

EYANG

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

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(股份代號 Stock Code : 117)

2013
Interim Report
中期報告



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公司資料

Corporate Information

董事會

執行董事

陳偉榮先生(主席兼行政總裁)
廖傑先生(於2013年9月18日辭任)
徐純誠先生(於2013年9月18日退任)
敬文平先生(於2013年5月7日獲委任)
王擘先生(於2013年9月18日獲委任)

非執行董事

霜梅女士(於2013年1月25日辭任)
陳浩先生
程吳生先生
張志林先生

獨立非執行董事

朱健宏先生
潘偉先生
劉煥彬先生
梁榮先生(於2013年5月7日獲委任)
麥家榮先生(於2013年9月18日獲委任)

審核委員會

朱健宏先生(主席)
潘偉先生
劉煥彬先生
梁榮先生(於2013年11月4日獲委任)
麥家榮先生(於2013年11月4日獲委任)

薪酬委員會

劉煥彬先生(主席)
陳偉榮先生
潘偉先生
朱健宏先生

提名委員會

劉煥彬先生(主席)
陳偉榮先生
朱健宏先生

註冊地址

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

BOARD OF DIRECTORS

Executive Directors

Mr. Chen Weirong (Chairman and Chief Executive Officer)
Mr. Liao Jie (resigned on 18 September 2013)
Mr. Xu Chuncheng (retired on 18 September 2013)
Mr. Jing Wenping (appointed on 7 May 2013)
Mr. Wang Ye (appointed on 18 September 2013)

Non-executive Directors

Ms. Shuang Mei (resigned on 25 January 2013)
Mr. Chen Hao
Mr. Cheng Wusheng
Mr. Zhang Zhilin

Independent Non-executive Directors

Mr. Chu Kin Wang, Peleus
Mr. Pan Wei
Mr. Liu Huanbin
Mr. Liang Rong (appointed on 7 May 2013)
Mr. Mak Ka Wing (appointed on 18 September 2013)

AUDIT COMMITTEE

Mr. Chu Kin Wang, Peleus (Chairman)
Mr. Pan Wei
Mr. Liu Huanbin
Mr. Liang Rong (appointed on 4 November 2013)
Mr. Mak Ka Wing (appointed on 4 November 2013)

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

REGISTERED OFFICE

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



公司資料

Corporate Information

總辦事處及香港主要營業地

香港灣仔軒尼詩道 226 號
寶華商業中心 20 樓 A 室

中國主要營業地點

中國深圳市南山區
高新技術產業園北區
朗山二號路
齊民道 3 號
宇陽大廈

授權代表

陳偉榮先生
梁偉忠先生

公司秘書

梁偉忠先生 *CPA*

主要股份過戶登記處

Appleby Trust (Cayman) Limited
Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港股份過戶登記分處

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A, 20/F., Po Wah Commercial Centre
226 Hennessy Road
Wanchai
Hong Kong

PRINCIPAL PLACE OF BUSINESS IN THE PRC

EYANG Building
No. 3 Qimin Street
No. 2 Langshan Road, North Area
Hi-tech Industrial Park
Nanshan District
Shenzhen, the PRC

AUTHORISED REPRESENTATIVES

Mr. Chen Weirong
Mr. Leung Wai Chung

COMPANY SECRETARY

Mr. Leung Wai Chung *CPA*

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Trust (Cayman) Limited
Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

公司資料

Corporate Information

主要往來銀行

中國建設銀行
招商銀行
深圳平安銀行
香港上海滙豐銀行
恒生銀行有限公司

中國公司律師

萬商律師事務所

開曼群島法律

Conyers Dill & Pearman

核數師

陳葉馮會計師事務所有限公司
執業會計師

股份代號

00117

公司網址

<http://www.szeyang.com>

PRINCIPAL BANKERS

China Construction Bank
China Merchants Bank
Shenzhen Ping An Bank
Hongkong and Shanghai Banking Corporation
Hang Seng Bank Limited

PRC LAWYER

Win & Sun Law Firm

AS TO CAYMAN ISLANDS LAW

Conyers Dill & Pearman

AUDITOR

CCIF CPA Limited
Certified Public Accountants

STOCK CODE

00117

COMPANY WEBSITE

<http://www.szeyang.com>

管理層討論及分析

Management's Discussion and Analysis

業務回顧

本年度，移動互聯產業快速發展，智能穿戴、智能 TV、智能家居、智能手機等智能概念層出不窮，而國內智能手機出貨量更是取得了 60% 的強勁增長，面對這一難得的發展機遇，在全體員工共同努力下，MLCC 業務收入取得了兩位數的增長，毛利率持續改善。

新收購的電池業務，由於中國政府相關部門頒佈監管鉛酸電池生產企業的新規則及規定等若干外部因素，對新收購公司之業務營運及發展造成意外的不利影響，雖然公司採取一系列措施也無法扭轉該業務的虧損。

考慮到該業務亦不再能夠為本集團提供相關商機，因此 2013 年 11 月 15 日，集團與原賣方訂立股份出售協議，原賣方同意購回電池業務公司的股權。詳情請參閱本集團於 2013 年 12 月 9 日之股東特別大會之通告。

由於 2012 年手機貿易業務萎縮，毛利下降，管理資源有限等原因，董事會決定本年度結束該業務，並於 2013 年 6 月 28 日對從事手機貿易業務的集團下屬全資子公司香港威長新能源有限公司（簡稱香港威長）展開股東自願清盤，並於同日委任臨時清盤人。

BUSINESS REVIEW

In this year, we witnessed the rapid development of the mobile internet industry, the emergence of smart wearable devices, smart TV, smart home, smart phone and other smart concepts, as well as a strong growth of 60% in the output of smart phones in the PRC. Capitalizing on this valuable opportunity and thanks to the concerted efforts of our staff, MLCC business recorded a double-digit growth in revenue with continuous improvement in gross profit margin.

Despite the adoption of various measures by the Company, the newly acquired battery business still recorded a loss due to the unexpected adverse effects suffered by its business operations and development resulting from certain external factors, such as the new rules and requirements regulating enterprises engaged in the production of lead-acid batteries issued by the PRC government authorities.

Given the fact that the business is no longer capable of offering the Group relevant opportunities, on 15 November 2013, the Group entered into a share disposal agreement with the original vendors, under which the original vendors agreed to repurchase the entire equity interest in the company operating the battery business. For details, please refer to the notice of extraordinary general meeting of the Group dated 9 December 2013.

For the Group's mobile phone trading business, in view of the shrinking sales volume, decrease in gross profit, limited management resources and other factors emerged in 2012, the Board decided to close down the business during the year, and carried out the voluntary winding-up process on 28 June 2013 in respect of Hong Kong Weichang NER Co., Limited (hereinafter referred to as HK Weichang), a wholly-owned subsidiary of the Group engaged in mobile phone trading business, and provisional liquidators were appointed on the same day.

管理層討論及分析

Management's Discussion and Analysis

財務回顧

因從事手機貿易業務的子公司已於2013年6月28日展開股東自願清盤，如無特別申明，下面僅分析本集團的MLCC業務和電池業務。

主營業務收入

2013年首6個月，本集團的MLCC業務營業收入人民幣242.7百萬元，較2012年同期上升51.3%。主要因為以智能手機、平板電腦等為代表的移動互聯終端產品高速發展，集團將銷售重心轉到移動互聯終端行業市場從而擴大市場份額。

2013年首6個月本集團電池業務收入為人民幣21.6百萬元。

毛利率

2013年首6個月，本集團的MLCC業務毛利率為14.9%，較2012年同期的12.1%上升2.8個百分點。

2013年首6個月本集團電池業務的毛利率0.9%。

其他業務收入和收益

2013年首6個月本集團其他業務收入和收益為人民幣7.7百萬元，較2012年同期增加人民幣1.3百萬元。主要原因是2013年匯率波動較大，以外幣計價的應付賬款和短期借款產生匯兌收益及利息收入減少。

銷售及分銷成本

2013年首6個月本集團營業費用為人民幣15.6百萬元，其中電池業務銷售費用為人民幣1.1百萬元，MLCC業務的營業費用為人民幣14.5百萬元，較2012年同期增加人民幣6.8百萬元，主要因為MLCC銷售轉移到移動互聯終端行業市場，為提升對該市場的份額而增加了投入。

FINANCIAL REVIEW

As the voluntary winding-up process in respect of the subsidiary engaged in mobile phone trading business was carried out on 28 June 2013, the following analysis will only focus on the Group's MLCC business and battery business unless otherwise stated.

