

HGrace | 華虹宏力

HUA HONG SEMICONDUCTOR LIMITED
華虹半導體有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code: 1347)

(股份代號：1347)

智能生活，無處不在
SMART LIFE, EVERYWHERE

中期報告 | **2015**
Interim Report

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Definitions

In this interim report, unless the context otherwise requires, the following terms shall have the meanings set out below.

“Board”	the board of Directors of the Company;
“Company” or “our Company”	Hua Hong Semiconductor Limited, a company incorporated in Hong Kong with limited liability on 21 January 2005 and, except where the context otherwise requires, all of its subsidiaries, or where the context refers to the time before it became the holding company of its present subsidiaries, its present subsidiaries;
“Director(s)”	the director(s) of the Company;
“EPS”	earnings per share;
“Group”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries (or became such associated companies of our Company), the business operated by such subsidiaries or their predecessors (as the case may be);
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

Corporate Information

Board of Directors

Executive Directors

Wenbiao Fu (*Chairman*)

Yu Wang (*President*)

Non-Executive Directors

Jianbo Chen

Yuchuan Ma

Takayuki Morita

Jun Ye

Independent Non-Executive Directors

Stephen Tso Tung Chang

Kwai Huen Wong, JP

Long Fei Ye

Joint Company Secretaries

Xiaojun Wang (*Solicitor*)

Rao Fu

Authorized Representatives

Yu Wang

Rao Fu

Audit Committee

Stephen Tso Tung Chang (*Chairman*)

Long Fei Ye

Jun Ye

Remuneration Committee

Kwai Huen Wong, JP (*Chairman*)

Long Fei Ye

Jianbo Chen

Nomination Committee

Wenbiao Fu (*Chairman*)

