility for maintaining an effective internal control system to safeguard shareholder investments and the Group's assets and for reviewing the effectiveness of such system on an annual basis. The senior management reviews and evaluates the control process, monitors any risk factors on a regular basis and reports to the Audit Committee on any findings and measures to address the variances and identified risks.

C. 董事就財務報表的財務報告責任

董事負責監督本公司財務報表的編製，以確保該等財務報表能夠真實和公平地反映本集團的狀況，以及確保其根據相關法規及適用會計準則編製。董事會已收到高級管理層提供的管理賬目和所需的附隨解釋及資料，以便就批准財務報表作出知情評審。

董事確認其編製截至二零一二年十二月三十一日止年度本公司財務報表的責任。

概無任何可對本公司持續經營能力構成重大疑慮的事件或情況方面的任何重大不明朗因素。

D. 內部監控

董事會確認其維持充足的內部監控制度，以保障股東投資及本集團資產的責任，並會每年檢討有關制度的效用。高級管理層檢討及評估監控過程，定期監察任何風險因素，並向審核委員會匯報任何發現及處理差異性及已識別風險的措施。

During the year under review, the Board conducted a review of the effectiveness of the internal control system of the Company including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

E. External Auditor and Auditor's Remuneration

The statement of the auditor of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 61 to 62.

For the year ended 31 December 2012, the remuneration paid/payable to Ernst & Young, the Company's external auditor, for audit services to the Group in relation to annual audit and for non-audit services, comprising professional services for tax services, amounted to HK\$2.6 million and RMB0.5 million, respectively.

F. Relationship with the Controlling Shareholders

The Company has received, from each of the Controlling Shareholders, an annual declaration on his/its compliance with the undertakings contained in the Deed of Non-Competition entered into by each of them in favour of the Company pursuant to which each of the Controlling Shareholders has individually, jointly, unconditionally and irrevocably undertaken and represented to the Company and each member of the Group that, among other things, he/it will not and will procure that his/its associates will not to engage, directly or indirectly, in businesses which will or may compete with the business carried on or to be carried on by the Group. Details of the Deed of Non-Competition were disclosed in the Prospectus under the section headed "Relationship with Our Controlling Shareholders".

The independent non-executive Directors have reviewed and were satisfied that each of the Controlling Shareholders, has complied with the Deed of Non-Competition for the year ended 31 December 2012.

於回顧年內，董事會已檢討本集團內部監控制度的效能，包括資源的足夠性、本公司負責會計及財務申報職能的員工的資歷及經驗，以及彼等的培訓計劃及預算。

E. 外部核數師及核數師薪酬

本公司核數師對其就本集團財務報表報告責任的聲明載於第61頁至62頁的獨立核數師報告。

截至二零一二年十二月三十一日止年度，就本公司外部核數師安永會計師事務所就年度審核向本集團提供的審核服務和非審核服務（包括稅務服務的專業服務），已向其支付／應付的酬金分別為2.6百萬元港幣和0.5百萬元人民幣。

F. 與控股股東的關係

本公司已收到各控股股東就彼等遵守不競爭契據所載承諾的情況提供的年度聲明，不競爭契據由各控股股東以本公司為受益人而訂立，據此，各控股股東個別及共同向本公司及本集團每一成員公司無條件及不可撤回地承諾及聲明（其中包括），彼不會並將促使其聯繫人不會直接或間接從事將會或可能會與本公司進行或將進行的業務構成競爭的任何業務。有關不競爭契據的詳情載於招股章程「與控股股東的關係」一節。

獨立非執行董事已審閱並信納各控股股東於截至二零一二年十二月三十一日止年度已遵守不競爭契據。

G. Communications with Shareholders and Investors

The Board believes that effective communication with shareholders is essential for enhancing investor relations and investor's understanding of the Group's business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of corporate information, which will enable shareholders and investors to make the best investment decisions.

The Company maintains a website at "www.leoch.com" as a communication platform for shareholders and investors, where information and updates on the Group's business developments and operations, financial information and other information are available for public access. Shareholders and investors may write directly to the Company's principal place of business in Hong Kong for any inquiries.

The Board considers that general meetings of the Company provide an important channel for shareholders to exchange views with the Board. The chairman of the Board as well as the chairmen and/or other members of the Board Committees will endeavor to be available to answer questions raised by the shareholders.

The Company continues to enhance communication and relationship with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them informed of the Group's developments.

H. Shareholder Rights

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings.

All resolutions put forward at shareholder meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

G. 與股東及投資者溝通

本公司相信，與股東有效溝通是加強投資者關係及加深投資者對本集團業務表現及策略的瞭解的關鍵。本公司亦認同保持透明度與及時披露公司資料的重要性，其可讓股東及投資者作出最佳的投資決策。

本公司設有網站「www.leoch.com」作為股東及投資者的溝通平台，其登載有關本集團業務發展及營運的資料及更新、財務資料及其他資料供公眾查閱。股東及投資者可直接致函本公司的香港主要營業地點查詢。

董事會認為，本公司股東大會為股東與董事會交換意見的重要途徑。董事會主席及其他董事會委員會主席及／或成員將盡可能回答股東的提問。

本公司不斷加強與投資者的溝通及關係。指定的高級管理層定期與機構投資者及分析員進行對話，讓彼等瞭解本集團的發展情況。

H. 股東權利

為保障股東的利益及權利，本公司會就各重大獨立事項於股東大會提呈獨立決議案。

根據上市規則，所有於股東大會上提呈的決議案均須以投票方式表決，投票結果將於各股東大會舉行後在本公司及聯交所網站上刊登。

Convening an extraordinary general meeting of the Company ("EGM")

Pursuant to article 58 of the articles of association of the Company, Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

There are no provisions allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law (2011 Revision) or the articles of association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Enquiries from Shareholders

Shareholders are welcomed to send their enquiries and concerns to the Board addressing to the Company Secretary of the Company through the following channels:

- i) by mail to the Company's place of business at Unit 10, 39th Floor, Cable TV Tower, No. 9 Hoi Shing Road, Tsuen Wan, N.T., Hong Kong; or
- ii) by email at office@leoch.com.

Changes to Constitutional Documents

During the year ended 31 December 2012, there was no significant change in the Company's constitutional documents, and these documents are published on the websites of the Company and the Stock Exchange.

召開本公司股東特別大會(「股東特別大會」)

根據本公司組織章程細則第58條，於遞呈要求日期持有不少於本公司繳足股本(賦有於本公司股東大會上投票的權利)十分之一的股東有權於任何時候透過向董事會或公司秘書提交書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈有關要求後兩個月內舉行。

於開曼群島公司法(二零一一年修訂版)或本公司組織章程細則中，概無條文容許股東於股東大會上動議新決議案。有意動議決議案的股東可依循上一段所述的程序要求本公司召開股東大會。

股東查詢

本公司歡迎股東透過公司秘書以下列聯絡方法向董事會提出查詢及表達意見：

- i) 郵寄至本公司營業地點總辦事處香港新界荃灣海盛路9號有線電視大樓39樓10室；或
- ii) 電郵至office@leoch.com。

憲法文件的變動

截至二零一二年十二月三十一日止年度，本公司憲法文件概無任何重大變動，且該等文件已刊載於本公司及聯交所的網頁。

Independent Auditors' Report 獨立核數師報告



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To the shareholders of **Leoch International Technology Limited** *(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Leoch International Technology Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 63 to 190, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards (“IFRSs”) (which also include International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (the “IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

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

致理士國際技術有限公司全體股東 (於開曼群島註冊成立之有限公司)

吾等已完成審核載於第63頁至第190頁之理士國際技術有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其中包括於二零一二年十二月三十一日之綜合及公司財務狀況表及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，以及重大會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔之責任

貴公司董事負責按照國際會計準則委員會(「國際會計準則委員會」)頒佈的國際財務報告準則(「國際財務報告準則」)(亦包含國際會計準則(「國際會計準則」)及詮釋)及香港公司條例的披露規定編製作出真實及公平意見的綜合財務報表，並負責採取董事認為必要的內部控制，確保編製綜合財務報表不存在重大失實陳述(不論是因欺詐或錯誤導致)。

核數師之責任

吾等之責任是根據吾等之審核對此等綜合財務報表作出意見。吾等僅向全體股東報告。除此以外，吾等概不會就本報告之內容，對任何其他人士負責或承擔責任。

Independent Auditors' Report 獨立核數師報告

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

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

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's profit and cash flows for the year then ended in accordance with IFRSs and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants
Hong Kong
28 March 2013

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

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程式取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製提供真實及公平意見之綜合財務報表相關之內部控制，以設計適當之審核程式，但並非就實體之內部控制是否有效發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

吾等相信，吾等所獲得之審核憑證可充足和適當地為吾等之審核意見提供基礎。

意見

吾等認為，此等綜合財務報表已根據國際財務報告準則真實而公平地反映貴公司及貴集團於二零一二年十二月三十一日之事務狀況及貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥為編製。

安永會計師事務所

執業會計師
香港
二零一三年三月二十八日

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2012
截至二零一二年十二月三十一日止年度

		Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
REVENUE	收益	6	3,247,986	3,164,056
Cost of sales	銷售成本		(2,655,784)	(2,510,311)
Gross profit	毛利		592,202	653,745
Other income and gains	其他收入及收益	6	43,453	70,878
Selling and distribution expenses	銷售及分銷成本		(159,871)	(114,048)
Administrative expenses	行政開支		(229,761)	(179,758)
R&D expenses	研發開支		(93,817)	(66,730)
Other expenses	其他開支		(12,545)	(6,815)
Finance costs	財務成本	8	(62,850)	(29,128)
Share of (losses) profits of associates	應佔聯營公司(虧損)溢利		(296)	122
PROFIT BEFORE TAX	稅前溢利	7	76,515	328,266
Income tax expense	所得稅開支	11	(4,853)	(44,646)
PROFIT FOR THE YEAR	本年度溢利		71,662	283,620
OTHER COMPREHENSIVE INCOME	其他全面收益			
Exchange differences on translation of foreign operations	換算境外業務的匯兌差額		(530)	(8,773)
OTHER COMPREHENSIVE INCOME FOR THE YEAR	本年度其他全面收益		(530)	(8,773)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年度全面收益總額		71,132	274,847
Profit attributable to: Owners of the Company	以下人士應佔溢利： 本公司擁有人		71,662	283,620
Total comprehensive income attributable to: Owners of the Company	以下人士應佔全面 收益總額： 本公司擁有人		71,132	274,847
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益 持有人應佔每股盈利	14		
Basic – For profit for the year	基本 – 本年度溢利		人民幣0.05元	人民幣0.21元
Diluted – For profit for the year	攤薄 – 本年度溢利		人民幣0.05元	人民幣0.21元

Details of the dividends payable and proposed for the year are disclosed in note 13 to the financial statements.

本年度派付及擬派股息詳情於財務報表附註13披露。

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2012
二零一二年十二月三十一日

		Notes	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
		附註		
NON-CURRENT ASSETS 非流動資產				
Property, plant and equipment	物業、廠房及設備	15	1,817,342	1,229,681
Prepaid land lease payments	預付土地租賃款項	16	73,390	75,069
Investments in associates	於聯營公司的投資	19	12,224	5,442
Financial assets at fair value through profit or loss	公允價值變動計入損益的金融資產	37	5,215	-
Intangible assets	無形資產	17	60,981	29,131
Non-current portion of trade receivables	貿易應收款項的非即期部份	21	18,178	14,115
Deposits paid for purchase of items of property, plant and equipment	就收購物業、廠房及設備支付的訂金		14,737	90,787
Deferred tax assets	遞延稅項資產	28	48,068	8,615
Time deposits	定期存款	23	-	28,500
Non-current portion of pledged deposits	已抵押存款的非即期部份	23	165,500	365,650
Total non-current assets	非流動資產總值		2,215,635	1,846,990
CURRENT ASSETS 流動資產				
Inventories	存貨	20	847,094	990,962
Trade and bills receivables	貿易應收款項及應收票據	21	939,747	804,119
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	22	130,528	159,434
Tax recoverable	應退回稅項		108,084	87,422
Amounts due from related companies	應收關連公司款項	26	7,362	13,150
Equity investments at fair value through profit or loss	公允價值變動計入損益的權益性投資	37	935	1,262
Pledged deposits	已抵押存款	23	765,423	274,841
Cash and cash equivalents	現金及現金等價物	23	82,893	73,371
Total current assets	流動資產總值		2,882,066	2,404,561
CURRENT LIABILITIES 流動負債				
Trade and bills payables	貿易應付款項及應付票據	24	1,006,935	547,859
Other payables and accruals	其他應付款項及應計費用	25	270,800	246,644
Interest-bearing bank borrowings	計息銀行借貸	27	1,208,115	740,935
Amounts due to related companies	應付關連公司款項	26	13,431	5,933
Income tax payable	應付所得稅		58,767	45,066
Total current liabilities	流動負債總值		2,558,048	1,586,437
NET CURRENT ASSETS	流動資產淨值		324,018	818,124
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		2,539,653	2,665,114

Consolidated Statement of Financial Position 綜合財務狀況表

31 December 2012
二零一二年十二月三十一日

		Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	28	8,939	4,209
Interest-bearing bank borrowings	計息銀行借貸	27	186,433	330,691
Total non-current liabilities	非流動負債總額		195,372	334,900
Net assets	資產淨值		2,344,281	2,330,214
EQUITY	權益			
Issued capital	已發行股本	29	114,455	114,267
Reserves	儲備	32(a)	2,229,826	2,215,947
Total equity	權益總額		2,344,281	2,330,214

Dong Li
董李
Director
董事

Zhao Huan
趙歡
Director
董事

Consolidated Statement of Changes in Equity 綜合權益變動表

Year ended 31 December 2012

截至二零一二年十二月三十一日止年度

		Share Issued capital	Share premium account*	Merger reserve*	Share option reserve*	Statutory reserve fund*	Exchange fluctuation reserve*	Retained profits*	Proposed final dividend*	Total
	Notes	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 29)		(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))			(Note 32(a))
		(附註29)		(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))			(附註32(a))
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	114,267	1,285,012	275,105	18,376	70,979	(3,167)	548,310	21,332	2,330,214
Profit for the year	本年度溢利	-	-	-	-	-	-	71,662	-	71,662
Other comprehensive income for the year:	本年度其他全面收益：	-	-	-	-	-	(530)	-	-	(530)
Exchange differences on translation of foreign operations	換算境外業務的 匯兌差額	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	(530)	71,662	-	71,132
2011 final dividend declared	已宣派二零一一年 末期股息	13	3,967	-	-	-	-	-	(21,332)	(17,365)
2012 interim and special dividend	二零一二年中期及 特別股息	13	(54,206)	-	-	-	-	-	-	(54,206)
Exercise of the share option	行使購股權	188	2,872	-	(2,294)	-	-	-	-	766
Equity-settled share option arrangements	以權益結算購股權安排	30	-	-	13,740	-	-	-	-	13,740
Appropriations to reserves	撥作儲備	-	-	-	-	7,597	-	(7,597)	-	-
At 31 December 2012	於二零一二年十二月三十一日	114,455	1,237,645	275,105	29,822	78,576	(3,697)	612,375	-	2,344,281

* These reserve accounts comprise the consolidated reserves of RMB2,229,826,000 (2011: RMB2,215,947,000) in the consolidated statement of financial position.

* 此等儲備賬組成綜合財務狀況表內之綜合儲備人民幣2,229,826,000元(二零一一年：人民幣2,215,947,000元)。

Consolidated Statement of Changes in Equity 綜合權益變動表

Year ended 31 December 2011
截至二零一一年十二月三十一日止年度

		Share Issued capital	Share premium account*	Merger reserve*	Share option reserve*	Statutory reserve fund*	Exchange fluctuation reserve*	Retained profits*	Proposed final dividend*	Total
	Notes	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 29)		(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))			
		(附註29)		(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))			
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日 及二零一一年一月一日	114,267	1,342,297	275,105	6,830	49,631	5,606	286,038	-	2,079,774
Profit for the year	本年度溢利	-	-	-	-	-	-	283,620	-	283,620
Other comprehensive income for the year:	本年度其他全面收益：									
Exchange differences on translation of foreign operations	換算境外業務的 匯兌差額	-	-	-	-	-	(8,773)	-	-	(8,773)
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	(8,773)	283,620	-	274,847
Dividend	股息	13	(57,285)	-	-	-	-	-	21,332	(35,953)
Equity-settled share option arrangements	以權益結算購股權安排	30	-	-	11,546	-	-	-	-	11,546
Appropriations to reserves	撥作儲備	-	-	-	-	21,348	-	(21,348)	-	-
At 31 December 2011	於二零一一年十二月三十一日	114,267	1,285,012	275,105	18,376	70,979	(3,167)	548,310	21,332	2,330,214

* These reserve accounts comprise the consolidated reserves of RMB2,215,947,000 (2010: RMB1,965,507,000) in the consolidated statement of financial position.

* 此等儲備賬組成綜合財務狀況表內之綜合儲備人民幣2,215,947,000元(二零一零年：人民幣1,965,507,000元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2012
截至二零一二年十二月三十一日止年度

			2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
	Notes 附註			
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務所得現金流量			
Profit before tax	稅前溢利		76,515	328,266
Adjustments for:	就下列各項作出調整：			
Finance costs	財務成本	8	62,850	29,128
Interest income	利息收入	6	(21,366)	(17,976)
Fair value (gains) losses, net	公允價值變動(收益) 虧損·淨額	7	(2,250)	218
Losses on disposal of items of property, plant and equipment	處置物業、廠房及設備項目的虧損	7	800	5,611
Share of (losses) profits of associates	應佔聯營公司(虧損)利潤		296	(122)
Depreciation	折舊	15	97,959	61,887
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	16	1,331	1,425
Amortisation of intangible assets	無形資產攤銷	17	4,729	469
Amortisation of deferred government grants	遞延政府補貼攤銷		(389)	(562)
Government grants credited to other income	撥入其他收入的政府補貼	6	(12,418)	(36,239)
Impairment provision for trade receivables	貿易應收款項減值撥備	21	(7,727)	1,386
Equity-settled share option expenses	以權益結算購股權開支	30	13,740	11,546
			214,070	385,037
Decrease (Increase) in inventories	存貨減少(增加)		143,868	(303,308)
Increase in trade and bills receivables	貿易應收款項及應收票據增加		(132,985)	(223,144)
Decrease (Increase) in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項減少(增加)		8,591	(38,047)
Increase in trade and bills payables	貿易應付款項及應付票據增加		459,076	202,410
Increase in other payables and accruals	其他應付票據及應計費用增加		21,116	49,483
Movements in balances with related parties	與關連人士之間的結餘變動		14,308	(50,546)
Cash generated from operations	經營所得現金		728,044	21,885
Income tax paid	已付所得稅		(25,875)	(34,953)
Net cash flows from (used in) operating activities	經營活動所得(所用)現金流量淨額		702,169	(13,068)

Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 December 2012
截至二零一二年十二月三十一日止年度

	Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Net cash flows from (used in) operating activities	經營活動所得(所用)現金流量淨額	702,169	(13,068)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動的現金流量		
Interest received	已收利息	21,366	10,510
Purchases of items of property, plant and equipment	收購物業、廠房及設備項目	(609,689)	(790,328)
Proceeds from disposal of items of property, plant and equipment	處置物業、廠房及設備項目的所得款項	2,730	787
Additions in prepaid land lease payments	預付土地租賃款的增加	–	(19,925)
Investment in an associate	於聯營公司的投資	(7,078)	(5,319)
Additions in intangible assets	無形資產的增加	(36,579)	(26,199)
Decrease in time deposits with terms over 3 months	超過3個月之定期存款減少	28,500	692,575
Investments in financial instruments	投資金融工具	(2,638)	–
Net cash flows used in investing activities	投資活動所用的現金流量淨額	(603,388)	(137,899)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動的現金流量		
Issue of shares, net of issuance expenses	股份發行，扣除發行開支	766	–
New bank borrowings	新借銀行貸款	1,705,844	1,572,974
Repayment of bank borrowings	償還銀行貸款	(1,382,922)	(917,977)
Interest paid	已付利息	(62,850)	(27,641)
Dividend paid	已付股息	(71,571)	(35,953)
Increase in pledged deposits	已抵押存款增加	(290,432)	(573,180)
Receipt of government grants	收取政府補貼	12,418	36,239
Net cash flows from (used in) financing activities	融資活動所得(所用)現金流量淨額	(88,747)	54,462
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加(減少)淨額	10,034	(96,505)
Cash and cash equivalents at beginning of year	於年初的現金及現金等價物	73,371	178,647
Effect of foreign exchange rate changes, net	匯率變動的影響，淨額	(512)	(8,771)
CASH AND CASH EQUIVALENTS AT END OF YEAR	於年末的現金及現金等價物	82,893	73,371
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances and unpledged deposits	銀行及現金結餘及無抵押存款	82,893	73,371

Statement of Financial Position

財務狀況表

31 December 2012
二零一二年十二月三十一日

		Notes 附註	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
NON-CURRENT ASSETS 非流動資產				
Investments in subsidiaries	於附屬公司的投資	18	1,602,358	1,615,469
Non-current portion of pledged deposits	已抵押存款的非即期部份	23	165,500	365,650
Time deposits	定期存款	23	-	28,500
Total non-current assets	非流動資產總值		1,767,858	2,009,619
CURRENT ASSETS 流動資產				
Pledged deposits	已抵押存款	23	394,150	225,727
Cash and cash equivalents	現金及現金等價物	23	390	2,549
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	22	12,267	9,094
Total current assets	流動資產總值		406,807	237,370
CURRENT LIABILITIES 流動負債				
Other payables and accruals	其他應付款項及應計費用	25	47	395
Interest-bearing bank borrowings	計息銀行借貸	27	362,473	203,441
Total current liabilities	流動負債總額		362,520	203,836
NET CURRENT ASSETS	流動資產淨值		44,287	33,534
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		1,812,145	2,043,153
NON-CURRENT LIABILITIES 非流動負債				
Interest-bearing bank borrowings	計息銀行借貸	27	156,068	330,691
Net assets	資產淨值		1,656,077	1,712,462
EQUITY 權益				
Issued capital	已發行股本	29	114,455	114,267
Reserves	儲備	32(b)	1,541,622	1,598,195
Total equity	權益總額		1,656,077	1,712,462

Dong Li
董李
Director
董事

Zhao Huan
趙歡
Director
董事

Notes to the Financial Statements

財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

1. Corporate Information

The Company was incorporated in the Cayman Islands on 27 April 2010 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and the Company's shares have been listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 16 November 2010. The registered office of the Company is located at the office of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Group is principally engaged in the manufacture, development and sale of lead-acid batteries.

In the opinion of the directors of the Company (the "Directors"), the holding company and the ultimate holding company is Master Alliance Investment Limited, a company incorporated in the British Virgin Islands, which is wholly owned by Mr. Dong Li.

2.1 Basis of Preparation

These financial statements have been prepared in accordance with IFRSs which comprise standards and interpretations approved by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments and equity investments, which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司資料

本公司乃於二零一零年四月二十七日根據開曼群島第22章開曼群島公司法(1961年第3號法案，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司，而本公司股份已自二零一零年十一月十六日起在香港聯合交易所有限公司(「聯交所」)上市。本公司的註冊辦事處位於Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本集團主要從事製造、開發和銷售鉛酸蓄電池。

本公司董事(「董事」)認為，本公司的控股公司及最終控股公司為於英屬處女群島註冊成立的Master Alliance Investment Limited (由董李先生全資擁有)。

2.1 編製基準

該等財務報表乃根據國際財務報告準則編製，當中包括國際會計準則委員會已批准的準則和詮釋以及香港公司條例的披露規定。該等財務報表乃按照歷史成本慣例編製，惟衍生金融工具及權益性投資已按公允價值計量外。該等財務報表以人民幣(「人民幣」)呈列，除另有指明外，所有價值均調整至最接近的千元。

2.1 Basis of Preparation (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2012. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if it results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group’s share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.

2.1 編製基準(續)

合併的基準

該等綜合財務報表包括本公司及其附屬公司(統稱「本集團」)於截至二零一二年十二月三十一日止年度的財務報表。附屬公司與本公司之財務報表之報告期間相同，並採用一致之會計政策編製。附屬公司之業績由收購日期(即本集團取得控制權之日)起計綜合入賬，並繼續綜合入賬至該等控制權終止之時為止。所有集團內部結餘，交易及由集團內部交易而形成的未實現損益及集團內分紅均已在合併中完全抵銷。

附屬公司之全面收益總額乃歸屬於非控股權益，即使此舉引致結餘為負數。

附屬公司擁有權權益之變動(並未失去控制權)乃按權益交易處理。

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債，(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計交易差額；及確認(i)所收代價之公允價值，(ii)所保留任何投資之公允價值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收益表內確認之本集團應佔部份重新分類為損益或留存損益(視何者屬適當)。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.2 Changes in Accounting Policy and Disclosures

The Group has adopted the following revised IFRSs for the first time for the current year's financial statements.