Revenue from Principal Business

During the first six months of 2013, the revenue from the Group's MLCC business was RMB242.7 million, representing a 51.3% increase from the same period in 2012. This was mainly attributable to the increased market share as the Group shifted its focus of sales to the market in the mobile internet terminal industry in response to the rapid development of smart phones, tablet computers and other mobile internet terminal products.

The revenue from the Group's battery business during the first six months of 2013 was RMB21.6 million.

Gross Profit Margin

The gross profit margin of the Group's MLCC business for the first six months of 2013 was 14.9%, representing a 2.8% increase from that of 12.1% for the same period in 2012.

The gross profit margin of the Group's battery business was 0.9% for the first six months of 2013.

Other Income and Gain

Other income and gain of the Group for the first six months of 2013 were RMB7.7 million, representing an increase of RMB1.3 million from the same period in 2012. This was mainly due to greater foreign exchange fluctuations in 2013, resulting in an exchange gain generated from payables and short-term loans denominated in foreign currency, and a decrease in interest income.

Selling and Distribution Costs

The operating costs of the Group for the first six months of 2013 were RMB15.6 million, of which the selling costs of the battery business were RMB1.1 million; the operating costs of MLCC business were RMB14.5 million, representing an increase of RMB6.8 million from the same period in 2012. The increase was mainly resulted from the increased input made by the Group to expand its market share in the mobile internet terminal industry market which was in line with the shift of MLCC sales to such market.

管理層討論及分析

Management's Discussion and Analysis

管理費用

2013年首6個月本集團管理費用為人民幣18.1百萬元，較2012年同期增長35.9%，主要因為增加了新收購電池業務管理費用。

研究及開發成本

2013年首6個月本集團研究及開發成本為人民幣3.6百萬元，較2012年同期減少人民幣0.4百萬元，主要是因為：研發項目進度的正常波動。

其他支出

2013年首6個月本集團其他支出為人民幣6.6百萬元，較2012年同期增加人民幣1.9百萬元，主要因為增加了MLCC固定資產減值撥備。

財務費用

2013年首6個月本集團財務成本為人民幣1.9百萬元，較2012年同期減少人民幣2.0百萬元，主要因為：更加合理運用適當的融資手段，有效控制融資成本。

所得稅費用

2013年首6個月本集團所得稅費用約為人民幣1.3百萬元，較2012年同期增加人民幣0.9百萬元。主要是因為部分子公司盈利增加。

資產負債比率

本集團以資產負債比率監察其資本，即淨負債除以資本加淨負債。淨負債按銀行貸款、應付貿易賬款及應付票據以及其他應付款項(不包含預提費用及一年內的遞延收入)減現金及現金等價物之總和計算。資本指母公司權益持有人應佔權益。於2012年12月31日及2013年6月30日，本集團的資產負債比率分別約為34%及34%。

Management Costs

The management costs of the Group for the first six months of 2013 were RMB18.1 million, representing an increase of 35.9% from the same period in 2012. This was mainly due to the increase in management costs of the newly acquired battery business.

Research and Development Costs

The research and development costs of the Group for the first six months of 2013 were RMB3.6 million, representing a decrease of RMB0.4 million from the same period in 2012. This was mainly due to the normal fluctuations in the progress of research and development projects.

Other Expenses

Other expenses of the Group for the first six months of 2013 were RMB6.6 million, representing an increase of RMB1.9 million over the same period in 2012. This was mainly due to an additional provision made for the impairment of MLCC fixed assets.

Finance Costs

The finance costs of the Group for the first six months of 2013 were RMB1.9 million, representing a decrease of RMB2.0 million from the same period in 2012. This was mainly attributable to the greater focus on implementation of appropriate financing strategies and effective control of finance costs.

Income Tax Expenses

Income tax expenses of the Group for the first six months of 2013 amounted to approximately RMB1.3 million, representing an increase of RMB0.9 million over the same period in 2012. This was mainly due to the increase in earnings of some of the Group's subsidiaries.

Gearing Ratio

The Group monitors its capital through gearing ratio, which is net debt divided by capital plus net debt. Net debt is calculated as the sum of bank loans, trade and bills payables and other payables (excluding accruals and deferred income within one year) less cash and cash equivalent. Capital represents the equity attributable to the owners of the parent. As at 31 December 2012 and 30 June 2013, the gearing ratio of the Group was approximately 34% and 34% respectively.

管理層討論及分析

Management's Discussion and Analysis

物業、廠房及設備

於2013年6月30日，賬面淨值為人民幣263.7百萬元，較2012年12月31日年下降人民幣13.7百萬元，主要是由於1、本集團物業、廠房及設備的本期折舊及減值額約人民幣18.1百萬元。2、本集團新購置設備人民幣5.0百萬元。

投資性物業

於2013年6月30日，本集團投資性物業為人民幣26.3百萬元，較2012年12月31日年下降人民幣0.3百萬元，是正常折舊攤銷所致。

其他無形資產

於2013年6月30日，本集團的其他無形資產人民幣0.9百萬元，較2012年12月31日年度減少人民幣0.08百萬元，主要是由於本集團SAP管理軟件形成的無形資產攤銷。

應收貿易賬款及應收票據

於2013年6月30日，應收貿易賬款及應收票據的賬面淨值為人民幣237.8百萬元，較2012年12月31日年增加人民幣16.0百萬元。主要是因為由於MLCC收入增長而引起的應收賬款增加。

預付款項、按金及其他應收款項

於2013年6月30日，本集團預付款項、按金及其他應收款項額為人民幣20.2百萬元，較2012年12月31日年下降人民幣11.9百萬元，主要是由於當期待抵扣的進項稅項減少。

現金及現金等價物及已抵押銀行存款

於2013年6月30日，本集團現金及現金等價物及已抵押銀行存款為人民幣126.2百萬元，較2012年12月31日年上升人民幣37.5百萬元，主要是由於開立銀行承兌匯票及LC增加，導致保證金相應增加。

Property, Plant and Equipment

The net carrying amount as at 30 June 2013 was RMB263.7 million, representing a decrease of RMB13.7 million from that of 31 December 2012. This was mainly due to: (i) current depreciation and impairment of approximately RMB18.1 million with respect to the Group's property, plant and equipment; and (ii) the Group's newly acquired equipment valued at RMB5.0 million.

Investment Properties

The Group's investment properties as at 30 June 2013 amounted to RMB26.3 million, representing a decrease of RMB0.3 million from that of 31 December 2012. This was mainly due to normal depreciation and amortization.

Other Intangible Assets

Other intangible assets of the Group as at 30 June 2013 amounted to RMB0.9 million, representing a decrease of RMB0.08 million when compared to that of 31 December 2012. This was mainly due to the amortization of intangible assets associated with the Group's SAP management software.

Trade and Bills Receivables

As at 30 June 2013, the net book values of trade and bills receivables were RMB237.8 million, representing an increase of RMB16.0 million from that of 31 December 2012. This was mainly due to the increase in trade receivables as a result of the MLCC revenue growth.

Prepayments, Deposits and Other Receivables

As at 30 June 2013, prepayments, deposits and other receivables of the Group amounted to RMB20.2 million, representing a decrease of RMB11.9 million from that of 31 December 2012, primarily due to a decrease in input tax subject to deduction for the current period.

Cash and Cash Equivalents and Pledged Bank Deposits

As at 30 June 2013, cash and cash equivalents and pledged bank deposits of the Group were RMB126.2 million, representing an increase of RMB37.5 million compared to that of 31 December 2012. This was mainly due to the increased deposits as a result of the increase in issued bank acceptance bills and letter of credits.