Kwai Huen Wong, JP

Long Fei Ye

Website

www.huahonggrace.com

Auditor

Ernst & Young

Certified Public Accountants

22nd Floor, CITIC Tower

1 Tim Mei Avenue, Central

Hong Kong

Legal Advisor

Herbert Smith Freehills

23/F, Gloucester Tower

15 Queen's Road Central

Hong Kong

Principal Banks

Shanghai Pudong Development Bank Shanghai Branch

No. 12, Zhongshan East 1st Road

Shanghai, PRC

Industrial and Commercial Bank of China Shanghai Branch

No. 9, Pudong Avenue

Pudong New Area

Shanghai, PRC

China Construction Bank Shanghai Branch

No. 900, Lujiazui Ring Road

Pudong New Area

Shanghai, PRC

Bank of Communications Shanghai Branch

No. 188, Yincheng Middle Road

Shanghai, PRC

China Construction Bank Corporation Hong Kong Branch

28/F, CCB Tower, 3 Connaught Road, Central

Hong Kong

Share Registrar

Tricor Investor Services Limited

Level 22, Hopewell Centre

183 Queen's Road East

Hong Kong

Registered Office

Room 2212, Bank Of America Tower

12 Harcourt Road, Central

Hong Kong

Principal Place of Business and Head Office in China

288 Halei Road

Zhangjiang Hi-Tech Park

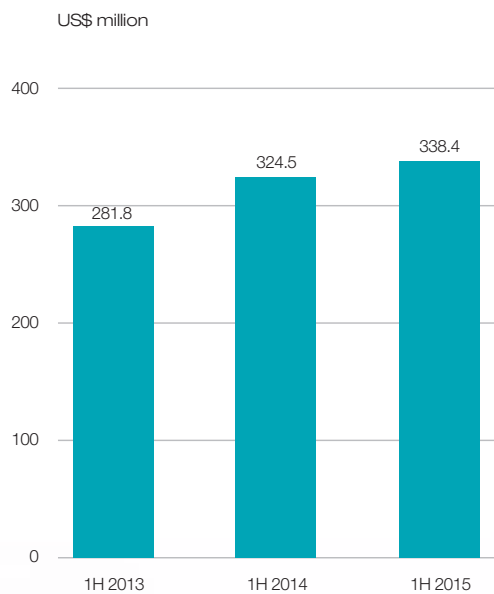
Shanghai 201203, PRC

Stock Code

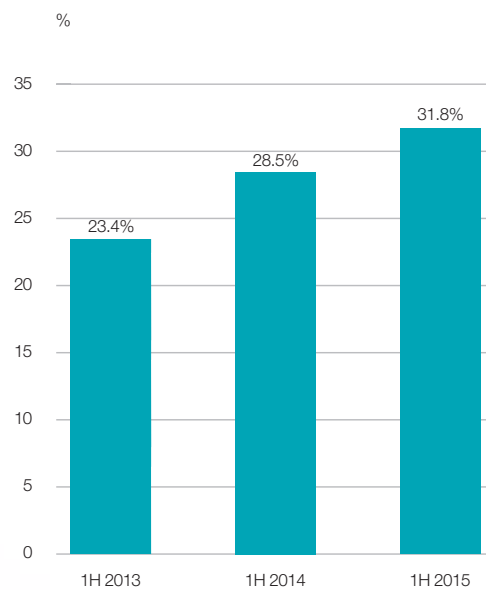
1347

Key Financials

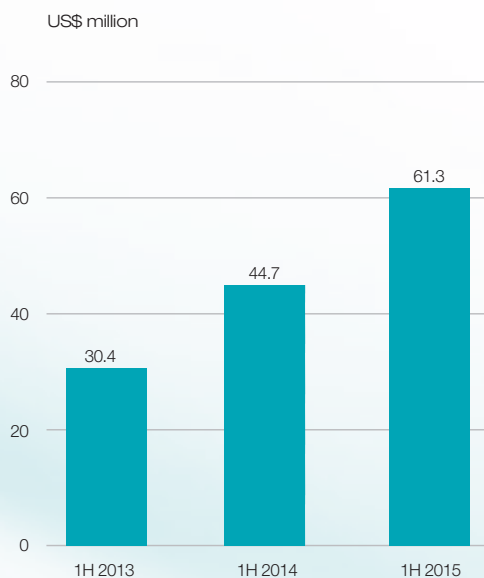
Revenue



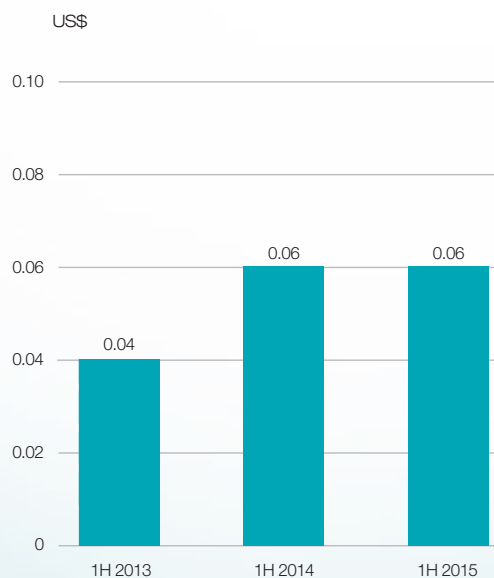
Gross Profit Margin



Net Profit



EPS



Management Discussion and Analysis

Financial Performance

	1H 2015 US\$'000 Unaudited	1H 2014 US\$'000 Audited	Change
Revenue	338,372	324,455	4.3%
Cost of sales	(230,734)	(231,937)	(0.5)%
Gross profit	107,638	92,518	16.3%
Other income and gains	13,857	10,446	32.7%
Fair value gain on an investment property	–	412	(100.0)%
Selling and distribution expenses	(3,389)	(3,373)	0.5%
Administrative expenses	(50,758)	(38,358)	32.3%
Other expenses	(9)	(1,827)	(99.5)%
Finance costs	(4,191)	(6,539)	(35.9)%
Share of profits of an associate	2,291	4,503	(49.1)%
Profit before tax	65,439	57,782	13.3%
Income tax expense	(4,150)	(13,085)	(68.3)%
Profit for the period	61,289	44,697	37.1%

Explanation on Items with Fluctuation over 5%

Gross Profit

Gross profit increased by 16.3% from US\$92.5 million in 1H 2014 to US\$107.6 million in 1H 2015. The increase was mainly attributable to increased revenue, higher utilization and decreased amortization expenses.