IFRS 7 Amendments	Amendments to IFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i>
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The adoption of the revised IFRSs has had no significant financial effect on these financial statements.

2.3 Issued But Not Yet Effective International Financial Reporting Standards

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

IFRS 7 Amendments	Amendments to IFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i> ²
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IFRS 9	<i>Financial Instruments</i> ⁴
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IFRS 10	<i>Consolidated Financial Statements</i> ²
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IFRS 11	<i>Joint Arrangements</i> ²
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IFRS 12	<i>Disclosure of Interests in Other Entities</i> ²
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IFRS 10, IFRS 11 and IFRS 12 Amendments	Amendments to IFRS 10, IFRS 11 and IFRS 12 – <i>Transition Guidance</i> ²
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2.2 會計政策及披露事項的變動

本集團在本財務報表年度首次採用了下列經修訂的國際財務報告準則。

國際財務報告準則第7號修訂本	國際財務報告準則第7號修訂本金融工具：披露－金融資產轉讓
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該等經修訂的國際財務報告準則的採納對財務報表未構成重大影響。

2.3 已頒佈但未生效之國際財務報告準則

本集團於本財務報表內並無採納以下已頒佈惟未生效的新訂及經修訂的國際財務報告準則。

國際財務報告準則第7號修訂本	國際財務報告準則第7號修訂本金融工具：披露－金融資產轉讓 ²
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國際財務報告準則第9號	金融工具 ⁴
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國際財務報告準則第10號	綜合財務報表 ²
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國際財務報告準則第11號	合營安排 ²
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國際財務報告準則第12號	披露其他實體權益 ²
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國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號修訂本	國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號修訂本－過渡指引 ²
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Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

2.3 Issued But Not Yet Effective International Financial Reporting Standards *(continued)*

2.3 已頒佈但未生效之國際財務報告準則 *(續)*

IFRS 10, IFRS 12 and IAS 27 (2011) Amendments	Amendments to IFRS 10, IFRS 12 and IAS 27 (2011) – <i>Investment Entities</i> ³	國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號 (二零一一年)修訂本	國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(二零一一年)修訂本—投資實體 ³
IFRS 13	<i>Fair Value Measurement</i> ²	國際財務報告準則第13號	公允價值計量 ²
IAS 1 Amendments	Amendments to IAS1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i> ¹	國際會計準則第1號修訂本	國際會計準則第1號修訂本財務報表之呈列—其他全面收益項目之呈列 ¹
IAS 19 (2011)	<i>Employee Benefits</i> ²	國際會計準則第19號 (二零一一年)	僱員福利 ²
IAS 27 (2011)	<i>Separate Financial Statements</i> ²	國際會計準則第27號 (二零一一年)	獨立財務報表 ²
IAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i> ²	國際會計準則第28號 (二零一一年)	於聯營公司及合營公司的投資 ²
IAS 32 Amendments	Amendments to IAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> ³	國際會計準則第32號修訂本	國際會計準則第32號修訂本金融工具：呈列—抵銷金融資產與金融負債 ³
<i>Annual Improvements 2009-2011 Cycle</i>	Amendments to a number of IFRSs issued in June 2012 ²	二零零九年至二零一一年週期之年度改進	修訂二零一二年六月頒發的數項國際財務報告準則 ²

¹ Effective for annual periods beginning on or after 1 July 2012

² Effective for annual periods beginning on or after 1 January 2013

³ Effective for annual periods beginning on or after 1 January 2014

⁴ Effective for annual periods beginning on or after 1 January 2015

¹ 於二零一二年七月一日或之後開始之年度期間生效

² 於二零一三年一月一日或之後開始之年度期間生效

³ 於二零一四年一月一日或之後開始之年度期間生效

⁴ 於二零一五年一月一日或之後開始之年度期間生效

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.3 Issued But Not Yet Effective International Financial Reporting Standards (continued)

Further information about those changes that are expected to significantly affect the Group is as follows:

The IFRS 7 Amendments require an entity to disclose information about rights to set-off and related arrangements (e.g., collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity's financial position. The new disclosures are required for all recognised financial instruments that are set off in accordance with IAS 32 *Financial Instruments: Presentation*. The disclosures also apply to recognised financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with IAS 32. The Group expects to adopt the amendments from 1 January 2013.

IFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace IAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of IAS 39.

2.3 已頒佈但未生效之國際財務報告準則 (續)

以下為預期會重大影響本集團的相關改動的進一步資料：

國際財務報告準則第7號修訂本要求某一實體披露有關抵銷之權利及相關安排(例如抵押品安排)。披露將提供用戶對評估淨額結算安排對某一實體之財務狀況的影響之有用資料。就根據國際會計準則第32號 *金融工具：呈列抵銷* 之所有已確認金融工具，須作出新披露。該等披露亦適用於受可強制執行主淨額結算安排或類似協議所規限之已確認金融工具，無論彼等是否根據國際會計準則第32號抵銷。本集團預期自二零一三年一月一日起採納該等修訂。

於二零零九年十一月頒佈的國際財務報告準則第9號是完全取代國際會計準則第39號 *金融工具：確認及計量* 的全面計劃第一階段的第一部分。本階段專注於金融資產的分類及計量。以代替將金融資產分類為四類，實體須根據實體管理金融資產的業務模式及金融資產的合約現金流量特點將金融資產分類為其後以攤餘成本或公允價值計量。這旨在比較國際會計準則第39號的規定改進及簡化金融資產的分類和計量方法。

2.3 Issued But Not Yet Effective International Financial Reporting Standards (continued)

In November 2010, the IASB issued additions to IFRS 9 to address financial liabilities (the “Additions”) and incorporated in IFRS 9 the current derecognition principles of financial instruments of IAS 39. Most of the Additions were carried forward unchanged from IAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option (“FVO”). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income (“OCI”). The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability’s credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of the Additions.

IAS 39 is aimed to be replaced by IFRS 9 in its entirety. Before this entire replacement, the guidance in IAS 39 on hedge accounting and impairment of financial assets continues to apply. The Group expects to adopt IFRS 9 from 1 January 2015. The Group will quantify the effect in conjunction with other phases, when the final standard including all phases is issued.

IFRS 10 establishes a single control model that applies to all entities including special purpose entities or structured entities. It includes a new definition of control which is used to determine which entities are consolidated. The changes introduced by IFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled, compared with the requirements in IAS 27 and SIC – 12 *Consolidation – Special Purpose Entities*. IFRS 10 replaces the portion of IAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also addresses the issues raised in SIC – 12. Based on the preliminary analyses performed, IFRS 10 is not expected to have any impact on the currently held investments of the Group.

2.3 已頒佈但未生效之國際財務報告準則 (續)

於二零一零年十一月，國際會計準則理事會就金融負債頒佈國際財務報告準則第9號的新增規定(「新增規定」)，並將國際會計準則第39號金融工具之現有取消確認原則納入國際財務報告準則第9號內。新增規定大致上沿用國際會計準則第39號，只更改了使用公允價值選擇權(「公允價值選擇權」)計量指定為按公允價值計入損益的金融負債。就該等公允價值選擇負債而言，由信貸風險變動而產生的負債公允價值變動金額，必須於其他全面收益(「其他全面收益」)中呈列。除非於其他全面收益中就負債之信貸風險呈列公允價值變動，會於損益中產生或擴大會計差異，否則其餘公允價值變動金額於損益呈列。然而，新增規定並不涵蓋按公允價值選擇納入之貸款承諾及財務擔保合約。

國際財務報告準則第9號旨在完全取代國際會計準則第39號。於全面取代前，國際會計準則第39號於對沖會計及金融資產之減值方面的指引繼續適用。本集團預期自二零一五年一月一日起採納國際財務報告準則第9號。於最終準則(包括所有階段)獲頒佈時，本集團將配合其他階段量化該影響。

國際財務報告準則第10號建立適用於所有實體(包括特殊目的實體或結構性實體)之單一控制模式。該準則包括控制之新定義，用於確定須要綜合的實體。與國際會計準則第27號及國際財務報告詮釋委員會第12號綜合一特殊目的實體之規定相比，國際財務報告準則第10號引入的變動規定本集團管理層須作出重大判斷，以確定哪些實體受到控制。國際財務報告準則第10號取代國際會計準則第27號綜合及獨立財務報表指引綜合財務報表之入賬，亦包括國際財務報告詮釋委員會第12號提出之問題。根據已進行之初步分析，預期國際財務報告準則第10號不會對本集團現時持有之投資產生任何影響。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.3 Issued But Not Yet Effective International Financial Reporting Standards (continued)

IFRS 11 replaces IAS 31 *Interests in Joint Ventures* and SIC – 13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e., joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation.

IFRS 12 includes the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in IAS 27 *Consolidated and Separate Financial Statements*, IAS 31 *Interests in Joint Ventures* and IAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities.

In July 2012, the IASB issued amendments to IFRS 10, IFRS 11 and IFRS 12 which clarify the transition guidance in IFRS 10 and provide further relief from full retrospective application of these standards, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. The amendments clarify that retrospective adjustments are only required if the consolidation conclusion as to which entities are controlled by the Group is different between IFRS 10 and IAS 27 or SIC – 12 at the beginning of the annual period in which IFRS 10 is applied for the first time. Furthermore, for disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before IFRS 12 is first applied.

2.3 已頒佈但未生效之國際財務報告準則 (續)

國際財務報告準則第11號取代國際會計準則第31號於合營公司的權益及常務詮釋委員會第13號共同控制實體－合營方作出之非貨幣出資，說明共同控制之合營安排之入賬。該準則僅指明兩種形式之合營安排，即共同經營及合營公司，取消了採用按比例綜合的合營公司入賬之選擇。

國際財務報告準則第12號包括附屬公司、合營安排、聯營公司及結構性實體之披露規定，該等規定以往包括在國際會計準則第27號綜合及獨立財務報表、國際會計準則第31號於合營公司的權益及國際會計準則第28號於聯營公司的投資之內。該準則亦引入了該等實體之多項新披露規定。

於二零一二年七月，國際會計準則理事會已頒佈國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號之修訂本以釐清國際財務報告準則第10號之過渡指引及提供進一步寬免，免除將該等準則採納完全追溯，限定僅就上一個比較期間提供經調整比較資料。該等修訂釐清，倘於國際財務報告準則第10號首次獲應用之年度期間開始時，國際財務報告準則第10號及國際會計準則第27號或常務詮釋委員會－詮釋第12號有關本集團所控制實體之綜合結論有所不同，方須進行追溯調整。此外，就有關未經綜合之結構性實體之披露而言，該等修訂將刪除首次應用國際財務報告準則第12號前之期間須呈列比較資料之規定。

2.3 Issued But Not Yet Effective International Financial Reporting Standards *(continued)*

The amendments to IFRS 10 issued in December 2012 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with IFRS 9 rather than consolidate them. Consequential amendments were made to IFRS 12 and IAS 27 (2011). The amendments to IFRS 12 also set out the disclosure requirements for investment entities. The Group expects that these amendments will not have any impact on the Group as the Company is not an investment entity as defined in IFRS 10.

Consequential amendments were made to IAS 27 and IAS 28 as a result of the issuance of IFRS 10, IFRS 11 and IFRS 12. The Group expects to adopt IFRS 10, IFRS 11, IFRS 12, IAS 27 (2011) and IAS 28 (2011), and the subsequent amendments to these standards issued in July and December 2012 from 1 January 2013.

IFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other IFRSs. The Group expects to adopt IFRS 13 prospectively from 1 January 2013.

2.3 已頒佈但未生效之國際財務報告準則 *(續)*

於二零一二年十二月頒佈國際財務報告準則第10號修訂本包括一間投資實體之定義，並為符合投資一間實體定義之實體豁免綜合入賬。根據國際財務報告準則第9號，投資實體須按附屬公司公允價值計入損益表，而非予以綜合。國際財務報告準則第12號及國際會計準則第27號(二零一一年)已作出後續修訂。國際財務報告準則第12號修訂本亦載列投資實體之披露規定。由於本公司並非國際財務報告準則第10號所界定之一間投資實體，故本集團預期該等修訂將不會對本集團構成任何影響。

因頒佈國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號，國際會計準則第27號及國際會計準則第28號須予進行後續修訂。本集團預期自二零一三年一月一日起採納國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號，以及國際會計準則第27號(二零一一年)及國際會計準則第28號(二零一一年)以及該等準則於二零一二年七月及十二月頒佈之後續修訂。

國際財務報告準則第13號規定了公允價值之精確定義、公允價值計量的單一來源及在國際財務報告準則範圍內使用的披露規定。該準則並不改變本集團須要使用公允價值之情況，但為在其他國際財務報告準則已規定或允許使用公允價值之情況下，應如何應用公允價值提供了指引。本集團預期自二零一三年一月一日起採用國際財務報告準則第13號。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.3 Issued But Not Yet Effective International Financial Reporting Standards (continued)

The IAS 1 Amendments change the grouping of items presented in OCI. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, net gain on hedge of a net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendments will affect presentation only and have no impact on the financial position or performance. The Group expects to adopt the amendments from 1 January 2013.

IAS 19 (2011) include a number of amendments that range from fundamental changes to simple clarifications and re-wording. The revised standard introduces significant changes in the accounting for defined benefit pension plans including removing the choice to defer the recognition of actuarial gains and losses. Other changes include modifications to the timing of recognition for termination benefits, the classification of short-term employee benefits and disclosures of defined benefit plans. The Group expects to adopt IAS 19 (2011) from 1 January 2013.

The IAS 32 Amendments clarify the meaning of “currently has a legally enforceable right to setoff” for offsetting financial assets and financial liabilities. The amendments also clarify the application of the offsetting criteria in IAS 32 to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 January 2014.

2.3 已頒佈但未生效之國際財務報告準則 (續)

國際會計準則第1號修訂本改變在其他全面收益呈列之項目之分組。在未來某個時間(例如對沖一項投資淨額之收益淨額、換算海外業務之匯兌差額、現金流量對沖變動淨額及可供出售金融資產之虧損或收益淨額)可重新分類至損益(或於損益重新使用)之項目將與不得重新分類(例如養老金固定收益計劃以及土地及樓宇重估之實際收益及虧損)之項目分開呈列。該等修訂僅影響呈列，並不會對財務狀況或表現構成影響。本集團預期自二零一三年一月一日起採用此等修訂。

國際會計準則第19號(二零一一年)載有若干修訂，由基本轉變以至簡單的闡釋及改寫。經修訂準則引入界定福利退休計劃的會計處理方法的重大變動，包括刪除遞延精算盈虧的確認的選擇。其他變動包括修訂確認終止受僱福利的時間、短期僱員福利的分類及養老金固定收益計劃的披露。本集團預期自二零一三年一月一日起採納國際會計準則第19號(二零一一年)。

國際會計準則第32號修訂本為抵銷金融資產及金融負債釐清「目前具有合法可執行抵銷權利」的釋義。該等修訂亦釐清國際會計準則第32號之抵銷標準於結算系統之應用(例如中央結算所系統)，而該系統乃採用非同步的總額結算機制。本集團將於二零一四年一月一日採納該等修訂，而該等修訂將不會對本集團的財務狀況或表現構成任何影響。

2.3 Issued But Not Yet Effective International Financial Reporting Standards (continued)

The *Annual Improvements to IFRSs 2009-2011 Cycle* issued in June 2012 sets out amendments to a number of IFRSs. The Group expects to adopt the amendments from 1 January 2013. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group. Those amendments that are expected to have a significant impact on the Group's policies are as follows:

- (a) *IAS 1 Presentation of Financial Statements*: Clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative period is the previous period. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the previous period. The additional comparative information does not need to contain a complete set of financial statements.

In addition, the amendment clarifies that the opening statement of financial position as at the beginning of the preceding period must be presented when an entity changes its accounting policies; makes retrospective restatements or makes reclassifications, and that change has a material effect on the statement of financial position. However, the related notes to the opening statement of financial position as at the beginning of the preceding period are not required to be presented.

2.3 已頒佈但未生效之國際財務報告準則 (續)

二零一二年六月頒佈的二零零九年至二零一一年週期之年度改進載列多項對國際財務報告準則的修訂。本集團預期自二零一三年一月一日起採納該等修訂。各項準則均設有過渡性條文。雖然採納部份修訂可能導致會計政策變動，但預期該等修訂概不會對本集團構成重大財務影響。預期對本集團政策構成重大影響之該等修訂如下：

- (a) 國際會計準則第1號財務報表之呈列：釐清自願性額外比較資料與最低規定比較資料之間的差異。一般而言，最低規定比較期間為上個期間。當一間實體自願提供上個期間以外的比較資料時，其須於財務報告的相關附註中載入比較資料。額外比較資料毋須包含完整財務報告。

此外，該修訂釐清，當實體變更其會計政策、作出追溯重列或進行重新分類，而有關變動對財務狀況表構成重大影響，則須呈列上個期間開始時的期初財務狀況表。然而，上個期間開始時的期初財務狀況表的相關附註則毋須呈列。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.3 Issued But Not Yet Effective International Financial Reporting Standards (continued)

- (b) IAS 32 *Financial Instruments: Presentation*: Clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with IAS 12 *Income Taxes*. The amendment removes existing income tax requirements from IAS 32 and requires entities to apply the requirements in IAS 12 to any income tax arising from distributions to equity holders.

2.4 Summary of Significant Accounting Policies

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with IFRS 5 are stated at cost less any impairment losses.

Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

2.3 已頒佈但未生效之國際財務報告準則(續)

- (b) 國際會計準則第32號金融工具：呈列：釐清向權益持有人作出分派所產生的所得稅須按國際會計準則第12號所得稅入賬。該修訂刪除國際會計準則第32號的現有所得稅規定，並要求實體就向權益持有人作出分派所產生的任何所得稅須應用國際會計準則第12號的規定。

2.4 主要會計政策概要

附屬公司

附屬公司指本公司直接或間接控制其財務及經營政策以從其活動中獲取利益的實體。

附屬公司的業績計入本公司的損益表中，並以已收股息及應收股息為限。本公司於附屬公司的投資(並無根據國際財務報告準則第5號界定為持有以供出售)是以成本值減去任何減值虧損列賬。

聯營公司

聯營公司(非附屬公司或共同控制公司)為本集團持有其一般不少於20%投票權的長期股本權益，並可對其施以重大影響的實體。

本集團於聯營公司的投資乃使用權益會計法，按本集團應佔淨資產減任何減值虧損後於綜合財務狀況表中列賬。

2.4 Summary of Significant Accounting Policies (continued)

Associates (continued)

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated profit or loss and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates and is not individually tested for impairment.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with IFRS 5.

Impairment of non-financial assets other than goodwill

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

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

2.4 主要會計政策概要 (續)

聯營公司 (續)

本集團應佔聯營公司的收購後業績及儲備已分別計入綜合損益及綜合儲備內。本集團與其聯營公司進行交易產生的未變現收益及虧損，以本集團於聯營公司的投資為限予以撤銷，惟倘未變現虧損提供已轉讓資產的減值證據則作別論。併購聯營公司所產生之商譽計入本集團於聯營公司的投資之中並不單獨作減值測試。

倘於聯營公司的投資分類為持有以供出售，則會按照國際財務報告準則第5號入賬處理。

非金融資產減值 (商譽除外)

如有跡象顯示出現減值，或須就資產進行年度減值測試 (不包括存貨、金融資產及遞延稅項資產)，則會估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值及公允價值減銷售成本 (以較高者為準) 計算，並就個別資產而釐定，除非有關資產並無產生在頗大程度上獨立於其他資產或資產類別的現金流入，在此情況下，可收回金額就資產所屬的現金產生單位而釐定。

減值虧損僅於資產賬面值超逾其可收回金額時確認。於評估使用價值時，估計日後現金流量按可反映貨幣時間價值的現時市場評估及資產特定風險的稅前貼現率貼現至現值。減值虧損於產生期間自損益表中扣除。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Impairment of non-financial assets other than goodwill (continued)

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

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2.4 主要會計政策概要 (續)

非金融資產減值(商譽除外)(續)

於各年度結束時均會就是否有任何跡象顯示先前確認的減值虧損不再存在或可能已經減少進行評估。倘存在任何上述跡象，則會估計可收回金額。僅當用於釐定資產的可收回金額的估計有所改變時，先前就資產所確認的減值虧損方可撥回，但撥回的金額不可高於假設過往年度並無確認該資產的減值虧損的情況下資產的賬面值(已扣除折舊／攤銷)。撥回的減值虧損於其產生年度計入損益表。

關連人士

在下列情況下，有關方會被認為與本集團關連：

- (a) 有關人士為一名人士或該人士之關係密切家庭成員，而該人士：
 - (i) 控制本集團或共同控制本集團；
 - (ii) 可對本集團發揮重大影響力；或
 - (iii) 為本集團或其母公司的主要管理人員；

或者

2.4 Summary of Significant Accounting Policies (continued)

Related parties (continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

2.4 主要會計政策概要 (續)

關連人士 (續)

- (b) 有關人士為適用任何以下條件的實體：
- (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 一實體為另一實體(或另一實體的母公司、附屬公司或同集團附屬公司)的聯營或合營公司；
 - (iii) 該實體與本集團為同一第三方的合營公司；
 - (iv) 一實體為一第三方的合營公司，而另一實體為同一第三方的聯營公司；
 - (v) 該實體為本集團或與本集團有關連的實體就僱員利益而設的僱員離職後福利計劃；
 - (vi) 該實體為(a)所述人士控制、或共同控制；及
 - (vii) 於(a)(i)所識別人士對實體有重大影響或屬該實體(或該實體母公司)主要管理人員的一名成員。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

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

Buildings	20 years
Plant and machinery	8 – 10 years
Office equipment	3 – 5 years
Motor vehicles	4 – 5 years
Tooling and equipment	3 – 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

2.4 主要會計政策概要 (續)

物業、廠房及設備與折舊

除在建工程外，物業、廠房及設備按成本減累計折舊及任何減值虧損後列賬。物業、廠房及設備項目成本包括其購入價及使資產達致其擬定用途的運作狀況及地點的任何直接應佔成本。物業、廠房及設備項目投入運作後所產生的支出(例如維修及保養費用)，一般於其產生期間從收益表中扣除。倘達到確認標準，則重大檢查的開支將視同更換該資產並予以資本化在該資產的賬面淨值中列示。倘須定期重置大部分物業、廠房及設備，則本集團會將該等部分確認為有特定可使用年期及折舊的個別資產。

折舊以直線法計算，以按每項物業、廠房及設備項目的估計可使用年期撇銷其成本至其剩餘價值。物業、廠房及設備的估計可使用年期如下：

樓宇	20年
廠房及機器	8-10年
辦公室設備	3-5年
汽車	4-5年
工具及設備	3-5年

倘物業、廠房及設備項目的各部分有不同的可使用年期，該項目的成本將在各部分之間作合理分配，而每部分將個別計提折舊。剩餘價值、可使用年期及折舊方法於每個申報日期進行評估，並在適當時候作出調整。

2.4 Summary of Significant Accounting Policies (continued)

Property, plant and equipment and depreciation (continued)

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

Construction in progress represents buildings, plant and machinery under construction or installation and testing. It is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction or installation and testing and capitalised borrowing costs on related borrowed funds during the period of construction or installation and testing. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding other sales taxes or duties. The following specific recognition criteria must also be met before revenue is recognised:

(a) Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred, the title has been passed to the buyer and the amount of revenue can be measured reliably, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold.

2.4 主要會計政策概要 (續)

物業、廠房及設備與折舊 (續)

物業、廠房及設備項目於處置時或當其使用或處置預期不會產生任何日後經濟利益時終止確認。被終止確認的資產因其處置或報廢而產生的任何損益，為有關資產的銷售所得款項淨額與賬面值的差額，於該資產終止確認的年度計入損益表。

在建工程指在建或安裝及測試的樓宇、廠房及機器，按成本減任何減值虧損列賬，並不會計提折舊。成本包括建築或安裝和測試期間的直接建築或安裝和測試成本以及對有關借貸資金撥充資本的借款成本。在建工程於完工及可使用時重新分類為適當類別的物業、廠房及設備。

收益確認

收益於經濟利益很可能歸向本集團並且收益能可靠計量時確認。收益乃按已收代價(不包括其他銷售稅項或關稅)的公允價值計量。於確認收益前亦須達致下列特定確認情況：

(a) 銷售貨品

銷售貨品的收益款項於所有權的重大風險及報酬轉移及所有權轉移至買方時確認，惟本集團須對已售貨品已再無參與涉及所有權的管理，亦對已售貨品再無有效控制權。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Revenue recognition (continued)

(b) Interest income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

(c) Rental income

Rental income is recognised on a time proportion basis over the lease terms.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are recognised as expenses in the period in which they are incurred.

When funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate of 3.75% has been applied to the expenditure on the qualifying assets.

2.4 主要會計政策概要 (續)

收益確認 (續)

(b) 利息收益

利息收益按應計基準以實際利率法將金融工具估計未來在預計可使用年期期間收取的現金貼現至金融資產賬面淨值的利率確認。

(c) 租金收益

租金收益按時間比率基準在租約年期內確認。

借貸成本

因收購、建設或生產合規格資產(需於一段長時間方能達致其擬定用途或出售者)而直接產生的借貸成本撥充該等資產的部分成本。倘資產已大致上可作其擬定用途或出售，則該等借貸成本將會停止資本化。臨時投資待用於合規格資產開支的特定借貸而賺取的投資收益，從已資本化借貸成本中扣除。其他所有的借貸成本均在發生時確認為開支。

倘一般借貸的資金乃用於取得合資格資產，則該合資格資產的開支則以3.75%作為資本化率進行資本化。

2.4 Summary of Significant Accounting Policies (continued)

Foreign currencies

The financial statements are presented in Renminbi (“RMB”), which is the Company’s functional and presentation currency. Each entity within the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency transactions are initially recorded using the functional currency rates of exchange prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the reporting date. All differences are taken to profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currencies of certain overseas entities within the Group are currencies other than the RMB. As at the reporting date, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the reporting date and, their income and expenses are translated into RMB at the weighted average exchange rates for the year. The resulting exchange differences are included in a separate component of equity. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in profit or loss.

2.4 主要會計政策概要 (續)

外幣

財務資料以本公司的功能及呈報貨幣人民幣(「人民幣」)呈列。本集團內各實體自行決定其功能貨幣及各實體的財務報表項目以該功能貨幣計算。

外幣交易最初以交易當日的適用功能貨幣匯率記錄入賬。以外幣列值的貨幣性資產及負債，則按申報日期的匯率換算。所有差額均計入損益表內。以外幣列值按歷史成本計量的非貨幣項目，乃按最初進行交易當日的匯率換算。以外幣列值及按公允價值計量的非貨幣項目，須按釐定公允價值當日的匯率換算。

本集團旗下若干海外實體的功能貨幣為人民幣以外貨幣。於申報日期，該等實體的資產及負債均按申報日期的匯率換算為人民幣，而其收入及支出按年內的加權平均匯率換算為人民幣。因此而產生的匯兌差額計入權益中的獨立部分。於處置海外實體時，就特定海外實體在權益確認的遞延累計數額將於損益表確認。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Foreign currencies (continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas entities within the Group are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas entities within the Group which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

Government grants

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

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

2.4 主要會計政策概要 (續)

外幣 (續)

就編製合併現金流量表而言，本集團旗下海外實體的現金流量按現金流量日期適用的匯率換算為人民幣。本集團旗下海外實體在年內產生的經常性現金流量會按該年度的加權平均匯率換算為人民幣。

政府補貼

倘能合理確定能收到補貼及遵循補貼的所有相關條件，政府補貼會按公允價值確認。倘補貼與開支項目相關，會在按擬用以彌償成本的期間以系統化基準確認為收益。倘補貼與資產相關，公允價值會記入遞延收益賬項，並於有關資產預計可使用年期內以數額相等的年度款項撥入損益。

所得稅

所得稅由即期及遞延稅項組成。與確認於損益表外的項目相關的所得稅，會在損益表外確認為其他全面收益表或直接計入權益。

當期及前期的現行稅項資產及負債以預期從稅務主管部門返還或獲支付的金額計量。採用的稅率(及稅法)為於報告期間末已頒佈或大致上已頒佈的稅率(及稅法)，並需考慮本集團經營所處國家現行的詮釋及常規做法。

2.4 Summary of Significant Accounting Policies (continued)

Income tax (continued)

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

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

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

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

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

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項採用負債法，對所有於各報告期末就資產和負債的賬面值與計稅基礎不同而引致的暫時性差異提撥準備。

遞延稅項負債乃就所有應課稅暫時差異確認，除非：

- 遞延稅項負債來自於一項非業務合併交易中初始確認的一項資產或負債，且於交易之時，既不影響會計溢利亦不影響應課稅溢利或虧損；及
- 乃關乎於附屬公司的投資的應課稅暫時差異，惟暫時差異的撥回時間可予控制，且暫時差異可能不會於可見將來撥回。

遞延稅項資產乃就所有可扣減暫時差異、結轉未動用稅項抵免及未動用稅項虧損確認，惟以將來有應課稅溢利用於抵銷可扣減暫時差異，以及結轉未動用稅項抵免及未動用稅項虧損為限，除非：

- 遞延稅項資產關乎因資產或負債於一項非業務合併交易中被初始確認的可扣減暫時性差額，並於交易進行時既不影響會計溢利亦不影響應課稅溢利或虧損；及

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Income tax (continued)

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

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

2.4 主要會計政策概要 (續)

所得稅 (續)

- 乃關乎附屬公司的投資的應扣減暫時差異，遞延稅項資產的確認僅限於暫時差異可能於可見將來撥回而且將來有應課稅溢利用於抵銷可動用的暫時差異。

於各報告期末時審閱遞延稅項資產的賬面值，並減低至不再有足夠應課稅溢利可用以全部或部分抵銷可確認遞延稅項資產為止。未確認的遞延稅項資產將於各報告期間結束時再被評估，並在有足夠應課稅溢利抵銷全部或部分可用遞延稅項資產時被確認。

遞延稅項資產及負債乃根據各報告期間結束時已頒佈或大致上已頒佈的稅率（及稅法），按資產變現或負債清償期間的預期適用稅率計算。

倘若存在法律上可強制執行的權利，可將有關同一課稅實體及同一稅局的即期稅項資產與即期稅項負債抵銷，則對銷遞延稅項資產與遞延稅項負債。

2.4 Summary of Significant Accounting Policies (continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition as cost. The useful lives of intangible assets are assessed to be finite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Computer software

Computer software of the Group is amortised over the estimated useful life of 10 years.

Research and development costs

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

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five years, commencing from the date when the products are put into commercial production.

2.4 主要會計政策概要 (續)

無形資產(商譽除外)

分開收購的無形資產於初始確認時按成本確認。無形資產的可使用年期乃評估為有限。具有有限可使用年期的無形資產在可使用年期內攤銷，並於有跡象顯示無形資產可能減值時評估減值。具有有限可使用年期的無形資產的攤銷年期及攤銷方法最低限度於每個財務年度結算日作評估。

電腦軟件

本集團的電腦軟件於估計可使用年限10年內攤銷。

研究及開發成本

所有研究成本會於產生時列支於損益表。研發新產品項目所產生的開支只會在本集團能夠顯示其在技術上能夠完成無形資產以能供使用或出售、打算完成資產並能夠加以使用或將之出售、資產將可能產生的未來經濟實益、有足夠資源以完成項目並且有能力可靠地計算發展期間的開支的情況下，才會撥作資本及遞延。倘未能符合以上準則，產品研發開支會在產生時支銷。

遞延開發成本按成本減任何減值虧損列賬，並按直線法在有關產品不超出五年商業壽命(由產品投入商業生產之日期起計)之期間予以攤銷。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Financial assets

Initial recognition and measurement

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

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

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

The Group's financial assets include pledged deposits, cash and bank balances, trade and bills receivables, deposits and other receivables, amounts due from related companies and equity investments at fair value through profit or loss.

2.4 主要會計政策概要 (續)

金融資產

初始確認及計量

國際會計準則第39號中涉及的金融資產分類為公允價值變動計入損益的金融資產、貸款及應收款項(如適用)。本集團於金融資產初始確認時確定其分類。金融資產進行初始確認時，以其公允價值，加上(如非公允價值變動計入損益的投資)其直接應佔的交易成本計量。

任何正常方式購買或出售的金融資產應於交易日，即本集團承諾購買或出售資產的日期確認。正常方式指遵循相關市場中的規則或慣例在約定時間內交付該項金融資產。

本集團於初始確認後釐定其金融資產的分類，如果條件允許並適當，本集團會於報告期間結束時對分類進行重新評價。

本集團的金融資產包括已抵押存款、現金及銀行結餘、貿易應收款項及應收票據、訂金及其他應收款項，以及應收關連公司的款項及公允價值變動計入損益之權益性投資。

2.4 Summary of Significant Accounting Policies (continued)

Financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

The Group's financial assets at fair value through profit or loss represent financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in other income and gains in profit or loss.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in interest income in profit or loss. The loss arising from impairment is recognised in profit or loss in other expenses.

2.4 主要會計政策概要 (續)

金融資產 (續)

後續計量

金融資產的後續計量方法按其分類如下：

公允價值變動計入損益之金融資產

本集團之公允價值變動計入損益之金融資產指持有以供出售的金融資產。金融資產如以短期賣出為目的而購買，則分類為持有以供出售的金融資產。公允價值變動計入損益之金融資產於財務狀況表按公允價值列賬，公允價值變動則於收益表其他收入及收益中確認。

本集團通過評價公允價值變動計入損益之金融資產(持有以供出售)以確定近期銷售他們之意向是否仍然恰當。倘因市場不活躍及管理層於可見將來將之出售之意見出現重大變化而未能買賣該等金融資產，則本集團將會選擇在罕見情況下重列此資產。根據資產之性質，公允價值變動計入損益之金融資產將被重列為貸款及應收款項，可供銷售金融資產或持有至到期投資。

貸款及應收款項

貸款及應收款項指有固定或可確定付款(在活躍市場上沒有報價)的非衍生金融資產。於初始計量後，該等資產的賬面價值採用實際利率法以攤餘成本減去任何減值撥備計量。計算攤餘成本時已考慮購買產生的任何折價或溢價，並已包括作為實際利率不可或缺的費用和交易費用。實際利率攤銷計入損益表列為利息收益。減值產生的虧損在損益表內列作其他開支。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Derecognition of financial assets

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

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 主要會計政策概要 (續)

終止確認金融資產

金融資產(或倘適用, 一項金融資產的一部分或一組同類金融資產的一部分)在下列情況下將予終止確認:

- 自資產收取現金流量的權利已屆滿; 或
- 本集團已轉讓自資產收取現金流量的權利, 或已根據一項「轉付」安排承擔責任, 在無重大延誤情況下, 將所得現金流量全數付予第三方及本集團(a)已轉讓資產的絕大部分風險及回報; 或(b)並無轉讓或保留資產的絕大部分風險及回報, 但已轉讓資產的控制權。

當本集團已轉讓其自一項資產收取現金流量的權利或已訂立轉付安排, 但並無轉讓或保留該資產的絕大部分風險及回報, 亦無轉讓該資產的控制權, 則該資產會以本集團繼續參與該資產的程度而確認入賬。於該情況下, 本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團保留的權利及義務的基準計量。

以擔保方式繼續參與已轉讓資產的程度, 乃按該資產的原賬面值及本集團可被要求償還的代價最高金額兩者中的較低者計量。

2.4 Summary of Significant Accounting Policies (continued)

Impairment of financial assets

The Group assesses at the end of the reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred “loss event”) and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.4 主要會計政策概要 (續)

金融資產減值

本集團於各有關期間結束時評估是否存在客觀跡象顯示一項或一組金融資產出現減值。倘且僅倘於初始確認資產後發生一宗或多宗事件導致存在客觀減值跡象(一項已發生的「虧損事件」)，而該項虧損事件對該項或該組金融資產的估計未來現金流量所造成的影響乃能夠可靠地估計，則該項或該組金融資產會被視作減值。減值跡象可包括一名或一群債務人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

按攤餘成本列賬的金融資產

就按攤餘成本列賬的金融資產而言，本集團首先會按個別基準就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產，個別評估是否存在客觀減值跡象。倘本集團認定按個別基準經評估的金融資產(無論具重要性與否)並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to profit or loss.

2.4 主要會計政策概要 (續)

金融資產減值 (續)

按攤餘成本列賬的金融資產 (續)

倘有客觀跡象顯示出現減值虧損，則減值金額按該資產賬面值與估計未來現金流量（不包括並未產生的未來信貸虧損）現值的差額計量。估計未來現金流量的現值以金融資產的初始實際利率（即初次確認時計算的實際利率）折現。倘貸款的利率為浮動利率，則計量任何減值虧損的折現率為當前實際利率。

該資產的賬面值會直接減少或通過使用備抵賬而減少，而虧損金額會於損益表確認。利息收益於減少後賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量的利率累計。若日後收回不可實現，並且所有抵押品已變現或已轉往本集團，則撇清貸款及應收款項連同任何相關撥備。

倘若在其後期間估計減值虧損金額由於確認減值之後發生的事項增加或減少，則透過調整撥備金額增加或減少先前確認的減值虧損。倘於其後收回未來撇清，該項收回將計入損益表。

2.4 Summary of Significant Accounting Policies (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, other payables and accruals, amounts due to a director and related companies and interest-bearing bank borrowings.

Subsequent measurement

The measurement of loans and borrowings is as follows:

Loans and borrowings

After initial recognition, interest-bearing bank borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

2.4 主要會計政策概要 (續)

金融負債

初始確認及計量

國際會計準則第39號中涉及的金融負債按適當的形式劃分為貸款及借貸，或指定為有效對沖中的對沖工具的衍生工具。本集團於初始確認時釐定其金融負債的分類。

所有金融負債初始按公允價值確認，而如屬貸款或借貸，則加上直接應佔交易成本。

本集團的金融負債包括貿易應付款項及應付票據、其他應付款項、應計費用、應付董事及關連公司的款項，以及計息銀行借貸。

後續計量

貸款及借貸的計量如下：

貸款及借貸

初始計量後，計息銀行借貸採用實際利率法按攤餘成本計量，除非貼現的影響屬非重大，則按成本計量。當負債終止確認以及透過實際利率法攤銷過程時，收益及虧損於損益表內確認。

計算攤餘成本時，應考慮購買產生的任何折價或溢價，並包括作為實際利率不可或缺的費用和交易費用。實際利率攤銷列入損益內財務費用中。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

2.4 主要會計政策概要 (續)

終止確認金融負債

金融負債於債項下的責任被解除或取消或屆滿時終止確認。

倘現有金融負債由同一貸方授予條款迥異的其他債項取代，或現有負債的條款經重大修訂，則該等變更或修訂視作解除確認原負債及確認新負債，各賬面值的差額於損益表內確認。

抵銷金融資產

倘現時存在一項可依法強制執行的權利，可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務，則金融資產及金融負債均可予抵銷，並將淨金額列入財務狀況表內。

金融工具的公允價值

於活躍市場買賣的金融工具的公允價值乃參照市場報價或交易商報價(買入價(就好倉而言)及賣出價(就淡倉而言))而定，且並無計入任何交易成本。對於並無活躍市場的金融工具，公允價值由適當估價技術確定。此類技術包括，採用最近的公平市場交易；參照幾乎相同的其他工具的當前市場價值；現金流量分析的折現；及購股權定價模型。

2.4 Summary of Significant Accounting Policies (continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined on a weighted average basis. The costs of raw materials comprise the purchasing costs of the materials and other costs incurred in bringing the materials to their present locations and conditions. The costs of work in progress and finished goods comprise direct materials, direct labour and an appropriate proportion of manufacturing overheads.

Net realisable value is based on estimated selling prices, less estimated costs to be incurred to completion and disposal.

Provisions

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

2.4 主要會計政策概要 (續)

現金及現金等價物

就編製合併現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知數額現金並一般於購入後三個月內到期且受價值變動風險影響輕微的短期高流通性投資，再扣除須於要求時償還並構成本集團的現金管理一部分的銀行透支。

就財務狀況表而言，現金及現金等價物包括手頭現金及銀行現金(包括定期存款)，而其用途不受限制。

存貨

存貨按成本值及可變現淨值兩者的較低者列賬。成本值按加權平均法計算。原材料成本包括材料的購買成本及將材料運至現有地點並達致現時狀況的其他成本。在製品及製成品的成本包括直接物料成本、直接勞動成本及製造過程經常性開支中的適當部分。

可變現淨值乃根據估計售價扣除完成及處置時預期產生的成本計算。

撥備

倘本集團因過往事件導致現有債務(法定或推定)及日後可能需要有經濟利益外流以償還債務，並在能對有關債務金額作出可靠估計的情況下，方可確認撥備。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Provisions (continued)

When the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is included in finance costs in profit or loss.

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases are included in property, plant and equipment and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

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

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

2.4 主要會計政策概要 (續)

撥備 (續)

倘貨幣的時間價值的影響屬重大，則確認撥備的數額將按反映(如適用)有關債務獨有風險的現有除稅前貼現率進行貼現。倘使用貼現方法，因時間流逝而引致撥備的增加將在損益表的財務費用內確認。

租賃

融資租賃乃指資產擁有權的大部分回報及風險(法定所有權除外)均轉讓予本集團的租賃。在融資租賃生效時，租賃資產的成本乃按最低租金付款的現值撥充資本，並連同債務(利息部分除外)一起記錄，以反映購買及融資。根據資本化融資租賃所持有的資產乃計入物業、廠房及設備，並按租賃年期及資產估計可使用年期中的較短者折舊。該等租賃的財務成本在損益表扣除，以於租賃年期按固定的比率作出扣減。

凡資產所有權的絕大部分回報及風險仍歸出租人所有的租約，均以經營租賃入賬。倘本集團為出租人，則本集團根據經營租賃出租的資產均計入非流動資產，而根據經營租賃應收的租金於租賃期內以直線法計入損益表。倘本集團為承租人，則根據經營租賃應付的租金扣除獲出租人給予的任何優惠後於租賃期內以直線法自損益表除。

經營租賃下的預付土地租賃款初始按成本列值，其後於租賃年期內以直線法基準確認。

2.4 Summary of Significant Accounting Policies (continued)

Retirement benefits

Obligatory retirement benefits in the form of contributions under a defined contribution retirement scheme administered by local government agencies are charged to profit or loss as incurred.

Dividends

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

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

2.4 主要會計政策概要 (續)

退休福利

根據當地政府機關管理的界定供款退休計劃，責任性退休福利的供款於產生時在損益表內列支。

股息

董事擬派放期末股息須於財務狀況表內權益部分單獨列為保留溢利分配，直至股東大會上獲得股東批准為止。當該等股息獲得股東批准宣派時，即須確認為負債。

中期股息於建議的同時宣派，因為本公司的組織章程大綱及細則授予董事權力宣派中期股息。因此，中期股息於建議及宣派時即時確認為負債。

以股份為基礎的付款

本公司設有一項購股權計劃，旨在為對本集團業務成功作出貢獻的合資格參與者，提供鼓勵與獎賞。本集團僱員(包括董事)獲支付以股份為基礎的付款的方式收取報酬，而僱員則提供服務作為權益工具的代價(「以權益結算的交易」)。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

2.4 Summary of Significant Accounting Policies (continued)

Share-based payments (continued)

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial lattice model, further details of which are given in note 30 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of the reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要 (續)

以股份為基礎的付款 (續)

於二零零二年十一月七日後與僱員之間以權益結算的交易的成本乃參考授出權益當日的公允價值計算。該公允價值乃由外部估值師採用二項式點陣模型釐定，有關其他詳情載於財務報表附註30。

以權益結算的交易的成本，連同在績效及／或服務條件得到履行的期間內相應增加的權益確認。於歸屬日期前的報告期末，以權益結算的交易所確認的累計費用，反映了歸屬期屆滿的程度及本集團對於最終將歸屬的權益工具數量的最佳估計。期內於損益表的借記或貸記金額，指該期初及期終所確認的累計費用的變動。

除須視乎市場條件或非歸屬條件而歸屬的以權益結算的交易外，對於最終並無歸屬的報酬並不確認為開支，而對於須視乎市場條件或非歸屬條件而歸屬的以權益結算的交易，在所有其他績效及／或服務條件均獲履行的情況下，不論市場條件或非歸屬條件是否符合，均視作已歸屬。

倘若以權益結算的購股權的條款有所變更，則在達致購股權原定條款的情況下，所確認的開支最少須達到猶如條款並無任何變更的水平。此外，倘若按變更日期計算，任何變更導致以股份為基礎的付款的公允價值總額有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

2.4 Summary of Significant Accounting Policies (continued)

Share-based payments (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

3. Significant Accounting Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 主要會計政策概要 (續)

以股份為基礎的付款 (續)

倘若以權益結算的購股權被註銷，應被視為已於註銷日期歸屬，任何尚未確認的授予購股權的開支，均須即時確認。這包括在本集團或其僱員控制內的非歸屬條件並未達成的任何購股權。然而，若授予新購股權代替已註銷的購股權，並於授出日期指定為替代購股權，則已註銷之購股權及新購股權，誠如前段所述，均應被視為原購股權的變更。所有已註銷的以權益結算的交易報酬均獲公平處理。

計算每股盈利時，尚未行使購股權之攤薄效應則反映為額外股份攤薄。

3. 主要會計估計

本集團財務報表的編製需要管理層作出影響收益、開支、資產及負債呈報金額的判斷、估計及假設，並需作出相應披露及披露或有負債。然而，該等假設及估計不明朗因素會導致未來須對受影響資產或負債的賬面值進行重大調整。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

3. Significant Accounting Estimates *(continued)*

Estimation uncertainty

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

(i) *Impairment of trade receivables*

Impairment of trade receivables is made based on an assessment of the recoverability of trade receivables. The identification of doubtful debts requires management's judgement and estimates. Provision is made when there is objective evidence that the Group will not be able to collect the debts. Where the actual outcome or future expectation is different from the original estimate, such differences will impact the carrying value of the receivables, doubtful debt expenses and write-back of impairment of trade receivables in the period in which such estimate has been changed.

(ii) *Impairment of property, plant and equipment*

The carrying value of property, plant and equipment is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The recoverable amount of an asset, or, where appropriate, the cash-generating unit to which it belongs, is calculated as the higher of its fair value less costs to sell and value in use. Estimating the value in use requires the Group to estimate future cash flows from the cash-generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

3. 主要會計估計 (續)

估計不明朗因素

下文討論有關未來的主要假設及於申報日期估計不明朗因素的其他主要來源，該等因素於下個財政年度極有可能會導致資產及負債賬面值作出重大調整。

(i) *貿易應收款項的減值*

貿易應收款項的減值乃根據對貿易應收款項的可收回性作出評估。分辨呆賬需要管理層作出判斷及估計。當有客觀證據顯示本集團無法收回債項時，將會作出撥備。倘實際結果或進一步的預期有別於原先估計，則有關差額將對估計變更期間的應收款項的賬面值、貿易應收款項的減值的呆賬開支及撥回有所影響。

(ii) *物業、廠房及設備的減值*

當出現任何事件或情況發生變化，顯示物業、廠房及設備的賬面值有可能不可收回時，則會就減值進行評估。資產的可收回款項或(如適用)其所屬的現金產生單位乃根據其公允價值減銷售成本及使用價值的較高者計算。評估使用價值需要本集團評估來自現金產生單位的未來現金流量，以及選擇合適的貼現率，以計算該等現金流量的現值。

3. Significant Accounting Estimates *(continued)*

Estimation uncertainty *(continued)*

(iii) *Useful lives of property, plant and equipment*

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations, competitor actions in response to severe industry cycles or unforeseeable change in legal enforcement rights in future. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

(iv) *Useful lives of intangible assets*

The Group determines the estimated useful lives and related amortisation charges for its intangible assets. This estimate is based on the historical experience of the actual useful life of intangible assets of similar functions. It could change significantly as a result of technical innovations. Management reassesses the useful lives at each reporting date.

(v) *Net realisable value of inventories*

Net realisable value of an inventory is the estimated selling price in the ordinary course of business, less estimated costs to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience of selling products of a similar nature which could change significantly as a result of competitor actions. Management reassesses these estimates at each reporting date.

3. 主要會計估計 *(續)*

估計不明朗因素 *(續)*

(iii) *物業、廠房及設備的可使用年期*

本集團釐定物業、廠房及設備的估計可使用年期及相關折舊支出。該估計基於性質及功能相若的物業、廠房及設備的實際可使用年期的過往經驗而作出，或會因技術革新、競爭對手因應嚴峻的行業周期作出相應行動或日後合法執行權出現不可預見的變更而有大幅改動。管理層會於可使用年期較原先估計為短時增加折舊支出，或會撇銷或撇減技術陳舊或已廢棄或出售的非策略資產。

(iv) *無形資產的可使用年期*

本集團釐定其無形資產的估計可使用年期及相關攤銷支出。此等估計乃基於功能相若的無形資產的實際可使用年期的過往經驗而作出，或會因技術創新而發生重大改變。管理層會於各報告日期重估可使用年期。

(v) *存貨的可變現淨值*

存貨的可變現淨值指日常業務中的估計售價減估計完成及處置的成本。該等估計乃基於當時市況及出售同類產品的過往經驗，或會因競爭對手的行動而重大改變。管理層會於各報告日期重估該等估計。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

3. Significant Accounting Estimates (continued)

Estimation uncertainty (continued)

(vi) Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses at 31 December 2012 was RMB60,928,000 (2011: nil.). Further details are contained in note 28 to the financial statements.