管理層討論及分析

Management's Discussion and Analysis

應付貿易賬款及應付票據

於2013年6月30日，本集團的應付賬款餘額較2012年12月31日年末增加約人民幣21.1百萬元，應付票據餘額增加人民幣4.1百萬元。主要原因：1、本集團供貨商給於本集團付款期延長；2、本集團每月採購額增大。

遞延收入、應計費用與其他應付款項

於2013年6月30日，本集團遞延收入、應計費用與其他應付款項為人民幣38.4百萬元，較2012年12月31日年度減少人民幣7.4百萬元。主要原因是計提的2012年年終獎金在2013年上半年已經發放以及支付了應付設備款。

計息銀行貸款

於2013年6月30日，本集團有未償還計息銀行貸款人民幣131.8百萬元，較2012年12月31日年度下降人民幣13百萬元，主要由於償還到期銀行短期貸款。

或然負債

於2013年6月30日，本集團並無重大的或然負債。

承擔

於2013年6月30日，本集團的資本承擔為人民幣1百萬元，較2012年12月31日年度上升人民幣0.9百萬元，主要是由於本集團2013年上半年度新簽訂MLCC生產設備採購合同未執行。

Trade and Bills Payables

As at 30 June 2013, the balance of the Group's trade payables was increased by approximately RMB21.1 million from that of 31 December 2012, while the balance of bills payables increased by RMB4.1 million. It was mainly due to: (i) the fact that the credit term granted by the Group's suppliers to the Group was extended; and (ii) the Group increased its monthly purchase.

Deferred Income, Accruals and Other Payables

As at 30 June 2013, deferred income, accruals and other payables of the Group amounted to RMB38.4 million, representing a decrease of RMB7.4 million from that of 31 December 2012. This was mainly due to the year-end bonus provided for 2012 was paid during the first half of 2013 and the settlement of equipment related payables.

Interest-Bearing Bank Loans

As at 30 June 2013, the Group had outstanding interest-bearing bank loans of RMB131.8 million, representing a decrease of RMB13 million as compared to that as at 31 December 2012, which was mainly due to the repayment of matured short-term bank loans.

Contingent Liabilities

As at 30 June 2013, the Group had no material contingent liabilities.

Commitments

As at 30 June 2013, the capital commitments of the Group were RMB1 million, representing an increase of RMB0.9 million over that of 31 December 2012, which was mainly due to the fact that the MLCC equipment purchasing contracts newly entered into by the Group during the first half of 2013 were yet to be executed.

管理層討論及分析

Management's Discussion and Analysis

流動資金、財務資源及資本架構

流動資產淨額

於2013年6月30日，本集團的流動資產淨額約為人民幣136.9百萬元，其中包括流動資產人民幣480.2百萬元及流動負債人民幣343.3百萬元。

銀行授信

於2013年6月30日，本集團的銀行授信總額約為人民幣500.0百萬元，其中約人民幣370.0百萬元並未使用。

外匯風險

本集團於2013年首6個月銷售額主要以人民幣、美元和港元列值，採購額主要以人民幣、美元、港元和日元列值，以美元和港元列值的應收貿易賬款大於以美元和港元列值的應付貿易賬款，同時，本集團還存在以日元列值應付貿易賬款而基本不存在以日元列值的應收貿易賬款風險，在匯率劇烈波動時，存在一定的匯率風險。

員工

截至2013年6月30日，集團共有1,149員工，他們的工資和福利由市場、國家政策及個人表現而定。

承董事會命
主席
陳偉榮

香港，2014年7月16日

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Net Current Assets

As at 30 June 2013, the Group had net current assets of approximately RMB136.9 million, including current assets of RMB480.2 million and current liabilities of RMB343.3 million.

Banking Facilities

As at 30 June 2013, the Group had aggregate banking facilities of approximately RMB500.0 million, of which approximately RMB370.0 million had not been utilized.

Foreign Currency Risk

The Group's sales during the first six months of 2013 were mainly denominated in RMB, US dollars and Hong Kong dollars, while its purchases were mainly denominated in RMB, US dollars, Hong Kong dollars and Japanese Yen. The trade receivables denominated in US dollars and Hong Kong dollars were greater than the trade payables denominated in US dollars and Hong Kong dollars. Meanwhile, the Group is exposed to risks in respect of trade payables denominated in Japanese Yen, but is basically not exposed to risks in respect of trade receivables denominated in Japanese Yen. In the event of vigorous fluctuation of the exchange rate, foreign currency risk will exist to a certain extent.

STAFF

As at 30 June 2013, the Group had a total of 1,149 staff, whose remunerations and benefits are determined based on the market, state policies and individual performance.

By order of the Board
Chen Weirong
Chairman

Hong Kong, 16 July 2014

中期簡明綜合全面收益表

Interim Condensed Consolidated Statement of Comprehensive Income

截至2013年6月30日止六個月 FOR THE SIX MONTHS ENDED 30 JUNE 2013

		截至6月30日止六個月 Six months ended 30 June	
		2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000 (經重列) (restated)
		附註 Notes	
持續經營業務	Continuing operation		
收入	Revenue	4	264,316
銷售成本	Cost of sales		(227,954)
毛利	Gross profit		36,362
其他收入及其他淨收益	Other income and other net income	4	7,649
銷售及分銷成本	Selling and distribution costs		(15,608)
行政費用	Administrative expenses		(18,161)
其他開支	Other expenses		(6,567)
融資成本	Finance costs	5	(1,869)
研究及開發成本	Research and development costs		(3,555)
除稅前虧損	Loss before taxation	6	(1,749)
所得稅開支	Income tax expense	7	(1,340)
來自持續經營業務之年度虧損	Loss for the year from continuing operation		(3,089)
終止經營業務	Discontinued operations		
來自終止經營業務之年度利潤	Profit for the year from discontinued operations		-
年度虧損	Loss for the year		(3,089)
年度其他全面收益/(虧損)	Other comprehensive income/(loss) for the year		
換算海外業務的匯兌差額	Exchange difference on translation of foreign operations		1,580
年度全面虧損總額	Total comprehensive loss for the year		(1,509)

中期簡明綜合全面收益表

Interim Condensed Consolidated Statement of Comprehensive Income

截至2013年6月30日止六個月 FOR THE SIX MONTHS ENDED 30 JUNE 2013

截至6月30日止六個月

Six months ended 30 June

		2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000 (經重列) (restated)
	附註 Notes		
源自以下各項的本公司擁有人應佔年度利潤／(虧損)：	Profit/(loss) for the year attributable to owners of the Company arising from:		
持續經營業務	Continuing operation	(3,089)	(8,267)
終止經營業務	Discontinued operations	-	755
		(3,089)	(7,512)
源自以下各項的本公司擁有人應佔全面收益／(虧損)總額：	Total comprehensive income/(loss) attributable to owners of the Company arising from:		
持續經營業務	Continuing operation	(1,509)	(8,610)
終止經營業務	Discontinued operations	-	755
		(1,509)	(7,855)
每股盈利／(虧損)	Earnings/(loss) per share		
		9	
來自持續及終止經營業務基本及攤薄	From continuing and discontinued operations Basic and diluted	人民幣RMB (0.76) 仙 cents	人民幣RMB (1.85) 仙 cents
來自持續經營業務基本及攤薄	From continuing operation Basic and diluted	人民幣RMB (0.76) 仙 cents	人民幣RMB (2.04) 仙 cents
來自終止經營業務基本及攤薄	From discontinued operations Basic and diluted	-	人民幣RMB 0.19 仙 cents

中期簡明綜合財務狀況表

Interim Condensed Consolidated Statement of Financial Position

2013年6月30日 30 JUNE 2013

			2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
		附註 Notes		
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	10	263,746	277,415
投資物業	Investment properties	11	26,292	26,625
土地租賃預付款項	Prepaid land lease payments	12	20,094	20,341
其他無形資產	Other intangible assets		942	1,025
遞延稅項資產	Deferred tax assets		3,790	2,891
			<hr/>	<hr/>
非流動資產總值	Total non-current assets		314,864	328,297
流動資產	CURRENT ASSETS			
存貨	Inventories	13	95,239	110,363
應收貿易賬款及應收票據	Trade and bills receivables	14	237,841	221,873
預付款項、按金及其他應收款項	Prepayments, deposits and other receivables	15	20,170	32,080
應收關連方款項	Due from related parties	23(3)	783	10,869
已抵押存款	Pledged deposits	16	61,658	40,677
現金及現金等價物	Cash and cash equivalents	16	64,561	48,018
			<hr/>	<hr/>
流動資產總值	Total current assets		480,252	463,880
流動負債	CURRENT LIABILITIES			
應付貿易賬款及應付票據	Trade and bills payables	17	144,666	119,440
遞延收入、應計費用及 其他應付款項	Deferred income, accruals and other payables	18	38,497	45,849
應付稅項	Tax payable		26,781	28,155
銀行貸款	Bank loans	19	131,819	144,599
應付股息	Dividends payable		256	256
應付一名關連方款項	Due to a related party	23(3)	1,313	40
			<hr/>	<hr/>
流動負債總額	Total current liabilities		343,332	338,339
流動資產淨值	NET CURRENT ASSETS		<hr/>	<hr/>
			136,920	125,541
資產總值減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		<hr/>	<hr/>
			451,784	453,838