Other income and gains

Other income and gains increased by 32.7% from US\$10.4 million in 1H 2014 to US\$13.9 million in 1H 2015. The increase was mainly due to (i) increased interest income, and (ii) foreign exchange gains in 1H 2015.

Fair value gain on an investment property

Fair value gain on an investment property reflected an increase in valuation on that investment property. Market value for this property remained stable in 1H 2015.

Management Discussion and Analysis

Administrative expenses

Administrative expenses increased by 32.3% from US\$38.4 million in 1H 2014 to US\$50.8 million in 1H 2015. The increase was mainly due to (i) increased labor expenses and R&D expenses, (ii) a US\$5.1 million of impairment provision on tools in 2Q 2015, offset by decreased professional expenses.

Other expenses

Other expenses decreased by US\$1.8 million, as nil foreign exchange loss incurred in 1H 2015.

Finance costs

Finance costs decreased by 35.9% from US\$6.5 million in 1H 2014 to US\$4.2 million in 1H 2015, mainly due to the decrease in bank borrowings.

Share of profits of an associate

Share of profits of an associate decreased by 49.1% from US\$4.5 million in 1H 2014 to US\$2.3 million in 1H 2015, due to decreased profit realized by the associate.

Income tax expense

Income tax expense decreased from US\$13.1 million in 1H 2014 to US\$4.2 million in 1H 2015, the decrease was mainly due to a reversal of US\$11.6 million of dividend withholding tax accrued for the periods of 4Q 2013 and FY2014 based on Company's new dividend policy announced in 2015.

Profit for the period

As a result of the cumulative effect of the above factors, profit for the period increased from US\$44.7 million in 1H 2014 to US\$61.3 million in 1H 2015. Net profit margin increased from 13.8% in 1H 2014 to 18.1% in 1H 2015.

Management Discussion and Analysis

Financial Status

	30 June 2015 US\$'000 Unaudited	31 December 2014 US\$'000 Audited	Change
Non-current assets			
Property, plant and equipment	626,432	568,626	10.2%
Investment property	191,702	191,533	0.1%
Investment in an associate	44,765	42,030	6.5%
Available-for-sale investments	230,715	230,512	0.1%
Other non-current assets	56,354	56,330	–
Total non-current assets	1,149,968	1,089,031	5.6%
Current assets			
Inventories	85,061	93,988	(9.5)%
Trade and notes receivables	118,615	107,509	10.3%
Other current assets	74,349	50,185	48.1%
Other financial assets	156,700	–	100.0%
Pledged and time deposits	94,445	2,583	3556.4%
Cash and cash equivalents	334,937	646,773	(48.2)%
Total current assets	864,107	901,038	(4.1)%
Current liabilities			
Trade payables	58,169	63,532	(8.4)%
Other current liabilities	176,499	184,349	(4.3)%
Interest-bearing bank borrowings	62,096	81,690	(24.0)%
Total current liabilities	296,764	329,571	(10.0)%
Net current assets	567,343	571,467	(0.7)%
Non-current liabilities			
Interest-bearing bank borrowings	183,068	183,031	–
Deferred tax liabilities	5,283	11,988	(55.9)%
Total non-current liabilities	188,351	195,019	(3.4)%
Net assets	1,528,960	1,465,479	4.3%

Explanation on Items with Fluctuation over 5%

Property, plant and equipment

Property, plant and equipment increased from US\$568.6 million as of 31 December 2014 to US\$626.4 million as of 30 June 2015, as a result of capacity expansion.