(vii) Valuation of share options

As described in note 30 to the financial statements, the Company has engaged an independent professionally qualified valuer to assist in the valuation of the share options granted during the reporting period. The fair value of options granted under the share option scheme is determined using the binomial lattice model. The significant inputs into the model were the weighted average share price at the grant date, risk-free interest rate, exercise price, expected volatility of the underlying shares, expected dividend yield and expected life of options.

(viii) Development costs

Development costs are capitalised in accordance with the accounting policy for research and development costs in note 2.4 to the financial statements. Determining the amounts to be capitalised requires management to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits. At 31 December 2012, the best estimate of the carrying amount of capitalised development costs was RMB56,526,000 (2011: RMB25,031,000).

3. 主要會計估計 (續)

估計不明朗因素 (續)

(vi) 遞延稅項資產

倘有應課稅溢利可動用作可扣稅暫時差額，以及有可供動用的未動用稅項抵免及未動用稅項虧損結轉，則會就所有可扣稅暫時差額確認遞延稅項資產。釐定可確認的遞延稅項資產金額需要管理層依據日後應課稅溢利的時間與水平及日後稅務規劃策略作出重大判斷。於二零一二年十二月三十一日未確認的稅項虧損金額為人民幣60,928,000元(二零一一年：無)。進一步詳情載於財務報表附註28內。

(vii) 購股權的估值

誠如財務報表附註30所述，本公司已委聘獨立專業合資格估值師協助評估於報告期間內授出的購股權的價值。根據首次公開發售前購股權計劃授出的購股權公允價值，乃採用二項式點陣模型釐定。該模型計入的主要項目是授出日期的加權平均股價、無風險利率、行使價、預期相關股份波幅、預期股息率及預期購股權年期。

(viii) 開發成本

開發成本按照財務報表附註2.4所載有關研究及開發成本的會計政策撥充資本。釐定資本化的數額需管理層對該資產預計日後產生的現金、適用的折現率及預計產生利益期限等作出假設。於二零一二年十二月三十一日，管理層對撥充資本的開發成本賬面值作出的最佳評計為人民幣56,526,000元(二零一一年：人民幣25,031,000元)。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

4. Particulars of Companies Comprising the Group

As at the year end, the Company had direct or indirect interests in the following principal subsidiaries:

4. 組成本集團的公司的詳情

於本年度末，本公司於以下主要附屬公司有直接或間接權益：

Subsidiaries 附屬公司	Date of incorporation/ registration 成立/註冊日期	Place of incorporation and registration/ operations 成立及註冊/ 營運地點	Issued and paid-up capital 已發行及 繳足資本	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Leoch Battery (Jiangsu) Corp. ("Jiangsu Leoch") 江蘇理士電池有限公司 (「江蘇理士」)	11 March 2003 二零零三年 三月十一日	PRC 中國	US\$39,245,211 39,245,211美元	-	100	Investment holding and manufacture and sale of lead-acid batteries 投資控股、製造和銷售 鉛酸蓄電池
Zhaoqing Leoch Battery Technology Co., Ltd. ("Zhaoqing Leoch") 肇慶理士電源技術有限公司 (「肇慶理士」)	9 May 2005 二零零五年 五月九日	PRC 中國	US\$34,365,975 34,365,975美元	-	100	Manufacture and sale of lead-acid batteries 製造和銷售鉛酸蓄電池
Anhui Leoch Battery Technology Corp. ("Anhui Leoch Battery") 安徽理士電池技術有限公司 (「安徽理士電池」)	26 July 2006 二零零六年 七月二十六日	PRC 中國	US\$10,001,455 10,001,455美元	-	100	Manufacture and sale of lead-acid batteries 製造和銷售鉛酸蓄電池
Shenzhen Leoch Battery Technology Co., Ltd. ("Shenzhen Leoch") 深圳理士奧電源技術有限公司 (「深圳理士」)	26 April 1999 一九九九年 四月二十六日	PRC 中國	RMB20,000,000 人民幣20,000,000元	-	100	Investment holding and manufacture and sale of lead-acid batteries 投資控股、製造和銷售 鉛酸蓄電池
Dongguan Leoch Battery Technology Co., Ltd. ("Dongguan Leoch") 東莞市理士奧電源技術有限公司 (「東莞理士」)	27 November 2002 二零零二年 十一月二十七日	PRC 中國	RMB3,500,000 人民幣3,500,000元	-	100	Manufacture and sale of lead-acid batteries 製造和銷售鉛酸蓄電池

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

4. Particulars of Companies Comprising the Group (continued)

4. 組成本集團的公司的詳情 (續)

Subsidiaries 附屬公司	Date of incorporation/ registration 成立/註冊日期	Place of incorporation and registration/ operations 成立及註冊/ 營運地點	Issued and paid-up capital 已發行及 繳足資本	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Kinetic Growth International Limited ("Kinetic Growth") 繼增國際有限公司(「繼增」)	11 January 2008 二零零八年 一月十一日	Hong Kong 香港	HK\$2 2港元	-	100	Sale of lead-acid batteries 銷售鉛酸蓄電池
Leoch Battery Corporation ("Leoch Battery Corp.") (「Leoch Battery Corp.」)	17 June 2003 二零零三年 六月十七日	USA 美國	US\$200,000 200,000美元	-	100	Sale of lead-acid batteries 銷售鉛酸蓄電池
Leoch Power Supply (H.K.) Limited ("Leoch Power Supply") 理士電源(香港)有限公司 (「理士電源」)	18 August 2004 二零零四年 八月十八日	Hong Kong 香港	HK\$12,000,000 12,000,000港元	-	100	Investment holding and sale of lead-acid batteries 投資控股以及銷售鉛酸蓄 電池
Honour Label Investments Limited ("Honour Label") (「Honour Label」)	28 February 2005 二零零五年 二月二十八日	BVI 英屬處女群島	US\$1 1美元	-	100	Investment holding 投資控股
Peak Year Investments Limited ("Peak Year") (「Peak Year」)	25 January 2007 二零零七年 一月二十五日	BVI 英屬處女群島	US\$1 1美元	-	100	Investment holding 投資控股
Shieldon International Limited ("Shieldon") (「Shieldon」)	19 January 2007 二零零七年 一月十九日	BVI 英屬處女群島	US\$1 1美元	-	100	Investment holding 投資控股
Leoch Battery Company Limited ("Leoch Battery Company") (「Leoch Battery Company」)	25 April 2007 二零零七年 四月二十五日	Hong Kong 香港	HK\$1,000,000 1,000,000港元	-	100	Investment holding and sale of lead-acid batteries 投資控股以及銷售鉛酸蓄 電池

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

4. Particulars of Companies Comprising the Group (continued)

4. 組成本集團的公司的詳情 (續)

Subsidiaries 附屬公司	Date of incorporation/ registration 成立/註冊日期	Place of incorporation and registration/ operations 成立及註冊/ 營運地點	Issued and paid-up capital 已發行及 繳足資本	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Nanjing Leoch Battery Technology Co., Ltd. ("Nanjing Leoch") 南京理士奧電源技術有限公司 (「南京理士」)	15 March 2006 二零零六年 三月十五日	PRC 中國	RMB300,000 人民幣300,000元	-	100	Sale of lead-acid batteries 銷售鉛酸蓄電池
Beijing Leoch Engineering Technology Co., Ltd. ("Beijing Leoch") 北京理士奧電源技術有限公司 (「北京理士」)	14 December 2004 二零零四年 十二月十四日	PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100	Sale of lead-acid batteries 銷售鉛酸蓄電池
Kunming Leoch Engineering Technology Co., Ltd. ("Kunming Leoch") 昆明理士奧工程技術有限公司 (「昆明理士」)	25 May 2006 二零零六年 五月二十五日	PRC 中國	RMB500,000 人民幣500,000元	-	100	Sale of lead-acid batteries 銷售鉛酸蓄電池
Xining Leoch Engineering Technology Co., Ltd. ("Xining Leoch") 西寧理士奧工程技術有限公司 (「西寧理士」)	25 November 2006 二零零六年 十一月二十五日	PRC 中國	RMB700,000 人民幣700,000元	-	100	Sale of lead-acid batteries 銷售鉛酸蓄電池
Leoch Battery Shenzhen Corp. ("Shenzhen Leoch Battery") 深圳理士電池技術有限公司 (「深圳理士電池」)	27 September 2007 二零零七年 九月二十七日	PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100	Sale of lead-acid batteries 銷售鉛酸蓄電池
Catherine Holdings International Company Limited ("Catherine Holdings") (「Catherine Holdings」)	3 May 2010 二零一零年 五月三日	BVI 英屬處女群島	US\$6 6美元	100	-	Investment holding 投資控股

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

4. Particulars of Companies Comprising the Group (continued)

4. 組成本集團的公司的詳情 (續)

Subsidiaries 附屬公司	Date of incorporation/ registration 成立/註冊日期	Place of incorporation and registration/ operations 成立及註冊/ 營運地點	Issued and paid-up capital 已發行及 繳足資本	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Leoch Battery Pte. Ltd. ("Leoch Battery Pte.") ([Leoch Battery Pte.])	5 April 2010 二零一零年 四月五日	Singapore 新加坡	SG\$510,700 510,700新加坡元	-	100	Sale of lead-acid batteries 銷售鉛酸蓄電池
Anhui Leoch Power Supply Corp. ("Anhui Leoch Power") ⁽¹⁾ 安徽理士電源技術有限公司 ([安徽理士電源]) ⁽¹⁾	26 October 2010 二零一零年 十月二十六日	PRC 中國	HK\$228,884,957 228,884,957港元	-	100	Manufacture and sale of lead-acid batteries 製造和銷售鉛酸蓄電池
Leoch Lanka (Private) Ltd. ("Leoch Lanka") ⁽²⁾ ([Leoch Lanka]) ⁽²⁾	25 January 2012 二零一二年 一月二十五日	Sri Lanka 斯里蘭卡	US\$5,232,271 5,232,271美元	-	100	Manufacture and sale of lead-acid batteries 製造和銷售鉛酸蓄電池

Notes:

附註：

- (1) The additional capital injection into Anhui Leoch Power by the Company amounted to HK\$51,568,226 in 2012, and the related capital verification report was issued by Anhui Shicheng Certified Public Accountants ("安徽世誠會計師事務所").
- (2) The increase of capital injection into Leoch Lanka amounted to US\$5,232,271 by Leoch Investment (Singapore) Pte. Ltd. was completed on 26 December 2012.

- (1) 二零一二年，本公司向安徽理士電源增加注資51,568,226港元，有關資本核實報告已由安徽世誠會計師事務所頒發。
- (2) Leoch Investment (Singapore) Pte. Ltd.向Leoch Lanka增加注資5,232,271美元，已於二零一二年十二月二十六日完成。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length. Details of investments in subsidiaries are listed in note 18 below.

上表載列之本公司附屬公司乃董事認為對本年度業績具主要影響或構成本集團資產淨值重要組成部分之附屬公司。董事認為詳列其他附屬公司之資料會使篇幅過於冗長。於附屬公司之投資詳列於下文附註18內。

31 December 2012
截至二零一二年十二月三十一日止年度

5. Operating Segment Information

The Group is engaged in the manufacture and sale of lead-acid batteries. For management purposes, the Group operates in one business unit based on its products, and has one reportable segment which is the manufacture and sale of lead-acid batteries.

No operating segments have been aggregated to form the above reportable operating segment.

Geographical information

(a) Revenue from external customers

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Mainland China	中國大陸	1,463,502	1,552,594
European Union	歐盟	630,286	522,283
United States of America	美國	508,867	489,453
Other Asian countries/areas	其他亞洲國家／地區	456,675	486,044
Other countries	其他國家	188,656	113,682
		3,247,986	3,164,056

The revenue information above is based on the location of the customers.

(b) Non-current assets

All significant operating assets of the Group are located in Mainland China. Accordingly, no geographical information of segment assets is presented.

Information about a major customer

During the year ended 31 December 2012, there was no revenue from a single customer (2011: one customer: RMB362,155,000) exceeding 10% of the Group's total revenue for the year.

5. 經營分部資料

本集團從事製造和銷售鉛酸蓄電池業務。為管理目的，本集團根據其產品經營一個業務單位，故有一個報告分部，即製造及銷售鉛酸蓄電池。

並無合計經營分部以組成上述的報告經營分部。

地區資料

(a) 來自外部客戶的收益

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Mainland China	中國大陸	1,463,502	1,552,594
European Union	歐盟	630,286	522,283
United States of America	美國	508,867	489,453
Other Asian countries/areas	其他亞洲國家／地區	456,675	486,044
Other countries	其他國家	188,656	113,682
		3,247,986	3,164,056

上文的收益資料乃基於客戶的地點分析。

(b) 非流動資產

本集團所有重要的營運資產均位於中國大陸。因此並無呈列分部資產的地區資料。

有關主要客戶的資料

截至二零一二年十二月三十一日止年度，概無向任何一名客戶作出的銷售收益(二零一一年：一名客戶為人民幣362,155,000元)超出本集團年內總收益的10%。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

6. Revenue, Other Income and Gains

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold. An analysis of revenue, other income and gains is as follows:

6. 收益、其他收入及盈利

收益，亦即本集團的營業額，為所售貨物的淨發票值。有關收益、其他收入及盈利的分析如下：

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Revenue	收益		
Sale of goods	銷售貨物	3,247,986	3,164,056
Other income and gains	其他收入及收益		
Rental income	租金收益	181	58
Bank interest income	銀行利息收益	21,366	17,976
Government grants	政府補貼	12,418	36,239
Sale of scrap materials	銷售廢料	448	4,159
Exchange gains, net	匯兌收益，淨額	1,687	7,642
Fair value gains, net	公允價值收益，淨額		
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	2,164	-
Equity investments at fair value through profit or loss	按公允價值計入損益的權益性投資	86	-
Others	其他	5,103	4,804
		43,453	70,878

Various government grants represented cash payments and subsidies by the local finance bureau to the Group as an encouragement to its investment and technological innovation. There are no unfulfilled conditions or contingencies relating to such subsidies.

各種政府補貼乃指地方財務部給予本集團的現金款項及補貼，以鼓勵投資及技術創新。概無有關該補貼的未獲達成條件或或然事項。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

7. Profit Before Tax

The Group's profit before tax is arrived at after charging:

7. 稅前溢利

本集團的稅前溢利乃經扣除以下項目後計算：

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Cost of inventories sold	所售存貨成本	2,327,140	2,232,196
Employee benefit expense (including directors' remuneration as set out in note 9)	僱員福利開支 (包括附註9所載的 董事酬金):		
Wages and salaries	薪酬及工資	396,498	381,192
Performance related bonuses	績效掛鉤花紅	1,186	1,689
Equity-settled share option expenses	以權益結算購股權開支	13,740	11,546
Retirement benefit scheme contributions	退休福利計劃供款	23,671	39,759
		435,095	434,186
Research and development costs	研發成本	93,817	66,730
Fair value (gains) losses from financial assets and equity investments carried at fair value through profit or loss*	金融資產及公允價值變動計入 損益的權益性投資的公允價 值變動(收益)虧損*	(2,250)	218
Auditors' remuneration	核數師酬金	2,137	2,092
Depreciation of property, plant and equipment (note 15)	物業、廠房及設備折舊 (附註15)	97,959	61,887
Amortisation of prepaid land lease payments (note 16)	預付土地租賃款攤銷 (附註16)	1,331	1,425
Amortisation of intangible assets** (note 17)	無形資產攤銷** (附註17)	4,729	469
Impairment of (Reversal of impairment of) trade receivables (note 21)	貿易應收款項減值 (減值撥回) (附註21)	7,727	(1,386)
Minimum lease payments under operating leases	經營租賃下的最低租賃付款	7,355	7,007
Exchange gains, net	匯兌收益，淨額	(1,687)	(7,642)
Losses on disposal of items of property, plant and equipment	處置物業、廠房及設備項目 的虧損	800	5,611

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

7. Profit Before Tax (continued)

* The fair value (gains) losses from financial assets and equity investments carried at fair value through profit or loss are included in “Other income and gains” and “Other expenses” respectively in the consolidated statement of comprehensive income.

** The amortisation of intangible assets is included in “Administrative expenses” and “Cost of sales” in the consolidated statement of comprehensive income.

7. 稅前溢利(續)

* 金融資產及公允價值變動計入損益的權益性投資的公允價值變動(收益)虧損分別包含在綜合全面收益表中的「其他收入及收益」及「其他開支」。

** 無形資產的攤銷包含在綜合全面收益表中的「行政開支」及「銷售成本」。

8. Finance Costs

An analysis of finance costs is as follows:

8. 財務成本

財務成本分析如下：

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Interest on bank borrowings	銀行借貸利息	51,170	41,872
Interest arising from discounted bills	貼現票據產生的利息	30,280	4,090
		81,450	45,962
Less: Interest capitalised	減：已資本化利息	(18,600)	(16,834)
		62,850	29,128

31 December 2012
截至二零一二年十二月三十一日止年度

9. Directors' Remuneration

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

9. 董事酬金

根據《上市規則》及香港公司條例第161條披露之董事之年內酬金詳情如下：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Fees	袍金	294	300
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,603	1,667
Performance related bonuses*	績效掛鉤花紅*	1,186	909
Equity-settled share option expenses**	以權益結算購股權開支**	698	814
Retirement benefit scheme contributions	退休福利計劃供款	17	18
		3,798	3,708

* One executive director of the Company is entitled to bonus payment which is determined at a percentage of the profit after tax of the Group.

** During the years 2010 and 2011, two executive directors and three independent non-executive directors were respectively granted share options, in respect of their services to the Group, under the pre-IPO share option scheme and share option scheme of the Company respectively, further details of which are set out in note 30. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the year ended 31 December 2012 is included in the above directors' remuneration disclosure.

* 本公司一名執行董事獲取按佔本集團除稅後溢利之百分比釐定之花紅。

** 二零一零年及二零一一年度內，兩名執行董事及三名獨立非執行董事因其向本集團提供之服務而分別根據本公司首次公開發售前之購股權計劃及購股權計劃獲授購股權，其進一步詳情載於附註30。該等購股權之公允價值已於歸屬期間在損益表中確認，並於授出日釐定，而截至二零一二年十二月三十一日止年度在財務報表中所計入之金額，已計入上文董事酬金披露中。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

9. Directors' Remuneration (continued)

9. 董事酬金 (續)

(a) Independent non-executive directors

(a) 獨立非執行董事

The fees paid to independent non-executive directors during the year were as follows:

年內向獨立非執行董事支付之袍金如下：

		Salaries, allowances and benefits Fees 薪金、津貼及 袍金 RMB'000 人民幣千元	Performance related bonuses 績效掛鉤花紅 RMB'000 人民幣千元	Equity- settled share option expenses 以權益結算 購股權開支 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利 計劃供款 RMB'000 人民幣千元	Total remuneration 薪酬總額 RMB'000 人民幣千元
2012	二零一二年					
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>					
Mr. An Wenbin	安文彬先生	98	-	127	-	225
Mr. Liu Yangsheng	劉陽生先生	98	-	127	-	225
Mr. Cao Yixiong Alan	曹亦雄先生	98	-	127	-	225
		294	-	381	-	675

31 December 2012
截至二零一二年十二月三十一日止年度

9. Directors' Remuneration (continued) 9. 董事酬金(續)

(a) Independent non-executive directors (continued)

(a) 獨立非執行董事(續)

		Salaries, allowances and benefits Fees 薪金、津貼及 袍金 RMB'000 人民幣千元	Performance related bonuses 績效掛鉤花紅 RMB'000 人民幣千元	Equity- settled share option expenses 以權益結算 購股權開支 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利 計劃供款 RMB'000 人民幣千元	Total remuneration 薪酬總額 RMB'000 人民幣千元
2011	二零一一年					
Independent non-executive directors:	獨立非執行董事：					
Mr. An Wenbin	安文彬先生	100	-	15	-	115
Mr. Liu Yangsheng	劉陽生先生	100	-	15	-	115
Mr. Cao Yixiong Alan	曹亦雄先生	100	-	15	-	115
		300	-	45	-	345

During the year 2011, all the three independent directors were granted share options, in respect of their services to the Group, further details of which are set out in note 30. The fair value of such options which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the year ended 31 December 2012 is included in the above directors' remuneration disclosure.

There were no other emoluments payable to the independent non-executive directors during the year (2011: Nil).

二零一一年度內，所有三名獨立董事因其向本集團提供之服務而獲授購股權，其進一步詳情載於附註30。該等購股權之公允價值已於歸屬期間在損益表中確認，並於授出日釐定，而截至二零一二年十二月三十一日止年度在財務報表中所計入之金額，已計入上文董事酬金披露中。

年內並無向獨立非執行董事支付其他酬金(二零一一年：無)。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

9. Directors' Remuneration (continued) 9. 董事酬金 (續)

(b) Executive directors

(b) 執行董事

		Salaries, allowances and benefits Fees 薪金、津貼及 袍金 RMB'000 人民幣千元	Performance related bonuses 績效掛鉤花紅 RMB'000 人民幣千元	Equity- settled share option expenses 以權益結算 購股權開支 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利 計劃供款 RMB'000 人民幣千元	Total remuneration 薪酬總額 RMB'000 人民幣千元
2012	二零一二年					
<i>Executive directors:</i> 執行董事:						
Mr. Dong Li	董李先生	-	550	-	11	561
Ms. Zhao Huan	趙歡女士	-	296	-	6	461
Mr. Philip Armstrong Noznesky	Philip Armstrong Noznesky先生	-	757	1,186	158	2,101
		-	1,603	1,186	317	3,123
2011	二零一一年					
<i>Executive directors:</i> 執行董事:						
Mr. Dong Li	董李先生	-	550	-	11	561
Ms. Zhao Huan	趙歡女士	-	319	-	7	736
Mr. Philip Armstrong Noznesky	Philip Armstrong Noznesky先生	-	798	909	359	2,066
		-	1,667	909	769	3,363

31 December 2012
截至二零一二年十二月三十一日止年度

9. Directors' Remuneration (continued)

(b) Executive directors (continued)

There was no arrangement under which a director waived or agreed to waive any remuneration during the year ended 31 December 2012 and no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

10. Five Highest Paid Employees

The five highest paid employees during the year included two (2011: two) directors, details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining three (2011: three) non-director, highest paid employees are as follows:

9. 董事酬金(續)

(b) 執行董事(續)

截至二零一二年十二月三十一日止年度，概無任何有關董事或行政總裁放棄或同意放棄任何酬金的安排，本集團亦無向董事支付任何酬金作為加入本集團或加入本集團時的獎勵或離職的補償。

10. 五名最高薪酬僱員

年內五名最高薪酬僱員中，包括兩名董事（二零一一年：兩名），其薪酬詳情載於上文附註9。年內，其餘三名（二零一一年：三名）非董事之最高薪酬僱員的薪酬詳情如下：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,816	1,817
Equity-settled share option expenses	以權益結算購股權開支	1,010	1,169
Retirement benefit scheme contributions	退休福利計劃供款	21	21
		2,847	3,007

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

10. Five Highest Paid Employees

(continued)

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

		Number of employees 僱員人數	
		2012 二零一二年	2011 二零一一年
Nil to RMB1,000,000	零元至人民幣1,000,000元	3	3
		3	3

During the year, no highest paid individuals waived or agreed to waive any emoluments and no emoluments were paid by the Group to the non-director, highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

11. Income Tax

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

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in this jurisdiction.

The subsidiaries, Honour Label, Peak Year, Sheldon, Catherine Holdings, which were incorporated in the British Virgin Islands are not subject to income tax as such subsidiaries do not have a place of business (other than a registered office only) or carry on any business in the British Virgin Islands.

10. 五名最高薪酬僱員 (續)

薪酬屬下列範圍之非董事的最高薪酬僱員人數如下：

		Number of employees 僱員人數	
		2012 二零一二年	2011 二零一一年
Nil to RMB1,000,000	零元至人民幣1,000,000元	3	3
		3	3

於本年度，概無任何最高薪酬人士放棄或同意放棄任何酬金，本集團亦無向非董事最高薪酬人士支付任何酬金作為加入本集團或加入本集團時的獎勵或離職的補償。

11. 所得稅

本集團須就本集團成員公司在所在及經營的司法管轄區按實體基準產生的溢利繳付所得稅。

根據開曼群島的規則及規例，本公司毋須於該司法管轄區繳納任何所得稅。

由於在英屬處女群島註冊成立的附屬公司(Honour Label, Peak Year, Sheldon及Catherine Holdings)於英屬處女群島並無擁有營業地點(註冊辦事處除外)或經營任何業務，因此該等附屬公司無須繳納所得稅。

11. Income Tax (continued)

Leoch Battery Corp., incorporated in the United States, is subject to corporate income tax in the United States. The applicable federal corporate income tax rate is in the range of 15%-35% on taxable income.