中期簡明綜合財務狀況表

Interim Condensed Consolidated Statement of Financial Position

2013年6月30日 30 JUNE 2013

		附註 Notes	2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
非流動負債	NON-CURRENT LIABILITIES			
遞延收入	Deferred income		1,610	2,138
遞延稅項負債	Deferred tax liabilities		5,993	6,010
非流動負債總額	Total non-current liabilities		7,603	8,148
資產淨值	Net assets		444,181	445,690
權益	EQUITY			
母公司擁有人應佔權益	Equity attributable to owners of the parent			
股本	Share capital	20	3,824	3,824
儲備	Reserves		440,357	441,866
總權益	Total equity		444,181	445,690

中期簡明綜合權益變動表

Interim Condensed Consolidated Statement of Changes in Equity

截至2013年6月30日止六個月 FOR THE SIX MONTHS ENDED 30 JUNE 2013

		母公司擁有人應佔項目								
		Attributable to owners of the parent								
已發行股本	股份溢價賬	實繳盈餘	購股權儲備	匯率波動儲備	法定儲備	留存盈利	擬派末期股息	總權益		
Issued capital	Share premium account	Contributed surplus	Share option reserve	Exchange fluctuation reserve	Statutory reserve	Retained profits	Proposed final dividend	Total equity		
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元		
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
於2013年1月1日	At 1 January 2013	3,824	104,657*	208,407*	4,560*	2,948*	37,935	83,359*	-	445,690
期間全面虧損總額	Total comprehensive loss for the period	-	-	-	-	1,580	-	(3,089)	-	(1,509)
於2013年6月30日 (未經審核)	At 30 June 2013 (unaudited)	3,824	104,657*	208,407*	4,560*	4,528*	37,935	80,270	-	444,181
於2012年1月1日	At 1 January 2012	3,824	104,657*	198,939*	4,785*	2,962*	-	129,228*	-	444,395
期間全面虧損總額	Total comprehensive loss for the period	-	-	-	-	(343)	-	(7,512)	-	(7,855)
於2012年6月30日 (未經審核)	At 30 June 2012 (unaudited)	3,824	104,657*	198,939*	4,785*	2,619	-	121,716	-	436,540

* 該等儲備賬目包括簡明綜合財務狀況表中之本集團綜合儲備人民幣440,357,000元(2012年6月30日(未經審核): 人民幣432,716,000元)。

* These reserve accounts comprise the consolidated reserves of the Group of RMB440,357,000 (30 June 2012 (unaudited): RMB432,716,000) on the condensed consolidated statement of financial position.

中期簡明綜合現金流量表

Interim Condensed Consolidated Statement of Cash Flows

截至2013年6月30日止六個月 FOR THE SIX MONTHS ENDED 30 JUNE 2013

截至6月30日止六個月

Six months ended 30 June

		2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000
經營活動產生之現金流量淨額	Net cash flows from operating activities	54,150	16,848
投資活動所用之現金流量淨額	Net cash flows used in investing activities	(4,496)	(4,049)
融資活動產生/(所用)之 現金流量淨額	Net cash flows from/(used in) financing activities	(25,610)	(40,952)
		<hr/>	<hr/>
現金及現金等價物之增加/ (減少)淨額	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	24,044	(28,153)
外匯匯率變動之影響，淨額	Effect of foreign exchange rate changes, net	1,580	(343)
期初之現金及現金等價物	Cash and cash equivalents at beginning of period	55,568	70,487
		<hr/>	<hr/>
期末之現金及現金等價物	CASH AND CASH EQUIVALENTS AT END OF PERIOD	81,192	41,991
		<hr/>	<hr/>
現金及現金等價物結餘分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
現金及銀行結餘	Cash and bank balances	61,658	34,417
在購入時原本到期日不足 3個月之已無抵押定期存款	Non-pledged time deposits with original maturity of less than three months when acquired	19,534	7,574
		<hr/>	<hr/>
		81,192	41,991
		<hr/>	<hr/>

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

1. 公司資料

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

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

2.1 編製基準

截至2013年6月30日止六個月之中期簡明綜合財務報表乃根據國際會計準則(「國際會計準則」)第34號「中期財務報告」編製。

中期簡明綜合財務報表並未納入年度財務報表規定之所有資料及披露，且應與本集團於2012年12月31日之年度財務報表一併閱讀。

1. CORPORATE INFORMATION

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

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

2.1 BASIS OF PREPARATION

The interim condensed consolidated financial statements for the six months ended 30 June 2013 have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2012.

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

2.2 新訂及經修訂國際財務報告準則(「國際財務報告準則」)之影響

本集團已應用以下由國際會計標準委員會頒佈之新訂及經修訂國際財務報告準則。

國際財務報告準則之修訂本	國際財務報告準則之年度改進(2009-2011週期)
國際會計準則第1號(修訂本)	其他全面收益項目之呈列
國際財務報告準則第7號(修訂本)	披露—抵銷金融資產及金融負債
國際財務報告準則第10號、第11號及第12號(修訂本)	綜合財務報表、合營安排及披露其他實體權益：過渡指引
國際財務報告準則第10號	綜合財務報表
國際財務報告準則第11號	合營安排
國際財務報告準則第12號	披露其他實體權益
國際財務報告準則第13號	公平值計量
國際會計準則第19號(於2011年經修訂)	僱員福利
國際會計準則第27號(於2011年經修訂)	獨立財務報表
國際會計準則第28號(於2011年經修訂)	於聯營公司及合營公司之投資
國際財務報告詮釋委員會詮釋第20號	露天礦生產階段之剝採成本

本集團並無採納任何於當前會計期間尚未生效之新訂國際財務報告準則。除下文所述者外，於本年度應用新訂及經修訂國際財務報告準則對本集團於本年度及過往年度之財務表現及狀況及／或綜合財務報表內所載之披露並無重大影響。

國際會計準則第1號其他全面收益項目之呈列之修訂

有關修訂規定實體須將於日後符合若干條件後可重新分類至損益之其他全面收益項目與不再重新分類至損益者分開呈列。財務報表之綜合損益及其他全面收益表中對其他全面收益項目之呈列已作出相應修訂。此外，根據有關修訂之指引，本集團已選擇在財務報表中使用新標題「損益及其他全面收益表」。

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

The Group has applied the following new and revised IFRSs issued by the IASB.

Amendments to IFRSs	Annual Improvements to IFRSs 2009-2011 Cycle
Amendments to IAS 1	Presentation of Items of Other Comprehensive Income
Amendments to IFRS 7	Disclosures — Offsetting Financial Assets and Financial Liabilities
Amendments to IFRS 10, IFRS 11 and IFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
IFRS 10	Consolidated Financial Statements
IFRS 11	Joint Arrangements
IFRS 12	Disclosure of Interests in Other Entities
IFRS 13	Fair Value Measurement
IAS 19 (as revised in 2011)	Employee Benefits
IAS 27 (as revised in 2011)	Separate Financial Statements
IAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures
(IFRIC)-Int 20	Stripping Costs in the Production Phase of a Surface Mine

The Group has not applied any new IFRS that is not yet effective for the current accounting period. Except as described below, the application of new and revised IFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in the consolidated financial statements.

Amendments to IAS 1 Presentation of Items of Other Comprehensive Income

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of profit or loss and other comprehensive income in the financial statements has been modified accordingly. In addition, the Group has chosen to use the new title "statement of profit or loss and other comprehensive income" as introduced by the amendments in the financial statements.

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

2.2 新訂及經修訂國際財務報告準則(「國際財務報告準則」)之影響(續)

國際財務報告準則第10號綜合財務報表

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有關編製綜合財務報表之規定及常務詮釋委員會詮釋第12號「綜合—特殊目的實體」之規定。該準則引入單一控制模式，以釐定是否對投資對象予以綜合處理，主要視乎有關實體是否有權控制投資對象、是否擁有參與投資對象營運而享有浮動回報的風險承擔或權利以及能否運用其權力影響有關回報的金額。

由於採納國際財務報告準則第10號，本集團已更改有關釐定其是否有權控制投資對象之相關會計政策。有關採納並無改變本集團於2013年1月1日就其參與其他實體之營運所達致之任何有關控制權之結論。

國際財務報告準則第13號公平值計量

國際財務報告準則第13號以單一公平值計量指引來源取代個別國際財務報告準則之現有指引。國際財務報告準則第13號亦載有金融工具及非金融工具之公平值計量之廣泛披露規定。就適用於本集團之要求之範疇，本集團已於財務報表相關附註內作出該等披露。採納國際財務報告準則第13號不會對本集團資產及負債之公平值計量造成任何重大影響。

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

(Continued)

IFRS 10 Consolidated Financial Statements

IFRS 10 replaces the requirements in IAS 27 Consolidated and Separate Financial Statements relating to the preparation of consolidated financial statements and SIC 12 Consolidation — Special Purpose Entities. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of IFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

IFRS 13 Fair value measurement

IFRS 13 replaces existing guidance in individual IFRSs with a single source of fair value measurement guidance. IFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in corresponding note to the financial statements. The adoption of IFRS 13 does not have any material impact on the fair value measurements of the Group's assets and liabilities.

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3. 經營分部資料

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

業務分部概要詳情如下：

持續經營業務：

- 片式多層陶瓷電容器(「MLCC」)分部從事製造及銷售MLCC及MLCC買賣；
- 電池分部從事電池製造及銷售。

終止經營業務：

- 手機貿易分部從事手機買賣業務。

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

分部間銷售及轉讓乃經參考向第三方銷售所用的銷售價按當時現行市價交易。

3. OPERATING SEGMENT INFORMATION

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

Summary details of the business segments are as follows:

Continuing operation:

- the multi-layer ceramic chips ("MLCC") segment engages in the manufacture and sale of MLCC and the trading of MLCC;
- the battery segment engages in the manufacture and sale of batteries.

Discontinued operations:

- the mobile phone trading segment engages in the trading of mobile phones.

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

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

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3. 經營分部資料 (續)

下表呈列截至2013年6月30日止期間本集團業務分部之收入、利潤及若干資產、負債及開支資料。

3. OPERATING SEGMENT INFORMATION (Continued)

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's business segments for the period ended 30 June 2013.

截至2013年6月30日止期間	Period ended 30 June 2013	持續經營業務		終止經營業務	總計
		Continuing operation		Discontinued operations	
		片式多層 陶瓷電容器	電池		
		MLCC	Battery		Total
		人民幣千元 RMB'000	人民幣千元 RMB'000		人民幣千元 RMB'000
分部收益：	Segment revenue:				
銷售予外界客戶	Sales to external customers	242,676	21,640	–	264,316
其他收入	Other revenue	1,055	–	–	1,055
		<u>243,731</u>	<u>21,640</u>	<u>–</u>	<u>265,371</u>
分部業績	Segment results	5,342	(5,731)	–	(389)
調節：	Reconciliation:				
利息收入	Interest income				509
融資成本	Finance costs				(1,869)
					<u>(1,749)</u>
除稅前虧損	Loss before tax				<u>(1,749)</u>
分部資產	Segment assets	755,537	43,025	–	798,561
調節：	Reconciliation:				
分部間應收賬款對銷	Elimination of intersegment receivables				(3,445)
					<u>(3,445)</u>
資產總值	Total assets				<u>795,116</u>
分部負債	Segment liabilities	301,767	49,168	–	350,935
調節：	Reconciliation:				
分部間應付賬款對銷	Elimination of intersegment payables				–
					<u>–</u>
負債總額	Total liabilities				<u>350,935</u>
其他分部資料：	Other segment information:				
於全面收益表確認之 存貨減值虧損	Impairment losses of inventory recognised in the statement of comprehensive income	6,847	–	–	6,847
於全面收益表確認之 應收貿易賬款減值撥回	Reversal of impairment of trade receivables recognised in the statement of comprehensive income	(2,868)	–	–	(2,868)
於全面收益表確認之 物業、廠房及設備 減值虧損	Impairment losses of PPE recognised in the statement of comprehensive income	2,088	–	–	2,088
折舊及攤銷	Depreciation and amortisation	18,818	10	–	18,828
資本開支	Capital expenditure	5,000	5	–	5,005

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3. 經營分部資料 (續)

地區分部

(a) 來自外部客戶之收入

3. OPERATING SEGMENT INFORMATION (Continued)

Geographical segments

(a) Revenue from external customers

		截至6月30日止六個月 Six months ended 30 June	
		2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000 (經重列) (restated)
中國大陸	Mainland China	210,291	106,503
中國大陸以外其他國家	Countries other than Mainland China	54,025	53,947
		264,316	160,450

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4. 收入、其他收入及收益

收入亦為本集團之營業額，指已售貨品發票淨值(扣除就退貨及貿易折扣之抵免)。

收入、其他收入及收益的分析如下：

4. REVENUE, OTHER INCOME AND GAINS

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

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

		截至6月30日止六個月 Six months ended 30 June	
		2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000 (經重列) (restated)
收入	Revenue		
MLCC 銷售	Sale of MLCC	242,676	160,450
電池銷售	Sale of Battery	21,640	–
		264,316	160,450
其他收入	Other income		
銀行利息收入	Bank interest income	509	1,504
租金收入	Rental income	2,997	2,830
政府補貼	Government grants	127	–
遞延收入攤銷	Amortisation of deferred income	528	528
銷售原材料	Sale of materials	870	627
匯兌收入	Exchange income	2,493	–
其他	Others	125	899
		7,649	6,388
		271,965	166,838

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5. 融資成本

5. FINANCE COSTS

		截至6月30日止六個月 Six months ended 30 June	
		2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000 (經重列) (restated)
銀行貸款利息	Interest on bank loans	1,869	3,867

6. 除稅前利潤/(虧損)

6. PROFIT/(LOSS) BEFORE TAX

本集團之除稅前利潤/(虧損)已扣除/(計入)：

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

		截至6月30日止六個月 Six months ended 30 June	
		2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000 (經重列) (restated)
折舊	Depreciation	16,410	15,491
土地租賃預付款攤銷	Amortisation of land lease prepayments	244	245
其他無形資產攤銷	Amortisation of other intangible assets	86	86
研究及開發成本： 本期開支	Research and development costs: Current period expenditure	3,555	3,988
樓宇經營租約最低租賃款項	Minimum lease payments under operating leases in respect of buildings	259	158
僱員福利開支	Employee benefit expense	26,905	24,270
將存貨減記/(減記撥回) 至可變現淨值*	Write-down/(reversal of write-down) of inventories to net realisable value*	6,847	4,187
物業、廠房及設備減值虧損	Impairment losses of property, plant and equipment	2,088	-
應收貿易賬款減值撥回*	Reversal of impairment of trade receivables*	(2,868)	(286)
政府補貼	Government grants	(127)	-

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

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

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7. 所得稅開支

7. INCOME TAX EXPENSE

		截至6月30日止六個月 Six months ended 30 June	
		2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000 (經重列) (restated)
即期 — 中國大陸	Current — Mainland China		
年內支出	Charge for the year	2,256	1,054
遞延	Deferred	(916)	(389)
年內稅務支出總額	Total tax charge for the year	1,340	665

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

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

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

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

除上文所述深圳宇陽可享有15%優惠稅率外，本公司之附屬公司須按25%法定稅率(截至2012年6月30日止六個月：25%)就各自之應課稅收入繳納企業所得稅。

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

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

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

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

Except for SZ Eyang mentioned above that was entitled to a preferential tax rate of 15%, the subsidiaries of the Company are subject to corporate income tax ("CIT") at a statutory rate of 25% (six months ended 30 June 2012: 25%) on their respective taxable income.