The provision for Hong Kong current tax is based on the statutory rate of 16.5% of the assessable profits of the subsidiaries incorporated in Hong Kong, i.e. Leoch Power Supply and Leoch Battery Company. No provision for Hong Kong profits tax has been made by Kinetic Growth as it did not carry on any business in Hong Kong and had no assessable profits arising in or derived from Hong Kong during the year. The operations of Kinetic Growth were carried out in the PRC by the PRC subsidiaries of the Group. Such arrangement may have PRC tax exposures. The relevant potential PRC income tax provision has been recognised by the Group by way of allocating the profits of Kinetic Growth to the respective PRC subsidiaries based on the total cost of goods purchased by Kinetic Growth from each PRC subsidiaries. The Group is in the process of moving Kinetic Growth's operation gradually to Leoch Battery Pte. The Singapore authority approved Leoch Battery Pte's application for the Global Trader Programme status on 2 August 2011. The provision for Leoch Singapore Pte's current income tax is based on the tax rate of 10%.

The provision for PRC current income tax is based on the statutory rate of 25% of the assessable profits of the Group as determined in accordance with the new PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008, except for certain subsidiaries of the Group in the PRC which are charged for tax at preferential rates.

11. 所得稅(續)

Leoch Battery Corp乃於美國註冊成立，須於美國繳納企業所得稅。就應課稅收益而言，適用的聯邦企業所得稅率介乎15%至35%。

香港即期稅項的撥備，是就於香港註冊成立的附屬公司，即理士電源及Leoch Battery Company的應課稅溢利，按法定稅率16.5%計算。由於繼增並無於香港從事任何業務，且於本年度內並無於香港產生或賺取任何應課稅溢利，故其並無提取香港利得稅撥備。繼增的業務乃由本集團的中國附屬公司在中國經營。該等安排可能會面臨中國稅務風險。本集團已按繼增向每家中國附屬公司採購貨品的總成本，向各中國附屬公司分配繼增的溢利，藉以確認相關潛在中國所得稅撥備。本集團正逐步將繼增的業務轉予Leoch Battery Pte。新加坡當局於二零一一年八月二日批准Leoch Battery Pte有關環球貿易商地位的申請。Leoch Singapore Pte即期所得稅乃按稅率10%計提撥備。

除本集團於中國的若干附屬公司獲稅務優惠外，中國即期所得稅撥備乃根據中國企業所得稅法(於二零零八年一月一日獲批准及生效)按本集團的應課稅溢利以25%的法定稅率計算。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

11. Income Tax (continued)

In accordance with the relevant income tax laws and regulations of the PRC for manufacturing enterprises, Anhui Leoch Battery and Zhaoqing Leoch were exempted from corporate income tax ("CIT") for first two years of operation and were entitled to a 50% reduction in the PRC CIT for the subsequent three years ("CIT Exemption"). The year ended 31 December 2012 was the fifth year of tax exemption for Anhui Leoch Battery and Zhaoqing Leoch.

Pursuant to the transitional arrangement under the new PRC Corporate Income Tax Law, the income tax rate applicable to Shenzhen Leoch will be gradually increased from the rate of 18% to the unified rate of 25% over five years commencing from year 2008. Jiangsu Leoch was recognised as a high-tech enterprise by the PRC tax authority in 2012 with an effective period of three years and was entitled to a 15% CIT rate for year 2012.

The major components of income tax charge for the year are as follows:

11. 所得稅(續)

根據有關製造企業的相關中國所得稅法例及規例，安徽理士電池及肇慶理士於首個獲利年度起兩年獲豁免繳納企業所得稅(「企業所得稅」)，並於其後三年獲減免中國企業所得稅50%(「企業所得稅減免」)。截至二零一二年十二月三十一日止年度為安徽理士電池和肇慶理士第五年享有企業所得稅減免的年度。

根據新中國企業所得稅法的過渡性安排，適用於深圳理士的所得稅率將於二零零八年起計的五年起逐步由18%增至25%的統一稅率。與此同時，江蘇理士於二零一二年獲中國稅務當局確認為高新科技企業，有效年期為三年，故二零一二年的企業所得稅率為15%。

於本年度主要的企業所得稅支出如下：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Group:	本集團：		
Current – PRC	即期稅項－中國	17,185	37,872
Current – Hong Kong	即期稅項－香港	6,797	5,396
Current – Singapore	即期稅項－新加坡	12,749	3,784
Current – US	即期稅項－美國	2,845	410
Deferred tax (note 28)	遞延稅項(附註28)	(34,723)	(2,816)
Total tax charge for the year	年內稅項支出總額	4,853	44,646

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

11. Income Tax (continued)

A reconciliation of the income tax expense applicable to profit before tax at the statutory rates for the country in which the Company and the majority of its subsidiaries are domiciled (i.e., PRC) to the tax expense at effective tax rates is as follows:

11. 所得稅(續)

適用於稅前溢利的所得稅開支按本公司及其大部分附屬公司註冊所在國家(即中國)的法定稅率與按實際稅率計算的稅項支出的對賬如下:

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Profit before tax	稅前溢利	76,515	328,266
Applicable tax rate of the Group	本集團的適用稅率	25%	25%
Tax at the applicable tax rate	按適用稅率計算的稅項	19,129	82,067
Tax concession for certain subsidiaries	若干附屬公司的稅務優惠	(37,307)	(45,898)
Income not subject to tax	不計稅收入	(2,501)	(4,188)
Expenses not deductible for tax	不可扣稅開支	10,715	9,979
Tax losses not recognised	未確認稅項虧損	14,817	2,686
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項支出	4,853	44,646

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

12. Profit Attributable to Owners of the Company

The consolidated profit attributable to owners of the parent for the year ended 31 December 2012 includes a profit of RMB680,000 (2011: a loss of RMB40,534,000) which has been dealt with in the financial statements of the Company (note 32(b)).

12. 本公司擁有人應佔溢利

截至二零一二年十二月三十一日止年度，母公司擁有人應佔綜合溢利包括人民幣680,000元(二零一一年：虧損人民幣40,534,000元)的溢利，已於本公司財務報表作出處理(附註32(b))。

13. Dividends

13. 股息

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Interim – 1.43 HK cents (2011: 3.3 HK cents) per share	中期－每股1.43港仙 (二零一一年：3.3港仙)	15,503	35,953
Special dividend – 3.57 HK cents (2011: nil) per share	特別股息－每股3.57港仙 (二零一一年：無)	38,703	–
Final – Nil (2011: 1.6 HK cents) per share	末期－無 (二零一一年：1.6港仙)	–	21,332
		54,206	57,285

31 December 2012

截至二零一二年十二月三十一日止年度

14. Earnings Per Share Attributable to Ordinary Equity Holders of the Company

The calculation of basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 1,335,299,269 (2011: 1,333,334,000) in issue during the year.

The calculation of diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

14. 本公司普通權益持有人應佔每股盈利

每股基本盈利金額乃按本公司普通權益持有人應佔溢利及年內已發行股份加權平均數1,335,299,269股(二零一一年: 1,333,334,000股)股份為基準計算。

每股攤薄盈利金額乃按本公司普通權益持有人應佔溢利為基準計算。計算所用的普通股加權平均數指年內已發行股份數目(與計算每股基本盈利所用者相同), 以及假設於視為零代價行使全部具攤薄潛力普通股並兌換為普通股時應予發行普通股的加權平均數。

計算每股基本及攤薄盈利的依據如下:

Earnings	盈利	2012	2011
		二零一二年	二零一一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit attributable to ordinary equity holders of the Company, used in the basic and diluted earnings per share	用於計算每股基本及攤薄盈利之本公司普通權益持有人應佔溢利	71,662	283,620

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

14. Earnings Per Share Attributable to Ordinary Equity Holders of the Company (continued)

14. 本公司普通權益持有人應佔每股盈利(續)

Shares	股份	Number of shares 股份數目 2012 二零一二年	Number of shares 股份數目 2011 二零一一年
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利之年內已發行普通股加權平均數	1,355,299,269	1,333,334,000
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄影響 – 普通股加權平均數：購股權	9,399,950	24,899,484
		1,344,699,219	1,358,233,484

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

15. Property, Plant and Equipment 15. 物業、廠房及設備

		Group 本集團							
		Buildings	Plant and machinery	Office equipment	Motor vehicles	Tooling and equipment	Construction in progress	Total	
		樓宇	廠房及機器	辦公室設備	汽車	工具及設備	在建工程	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Cost:	成本：								
At 31 December 2011 and 1 January 2012	於二零一一年 十二月三十一日及 二零一二年一月一日		263,632	515,312	23,694	23,698	109,424	503,939	1,439,699
Additions	增添	56,146	109,783	1,170	4,120	13,171	504,762	689,152	
Transfers	轉撥	173,457	118,453	32	-	202	(292,144)	-	
Disposals	處置	-	(3,422)	(224)	(564)	(913)	-	(5,123)	
Exchange realignment	匯兌調整	16	-	-	-	-	-	16	
At 31 December 2012	於二零一二年 十二月三十一日	493,251	740,126	24,672	27,254	121,884	716,557	2,123,744	
Accumulated depreciation and impairment:	累積折舊及減值：								
At 31 December 2011 and 1 January 2012	於二零一一年 十二月三十一日及 二零一二年一月一日	(36,422)	(125,224)	(10,839)	(9,477)	(28,056)	-	(210,018)	
Depreciation charge for the year	年內折舊支出	(17,017)	(52,122)	(4,180)	(3,712)	(20,928)	-	(97,959)	
Disposals	處置	-	749	110	238	495	-	1,592	
Exchange realignment	匯兌調整	(17)	-	-	-	-	-	(17)	
At 31 December 2012	於二零一二年 十二月三十一日	(53,456)	(176,597)	(14,909)	(12,951)	(48,489)	-	(306,402)	
Net carrying amount:	賬面淨值：								
At 31 December 2012	於二零一二年 十二月三十一日	439,795	563,529	9,763	14,303	73,395	716,557	1,817,342	

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

15. Property, Plant and Equipment 15. 物業、廠房及設備 (續)

(continued)

		Group 本集團						
		Buildings	Plant and machinery	Office equipment	Motor vehicles	Tooling and equipment	Construction in progress	Total
		樓宇	廠房及機器	辦公室設備	汽車	工具及設備	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost:	成本：							
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及二零一一年一月一日	223,389	258,582	15,752	15,303	45,423	112,179	670,628
Additions	增添	25,262	192,171	7,362	8,918	63,971	479,961	777,645
Transfers	轉撥	15,653	65,415	623	774	510	(82,975)	-
Disposals	處置	-	(856)	(42)	(1,297)	(480)	(5,100)	(7,775)
Exchange realignment	匯兌調整	(672)	-	(1)	-	-	(126)	(799)
At 31 December 2011	於二零一一年十二月三十一日	263,632	515,312	23,694	23,698	109,424	503,939	1,439,699
Accumulated depreciation and impairment:	累積折舊及減值：							
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及二零一一年一月一日	(26,380)	(93,905)	(7,115)	(6,754)	(15,545)	-	(149,699)
Depreciation charge for the year	年內折舊支出	(10,079)	(31,724)	(3,733)	(3,522)	(12,829)	-	(61,887)
Disposals	處置	-	405	9	799	318	-	1,531
Exchange realignment	匯兌調整	37	-	-	-	-	-	37
At 31 December 2011	於二零一一年十二月三十一日	(36,422)	(125,224)	(10,839)	(9,477)	(28,056)	-	(210,018)
Net carrying amount:	賬面淨值：							
At 31 December 2011	於二零一一年十二月三十一日	227,210	390,088	12,855	14,221	81,368	503,939	1,229,681

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

15. Property, Plant and Equipment (continued)

At 31 December 2012, certain of the Group's buildings and machinery with a net carrying amount of approximately RMB 488,007,000 (2011: RMB292,762,000) were pledged to secure general banking facilities granted to the Group. For details of pledged assets, please refer to note 33.

15. 物業、廠房及設備 (續)

於二零一二年十二月三十一日，本集團賬面淨值約人民幣488,007,000元(二零一一年：人民幣292,762,000元)之若干廠房及機器已抵押作為本集團獲授一般銀行融資之擔保。已抵押資產詳情請參閱附註33。

16. Prepaid Land Lease Payments

16. 預付土地租賃款

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
At cost:	按成本：		
At beginning of year	於年初	83,007	64,006
Additions	增添	-	19,001
At end of year	於年末	83,007	83,007
Accumulated amortisation:	累積攤銷：		
At beginning of year	於年初	6,600	5,175
Charge for the year	年內支出	1,331	1,425
At end of year	於年末	7,931	6,600
Net book amount:	賬面淨值：		
At end of year	於年末	75,076	76,407
Less: Current portion included in prepayments, deposits and other receivables (note 22)	減：列入預付款項、訂金及其他應收款項的即期部分(附註22)	(1,686)	(1,338)
		73,390	75,069

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

16. Prepaid Land Lease Payments

(continued)

The leasehold land is situated in Mainland China and is held under a long term lease.

At 31 December 2012, certain of the Group's prepaid land lease payments with a net carrying amount of approximately RMB34,400,000 (31 December 2011: RMB10,696,000) were pledged to secure general banking facilities granted to the Group (note 33).

At 31 December 2012, the Group has not obtained certificates of the right of using from the relevant PRC government authorities for certain lands with a carrying amount of RMB14,157,000 at 31 December 2012 (2011: RMB14,456,000). Management is in the process of obtaining these certificates.

16. 預付土地租賃款(續)

此租賃土地位於中國大陸，是一項長期租約。

於二零一二年十二月三十一日，本集團若干預付土地租賃款賬面值約人民幣34,400,000元(二零一一年十二月三十一日：人民幣10,696,000元)已抵押給銀行作擔保，使銀行向本集團授出融資(附註33)。

於二零一二年十二月三十一日，本集團尚未就於二零一二年十二月三十一日賬面值為人民幣14,157,000元(二零一一年：人民幣14,456,000元)的若干土地獲得中國相關政府部門發放使用權證。管理層正著手獲取有關使用權證。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

17. Intangible Assets

17. 無形資產

		Computer software 電腦軟件	Group Development costs 本集團 開發成本	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cost:	成本：			
At 1 January 2011	於二零一一年一月一日	4,324	-	4,324
Additions	增添	1,168	25,031	26,199
At 1 January 2012	於二零一二年一月一日	5,492	25,031	30,523
Additions	增添	1,155	35,424	36,579
At 31 December 2012	於二零一二年十二月三十一日	6,647	60,455	67,102
Accumulated amortisation:	累積攤銷：			
At 1 January 2011	於二零一一年一月一日	(923)	-	(923)
Charge for the year	年內支出	(469)	-	(469)
At 1 January 2012	於二零一二年一月一日	(1,392)	-	(1,392)
Charge for the year	年內支出	(800)	(3,929)	(4,729)
At 31 December 2012	於二零一二年十二月三十一日	(2,192)	(3,929)	(6,121)
Net book amount:	賬面淨值：			
At 31 December 2011	於二零一一年十二月三十一日	4,100	25,031	29,131
At 31 December 2012	於二零一二年十二月三十一日	4,455	56,526	60,981

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

18. Investments in Subsidiaries

18. 於附屬公司的投資

		Company 本公司	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Unlisted shares, at cost	非上市股份，按成本	338,510	337,830
Advances to subsidiaries	墊付給附屬公司	1,263,848	1,277,639
		1,602,358	1,615,469

Particulars of the principal subsidiaries are listed in note 4 above.

主要附屬公司的詳情於上文附註4呈列。

The amounts advanced to the subsidiaries included in the investments in subsidiaries above are unsecured, interest-free and have no fixed terms of repayment.

列入本集團墊付附屬公司款項的附屬公司投資，乃無抵押、免息及無固定還款期。

19. Investments in Associates

19. 於聯營公司的投資

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	12,224	5,442
		12,224	5,442

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

19. Investments in Associates

(continued)

Particulars of the principal associates are as follows:

19. 於聯營公司的投資 (續)

主要聯營公司的詳情如下：

Name	Particulars of issued shares held	Place of incorporation/ registration	Percentage of ownership interest attributable to the Group 本集團應佔所有權百分比	Principal activities 主要業務
名稱	所持已發行股份詳情	成立／註冊地點		
MSB Manufacturing Sdn.Bhd.*	Ordinary shares of RM 1 each 每股面值1馬元的普通股	Malaysia 馬來西亞	40%	Assembling and trading of batteries 組裝及買賣電池
LEOCH ACCUPOWER (M) SDN. BHD.*	Ordinary shares of RM 1 each 每股面值1馬元的普通股	Malaysia 馬來西亞	40%	Assembling and trading of batteries 組裝及買賣電池

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

* 並非由香港安永會計師事務所或安永會計師事務所全球網絡其他會員事務所審核。

The Group's shareholdings in the associates are held through wholly-owned subsidiaries of the Company.

本集團通過全資附屬公司在聯營公司中持股。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

19. Investments in Associates

(continued)

The following table illustrates the summarised financial information of the Group's associates extracted from their management accounts or financial statements:

19. 於聯營公司的投資 (續)

下表闡述摘錄自本集團聯營公司的管理賬目或財務報表的財務資料概要：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Assets	資產	47,645	19,877
Liabilities	負債	16,793	10,989
Revenues	收益	29,052	30,862
(Losses) Profits	(虧損)溢利	(748)	408

20. Inventories

20. 存貨

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Raw materials	原料	156,936	129,895
Work in progress	在產品	376,634	633,800
Finished goods	製成品	313,524	227,267
		847,094	990,962

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

21. Trade and Bills Receivables

21. 貿易應收款項及應收票據

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	933,809	789,445
Bills receivable	應收票據	39,623	36,569
Less: Impairment provision	減：減值撥備	(15,507)	(7,780)
		957,925	818,234
Less: Non-current portion	減：非即期部分	(18,178)	(14,115)
		939,747	804,119

The Group grants different credit periods to customers. The credit period of individual customers is considered on a case-by-case basis. Certain customers are required to make partial payment before or upon delivery. The Group seeks to maintain strict control over its outstanding receivables and closely monitors them to minimise credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables of RMB26,277,000 (2011: RMB30,433,000) were under short term credit insurance and RMB27,833,000 (2011: RMB24,208,000) under letters of credit. Besides that, the Group does not hold any collateral or other credit enhancements over these balances. Trade receivables are non-interest-bearing.

本集團向客戶授予不同的信貸期。各位客戶的信貸期逐一釐定。若干客戶須於交付前或交付時作出部分付款。本集團尋求對我們未獲償還的應收款項維持嚴格控制，並密切監察該等賬款，以減低信貸風險。本集團的高級管理層會定期審閱逾期未付的結餘。貿易應收款項中人民幣26,277,000元(二零一一年：人民幣30,433,000元)受短期信用保險規限，人民幣27,833,000元(二零一一年：人民幣24,208,000元)則受信用證規限。此外，本集團概無就該等結餘持有任何抵押品或採取其他信貸提升措施。貿易應收款項為不計息。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

21. Trade and Bills Receivables

(continued)

As at 31 December 2012, the Group had pledged certain trade and bills receivables amounting to RMB67,185,000 (2011: RMB75,582,000) to banks with recourse in exchange for cash. The proceeds from pledging the trade and bills receivables of RMB52,134,000 (2011: RMB51,003,000) were accounted for as collateralised bank advances until the bills were collected or the Group made good of any losses incurred by the banks (note 27).

An aged analysis of the trade and bills receivables as at 31 December 2012 and 31 December 2011 based on the invoice date, net of provisions, is as follows:

Outstanding balances with ages:

21. 貿易應收款項及應收票據

(續)

於二零一二年十二月三十一日，本集團向銀行抵押若干有追索權的貿易應收款項及應收票據，金額為人民幣67,185,000元(二零一一年：人民幣75,582,000元)，以兌換現金。抵押貿易應收款項及應收票據所得收益人民幣52,134,000元(二零一一年：人民幣51,003,000元)乃列作有抵押銀行墊款，直至該等票據獲贖回或本集團彌補銀行產生的任何虧損為止(附註27)。

下表載列於二零一一年十二月三十一日與二零一二年十二月三十一日貿易應收款項及應收票據按發票日(減去撥備)的賬齡分析：

賬齡在以下範圍的未償還結餘：

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Within 90 days	90日內	703,044	625,468
91 to 180 days	91至180日	191,659	147,822
181 to 365 days	181至365日	23,251	29,441
1 to 2 years	1至2年	35,699	11,148
Over 2 years	2年以上	4,272	4,355
		957,925	818,234

31 December 2012
截至二零一二年十二月三十一日止年度

21. Trade and Bills Receivables

(continued)

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

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
At 1 January	於一月一日	7,780	9,350
Impairment losses recognised (note 7)	確認減值虧損 (附註7)	8,890	3,305
Amount written off as uncollectible	作為未能收回款項撇銷的金額	-	(184)
Impairment losses reversed (note 7)	撥回減值虧損 (附註7)	(1,163)	(4,691)
At 31 December	於十二月三十一日	15,507	7,780

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of RMB15,507,000 (2011: RMB7,780,000) with a carrying amount before provision of RMB 25,480,000 (2011: RMB16,096,000).

The above provision for impairment of trade receivables relates to individual customers that were in financial difficulties and the receivables that are not expected to be recoverable. These balances were fully provided for.

The bills receivable are due to mature within 180 days from 31 December 2012.

21. 貿易應收款項及應收票據

(續)

貿易應收款項減值撥備的變動載列如下：

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
At 1 January	於一月一日	7,780	9,350
Impairment losses recognised (note 7)	確認減值虧損 (附註7)	8,890	3,305
Amount written off as uncollectible	作為未能收回款項撇銷的金額	-	(184)
Impairment losses reversed (note 7)	撥回減值虧損 (附註7)	(1,163)	(4,691)
At 31 December	於十二月三十一日	15,507	7,780

上述貿易應收款項減值撥備包括個別減值貿易應收款項撥備人民幣15,507,000元(二零一一年：人民幣7,780,000元)，撥備前賬面值為人民幣25,480,000元(二零一一年：人民幣16,096,000元)。

上述貿易應收款項的減值撥備與陷於財困的個別客戶有關，故該等應收款項預期不可收回，並已作出全額撥備。

應收票據於二零一二年十二月三十一日起計180日內到期。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

21. Trade and Bills Receivables

(continued)

An analysis of trade and bills receivables that were not considered to be impaired is as follows:

	Group 本集團	
	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Neither past due nor impaired 不逾期也不減值	910,026	813,879
Past due within 3 months 逾期未超過三個月 but not impaired 但不減值	47,899	-
Past due over 1 year but 逾期超過一年但不減值 not impaired	-	4,355
	957,925	818,234

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

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 believe 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 carrying amounts of the trade and bills receivables pledged as security for interest-bearing bank loans granted to the Group amounted to RMB67,185,000 as at 31 December 2012 (2011: RMB75,582,000) (note 33).