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8. 股息

董事會議決不宣派截至2013年6月30日止六個月的中期股息(截至2012年6月30日止六個月:無)。

9. 母公司普通股股權持有人應佔每股盈利/(虧損)

每股基本虧損金額乃按母公司普通股股權持有人截至2013年6月30日止六個月內應佔虧損及期內已發行405,500,000股普通股(截至2012年6月30日止六個月:405,500,000股)之加權平均數計算。

由於尚未行使之購股權之影響對所呈列之每股基本盈利/(虧損)金額具有反攤薄效應,故並無就截至2013年及2012年6月30日止六個月呈列之每股基本盈利/(虧損)金額作出任何攤薄調整。

10. 物業、廠房及設備

8. DIVIDENDS

The board of directors resolved not to declare any interim dividend for the six months ended 30 June 2013 (six months ended 30 June 2012: Nil).

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

The calculation of the basic loss per share amount is based on the loss for the six months ended 30 June 2013 attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 405,500,000 (six months ended 30 June 2012: 405,500,000) in issue during the period.

No adjustment has been made to the basic earnings/(loss) per share amounts presented for the six months ended 30 June 2013 and 2012 in respect of a dilution as the impact of the share options outstanding had an anti-dilutive effect on the basic earnings/(loss) per share amounts presented.

10. PROPERTY, PLANT AND EQUIPMENT

		附註 Notes	2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January		277,415	294,183
添置	Additions		5,005	18,756
透過業務合併之收購	Acquisitions through business combinations		-	2,799
自投資物業轉撥	Transfer from investment properties	11	-	4,739
轉撥至投資物業	Transfer to investment properties	11	-	(5,807)
出售	Disposals		(509)	(3,626)
折舊	Depreciation		(16,077)	(31,726)
減值	Impairment		(2,088)	(1,903)
於6月30日/12月31日之賬面值	Carrying amount at 30 June/ 31 December		263,746	277,415

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10. 物業、廠房及設備(續)

本集團之樓宇於中國大陸以中期租約持有。

相關中國機關尚未發出本集團位於東莞，於2013年6月30日賬面淨額約為人民幣4,497,000元(於2012年12月31日：人民幣4,554,000元)之若干樓宇之所有權證。

10. PROPERTY, PLANT AND EQUIPMENT (Continued)

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

Certificates of ownership in respect of certain buildings of the Group located in Dongguan with a net carrying amount of approximately 4,497,000 as at 30 June 2013 (RMB4,554,000 as at 31 December 2012) have not yet been issued by the relevant PRC authorities.

11. 投資物業

11. INVESTMENT PROPERTIES

		附註 Notes	2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January		26,625	26,277
自物業、廠房及設備轉撥	Transfer from property, plant and equipment	10	-	5,807
轉撥至自用物業	Transfer to owner-occupied property	10	-	(4,739)
期內/年內折舊撥備	Depreciation provided during the period/year		(333)	(720)
於6月30日/12月31日之賬面值	Carrying amount at 30 June/ 31 December		26,292	26,625

本集團之投資物業根據中期租約持有並位於中國大陸。

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

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12. 土地租賃預付款項

12. PREPAID LAND LEASE PAYMENTS

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
於1月1日之賬面值	Carrying amount at 1 January	20,829	21,317
期內/年內攤銷撥備	Amortisation provided during the period/year	(244)	(488)
於6月30日/12月31日之賬面值	Carrying amount at 30 June/31 December	20,585	20,829
包括在預付款項、按金及其他 應收款項之即期部分	Current portion included in prepayments, deposits and other receivables	(491)	(488)
非即期部分	Non-current portion	20,094	20,341

本集團之租賃土地根據中期租約持有並位於中國大陸。

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

13. 存貨

13. INVENTORIES

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
原材料	Raw materials	14,920	14,858
在製品	Work in progress	15,184	21,537
製成品	Finished goods	82,754	84,740
		112,858	121,135
滯銷存貨撥備	Provision against slow-moving inventories	(17,619)	(10,772)
		95,239	110,363

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14. 應收貿易賬款及應收票據

14. TRADE AND BILLS RECEIVABLES

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
應收貿易賬款及應收票據	Trade and bills receivables	243,479	230,514
減值	Impairment	(5,638)	(8,641)
		237,841	221,873

本集團與其MLCC客戶之貿易方式以記賬為主。給予MLCC客戶之信貸期一般為2至4個月。管理層亦會定期檢討逾期未還款項。應收貿易賬款為免息。

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

所有應收票據均由報告期末起計60至180日內到期。

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

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

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

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
90日內	Within 90 days	129,058	132,996
91至180日	91 to 180 days	26,071	42,171
181至360日	181 to 360 days	27,511	1,762
1至2年	1 to 2 years	122	1,239
超過2年	Over 2 years	3,469	7,228
		186,231	185,396
應收票據	Bills receivable	57,248	45,118
		243,479	230,514

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14. 應收貿易賬款及應收票據(續)

應收貿易賬款減值撥備變動如下：

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
於1月1日	At 1 January	8,641	7,733
已確認減值虧損	Impairment losses recognised	834	1,273
減值撥回	Reversal of impairment	(3,837)	(365)
於6月30日/12月31日	At 30 June/31 December	5,638	8,641

並非個別或共同視為減值之應收貿易賬款之賬齡分析如下：

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
尚未逾期亦無出現減值	Neither past due nor impaired	169,658	159,170
逾期少於90日	Less than 90 days past due	6,717	15,140
逾期91至180日	91 to 180 days past due	711	175
逾期181至360日	181 to 360 days past due	3,191	2,186
逾期超過1年	Over 1 year past due	316	84
		180,593	176,755

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

14. TRADE AND BILLS RECEIVABLES (Continued)

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

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
於1月1日	At 1 January	8,641	7,733
已確認減值虧損	Impairment losses recognised	834	1,273
減值撥回	Reversal of impairment	(3,837)	(365)
於6月30日/12月31日	At 30 June/31 December	5,638	8,641

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

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
尚未逾期亦無出現減值	Neither past due nor impaired	169,658	159,170
逾期少於90日	Less than 90 days past due	6,717	15,140
逾期91至180日	91 to 180 days past due	711	175
逾期181至360日	181 to 360 days past due	3,191	2,186
逾期超過1年	Over 1 year past due	316	84
		180,593	176,755

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

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

14. 應收貿易賬款及應收票據(續)

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

14. TRADE AND BILLS RECEIVABLES (Continued)

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

15. 預付款項、按金及其他應收款項

15. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
付予供應商之預付款項	Prepayments to suppliers	1,785	3,626
按金	Deposits	665	710
應收佣金	Commission receivable	951	972
預付開支	Prepaid expenses	1,625	3,244
租賃預付款項	Prepaid lease payment	489	488
其他應收稅項	Other tax receivables	6,363	15,134
彌償資產應收款項	Indemnification asset receivable	8,292	8,292
		20,170	32,466
其他應收款項減值	Impairment of other receivables	-	(386)
		20,170	32,080

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

16. 現金及現金等價物及已抵押存款

16. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
現金及銀行結餘	Cash and bank balances	61,658	48,018
定期存款	Time deposits	64,561	40,677
		126,219	88,695
減：擔保應付票據及信用證之 已抵押銀行存款	Less: Pledged bank deposits for bills payable and letters of credit	(16,875)	(8,453)
擔保銀行貸款之已抵押銀行 存款	Pledged bank deposits for bank loans	(47,686)	(32,224)
中期簡明綜合財務狀況表內之 現金及現金等價物	Cash and cash equivalents in the interim condensed consolidated statement of financial position	61,658	48,018
加：收購時原到期日少於3個月 之銀行存款： 擔保應付票據及信用證	Add: Bank deposits with original maturity of less than three months when acquired: Pledged for bills payable and letters of credit	16,418	3,223
擔保銀行貸款	Pledged for bank loans	3,116	25,863
中期簡明綜合現金流量表內之 現金及現金等價物	Cash and cash equivalents in the interim condensed consolidated statement of cash flows	81,192	77,104

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

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

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

17. 應付貿易賬款及應付票據

17. TRADE AND BILLS PAYABLES

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
應付貿易賬款	Trade payables	139,110	118,022
應付票據	Bills payables	5,556	1,418
		144,666	119,440

(a) 於報告期末，按發票日期為基準之貿易之賬齡分析如下：

(a) An aged analysis of the trade as at the end of the reporting period, based on the invoice date, is as follows:

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
90日內	Within 90 days	115,651	84,386
91至180日	91 to 180 days	21,554	31,693
181至360日	181 to 360 days	1,016	1,077
1至2年	1 to 2 years	10	194
超過2年	Over 2 years	879	672
		139,110	118,022

應付貿易賬款為免息，一般於90日內清付。

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

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

17. 應付貿易賬款及應付票據(續)

(b) 於報告期末，按票據發出日期為基準之應付票據之賬齡分析如下：

17. TRADE AND BILLS PAYABLES (Continued)

(b) An aged analysis of the bills payables as at the end of the reporting period based on bills issued date is as follows:

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
90日內	Within 90 days	4,132	629
91至180日	91 to 180 days	1,424	668
181至360日	181 to 360 days	-	121
		5,556	1,418

18. 遞延收入、應計費用及其他應付款項

18. DEFERRED INCOME, ACCRUALS AND OTHER PAYABLES

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
遞延收入	Deferred income	1,055	1,055
應計費用	Accruals	9,143	7,028
客戶按金	Deposits from customers	5	1,414
應付薪金	Salary payable	6,362	11,620
收購物業、廠房及設備之 其他應付款項	Other payables for acquisition of property, plant and equipment	7,149	10,332
保證撥備	Provision of warranty	1,458	2,534
其他應付稅項	Other tax payable	13,325	11,866
		38,497	45,849

其他應付款項為免息，一般於1年內清付。

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

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

19. 計息銀行貸款

19. INTEREST-BEARING BANK LOANS

		實際浮動利率 Effective floating interest rate	到期日 Maturity	2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
即期	Current				
計息銀行貸款	Interest-bearing bank				
— 有抵押	loans — secured	1.27%–7.22%	2013–2014	131,819	144,599
				131,819	144,599
分析為：	Analysed into:				
應償還計息銀行	Interest-bearing bank				
貸款：	loans repayable:				
1年內	Within one year			131,819	144,599

於2013年6月30日，本集團之銀行貸款及銀行信貸以本集團金額為人民幣47,686,000元（2012年12月31日：人民幣32,224,000元）之若干銀行存款作為擔保。

有抵押銀行貸款約人民幣30,000,000元（2012年12月31日：人民幣30,000,000元）及人民幣101,819,000元（2012年12月31日：人民幣114,599,000元）分別以人民幣及美元列值。

銀行貸款賬面值與其公平值相若。

At 30 June 2013, the Group's bank loans and bank facilities are secured by certain of the Group's bank deposits amounting to RMB47,686,000 (31 December 2012: RMB32,224,000).

The secured bank loans of approximately RMB30,000,000 (31 December 2012: 30,000,000) and RMB101,819,000 (31 December 2012: RMB114,599,000) are denominated in RMB and United States dollars, respectively.

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

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

19. 計息銀行貸款(續)

本集團有以下未支取之銀行授信：

19. INTEREST-BEARING BANK LOANS (Continued)

The Group has the following undrawn banking facilities:

	2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
浮動利率 — 1年內屆滿	370,078	244,502

20. 已發行股本

本公司之法定股本及已發行股本概列如下：

20. ISSUED CAPITAL

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

	2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
法定： 1,000,000,000 股每股面值 0.01 港元之普通股	10,000	10,000
已發行及繳足： 405,500,000 股 (2012 年 12 月 31 日：405,500,000 股) 每股面值 0.01 港元之普通股	4,055	4,055
人民幣千元等值	3,824	3,824

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Notes to the Interim Condensed Consolidated Financial Statements

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21. 承擔

於報告期末，本集團之資本承擔如下：

21. COMMITMENTS

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

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (經審核) (Audited) 人民幣千元 RMB'000
已訂約但未撥備：	Contracted, but not provided for:		
樓宇	Buildings	-	-
廠房及機器	Plant and machinery	1,037	115
		<u>1,037</u>	<u>115</u>

22. 或然負債

本集團於報告期末並無重大或然負債。

22. CONTINGENT LIABILITIES

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

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

23. 關連方交易及結餘

本集團於期內與關連方之重大交易及於報告期末與關連方之結餘如下：

(1) 經常性之交易

關連方名稱
Name of parties

交易性質
Nature of transactions

截至6月30日止六個月
Six months ended 30 June

2013年
2013
(未經審核)
(Unaudited)
人民幣千元
RMB'000

2012年
2012
(未經審核)
(Unaudited)
人民幣千元
RMB'000

東莞市光通實業有限公司
(「東莞光通」)(i)
Dongguan Guangtong Enterprise
Co., Ltd. ("DG Guangtong") (i)

自東莞光通收到之租金收入(a)
Rental income received from
DG Guangtong (a)

28

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東莞市德陽實業有限公司
(「東莞德陽」)(ii)
Dongguan Deyang Industrial Co., Ltd.
("DG Deyang") (ii)

自東莞德陽收到之租金收入(a)
Rental income received from
DG Deyang (a)

18

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深圳市億通科技有限公司
(「深圳億通」)(iii)
Shenzhen Eycom Technology Co., Ltd.
(「SZ Eycom」)(iii)

向深圳億通銷售 MLCC (b)
Sale of MLCC to SZ Eycom (b)

4,173

1,177

自深圳億通收到之租金收入(a)
Rental income received from
SZ Eycom (a)

1,064

433

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

23. 關連方交易及結餘(續)

(1) 經常性之交易(續)

附註：

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

董事認為上述交易在本集團之日常業務過程中進行。

(2) 非經常交易

23. RELATED PARTY TRANSACTIONS AND BALANCES
(Continued)

(1) Recurring transactions (Continued)

Notes:

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

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

(2) Non-recurring transactions

截至6月30日止六個月
Six months ended 30 June

關連方名稱 Name of party	交易性質 Nature of transaction	2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000
深圳億通 SZ Eycom	向深圳億通收取之服務費(c) Service fee received from SZ Eycom (c)	0	95

附註：

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

Note:

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

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Notes to the Interim Condensed Consolidated Financial Statements

2013年6月30日 30 June 2013

23. 關連方交易及結餘(續)

23. RELATED PARTY TRANSACTIONS AND BALANCES

(Continued)

(3) 關連方結餘

(3) Balances with related parties

		2013年 6月30日 30 June 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 12月31日 31 December 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000
應收款項	Due from		
東莞光通	DG Guangtong	780	3,372
東莞德陽	DG Deyang	3	61
深圳億通	SZ Eycom	-	6,362
		783	9,795
應付款項	Due to		
深圳億通	SZ Eycom	1,274	13,766
		1,274	13,766

於2013年6月30日，所有應收關連方款項的結餘約為人民幣783,000元(2012年12月31日：人民幣10,869,000元)，乃貿易性質、無抵押、免息及於要求時償還。應付關連方款項的結餘為非貿易性質、無抵押、免息及於要求時償還。這些結餘之賬面值與其公平值相若。

All the balances due from related parties as at 30 June 2013 were amounts of approximately RMB783,000 (31 December 2012: RMB10,869,000) which are trade in nature, unsecured, interest-free and repayable on demand. The balance due to a related party is non-trade in nature, unsecured, interest-free and repayable on demand. The carrying amounts of these balances approximate to their fair values.

中期簡明綜合財務報表附註

Notes to the Interim Condensed Consolidated Financial Statements

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23. 關連方交易及結餘(續)

(4) 本集團主要管理層人員之薪酬

23. RELATED PARTY TRANSACTIONS AND BALANCES

(Continued)

(4) Compensation of key management personnel of the Group

		截至6月30日止六個月 Six months ended 30 June	
		2013年 2013 (未經審核) (Unaudited) 人民幣千元 RMB'000	2012年 2012 (未經審核) (Unaudited) 人民幣千元 RMB'000
薪金及津貼	Salaries and allowances	611	698
退休福利供款	Retirement benefit contributions	30	60
股權結算購股權開支	Equity-settled share option expense	—	—
支付主要管理層人員之總薪酬	Total compensation paid to key management personnel	641	758

24. 中期簡明綜合財務報表之批准

中期簡明綜合財務報表已於2014年7月16日獲董事會批准並授權刊發。

24. APPROVAL OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The interim condensed consolidated financial statements were approved and authorised for issue by the board of directors on 16 July 2014.