21. 貿易應收款項及應收票據

(續)

不被認為會出現減值的貿易應收款項及應收票據分析如下：

	Group 本集團	
	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Neither past due nor impaired 不逾期也不減值	910,026	813,879
Past due within 3 months 逾期未超過三個月 but not impaired 但不減值	47,899	-
Past due over 1 year but 逾期超過一年但不減值 not impaired	-	4,355
	957,925	818,234

未逾期亦未減值的應收款項涉及無近期違約記錄的多名客戶。

已逾期但未減值的應收款項乃與多名與本集團有良好交易記錄的獨立客戶有關。由於信貸質素並無重大變動及結餘仍然可以全數收回，根據過往經驗，董事相信並無必要就該等結餘作出減值撥備。

於二零一二年十二月三十一日，已抵押作為本集團所獲計息銀行貸款擔保之貿易應收款項及應收票據的賬面值為人民幣67,185,000元(二零一一年：人民幣75,582,000元)(附註33)。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

22. Prepayments, Deposits and Other Receivables

22. 預付款項、訂金及其他應收款項

		Group 本集團		Company 本公司	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Prepayments	預付款項	91,933	130,419	-	-
Prepaid land lease payments (note 16)	預付土地租賃款 (附註16)	1,686	1,338	-	-
Interest receivables	應收利息	12,453	9,094	12,267	9,094
Deposits and other receivables	訂金及其他 應收款項	24,456	18,583	-	-
		130,528	159,434	12,267	9,094

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述資產並無逾期或減值。上述結餘所包括的金融資產與並無最近拖欠記錄的應收款項有關。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

23. Cash and Bank Balances and Time Deposits

23. 現金及銀行結餘以及定期存款

		Group 本集團		Company 本公司	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	52,893	120,185	390	249
Time deposits	定期存款	960,923	622,177	559,650	622,177
		1,013,816	742,362	560,040	622,426
Less: Pledged for interest-bearing bank borrowings	減：已就計息銀行借貸抵押	(620,130)	(591,377)	(559,650)	(591,377)
Pledged for bills payable	已就應付票據抵押	(278,380)	(16,608)	-	-
Pledged for letters of credit	已就信用證抵押	(32,413)	(32,506)	-	-
Time deposits with terms over 3 months	超過3個月的定期存款	-	(28,500)	-	(28,500)
		(930,923)	(668,991)	(559,650)	(619,877)
Cash and cash equivalents	現金及現金等價物	82,893	73,371	390	2,549
Denominated in RMB	以人民幣計值	977,901	726,065	559,663	622,230
Denominated in US\$	以美元計值	12,106	10,833	83	13
Denominated in HK\$	以港元計值	21,226	1,778	294	183
Denominated in EUR	以歐元計值	3	3,104	-	-
Denominated in INR	以印度盧比計值	1,486	-	-	-
Denominated in SG\$	以新加坡元計值	1,094	582	-	-
		1,013,816	742,362	560,040	622,426

31 December 2012
截至二零一二年十二月三十一日止年度

23. Cash and Bank Balances and Time Deposits (continued)

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB977,901,000 (2011: RMB726,065,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one day to 34 months depending on the immediate cash requirements of the Group, and earn interest at the respective rates.

The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

23. 現金及銀行結餘以及定期存款(續)

於報告期末，本集團以人民幣計值的現金及銀行結餘達人民幣977,901,000元(二零一一年：人民幣726,065,000元)。人民幣不得自由兌換作外幣，然而，根據中國外匯管制條例及結匯、售匯及付匯管理規定，本集團獲批准透過授權銀行將人民幣兌換作外幣以進行外匯業務。

存於銀行的現金按每日銀行存款利率的浮動息率賺取利息。定期存款可定為一天至三十四個月多種期限(視乎本集團的即時現金需要)及按各自利率賺取利息。

銀行結餘及抵押存款已存入近期無拖欠記錄的有信譽的銀行。

24. Trade and Bills Payables

24. 貿易應付款項及應付票據

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Trade payables	貿易應付款項	269,799	216,174
Bills payable	應付票據	737,136	331,685
		1,006,935	547,859

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

24. Trade and Bills Payables (continued)

An aged analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

24. 貿易應付款項及應付票據(續)

於報告期末，貿易應付款項及應付票據按發票日期的賬齡分析如下：

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Within 90 days	90日內	300,133	329,703
91 to 180 days	91至180日	673,507	195,765
181 to 365 days	181至365日	14,686	14,247
1 to 2 years	1至2年	11,753	1,893
2 to 3 years	2至3年	795	955
Over 3 years	超過3年	6,061	5,296
		1,006,935	547,859

Pledged assets for bills payable are listed in note 33 below.

應付票據的抵押資產於下文附註33呈列。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

25. Other Payables and Accruals

25. 其他應付款項及應計費用

		Group 本集團		Company 本公司	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Payables for purchase of items of property, plant and equipment	購買物業、廠房及設備項目的應付款項	49,937	46,508	-	-
Advances from customers	客戶預付款	60,455	63,156	-	-
Accrued expenses	應計開支	25,689	23,640	-	392
Accrued payroll	應計工資	34,438	25,696	-	-
Deferred government grants	遞延政府補貼	28,397	28,787	-	-
Provision for social insurance and retirement benefits	社會保險及退休福利撥備	55,265	48,242	-	-
Others	其他	16,619	10,615	47	3
		270,800	246,644	47	395

26. Balances With Related Companies

26. 與關連公司的結餘

Amounts due from related parties

應收關連人士的款項

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Shanghai Donmin Vehicle Co., Ltd.	上海東裕電動車有限公司	-	5,502
Shenzhen Marshall Power Supply Co., Ltd.	深圳市瑪西爾能源技術有限公司	658	-
Shenzhen Marxon Power Supply Co., Ltd.	深圳市邁科盛電源技術有限公司	5,682	5,524
MSB Manufacturing Sdn. Bhd.	MSB Manufacturing Sdn.Bhd.	1,022	-
Guangdong Marshall Electric Vehicle Co., Ltd.	廣東瑪西爾電動科技有限公司	-	2,124
		7,362	13,150

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

26. Balances With Related Companies

26. 與關連公司的結餘

Amounts due to related parties

應付關連人士的款項

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Dongguan Leoch Power Supply Co., Ltd.	東莞理士電源製品有限公司	-	13
Shanghai Donmin Vehicle Co., Ltd.	上海東裕電動車有限公司	49	-
Guangdong Marshell Electric Vehicle Co., Ltd.	廣東瑪西爾電動科技有限公司	13,187	-
Shenzhen Marshell Green Power Co., Ltd.	深圳瑪西爾電動車有限公司	195	5,898
Shenzhen Marshell Power Supply Co., Ltd.	深圳市瑪西爾能源技術有限公司	-	22
		13,431	5,933

All balances in the year ended 31 December 2012 are trade in nature, unsecured, interest-free and have no fixed terms of repayment. The related companies other than MSB Manufacturing Sdn.Bhd. are controlled by Mr. Dong Li, a director and controlling shareholder of the Company. MSB Manufacturing Sdn.Bhd. is an associate of the Group, the detail information is disclosed in note 19.

截至二零一二年十二月三十一日止年度的所有結餘皆為貿易性質，無抵押，免息及無固定還款期。該等關連公司（MSB Manufacturing Sdn.Bhd.除外）由本公司董事及控股股東董李先生控制。MSB Manufacturing Sdn.Bhd.為本集團的聯營公司，其詳細資料披露於附註19。

The details of the transactions with related parties are disclosed in note 36.

與關連人士的交易詳情於附註36披露。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

27. Interest-bearing Bank Borrowings

27. 計息銀行借貸

		Group 本集團			
		2012 二零一二年		2011 二零一一年	
		Maturity 到期	RMB'000 人民幣千元	Maturity 到期	RMB'000 人民幣千元
Current	即期				
Interest-bearing bank borrowings, secured	計息銀行借貸，有抵押	2013	1,155,981	2012	689,932
Collateralised bank advances, secured	有抵押銀行墊款，有抵押	2013	52,134	2012	51,003
			1,208,115		740,935
Non-current	非即期				
Interest-bearing bank borrowings, secured	計息銀行借貸，有抵押	2014-2020	186,433	2013	330,691
			186,433		330,691
Total	總計		1,394,548		1,071,626
Denominated in RMB	以人民幣計值		683,695		512,878
Denominated in US\$	以美元計值		309,592		371,498
Denominated in HK\$	以港元計值		379,147		187,250
Denominated in SG\$	以新加坡元計值		1,131		-
Denominated in EUR	以歐元計值		20,983		-
			1,394,548		1,071,626
Interest rates per annum:	年利率：		1.00% to 7.84%		1.00% to 7.90%

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

27. Interest-bearing Bank Borrowings (continued)

27. 計息銀行借貸 (續)

		Company 本公司			
		2012 二零一二年		2011 二零一一年	
		Maturity 到期	RMB'000 人民幣千元	Maturity 到期	RMB'000 人民幣千元
Current	即期				
Interest-bearing bank borrowings, secured	計息銀行借貸，有抵押	2013	362,473	2012	203,441
Non-current	非即期				
Interest-bearing bank borrowings, secured	計息銀行借貸，有抵押	2014	156,068	2013	330,691
Total	總計		518,541		534,132
Denominated in US\$	以美元計值		200,131		354,178
Denominated in HK\$	以港元計值		318,410		179,954
			518,541		534,132
Interest rates per annum:	年利率：		1.00% to 2.40%		1.00% to 1.75%

The Group's secured bank borrowings are secured by the following pledge or guarantees:

本集團的有抵押銀行貸款以下述項目作抵押或擔保：

- (i) Pledge of the Group's assets with a total value of RMB1,209,722,000 (31 December 2011: RMB970,417,000) for the bank borrowings as disclosed in note 33.
- (ii) Cross guarantees executed by companies within the Group.

- (i) 為銀行借貸作抵押的總價值人民幣1,209,722,000元(二零一一年十二月三十一日：人民幣970,417,000元)的本集團資產於附註33披露。
- (ii) 本集團內公司簽訂的相互擔保。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

27. Interest-bearing Bank Borrowings (continued)

27. 計息銀行借貸(續)

The balance is analysed as follows:

餘額分析如下：

		Group 本集團		Company 本公司	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Bank loans and advances repayable:	須償還的銀行貸款及墊款：				
Within one year	一年內	1,208,115	740,935	362,473	203,441
In the second year	第二年	156,068	330,691	156,068	330,691
In the third to fifth years, inclusive	第三年至第五年， 包括首尾兩年	9,565	-	-	-
Beyond five years	於五年後	20,800	-	-	-
		1,394,548	1,071,626	518,541	534,132

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

28. Deferred Tax

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

Deferred tax assets

28. 遞延稅項

下表為年內遞延稅項資產及負債的變動情況：

遞延稅項資產

		Depreciation and Provision for impairment of trade receivables	Impairment of property, plant and equipment	Tax losses	Equipment invested in a subsidiary with revalued amount	Unused tax credit	Others	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Gross deferred tax assets at 1 January 2011	於二零一一年一月一日 遞延稅項資產總值	493	1,109	-	-	-	199	1,801
Deferred tax credited to profit or loss during the year (note 11)	年內在損益表內計入的遞延稅項 (附註11)	261	1,317	3,300	-	-	1,936	6,814
Gross deferred tax assets at 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日的 遞延稅項資產總值	754	2,426	3,300	-	-	2,135	8,615
Deferred tax credited to profit or loss during the year (note 11)	年內在損益表內計入的遞延稅項 (附註11)	1,863	4,513	18,319	6,201	2,811	5,746	39,453
Gross deferred tax assets at 31 December 2012	於二零一二年十二月三十一日的 遞延稅項資產總值	2,617	6,939	21,619	6,201	2,811	7,881	48,068

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

28. Deferred Tax (continued)

Deferred tax liabilities

		Reversal of welfare payables	Group 本集團 Capitalised interest expense 已資本化的 利息開支	Total
		撥回應付福利	RMB'000 人民幣千元	RMB'000 人民幣千元
Gross deferred tax liabilities at 1 January 2011	於二零一一年一月一日 遞延稅項負債總值	211	-	211
Deferred tax charged (credited) to profit or loss during the year (note 11)	年內在損益表中扣除 (計入)的遞延稅項 (附註11)	(211)	4,209	3,998
Gross deferred tax liabilities at 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日的 遞延稅項負債總值	-	4,209	4,209
Deferred tax charged to profit or loss during the year (note 11)	年內在損益表中扣除 的遞延稅項 (附註11)	-	4,730	4,730
Gross deferred tax liabilities at 31 December 2012	於二零一二年十二月三十一日 的遞延稅項負債總額	-	8,939	8,939

The Group has tax losses arising in Hong Kong and Mainland China of RMB60,928,000 (2011: nil) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time.

At 31 December 2012, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, these subsidiaries will not distribute such earnings as of 31 December 2012 in the foreseeable future and therefore, no deferred tax has been provided thereof.

28. 遞延稅項(續)

遞延稅項負債

		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Gross deferred tax liabilities at 1 January 2011	於二零一一年一月一日 遞延稅項負債總值	211	-	211
Deferred tax charged (credited) to profit or loss during the year (note 11)	年內在損益表中扣除 (計入)的遞延稅項 (附註11)	(211)	4,209	3,998
Gross deferred tax liabilities at 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日的 遞延稅項負債總值	-	4,209	4,209
Deferred tax charged to profit or loss during the year (note 11)	年內在損益表中扣除 的遞延稅項 (附註11)	-	4,730	4,730
Gross deferred tax liabilities at 31 December 2012	於二零一二年十二月三十一日 的遞延稅項負債總額	-	8,939	8,939

本集團於香港及中國產生稅項虧損人民幣60,928,000元(二零一一年：無)，該款項可無限期用於抵銷產生虧損的公司的未來應課稅溢利。由於該等虧損乃虧損一段時日的附屬公司所產生，故並無就此確認遞延稅項資產。

於二零一二年十二月三十一日，並無就本集團在中國大陸設立的附屬公司的未匯出盈利(須繳納預提所得稅)應付的預提所得稅確認遞延稅項。董事認為，該等附屬公司在可見將來不會分配截至二零一二年十二月三十一日的盈利，因而並未就此提撥遞延稅項。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

29. Share Capital

29. 股本

		2012 二零一二年	2011 二零一一年
Authorised:	法定：		
10,000,000,000 ordinary shares of HK\$0.1 each (HK\$'000)	10,000,000,000股每股面值0.1港元的普通股（千港元）	1,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
1,335,637,000 (2011: 1,333,334,000) ordinary shares of HK\$0.1 each (HK\$'000)	1,335,637,000股（二零一一年：1,333,334,000股）每股面值0.1港元的普通股（千港元）	133,564	133,333
Equivalent to RMB'000	相當於人民幣千元	114,455	114,267

During the year, the movements in authorised and issued share capital were as follows:

年內，法定及已發行股本變動如下：

		Number of ordinary shares of HK\$0.10 each 每股面值0.10港元的 普通股數量	Nominal value of ordinary shares 普通股的面值	
			HK\$'000 港幣千元	RMB'000 人民幣千元
Authorised:	法定：			
As at 31 December 2011 and 2012	於二零一一年及二零一二年十二月三十一日	10,000,000,000	1,000,000	858,008
Issued:	已發行：			
As at 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及二零一二年一月一日	1,333,334,000	133,333	114,267
Share options exercised during the year	年內已行使購股權	(i) 2,303,000	231	188
As at 31 December 2012	於二零一二年十二月三十一日	1,335,637,000	133,564	114,455

29. Share Capital (continued)

- (i) The subscription rights attaching to 2,303,000 share options were exercised at the subscription price of RMB0.33 per share, resulting in the issue of 2,303,000 shares of RMB0.33 each for a total cash consideration, before expenses, of RMB766,000. An amount of RMB2,294,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.

30. Share Option Schemes

(1) Pre-IPO Share Option Scheme

The Company operates a pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") for the purpose of providing incentives and rewards to eligible persons who contribute to the success of the Group's operations. Eligible persons of the Pre-IPO Share Option Scheme include the Company's directors and other employees of the Group. The Pre-IPO Share Option Scheme became effective on 1 June 2010 and unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The principal terms of the Pre-IPO Share Option Scheme, approved by written resolutions of the Company passed on 25 May 2010, are as follows:

(a) *The grantees*

The Pre-IPO Share Option Scheme is available to the directors and employees (whether full time or part time) of any member of the Group.

29. 股本(續)

- (i) 2,303,000份購股權隨附的認購權已按每股人民幣0.33元的認購價行使，導致發行2,303,000股每股面值人民幣0.33元的股份，未扣除相關開支的總現金代價為人民幣766,000元。購股權獲行使後，人民幣2,294,000元即自購股權儲備轉撥至股份溢價賬內。

30. 購股權計劃

(1) 首次公開發售前購股權計劃

本公司運作首次公開發售前購股權計劃（「首次公開發售前購股權計劃」），旨在向對本集團的成功營運作出貢獻的合資格人士提供獎勵和獎賞。首次公開發售前購股權計劃的合資格人士包括本公司的董事及本集團的其他僱員。首次公開發售前購股權計劃於二零一零年六月一日生效，除非另行註銷或修訂外，否則將由該日起一直生效十年。

首次公開發售前購股權計劃的主要條款經本公司於二零一零年五月二十五日通過的書面決議案批准，現載述如下：

(a) 承授人

首次公開發售前購股權計劃乃提供予本集團任何成員公司的董事及僱員（不論全職或兼職）。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

(1) Pre-IPO Share Option Scheme (continued)

(b) Maximum number of shares to be allotted

The maximum number of the shares in respect of which options may be granted under the Pre-IPO Share Option Scheme shall be 60,000,000 shares representing approximately 4.5% of the total issued share capital of the Company immediately after completion of the global offering, taking no account of the exercise of the over-allotment option.

(c) Subscription price

The subscription price in respect of each share under the Pre-IPO Share Option Scheme is determined by the board of directors at its discretion and set out in the relevant offer letters provided that it should not be less than the nominal value of the shares.

(d) Duration of the Scheme

After 28 October 2010, no further options will be offered or granted under the Pre-IPO Share Option Scheme but in other respects the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Pre-IPO Share Option Scheme, and options which are granted on or before 28 October 2010 may continue to be exercisable in accordance with their terms of issue.

30. 購股權計劃(續)

(1) 首次公開發售前購股權計劃(續)

(b) 將予配發的股份數目上限

涉及根據首次公開發售前購股權計劃可能授出購股權的股份數目上限將為60,000,000股股份，相當於本公司於緊隨全球發售完成後(計及行使超額配股權)的已發行股本總額約4.5%。

(c) 認購價

首次公開發售前購股權計劃項下每股股份的認購價乃由董事會按其酌情權釐定，並載於有關要約函件內，但其不得少於股份的面值。

(d) 計劃的限期

於二零一零年十月二十八日後，不會再根據首次公開發售前購股權計劃發售或授出任何其他購股權，但首次公開發售前購股權計劃的條文在其他方面依然具十足效力和作用，以致在此之前授出的任何購股權仍可行使或根據首次公開發售前購股權計劃的條文規定而另行行使，而於二零一零年十月二十八日或之前授出的購股權，均可根據彼等的發行條款繼續予以行使。

30. Share Option Schemes (continued)

30. 購股權計劃 (續)

(1) Pre-IPO Share Option Scheme
(continued)(1) 首次公開發售前購股權計劃
(續)

(e) Exercise period and vesting period

(e) 行使期及歸屬期

Options granted on 1 June 2010 under the Pre-IPO Share Option Scheme can only be exercised in the following manner:

根據首次公開發售前購股權計劃於二零一零年六月一日授出的購股權僅可按以下方式予以行使：

Exercise period 行使期	Maximum percentage of options exercisable 可予行使購股權的最高百分比	Vesting period 歸屬期
Anytime during the 10 years after the second anniversary of the date of offer of the options (the "Offer Date") 於購股權要約日期(「要約日期」)的第二週年後十年內任何時間	25% of the total number of options granted 已授出購股權總數的25%	Up to the date immediately before the second anniversary of the Offer Date 直至緊接要約日期的第二週年前當日為止
Anytime during the 9 years after the third anniversary of the Offer Date 於要約日期的第三週年後九年內任何時間	25% of the total number of options granted 已授出購股權總數的25%	Up to the date immediately before the third anniversary of the Offer Date 直至緊接要約日期的第三週年前當日為止
Anytime during the 8 years after the fourth anniversary of the Offer Date 於要約日期的第四週年後八年內任何時間	25% of the total number of options granted 已授出購股權總數的25%	Up to the date immediately before the fourth anniversary of the Offer Date 直至緊接要約日期的第四週年前當日為止
Anytime during the 7 years after the fifth anniversary of the Offer Date 於要約日期的第五週年後七年內任何時間	25% of the total number of options granted 已授出購股權總數的25%	Up to the date immediately before the fifth anniversary of the Offer Date 直至緊接要約日期的第五週年前當日為止

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

30. 購股權計劃(續)

(1) Pre-IPO Share Option Scheme (continued)

(1) 首次公開發售前購股權計劃(續)

(e) Exercise period and vesting period (continued)

(e) 行使期及歸屬期(續)

Options granted on 14 October 2010 under the Pre-IPO Share Option Scheme can only be exercised in the following manner:

根據首次公開發售前購股權計劃於二零一零年十月十四日授出的購股權僅可按以下方式予以行使：

Exercise period 行使期	Maximum percentage of options exercisable 可予行使購股權的最高百分比	Vesting period 歸屬期
Anytime during the 10 years after the first anniversary of the Offer Date 於要約日期的第一週年後十年內任何時間	1/3 of the total number of options granted 已授出購股權總數的1/3	Up to the date immediately before the first anniversary of the Offer Date 直至緊接要約日期的第一週年前當日為止
Anytime during the 9 years after the second anniversary of the Offer Date 於要約日期的第二週年後九年內任何時間	1/3 of the total number of options granted 已授出購股權總數的1/3	Up to the date immediately before the second anniversary of the Offer Date 直至緊接要約日期的第二週年前當日為止
Anytime during the 8 years after the third anniversary of the Offer Date 於要約日期的第三週年後八年內任何時間	1/3 of the total number of options granted 已授出購股權總數的1/3	Up to the date immediately before the third anniversary of the Offer Date 直至緊接要約日期的第三週年前當日為止

(f) Exercise of options

(f) 行使購股權

Any exercise of an option granted under the Pre-IPO Share Option Scheme is subject to conditions as may be specified in the offer letter in respect of the grant of options.

行使根據首次公開發售前購股權計劃授出的購股權以行使購股權的要約信件所列明之條件為準。

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

購股權並無賦予持有人獲取股息或在股東大會上投票的權利。

30. Share Option Schemes (continued)

(1) Pre-IPO Share Option Scheme
(continued)

(f) Exercise of options (continued)

On 1 June 2010, an aggregate of 37,680,000 share options under the Pre-IPO Share Option Scheme were issued to two directors of the Company and 144 employees of the Group. On 14 October 2010, another 1,500,000 share options under the Pre-IPO Share Scheme were issued to a key management personnel of the Group. The exercise prices and exercise periods of the Pre-IPO Share Options outstanding at 31 December 2012 are as follows:

Number of options 購股權數目	Exercise price per share 每股行使價	Exercise period 行使期
1,500,000	HK\$5.0 5.0港元	14 October 2011 to 14 October 2021 二零一一年十月十四日至二零二一年十月十四日
3,268,000	HK\$0.2 0.2港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
3,418,000	HK\$0.4 0.4港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
805,000	HK\$0.6 0.6港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
2,343,000	HK\$0.8 0.8港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
4,528,000	HK\$1.0 1.0港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
2,730,000	HK\$1.2 1.2港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
3,760,000	HK\$1.4 1.4港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
2,810,000	HK\$1.6 1.6港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
4,860,000	HK\$1.8 1.8港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
5,040,000	HK\$2.0 2.0港元	1 June 2012 to 1 June 2022 二零一二年六月一日至二零二二年六月一日
35,062,000		

30. 購股權計劃 (續)

(1) 首次公開發售前購股權計劃
(續)

(f) 行使購股權 (續)

於二零一零年六月一日，向本公司的兩名董事及本集團的144名僱員發行首次公開發售前購股權計劃項下合共37,680,000份購股權。於二零一零年十月十四日，本集團一名主要管理人員獲發行首次公開發售前購股權計劃項下另外1,500,000份購股權。於二零一二年十二月三十一日，尚未行使首次公開發售前購股權的行使價及行使期載述如下：

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

(1) Pre-IPO Share Option Scheme (continued)

(f) Exercise of options (continued)

Fair value of share options:

Grant date 授出日	Total shares 總股數	Average fair value on grant date 授出日的 平均公允價值 HK\$ per share 每股港元	Total value 總價值 RMB 人民幣	Recognised in expense	
				In 2012 二零一二年 RMB 人民幣	In 2011 二零一一年 RMB 人民幣
1 June 2010 二零一零年六月一日	37,680,000	1.110	36,684,000	8,009,000	10,763,000
14 October 2010 二零一零年十月十四日	1,500,000	0.381	491,000	120,000	69,000
	39,180,000		37,175,000	8,129,000	10,832,000

30. 購股權計劃(續)

(1) 首次公開發售前購股權計劃 (續)

(f) 行使購股權(續)

購股權的公允價值：

30. Share Option Schemes (continued)

30. 購股權計劃 (續)

(1) Pre-IPO Share Option Scheme
(continued)(1) 首次公開發售前購股權計劃
(續)

(f) Exercise of options (continued)

(f) 行使購股權 (續)

The fair value of the Pre-IPO Share Options granted was estimated as at the date of grant by Jones Lang LaSalle Sallmanns Limited, an independent firm of professionally qualified valuers, using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

授出的首次公開發售前購股權的公允價值，於授出日期獲獨立專業合資格估值師仲量聯行西門有限公司採用二項式點陣模型，並考慮授出購股權所依據的條款及條件而進行估計。下表載列採用該模型時輸入的資料：

		Grant date 授出日	
		1 June 2010 二零一零年六月一日	14 October 2010 二零一零年十月十四日
Exercise price (HK\$ per share)	行使價 (每股港元)	0.2 – 2.0	5.0
Expected dividend yield (%)	預期股息率 (%)	–	–
Expected volatility (%)	預期波幅 (%)	62.47	49.24
Risk-free interest rate (%)	無風險利率 (%)	3.64	2.12
Expected life of share options (years)	預期購股權的年期 (年)	10	10
Weighted average share price at grant date (HK\$ per share)	於授出日期的加權平均股價 (每股港元)	1.667	1.600

The expected life of the Pre-IPO Share Options is not necessarily indicative of the exercise patterns that may occur. The expected volatility may not necessarily reflect the actual outcome.

首次公開發售前購股權的預期年期未必是可能發生的行使模式的指標。預期波幅未必一定反映實際結果。

No other feature of the options granted was incorporated into the measurement of fair value.

已授出購股權的其他特徵並無被納入公允價值的計量內。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

(1) Pre-IPO Share Option Scheme (continued)

(f) Exercise of options (continued)

The following share options were outstanding under the Scheme during the year:

		2012 二零一二年		2011 二零一一年	
		Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份
At 1 January	於一月一日	1.31	39,180	1.31	39,180
Granted during the year	年內授出	-	-	-	-
Forfeited during the year	年內收回	1.20	(1,815)	-	-
Exercised during the year	年內行使	0.41	(2,303)	-	-
At 31 December	於十二月三十一日	1.38	35,062	1.31	39,180

The weighted average share price at the date of exercise for share options exercised during the year was HK\$0.41 per share (2011: No share options were exercised).

30. 購股權計劃(續)

(1) 首次公開發售前購股權計劃(續)

(f) 行使購股權(續)

以下為年內計劃項下尚未行使的購股權：

年內行使的購股權於行使日期的加權平均股價為每股0.41港元(二零一一年：概無購股權獲行使)。

30. Share Option Schemes (continued)

(1) Pre-IPO Share Option Scheme
(continued)

(f) Exercise of options (continued)

At 31 December 2012, the Company had outstanding Pre-IPO Share Options for the subscription of 35,062,000 shares under the Pre-IPO Share Option Scheme, which represented approximately 2.6% of the issued share capital of the Company as at that date. The exercise in full of the outstanding Pre-IPO Share Options would, under the present capital structure of the Company, result in the issue of 35,062,000 additional ordinary shares of the Company and additional share capital of HK\$3,506,200 (equivalent to RMB2,859,306) and share premium of HK\$44,764,000 (equivalent to RMB36,505,000), before related issuance expenses.

(2) Share Option Scheme

The Company operates a share option scheme (the "Share Option Scheme") which was approved and adopted by the written resolutions of all the shareholders of the Company passed on 14 October 2010 for the purpose of providing incentives or rewards to eligible persons for their contribution to, and continuing efforts to promote the interests of, the Group and for such other purposes as the Board may approve from time to time. Eligible persons of the Scheme include any director or employee (whether full time or part time), consultant or advisor of the Group who, in the sole discretion of the Board, has contributed to or will contribute to the Group.

The principal terms of the Share Option Scheme are as follows:

(a) The grantees

The Share Option Scheme is available to the directors and employees (whether full time or part time) of any member of the Group.

30. 購股權計劃 (續)

(1) 首次公開發售前購股權計劃
(續)

(f) 行使購股權 (續)

於二零一二年十二月三十一日，本公司擁有未行使首次公開發售前購股權，可認購首次公開發售前購股權計劃項下35,062,000股股份，相當於本公司於當日的已發行股本約2.6%。根據本公司的現有股本架構，全面行使未行使首次公開發售前購股權會導致發行本公司35,062,000股額外普通股股份，以及額外股本3,506,200港元（相等於人民幣2,859,306元）及股份溢價44,764,000港元（相等於人民幣36,505,000元）（扣除相關發行開支前）。

(2) 購股權計劃

本公司實行一項購股權計劃（「購股權計劃」），經本公司所有股東於二零一零年十月十四日通過的書面決議案批准及採納，旨在向為本集團作出貢獻或不斷努力提升本集團利益之合資格人士提供獎勵或獎賞，或為董事會不時批准的其他目的。計劃的合資格人士包括董事會全權認為已對或將對本集團作出貢獻的本集團任何董事或僱員（全職或兼職）、顧問或諮詢人。

購股權計劃的主要條款如下：

(a) 承授人

購股權計劃乃提供予本集團任何成員公司的董事及僱員（不論全職或兼職）。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

(2) Share Option Scheme (continued)

(a) The grantees (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting and certain disclosure and reporting requirements.

(b) Maximum number of shares to be allotted

The maximum number of unexercised share options currently permitted to be granted under the Scheme and any other share option schemes, must not, in aggregate, exceed 30% of the total number of shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting and certain disclosure and reporting requirements.

30. 購股權計劃(續)

(2) 購股權計劃(續)

(a) 承授人(續)

授予本公司董事、主要行政人員或主要股東或彼等的任何聯繫人士的購股權，須事先取得非執行董事的批准。此外，在任何十二個月期間授予本公司的主要股東或獨立非執行董事，或彼等的任何聯繫人士的任何購股權，倘超過本公司於任何時間的發行股份的0.1%或總值逾五百萬港元(根據於授出日期本公司的股價而釐定)者，則須事先在股東大會上取得股東批准，並須遵守若干披露及申報規定。

(b) 將予配發的股份數目上限

按計劃及任何其他購股權計劃目前可授予而未行使之購股權於行使時可認購之股份最高上限數目，不得超過本公司於任何時間已發行股份總數之30%。於任何十二個月期間，根據計劃授予每位合資格參與者之購股權可發行股份之最高數目在任何時間均限於本公司已發行股份之1%。超越此限制之任何進一步授出之購股權須先獲得股東於股東大會批准，並遵守若干披露及報告條文。

30. Share Option Schemes (continued)

(2) Share Option Scheme (continued)

(c) Subscription price

The subscription price of share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the shares of the Company. A consideration of RMB1.00 is payable on acceptance of the offer of an option or options.

(d) Duration of the Scheme

The Scheme became effective on 16 November 2010, unless otherwise cancelled or amended, will remain in force for 10 years from the date of adoption of the Scheme by shareholders by resolution at a general meeting.

30. 購股權計劃(續)

(2) 購股權計劃(續)

(c) 認購價

購股權之認購價由董事會決定，但不得低於(i)於授出購股權之日本公司股份在聯交所之收市價；及(ii)緊接授出日期前五個交易日本公司股份在聯交所之平均收市價；及(iii)日本公司股份之面值(以最高者為準)。接受購股權要約時應支付人民幣1.00元的代價。

(d) 計劃的限期

計劃於二零一零年十一月十六日生效，除另行註銷或修訂外，將自股東於股東大會通過決議案採納計劃日期起十年內持續有效。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

30. 購股權計劃(續)

(2) Share Option Scheme (continued)

(2) 購股權計劃(續)

(e) Exercise period and vesting period

(e) 行使期及歸屬期

Options granted on 22 November 2011 under the Share Option Scheme can only be exercised in the following manner:

根據購股權計劃於二零一一年十一月二十二日授出的購股權僅可按以下方式予以行使：

Exercise period 行使期	Maximum percentage of options exercisable 可予行使購股權的最高百分比	Vesting period 歸屬期
Anytime during the 5 years from the Offer Date on or after 1 December 2012 於要約日期二零一二年十二月一日或之後五年內任何時間	1/3 of the total number of options granted 已授出購股權總數的1/3	Up to the date immediately before 1 December 2012 直至緊接二零一二年十二月一日前當日為止
Anytime during the 5 years from the Offer Date on or after 1 December 2013 於要約日期二零一三年十二月一日或之後五年內任何時間	1/3 of the total number of options granted 已授出購股權總數的1/3	Up to the date immediately before 1 December 2013 直至緊接二零一三年十二月一日前當日為止
Anytime during the 5 years from the Offer Date on or after 1 December 2014 於要約日期二零一四年十二月一日或之後五年內任何時間	1/3 of the total number of options granted 已授出購股權總數的1/3	Up to the date immediately before 1 December 2014 直至緊接二零一四年十二月一日前當日為止

(f) Exercise of options

(f) 行使購股權

Any exercise of an option granted under the Share Option Scheme is subject to conditions as may be specified in the offer letter in respect of the grant of options.

行使根據購股權計劃授出的購股權以行使購股權的要約信件所列明之條件為準。

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

購股權並無賦予持有人任何權利，以享有股息或於股東大會上投票。

31 December 2012
截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

30. 購股權計劃(續)

(2) Share Option Scheme (continued)

(2) 購股權計劃(續)

(f) Exercise of options (continued)

(f) 行使購股權(續)

On 22 November 2011, an aggregate of 15,200,000 share options under the Share Option Scheme were issued to 3 directors of the Company and 205 employees of the Group. The exercise prices and exercise periods of the share options outstanding at 31 December 2012 are as follows:

於二零一一年十一月二十二日，向本公司的三名董事及本集團的205名僱員發行購股權計劃項下合共15,200,000份購股權。於二零一二年十二月三十一日尚未行使購股權的行使價及行使期載述如下：

Number of options 購股權數目	Exercise price per share 每股行使價	Exercise period 行使期
13,700,000	HK\$2.39 2.39港元	1 December 2012 to 22 November 2016 二零一二年十二月一日至 二零一六年十一月二十二日

Fair value of share options:

購股權的公允價值：

Grant date 授出日	Total shares 總股數	Average fair value on grant date 授出日的平均 公允價值 HK\$ per share 每股港元	Total value 總價值 RMB 人民幣元	Recognised in expense in 2012 二零一二年 RMB 人民幣元	Recognised in expense in 2011 二零一一年 RMB 人民幣元
22 November 2011 二零一一年十一月二十二日	15,200,000	0.949	11,775,000	5,611,000	714,000

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

(2) Share Option Scheme (continued)

(f) Exercise of options (continued)

The fair value of the share options granted was estimated as at the date of grant by Jones Lang LaSalle Sallmanns Limited, an independent firm of professionally qualified valuers, using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Exercise price (HK\$ per share)	行使價(每股港元)	2.39
Expected dividend yield (%)	預期股息率(%)	1.54
Expected volatility (%)	預期波幅(%)	66.27
Risk-free interest rate (%)	無風險利率(%)	0.68
Expected life of share options (years)	預期購股權的年期(年)	5
Weighted average share price at grant date (HK\$ per share)	於授出日期的加權平均股價(每股港元)	2.14

The expected life of the Share Options is not necessarily indicative of the exercise patterns that may occur. The expected volatility may not necessarily reflect the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

30. 購股權計劃(續)

(2) 購股權計劃(續)

(f) 行使購股權(續)

於二零一一年十一月二十二日，授出的購股權的公允價值，於授出日期獲獨立專業合資格估值師仲量聯行西門有限公司採用二項式點陣模型，並考慮授出購股權所依據的條款及條件而進行估計。下表載列採用該模型時輸入的資料：

Grant date
授出日
22 November 2011
二零一一年十一月二十二日

購股權的預期年期未必是可能發生的行使模式的指標。預期波幅未必一定反映實際結果。

已授出購股權的其他特徵並無被納入公允價值的計量內。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

30. 購股權計劃 (續)

(2) Share Option Scheme (continued)

(2) 購股權計劃 (續)

(f) Exercise of options (continued)

(f) 行使購股權 (續)

The following share options were outstanding under the Scheme during the year:

以下為年內計劃項下的尚未行使購股權：

		2012 二零一二年		2011 二零一一年	
		Weighted average exercise price 加權平均行權價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均行權價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份
At 1 January	於一月一日	2.39	15,200	-	-
Granted during the year	年內授出	-	-	2.39	15,200
Forfeited during the year	年內收回	2.39	(1,500)	-	-
At 31 December	於十二月三十一日	2.39	13,700	2.39	15,200

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

30. Share Option Schemes (continued)

(2) Share Option Scheme (continued)

(f) Exercise of options (continued)

At 31 December 2012, the Company had outstanding share options for the subscription of 13,700,000 shares under the Share Option Scheme, which represented approximately 1.0% of the issued share capital of the Company as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 13,700,000 additional ordinary shares of the Company and additional share capital of HK\$1,370,000 (equivalent to RMB1,117,000) and share premium of HK\$31,373,000 (equivalent to RMB25,585,000), before related issuance expenses.

31. Note to the Consolidated Statement of Cash Flows

Major non-cash transactions

There was no significant non-cash transactions during the years ended 31 December 2011 and 2012.

30. 購股權計劃(續)

(2) 購股權計劃(續)

(f) 行使購股權(續)

於二零一二年十二月三十一日，本公司擁有未行使購股權，可認購購股權計劃項下13,700,000股股份，相當於本公司於當日的已發行股本約1.0%。根據本公司的現有股本架構，全面行使未行使購股權會導致發行本公司13,700,000股額外普通股份，以及額外股本1,370,000港元(相等於人民幣1,117,000元)及股份溢價31,373,000港元(相等於人民幣25,585,000元)(扣除相關發行開支前)。

31. 合併現金流量表附註

主要非現金交易

於截至二零一一年及二零一二年十二月三十一日止年度內，概無重大非現金交易。

32. Reserves

(a) Group

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

Merger reserve

The merger reserve of the Group represents the capital contributions by Mr. Dong Li, a director and controlling shareholder of the Company, to the subsidiaries directly held by Mr. Dong Li before the group reorganisation on 8 June 2010.

Statutory reserve fund

In accordance with the PRC Company Law, the PRC subsidiaries of the Group are required to allocate 10% of their profit after tax to the reserve fund until such reserve reaches 50% of the registered capital of the PRC subsidiaries. Subject to certain restrictions set out in the Company Law of the PRC, part of the reserve fund may be converted to increase paid-up capital/issued capital of the PRC subsidiaries, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital. The reserve fund of the PRC subsidiaries amounted to RMB78,576,000 and RMB70,979,000 as at 31 December 2012 and 2011, respectively.

Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of companies outside the PRC. The reserve is dealt with in accordance with the accounting policy set out in note 2.4.

32. 儲備

(a) 本集團

本集團本年度或過往年度的儲備金額及其變動情況在財務報表的綜合權益變動表中呈列。

合併儲備

本集團的合併儲備指本公司董事兼控股股東董李先生於二零一零年六月八日重組前向由其直接持有的附屬公司注資。

法定公積金

根據中國公司法，本集團的中國附屬公司須將其釐定的稅後溢利10%撥入法定公積金，直至該儲備結餘達到註冊資本的50%為止。在中國公司法訂明的若干限制規限下，部分法定公積金可予以轉換以增加繳足資本／已發行股本，惟於資本化後的剩餘結餘須不低於註冊資本的25%。中國附屬公司的公積金於二零一二年十二月三十一日及二零一一年十二月三十一日分別為人民幣78,576,000元及人民幣70,979,000元。

匯兌波動儲備

匯兌波動儲備包括所有因換算中國以外公司財務報表而產生的匯兌差額。該儲備按載於附註2.4的會計政策處理。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

32. Reserves (continued)

(a) Group (continued)

Share option reserve

Details of the Company's share option schemes and the share options issued under the schemes are included in note 30 to the financial statements.

(b) Company

32. 儲備(續)

(a) 本集團(續)

購股權儲備

有關本公司的購股權計劃及按計劃發行的購股權詳情，載於財務報表附註30。

(b) 本公司

		Share premium account	Shareholders' contribution	Share option reserve	Accumulated losses	Proposed final dividend	Total
		股份溢價賬目	股東供款	購股權儲備	累計虧損	擬派末期股息	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2011	於二零一一年一月一日的結餘	1,342,297	337,830	6,830	(23,821)	-	1,663,136
Total comprehensive loss for the year	年內的全面虧損總額	-	-	-	(40,534)	-	(40,534)
Equity-settled share option arrangements (note 30)	以權益結算購股權安排(附註30)	-	-	11,546	-	-	11,546
Interim dividend	中期股息	(35,953)	-	-	-	-	(35,953)
Proposed final dividend	擬派末期股息	(21,332)	-	-	-	21,332	-
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日及二零一二年一月一日	1,285,012	337,830	18,376	(64,355)	21,332	1,598,195
2011 final dividend declared	已宣派二零一一年末期股息	3,967	-	-	-	(21,332)	(17,365)
Total comprehensive profit for the year	年內的全面溢利總額	-	-	-	680	-	680
2012 interim and special dividends	二零一二年中期及特別股息	(54,206)	-	-	-	-	(54,206)
Exercise of the share options	行使購股權	2,872	-	(2,294)	-	-	578
Equity-settled share option arrangements (note 30)	以權益結算購股權安排(附註30)	-	-	13,740	-	-	13,740
Proposed final dividend	擬派末期股息	-	-	-	-	-	-
At 31 December 2012	於二零一二年十二月三十一日	1,237,645	337,830	29,822	(63,675)	-	1,541,622

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

33. Pledge of Assets

31 December 2012

33. 資產抵押

二零一二年十二月三十一日

		Prepaid land lease payments 預付土地 租賃款 人民幣千元 RMB'000 (note 16) (附註16)	Property, plant and equipment 物業、廠房 及設備 人民幣千元 RMB'000 (note 15) (附註15)	Pledged deposits 已抵押存款 人民幣千元 RMB'000 (note 23) (附註23)	Trade and bills receivables 貿易應收款項 及應收票據 人民幣千元 RMB'000 (note 21) (附註21)	Total 總計 人民幣千元 RMB'000
Interest-bearing bank borrowings (note 27)	計息銀行借貸 (附註27)	34,400	488,007	620,130	67,185	1,209,722
Trade and bills payables (note 24)	貿易應付款項及 應付票據 (附註24)	-	-	278,380	-	278,380
Issue of letters of credit	發出信用證的訂金	-	-	32,413	-	32,413
Total	總計	34,400	488,007	930,923	67,185	1,520,515

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

33. Pledge of Assets (continued)

33. 資產抵押 (續)

31 December 2011

二零一一年十二月三十一日

	Prepaid land lease payments 預付土地 租賃款 人民幣千元 RMB'000 (note 16) (附註16)	Property, plant and equipment 物業、廠房 及設備 人民幣千元 RMB'000 (note 15) (附註15)	Pledged deposits 已抵押存款 人民幣千元 RMB'000 (note 23) (附註23)	Trade and bills receivables 貿易應收款項 及應收票據 人民幣千元 RMB'000 (note 21) (附註21)	Total 總計 人民幣千元 RMB'000
Interest-bearing bank borrowings (note 27)	計息銀行借貸(附註27) 10,696	292,762	591,377	75,582	970,417
Trade and bills payables (note 24)	貿易應付款項及應付票據 (附註24) -	-	16,608	-	16,608
Issue of letters of credit	發出信用證的訂金 -	-	32,506	-	32,506
Total	總計 10,696	292,762	640,491	75,582	1,019,531

34. Operating Lease Arrangements

(a) As lessor

The Group leases office premises under operating lease arrangements, with leases negotiated for terms ranging from five to ten years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 December 2012, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

34. 經營租賃安排

(a) 作為出租人

本集團根據經營租賃安排出租若干辦公室物業及土地，經磋商的租賃期間介乎5年至10年。租約一般訂明租戶須支付保證金及根據當時市況定期對租金作出調整。

於二零一二年十二月三十一日，本集團根據不可註銷經營租賃於下列到期間的未來最低租賃應收款項總額如下：

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Within one year	1年內	81	43
In the second to fifth years, inclusive	第2年至第5年，包括首尾兩年	155	146
After five years	於5年後	20	58
		256	247

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

34. Operating Lease Arrangements

(continued)

(b) As lessee

The Group leases certain of its office properties and office equipment under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to six years, and those for office equipment are for terms ranging between two and five years.

As at 31 December 2012, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

34. 經營租賃安排 (續)

(b) 作為承租人

本集團根據經營租賃安排租用若干辦公室物業及辦公設備。辦公室物業的經磋商租賃期間介乎1至6年，至於辦公設備則介乎2至5年。

於二零一二年十二月三十一日，本集團根據不可註銷經營租賃於下列到期間的未來最低租賃付款總額如下：

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Within one year	1年內	4,707	5,913
In the second to fifth years, inclusive	第2年至第5年，包括首尾兩年	10,790	1,086
After five years	於5年後	19,122	—
		34,619	6,999

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

35. Commitments

In addition to the operating lease commitments detailed in note 34(b) above, the Group had the following capital commitments at the end of the reporting period:

35. 承諾

除上文(附註34(b))詳述的經營租賃承諾外，於報告期結束時，本集團及本公司有以下資本承諾：

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Land and buildings	土地及樓宇	36,623	74,582
Plant and machinery	廠房及機器	96,037	70,678
		132,660	145,260
Capital contribution payable for:	應付注資：		
Investments in associates (i)	聯營公司投資(i)	11,100	17,712
Investment in a subsidiary	附屬公司投資	-	-
		11,100	17,712
		143,760	162,972

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

35. Commitments (continued)

- (i) Leoch Investment (Singapore) Pte. Limited agreed to acquire a 40% equity interest in Leoch Accupower (M) SDN BHD, a company incorporated in Malaysia, by Leoch Investment (Singapore) Pte. Limited, a subsidiary of the Group, and ACCUPRO Sdn Bhd at a consideration of RMB43,000,000 (i.e., MYR20,000,000) in accordance with the terms and conditions set on in an agreement entered into by both parties on 10 August 2011. As at 31 December 2012, RMB6,700,000 has yet to be paid in future.

Leoch Investment (Singapore) Pte. Limited agreed to acquire a 35% equity interest in Master Electronic Group Limited, a company incorporated in Hong Kong, by Leoch Investment (Singapore) Pte. Limited, and Ihsan Jamil Nizam, Jamil Edward Nizam, Sami Edard Nizam, Basel Hassan Nizam, Rial Ihsan Nizam, and Amir Jamil Nizam, at a consideration of RMB4,400,000 (i.e. US\$700,000) in accordance with the terms and conditions set on in an agreement entered into by all parties on 26 October 2011. As at 31 December 2012, the amount has not yet been paid.

35. 承諾(續)

- (i) 根據交易雙方於二零一一年八月十日訂立協議所載的條款及條件，Leoch Investment (Singapore) Pte. Limited (本集團的附屬公司)同意由Leoch Investment (Singapore) Pte. Limited及ACCUPRO Sdn Bhd收購一家於馬來西亞註冊成立的公司Leoch Accupower (M) SDN BHD 40%股權，代價為人民幣43,000,000元(20,000,000馬元)。於二零一二年十二月三十一日，人民幣6,700,000元仍待日後支付。

根據交易雙方於二零一一年十月二十六日訂立協議所載的條款及條件，Leoch Investment (Singapore) Pte. Limited同意由Leoch Investment (Singapore) Pte. Limited與Ihsan Jamil Nizam、Jamil Edward Nizam、Sami Edard Nizam、Basel Hassan Nizam、Rial Ihsan Nizam及Amir Jamil Nizam收購一家於香港註冊成立的公司Master Electronic Group Limited 35%股權，代價為人民幣4,400,000元(700,000美元)。於二零一二年十二月三十一日，款項尚未支付。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

36. Related Party Transactions

(a) In addition to the transactions and balances detailed elsewhere in the financial statements, the Group had the following transactions with fellow subsidiaries during the year:

36. 關連人士交易

(a) 除於財務資料其他地方詳述的交易及結餘外，本集團與同系附屬公司在年內有以下的交易：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Purchases from related companies (note i)	向關連公司購買(附註i)		
Dongguan Leoch Power Supply Co., Ltd.	東莞理士電源製品有限公司	-	2,413
Shanghai Donmin Vehicle Co., Ltd.	上海東裕電動車有限公司	2,059	3,560
Shenzhen Marshall Green Power Co., Ltd.	深圳瑪西爾電動車有限公司	29,050	30,645
Shenzhen Marshall Power Supply Co., Ltd.	深圳市瑪西爾能源技術有限公司	-	41
Shenzhen Marxon Power Supply Co., Ltd.	深圳市邁科盛電源技術有限公司	4,059	6,612
Guangdong Marshall Electric Vehicle Co. Ltd.	廣東瑪西爾電動科技有限公司	6,120	290
		41,288	43,561
Purchases of facilities from related companies (note ii)	向關連公司採購設施(附註ii)		
Guangdong Marshall Electric Vehicle Co. Ltd.	廣東瑪西爾電動科技有限公司	19,354	-

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

36. Related Party Transactions

36. 關連人士交易 (續)

(a) (continued)

(a) (續)

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Sales to related companies (note i)	向關連公司銷售 (附註i)		
MSB MANUFACTURING SDN BHD	MSB MANUFACTURING SDN BHD	20,152	-
Shanghai Donmin Vehicle Co., Ltd.	上海東裕電動車有限公司	2,291	9,588
Shenzhen Marshell Green Power Co., Ltd.	深圳瑪西爾電動車有限公司	1,542	9,177
Shenzhen Marxon Power Supply Co., Ltd.	深圳市邁科盛電源技術有限公司	10,984	12,452
Guangdong Marshell Electric Vehicle Co. Ltd	廣東瑪西爾電動科技有限公司	5,566	1,985
Shanghai Leoch Power Supply Co., Ltd	上海理士電源科技發展有限公司	8	-
Shenzhen Marshell Power Supply Co., Ltd	深圳市瑪西爾能源技術有限公司	4	-
		40,547	33,202
Lease of office premises from two related companies and a director	自兩間關連公司及一名董事租賃辦公室物業		
Shenzhen Marshell Power Supply Co., Ltd. (note iii)	深圳市瑪西爾能源技術有限公司(附註iii)	690	690
Eastern International LLC (note iv)	Eastern International LLC (附註iv)	2,263	2,286
Dongguan Leoch Power Supply Co., Ltd (note vi)	東莞理士電源製品有限公司(附註vi)	-	-
Mr. Dong Li (note v)	董李先生(附註v)	271	263
		3,224	3,239

36. Related Party Transactions

(continued)(a) *(continued)*

Notes:

- (i) The sales of products to and purchases of raw materials and equipment from related companies were made at prices mutually agreed between the parties.
- (ii) On 25 October 2012, the Group entered into a purchase agreement with Guangdong Marshall, pursuant to which the Group has agreed to purchase certain reserve power battery facilities from Guangdong Marshall at a total consideration of not more than RMB30 million.
- (iii) The rental expenses were paid in relation to the lease of two office premises of the Group to Shenzhen Marshall Power Supply Co., Ltd. based on monthly rentals of RMB55,394 and RMB2,136 respectively from September 2010.
- (iv) The rental expenses were paid in relation to the lease of office premises of the Group to Eastern International LLC based on a monthly rental of US\$30,000 from 1 August 2008.
- (v) The rental expenses were paid in relation to the lease of office premises of the Group to Mr. Dong Li at an annual rent of RMB72,000 for the period from 1 January 2010 to 31 December 2015 and at an annual rent of SG\$39,000 for the period from 10 March 2010 to 10 March 2013.
- (vi) On 30 June 2010, the Group entered into an agreement with Dongguan Leoch Power Supply Co., Ltd. to purchase this manufacturing plant at a future date when the conditions in the agreement are met. The consideration will be determined based on a third party valuation report at the future transfer date. The Group was granted by Dongguan Leoch Power Supply Co., Ltd. a licence to use the manufacturing plant at nil consideration between the date of the agreement and the actual transfer date in future.