其他資料

Other Information

董事及高級行政人員之權益

於2013年6月30日，董事於本公司或其任何相關法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份及相關股份中擁有根據證券及期貨條例第352條須存置之登記冊中或根據上市規則所載之上市公司董事進行證券交易標準守則(「標準守則」)須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

DIRECTORS AND CHIEF EXECUTIVE'S INTERESTS

At 30 June 2013, the directors' interests and short positions in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules were as follows:

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

其他資料 Other Information

附註：

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

除上文所披露者外，於 2013 年 6 月 30 日，概無本公司董事或高級行政人員（包括其配偶及 18 歲以下子女）持有或被視作持有本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）的股份、相關股份或債券的任何權益或淡倉。

Notes:

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

Save as disclosed above, as at 30 June 2013, none of the directors nor the chief executives of the Company (including their spouse and children under 18 years of age) had or was deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

其他資料

Other Information

主要股東的權益

據本公司董事及管理層所盡悉，於2013年6月30日，根據證券及期貨條例第336條須存置的登記冊的記錄，於本公司股份或相關股份持有權益或淡倉的股東（本公司董事及高級行政人員除外）如下：

SUBSTANTIAL SHAREHOLDERS' INTERESTS

So far as the directors and management of the Company were aware, as at 30 June 2013, shareholders (other than the directors and chief executive of the Company) who had an interest or short position in the Company's shares or underlying shares as recorded in the register required to be kept under Section 336 of the SFO were as follows:

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

其他資料

Other Information

附註：

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

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

Notes:

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

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

其他資料

Other Information

購股權計劃

於所有根據該計劃已授出但尚未行使的發行在外購股權及根據任何其他購股權計劃已授出但尚未行使的任何其他購股權獲行使後可予發行的最高股份數目，不得超逾本公司不時已發行股本30%。現時根據該計劃可予授出的未行使購股權最高數目一經行使時相當於本公司任何時間的已發行股份10%。購股權的行使價由董事釐定，但在任何情況下不得低於以下三者的最高者：(i)本公司股份面值；(ii)授出購股權當日本公司股份在聯交所的收市價；及(iii)緊接授出日期前五個營業日本公司股份在聯交所每日報價表所報的平均聯交所收市價。該計劃的詳細歸納已在本公司截至2012年12月31日止年度的年報中列出。

截至2013年6月30日止期間，上述購股權的變動詳情如下：

SHARE OPTION SCHEME

The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme and any other options granted and yet to be exercised under any other option schemes shall not exceed 30% of the Company's issued share capital from time to time. The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The exercise price of the share options is determinable by the directors but in any case may not be less than whichever the highest of (i) the nominal value of the Company's shares (ii) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; and (iii) the average Stock Exchange closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediate preceding the date of grant. A detailed summary of the Scheme is set out in the Annual Report of the Company for the year ended 31 December 2012.

Details of movement of the share options during the period ended 30 June 2013 are as follows:

合資格參與者的 名稱或類別 Name or category of eligible participants	授出日期 Date of grant	每股行使價 Exercise price per share	於2013年	於期間內 授出 Granted during the period	於期間內 行使 Exercised during the period	註銷 Cancelled	沒收 Forfeited	於2013年	行使期限 Exercise period
			1月1日 尚未行使 Outstanding as at 1 January 2013					6月30日 尚未行使 Outstanding as at 30 June 2013	
董事 Directors									
陳偉榮先生 Mr. Chen Weirong	2008年1月22日 22 January 2008	HK\$1.052 港元	1,400,000	—	—	—	—	1,400,000	(附註) (Note)
廖傑先生 Mr. Liao Jie	2008年1月22日 22 January 2008	HK\$1.052 港元	1,300,000	—	—	—	—	1,300,000	(附註) (Note)
徐純誠先生 Mr. Xu Chuncheng	2008年1月22日 22 January 2008	HK\$1.052 港元	2,000,000	—	—	—	—	2,000,000	(附註) (Note)
小計 Sub-total			4,700,000	—	—	—	—	4,700,000	
高層管理及僱員(總匯) Senior management and Employees (in aggregate)	2008年1月22日 22 January 2008	HK\$1.052 港元	11,600,000	—	—	—	—	11,600,000	(附註) (Note)
總數 Total			16,300,000	—	—	—	—	16,300,000	



其他資料 Other Information

附註：餘下購股權可在2011年年度業績公佈日期至2017年11月29日期間行使。可行使尚未行使的購股權的條件詳情已載於2012年年報的財務報表附註。

Note: The remaining share options may be exercised during the period from 2011 annual results announcement date to 29 November 2017. Details of the conditions on which the outstanding share options may be exercised are set out in the notes to the financial statements in the 2012 Annual Report.

股息

董事會議決不宣派截至2013年6月30日止六個月的中期股息(截至2012年6月30日止六個月：無)。

DIVIDENDS

The board of directors resolved not to declare any interim dividend for the six months ended 30 June 2013 (the six months ended 30 June 2012: Nil).

購買、出售或贖回股份

截至2013年6月30日止六個月期間，本公司及其任何附屬公司均無購買、出售或贖回本公司之股份。

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed shares of the Company during the six months ended 30 June 2013.

企業管治

本公司於截至2013年6月30日止六個月內一直遵守香港聯合交易所有限公司證券上市規則附錄14所載企業管治守則之守則條文，惟第A.2.1條及第A.1.8條守則條文除外。現時，本公司並無由不同人士出任主席及行政總裁，該兩個職位均由陳偉榮先生兼任。董事會(「董事會」)相信，由同一人負責主席及行政總裁職務，可讓本集團得到有力及一貫之領導，更有效地規劃及執行長遠業務策略，並提高因應瞬息萬變之環境作出決策之效率。董事會認為三位獨立非執行董事必將向董事會提供足夠獨立及不同見解，以確保權力制衡。董事會正在物色合適的候選人，為針對其董事及高級人員可能會面對的法律行動進行投保之事宜提供建議。

CORPORATE GOVERNANCE

During the six months period ended 30 June 2013, the Company had complied with the code provisions set out in the Corporate Governance Code contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited except code provision A.2.1 and A.1.8. The Company does not have a separate Chairman and Chief Executive Officer and Mr. Chen Weirong currently holds both positions. The board of directors (the "Board") believes that vesting the roles of both Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership, allows for more effective planning and execution of long-term business strategies and enhances the efficiency of decision-making process in response to the changing environment. The Board opines that the three independent non-executive directors can provide the Board with sufficient independent and differing views to ensure a balance of power. The Board is in the process of identifying suitable candidates to submit proposal for insurance cover regarding legal action against its directors and officers.

其他資料

Other Information

董事進行證券交易之標準守則

本公司已就本公司董事進行證券交易採納一套操守守則(「公司守則」)，其條款不遜於上市規則附錄10所載之上市公司董事進行證券交易標準守則(「標準守則」)內載列之所需準則。經向本公司全體董事作出特別查詢後，所有董事已確認彼等於截至2013年6月30日止六個月，一直就董事進行證券交易遵守標準守則載列之所需準則及本公司之操守守則。

審核委員會及中期審閱

已成立之審核委員會由5名獨立非執行董事組成，即朱健宏先生(審核委員會主席)、潘偉先生、劉煥彬先生、梁榮先生及麥家榮先生，其職責為檢討本公司之財務資料及監督本公司之財務申報系統及內部監控程式。審核委員會已審閱本集團截至2013年6月30日止六個月之未經審核簡明綜合中期業績。

薪酬委員會

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

提名委員會

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

MODEL CODE FOR DEALING SECURITIES BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors of the Company (the "Company Code") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules. Following specific enquiry of all directors of the Company, all directors have confirmed that they had complied with the required standard set out in the Model Code and the Company Code of conduct regarding directors' securities transactions throughout the six months ended 30 June 2013.

AUDIT COMMITTEE AND INTERIM REVIEW

The Audit Committee, comprising five independent non-executive Directors, namely — Mr. Chu Kin Wang, Peleus (Chairman of the Audit Committee), Mr. Pan Wei, Mr. Liu Huanbin, Mr. Liang Rong and Mr. Mak Ka Wing, Patrick, is established to review the financial information of the Company and oversee the Company's financial reporting system and internal control procedures. The Audit Committee has reviewed the Group's unaudited condensed consolidated interim results for the six months ended 30 June 2013.

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

The logo for EYANG, featuring the letter 'E' in red and 'YANG' in blue.

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