36. 關連人士交易 (續)

(a) (續)

附註：

- (i) 向關連公司銷售產品及購買原料及設備按訂約方互相協定的價格進行。
- (ii) 於二零一二年十月二十五日，本集團與廣東瑪西爾訂立購買協議，據此，本集團同意向廣東瑪西爾購買若干蓄電池設施，總代價不超過人民幣30百萬元。
- (iii) 由二零一零年九月起，就向深圳市瑪西爾能源技術有限公司租賃本集團的兩間辦公室物業而支付的租金開支，乃分別按月租人民幣55,394元及人民幣2,136元計算。
- (iv) 就向Eastern International LLC租賃本集團的辦公室物業而支付的租金開支，由二零零八年八月一日起月租為30,000美元。
- (v) 就向董李先生租賃本集團的辦公室物業而支付的租金開支，由二零一零年一月一日至二零一五年十二月三十一日止期間的年租為人民幣72,000元，以及由二零一零年三月十日至二零一三年三月十日止期間的年租為39,000新加坡元。
- (vi) 於二零一零年六月三十日，本集團與東莞理士電源製品有限公司訂立協議，以於協議條件獲達成時的未來日期購買此製造廠房。代價將根據未來轉讓日期的第三方估值報告予以釐定。本集團獲東莞理士電源製品有限公司許可，由協議日期至未來實際轉讓日期期間按零代價使用該製造廠房。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

36. Related Party Transactions

(continued)

(b) Outstanding balances with related parties:

Details of the Group's balances with its related parties are disclosed in note 26.

(c) Commitments with related parties

In September 2010, a subsidiary of the Group entered into an agreement ended 31 August 2012 with Shenzhen Marshall Power Supply Co., Ltd., a company which is 100% held by Mr. Dong Li, a director and controlling shareholder of the Group, in relation to the lease of two office premises. The Group extended this agreement to 23 December 2015. The Group's total lease expenses to be paid to Shenzhen Marshall Power Supply Co., Ltd. will be RMB690,360 in 2013, RMB690,360 in 2014 and RMB675,514 in 2015.

In August 2008, a subsidiary of the Group entered into an agreement ended 31 December 2012 with Eastern International LLC, a company which is 100% held by Mr. Dong Li's spouse, in relation to office premises. The Group extended this agreement to 31 May 2026 during the current year. The Group's total lease expenses to be paid to Eastern International LLC in 2013 and thereafter until 2025 will be RMB2,271,888 per year and RMB946,620 in 2026.

36. 關連人士交易 (續)

(b) 與關連人士的未償還結餘：

於各有關期間結束時本集團與其關連人士的結餘於財務資料附註26披露。

(c) 與關連人士的承諾

於二零一零年九月，本集團附屬公司與深圳市瑪西爾能源技術有限公司(由本集團董事兼控股股東董李先生持有100%權益的公司)就租賃兩間辦公室物業訂立租期至二零一二年八月三十一日為止的協議。本集團已將該協議延期至二零一五年十二月二十三日。二零一二年的租賃開支總額載於財務報表附註34(a)。本集團支付予深圳市瑪西爾能源技術有限公司的租賃開支總額將為二零一三年人民幣690,360元、二零一四年人民幣690,360元及二零一五年人民幣675,514元。

於二零零八年八月，本集團附屬公司與Eastern International LLC(由董李先生的配偶持有100%權益的公司)就租賃辦公室物業訂立租期至二零一二年十二月三十一日為止的協議。本集團已於年內將該協議延期至二零二六年五月三十一日。本集團支付予Eastern International LLC的租賃開支總額將為二零一三年起至二零二五年每年人民幣2,271,888元及二零二六年人民幣946,620元。

36. Related Party Transactions

(continued)

(c) Commitments with related parties:

(continued)

In January 2010 and March 2010, a subsidiary of the Group entered into two agreements ended 31 December 2015 and 10 March 2013, respectively, with Mr. Dong Li, the director of the Group, in relation to office premises. The Group extended the agreement which expired on 10 March 2013 to 10 March 2014 and the annual rent had been changed to SG\$54,000. The Group's total lease expenses to be paid to Mr. Dong Li will be RMB330,510 in 2013 and RMB124,877 in 2014 and RMB72,000 in 2015.

(d) Compensation of key management personnel of the Group:

36. 關連人士交易 (續)

(c) 與關連人士的承諾 (續)

於二零一零年一月及二零一零年三月，本集團附屬公司與本集團董事董李先生就租賃辦公室物業訂立兩份租期分別至二零一五年十二月三十一日及二零一三年三月十日為止的協議。本集團已將二零一三年三月十日屆滿的協議延期至二零一四年三月十日，年租金改為54,000新加坡元。本集團支付予董李先生的租賃開支總額將為二零一三年人民幣330,510元、二零一四年人民幣124,877元及二零一五年人民幣72,000元。

(d) 本集團主要管理人員的酬金：

		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Basic salaries and other benefits	基本薪金及其他福利	4,576	4,636
Performance related bonuses	與表現掛鉤花紅	1,186	909
Equity-settled share option expenses	以權益結算購股權開支	2,635	3,643
Retirement benefit scheme contributions	退休福利計劃供款	60	62
		8,457	9,250

Further details of directors' emoluments are included in note 9 to the financial statements.

The related party transactions in respect of the sales, purchase and lease transactions above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

董事酬金的詳情載於財務報表附註9。

根據上市規則第十四A章的定義，上述關於銷售、購買及租賃交易的關連方交易亦構成關連交易或持續關連交易。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

37. Financial Instruments by Category and Fair Values

37. 按類別分析的金融工具

The carrying amounts of each of the categories of financial instruments as at the end of the year are as follows:

各類別金融工具於年終時的賬面值如下：

		Group 本集團		Company 本公司	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Loans and receivables	貸款及應收款項				
Non-current portion of trade receivables	貿易應收款項的非即期部分	18,178	14,115	-	-
Trade and bills receivables	貿易應收款項及應收票據	939,747	804,119	-	-
Deposits and other receivables	訂金及其他應收款項	36,909	27,677	12,267	9,094
Amounts due from related companies	應收關連公司款項	7,362	13,150	-	-
Pledged deposits	已抵押存款	930,923	640,491	559,650	591,377
Time deposits with terms over 3 months	超過三個月的定期存款	-	28,500	-	28,500
Cash and cash equivalents	現金及現金等價物	82,893	73,371	390	2,549
Financial assets at fair value through profit or loss	公允價值變動計入損益的金融資產				
Equity investments at fair value through profit or loss:	公允價值變動計入損益之權益性投資：				
Held for trading	持有以供出售	935	1,262	-	-
Financial assets at fair value through profit or loss	公允價值變動計入損益的金融資產	5,215	-	-	-
		2,003,984	1,602,685	572,307	631,520

31 December 2012
截至二零一二年十二月三十一日止年度37. Financial Instruments by
Category and Fair Values
(continued)

37. 按類別分析的金融工具(續)

		Group 本集團		Company 本公司	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Financial liabilities at amortised cost	按攤餘成本列值 的金融負債				
Trade and bills payables	貿易應付款項及 應付票據	1,006,935	547,859	-	-
Other payables and accruals	其他應付款項及 應計費用	126,683	106,459	-	-
Interest-bearing bank borrowings	計息銀行借貸	1,394,548	1,071,626	518,541	534,132
Amounts due to related companies	應付關連公司款項	13,431	5,933	-	-
		2,541,597	1,731,877	518,541	534,132

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

The fair values of cash and cash equivalents, pledged deposits, time deposits with terms over three months, current trade receivables, trade and bills payables, financial assets included in interest receivables, deposits and other receivables, financial liabilities included in other payables and interest payables and amounts due to/from related parties approximate to their carrying amounts largely due to the short term maturities of these instruments.

金融資產及負債的公允價值以該工具在自願交易方(強迫或清盤出售除外)當前交易下之可交易金額入賬。已使用下列方法及假設評估公允價值。

現金及現金等價物、已抵押存款、三個月以上的定期存款、即期貿易應收款項、貿易應付款項及應付票據、計入應收利息、訂金及其他應收款項的金融資產、計入其他應付款項及應付利息的金融負債及應付/應收關連人士款項的公允價值與其賬面值相若，主要由於該等工具屬短期性質。

31 December 2012

截至二零一二年十二月三十一日止年度

37. Financial Instruments by Category and Fair Values

(continued)

The fair values of the non-current portion of trade receivables and interest-bearing bank borrowings approximate to their amortised costs which have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted financial instruments are measured using valuation techniques similar to forward pricing models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of these instruments are the same as their fair values.

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

- Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
- Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

37. 按類別分析的金融工具(續)

貿易應收款項非即期部分及計息銀行借貸之公允價值與其攤餘成本相若，乃使用類似條款工具之現行利率、信貸風險及剩餘年期折現預期未來現金流計算。

上市權益性投資的公允價值乃基於已報市場價格計算。非上市金融工具的公允價值採用類似於遠期定價的估值技術模型，以現值進行計量。模型涵蓋多個了多個市場可以觀察到的輸入值，包括交易對手的信用質量、即期和遠期匯率及利率曲線。該等工具的賬面價值與其公允價值相等。

公允價值層級

本集團根據下述層級參數來計量及披露金融工具之公允價值：

- 第一層級：公允價值計量方法基於相同資產或負債在活躍市場中的標價(未經調整)；
- 第二層級：公允價值計量方法基於對公允價值有重大影響的直接或間接可觀察變量的估值技術；
- 第三層級：公允價值計量方法基於對公允價值有重大影響的非可觀察市場數據的變量(不可觀察的變量)的估值技術。

Notes to the Financial Statements 財務報表附註

31 December 2012
截至二零一二年十二月三十一日止年度

37. Financial Instruments by Category and Fair Values (continued)

37. 按類別分析的金融工具 (續)

Assets measured at fair value

以公允價值計量之資產

As at 31 December 2012:

於二零一二年十二月三十一日：

		Group 本集團			
		Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Equity investments at fair value through profit or loss	公允價值變動計入損益之權益性投資	935	-	-	935
Financial assets at fair value through profit or loss	公允價值變動計入損益的金融資產	-	5,215	-	5,215
		935	5,215	-	6,150

As at 31 December 2011:

於二零一一年十二月三十一日：

		Group 本集團			
		Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Equity investments at fair value through profit or loss	公允價值變動計入損益之權益性投資	1,262	-	-	1,262
		1,262	-	-	1,262

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2011: Nil).

年內，公允價值計量概無在第一層級和第二層級之間發生轉移，也沒有轉入或轉出第三層級(二零一一年：無)。

31 December 2012

截至二零一二年十二月三十一日止年度

38. Financial Risk Management Objectives and Policies

The Group's principal financial instruments, other than derivatives, comprise interest-bearing bank borrowings, other interest-bearing loans, and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

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

Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to its interest-bearing bank borrowings. The Group does not use derivative financial instruments to hedge its interest rate risk. Since the Group's interest-bearing bank borrowings bear fixed interest, its exposure to the risk of changes in market interest rates is low.

Market risk

The Group's production process requires a significant amount of electrolytic lead, Acrylonitrile Butadiene Styrene plastics ("ABS plastics"), sulphuric acid and other materials, and the Group's success depends significantly on its ability to secure sufficient and constant supply of principal raw materials for its production at acceptable price levels. Electrolytic lead is the most significant raw material used in the Group's production. The Group does not have long-term, fixed-cost supply contracts of raw materials with its suppliers. Since many of the Group's sales are priced by reference to the market price of lead at the time of a particular order, its exposure to the risk of changes in the price of lead is reduced.

38. 金融風險管理目的及政策

本集團的主要金融工具為除衍生工具外的計息銀行借貸、其他計息借貸及現金及短期存款。該等金融工具的主要用途乃本集團的營運融資。本集團擁有各種其他金融資產，例如貿易應收款項及應收票據，乃由其經營直接產生。

本集團金融工具產生的主要風險為利率風險、市場風險、外幣風險、信貸風險及流動資金風險。董事會已審閱並同意風險管理的政策，茲概述如下。

利率風險

本集團因利率變動而面對的市場風險主要與計息銀行借貸有關。本集團並無使用對沖金融工具對沖其利率風險。由於本集團的計息銀行借貸以固定利率計息，其所面對市場利率變動的風險頗低。

市場風險

本集團的生產過程需要大量鉛、丙烯腈／丁二烯／苯乙烯共聚物塑料（「ABS塑料」）、硫酸及其他原料，本集團的成功很大程度上視乎可以按可接受的價格水平獲取足夠及供應穩定的主要原料以供生產的能力。鉛是生產中最重要、固定成本的主要原料。本集團並無與供應商訂立長期、固定成本的原料供應合同。由於本集團很多銷售乃參考於特定訂單當時鉛的市價，鉛價變動的風險因而減低。

38. Financial Risk Management Objectives and Policies (continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the Group's functional currency, i.e. RMB. The Group operates in Hong Kong, the United States, Singapore and Mainland China. For companies in Mainland China, their principal activities are transacted in RMB. For other companies outside of the PRC, their principal activities are transacted in US\$. Approximately 55% (2011: 51%) of the Group's sales were denominated in US\$, whilst approximately 90.7% (2011: 91.9%) of costs were denominated in RMB. The Group commenced using forward currencies contracts in the year 2012 to eliminate the foreign currency exposures arise from sales denominated in US\$ with total amount of US\$5 million (2011: nil). The forward currency contracts must be in the same currency as the hedged item, i.e. US\$.

Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis, and therefore, the Group's exposure to bad debts is not significant.

The credit risk of the other financial assets of the Group, which comprise cash and bank balances and pledged deposits, deposits and other receivables and amounts due from related companies, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Significant concentration of credit risk

Concentration of credit risk exists when changes in economic, industry or geographic factors similarly affect groups of counterparties whose aggregate credit exposure is significant in relation to the Group's total credit exposure. The Group had certain concentrations of credit risk as 0.4% (2011: 1.9%) and 40% (2011: 42%) of the Group's trade receivables were due from the Group's largest customer and five largest customers respectively. Sales to these customers accounted for 34% of the Group's total sales for the year ended 31 December 2012 (2011: 31%).

38. 金融風險管理目的及政策 (續)

外幣風險

本集團承受交易貨幣風險。此風險源自經營單位以本集團功能貨幣(即人民幣)以外的貨幣進行買賣。本集團於香港、美國、新加坡及中國大陸經營業務。就中國大陸的公司而言，彼等的主要業務以人民幣進行交易。就中國境外的其他公司而言，彼等的主要業務以美元進行交易。本集團約55%(二零一一年：51%)的銷售以美元列值，但約90.7%(二零一一年：91.9%)的成本乃以人民幣列值。本集團於二零一二年開始使用遠期貨幣合約，以消除以美元列值、總額達5,000,000美元(二零一一年：無)的銷售所產生的外幣風險。遠期貨幣合約須以對沖項目的相同貨幣(即美元)列值。

信貸風險

本集團僅與獲公認兼信譽可靠的客戶進行交易。按照本集團的政策，所有擬按信貸期進行交易的客戶，必須先通過信貸核實程序。此外，本集團持續監察應收結餘的情況，因此本集團的壞賬風險並不重大。

就本集團其他金融資產(包括現金及銀行結餘、已抵押存款、訂金及其他應收款項以及應收關連公司款項)所產生的信貸風險而言，本集團所承擔的信貸風險源自交易對方的違約，最大風險程度等於這些工具的賬面價值。

信貸風險高度集中

若一組交易對手同時受類似經濟、行業或地區因素影響，而該組別的信貸風險對本集團整體信貸風險影響重大，即構成集中信貸風險。因本集團0.4%(二零一一年：1.9%)及40%(二零一一年：42%)的貿易應收款項分別來自本集團的最大客戶及五大客戶，本集團須承擔若干集中信貸風險。截至二零一二年十二月三十一日止年度，向該等客戶作出的銷售佔本集團銷售總額的34%(二零一一年：31%)。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

38. Financial Risk Management Objectives and Policies (continued)

Significant concentration of credit risk (continued)

The Group also had certain concentrations of credit risk as 43% (2011: 39%) of the Group's account receivables were due from four largest telecommunication industry customers. Sales to these telecom customers accounted for 17% of the Group's total sales for the year ended 31 December 2012 (2011: 20%).

Liquidity risk

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

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. In addition, banking facilities have been put in place for contingency purposes.

The maturity profile of the Group's financial liabilities, based on the contractual undiscounted payments, is as follows:

2012

38. 金融風險管理目的及政策 (續)

信貸風險高度集中(續)

因本集團43% (二零一一年: 39%)的應收賬款來自四大電信行業客戶，本集團亦須承擔若干集中信貸風險。截至二零一二年十二月三十一日止年度，向該等電信行業客戶作出的銷售佔本集團銷售總額的17% (二零一一年: 20%)。

流動資金風險

本集團採用週期性流動資金計劃工具監控資金短缺的風險。此工具考慮其金融工具與金融資產(如貿易應收款項)的到期日以及來自業務的估計現金流量。

本集團的目的是以銀行貸款，維持本集團資金的延續性和靈活性的平衡。此外，本集團亦備有銀行融資以應付或有事件。

本集團的金融負債的到期狀況按合約未貼現付款分析如下：

二零一二年

		On demand 於要求時 RMB'000 人民幣千元	Less than 3 months 少於3個月 RMB'000 人民幣千元	3 to 12 months 3-12個月 RMB'000 人民幣千元	1 to 5 years 1-5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Interest-bearing bank borrowings	計息銀行借貸	-	443,091	778,436	200,188	1,421,715
Trade and bills payables	貿易應付款項及應付票據	-	1,006,935	-	-	1,006,935
Other payables and accruals	其他應付款項及應計費用	16,619	110,064	-	-	126,683
Amounts due to related companies	應付關連公司的款項	13,431	-	-	-	13,431
		30,050	1,560,090	778,436	200,188	2,568,764

31 December 2012
截至二零一二年十二月三十一日止年度38. Financial Risk Management
Objectives and Policies (continued)38. 金融風險管理目的及政策
(續)

Liquidity risk (continued)

流動資金風險(續)

2011

二零一一年

		Less than 3 months	3 to 12 months	1 to 5 years	Total	
	On demand 於要求時	3 months 少於3個月	3-12個月	1-5年	總計	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Interest-bearing bank borrowings	計息銀行借貸	-	192,293	552,802	332,307	1,077,402
Trade and bills payables	貿易應付款項及應付票據	-	547,859	-	-	547,859
Other payables and accruals	其他應付款項及應計費用	10,615	95,844	-	-	106,459
Amounts due to related companies	應付關連公司的款項	5,933	-	-	-	5,933
		16,548	835,996	552,802	332,307	1,737,653

Capital management

資本管理

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and a healthy capital ratio in order to support its business and maximize shareholders' value.

本集團資本管理的主要目標為確保本集團維持強勁信貸評級以及維持健康的資本比率支持其業務，以及將股東的價值提升至最高。

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2012 and 31 December 2011.

本集團根據經濟狀況變動管理其資本架構及作出調整。本集團可通過支付予股東的股息、向股東發還資本或發行新股等方法，維持及調整資本架構。截至二零一二年十二月三十一日及二零一一年十二月三十一日止年度內，管理資本的目標、政策或程序並無變動。

The Group monitors capital using a gearing ratio, which is total debts divided by total assets. The Group's total debts include interest-bearing bank borrowings.

本集團以資產負債比率監控資本，該比率為總債項除以總資產。本集團的總債項包括計息銀行借貸。

Notes to the Financial Statements 財務報表附註

31 December 2012

截至二零一二年十二月三十一日止年度

38. Financial Risk Management Objectives and Policies (continued)

Capital management (continued)

38. 金融風險管理目的及政策 (續)

資本管理(續)

		Group 本集團	
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Interest-bearing bank borrowings	計息銀行借貸	1,394,548	1,071,626
Total debts	總債項	1,394,548	1,071,626
Total assets	總資產	5,097,701	4,251,551
Gearing ratio	資產負債比率	27.36%	25.21%

39. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 28 March 2013.

39. 批准財務報表

該等財務報表已於二零一三年三月二十八日獲董事會批准並授權刊發。

Five Year Financial Summary

五年財務摘要

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

摘錄自己刊印經審核財務報表的本集團於過往五個財政年度的業績及資產、負債及非控股權益概要載列如下。

		Year ended 31 December 截至十二月三十一日止年度				
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
RESULTS	業績					
REVENUE	收益	3,247,986	3,164,056	2,116,871	1,391,533	1,498,997
Cost of sales	銷售成本	(2,655,784)	(2,510,311)	(1,591,254)	(1,102,083)	(1,295,102)
Gross profit	毛利	592,202	653,745	525,617	289,450	203,895
Other income and gains	其他收入及收益	43,453	70,878	22,375	20,561	10,160
Selling and distribution expenses	銷售及分銷成本	(159,871)	(114,048)	(76,495)	(57,292)	(43,660)
Administrative expenses	行政開支	(229,761)	(179,758)	(119,261)	(70,084)	(59,028)
R&D expenses	研發開支	(93,817)	(66,730)	-	-	-
Other expenses	其他開支	(12,545)	(6,815)	(30,311)	(13,220)	(15,401)
Finance costs	財務成本	(62,850)	(29,128)	(22,205)	(9,614)	(8,343)
Share of (losses) profits of associates	應佔聯營公司(虧損)溢利	(296)	122	-	-	-
PROFIT BEFORE TAX	稅前溢利	76,515	328,266	299,720	159,801	87,623
Income tax expense	所得稅開支	(4,853)	(44,646)	(42,210)	(14,523)	(12,865)
PROFIT FOR THE YEAR	本年度溢利	71,662	283,620	257,510	145,278	74,758
Profit for the year attributable to:	以下人士應佔溢利：					
Owners of the Company	本公司擁有人	71,662	283,620	257,510	145,273	74,644
Non-controlling interests	非控股權益	-	-	-	5	114
		71,662	283,620	257,510	145,278	74,758

Five Year Financial Summary 五年財務摘要

Assets, Liabilities and Non-controlling Interests

資產、負債及非控股權益

		As at 31 December 於十二月三十一日				
		2012 二零一二年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
TOTAL ASSETS	資產總值	5,097,701	4,251,551	3,084,075	1,091,192	793,564
TOTAL LIABILITIES	負債總額	(2,753,420)	(1,921,337)	(1,004,301)	(594,028)	(437,287)
NON-CONTROLLING INTERESTS	非控股權益	-	-	-	-	(1,200)
		2,344,281	2,330,214	2,079,774	497,164	355,077

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