Investment in an associate

Investment in an associate increased from US\$42.0 million as of 31 December 2014 to US\$44.8 million as of 30 June 2015, due to the profit shared from the associate in 1H 2015.

Inventories

Inventories decreased from US\$94.0 million as of 31 December 2014 to US\$85.1 million as of 30 June 2015, mainly due to lower unit cost of working in progress and finished goods.

Management Discussion and Analysis

Trade and notes receivables

Trade and notes receivables increased from US\$107.5 million as of 31 December 2014 to US\$118.6 million as of 30 June 2015, mainly due to increased revenue in 1H 2015.

Other current assets

Other current assets included prepayments, deposits and other receivables, and due from related parties. The total amount of other current assets increased from US\$50.2 million as of 31 December 2014 to US\$74.3 million as of 30 June 2015, mainly due to increased prepayment to suppliers in 1H 2015.

Other financial assets

Other financial assets represent structured products purchased from banks.

Pledged and time deposits

Pledged and time deposits increased from US\$2.6 million as of 31 December 2014 to US\$94.4 million as of 30 June 2015, due to increase of pledged and time deposits in 1H 2015.

Cash and cash equivalents

Cash and cash equivalents decreased from US\$646.8 million as of 31 December 2014 to US\$334.9 million as of 30 June 2015, mainly due to cash used in investment activities and repayment of bank borrowings, offset by cash generated in operating activities.

Trade payables

Trade payables decreased from US\$63.5 million as of 31 December 2014 to US\$58.2 million as of 30 June 2015, mainly due to increased payment in 1H 2015.

Interest-bearing bank borrowings

Total interest-bearing bank borrowings decreased from US\$264.7 million as of 31 December 2014 to US\$245.2 million as of 30 June 2015, as a result of the repayment of one installment of bank borrowings in 1H 2015.

Deferred tax liabilities

Deferred tax liabilities decreased from US\$12.0 million as of 31 December 2014 to US\$5.3 million as of 30 June 2015, primarily due to a reversal of US\$11.6 million of dividend withholding tax accrued for the periods of 4Q 2013 and FY2014 based on company's new dividend policy announced in 2015.

Management Discussion and Analysis

Cash Flow

	1H 2015 US\$'000 Unaudited	1H 2014 US\$'000 Audited	Change
Net cash flows generated from operating activities	26,922	67,884	(60.3)%
Net cash flows used in investing activities	(314,229)	(59,061)	432.0%
Net cash flows used in financing activities	(23,832)	(26,131)	(8.8)%
Net decrease in cash and cash equivalents	(311,139)	(17,308)	1697.7%
Cash and cash equivalents at beginning of the period	646,773	317,045	104.0%
Effect of foreign exchange rate changes, net	(697)	(1,601)	(56.5)%
Cash and cash equivalents at end of the period	334,937	298,136	12.3%

Explanation on Items with Fluctuation over 5%

Net cash generated flows from operating activities

Net cash flows from operating activities decreased from US\$67.9 million in 1H 2014 to US\$26.9 million in 1H 2015, as US\$41.4 million of deposit was pledged for letters of credit at the end of the 1H 2015.

Net cash flows used in investing activities

Net cash flows used in investing activities was US\$314.2 million in 1H 2015, which was primarily attributed to (i) US\$107.3 million for capital expenditure, (ii) US\$156.2 million for purchase of financial products from banks, (iii) US\$53.1 million for time deposits, offset by the receipt of interest income.

Net cash flows used in financing activities

Net cash flows used in financing activities was repayment of principal and interest of bank borrowings.

Net decrease in cash and cash equivalents

As a result of the cumulative effect of the above factors, cash and cash equivalents decreased from US\$646.8 million as of 31 December 2014 to US\$334.9 million as of 30 June 2015.

Management Discussion and Analysis

Business Review

We are in an exciting period where the company's revenue has reached a record high in the first half of 2015. Looking forward to the second half of the year, we believe we are well positioned to benefit from the strong demand in the MCU market.

Our 0.11 μ m ultra-low leakage (ULL) embedded flash and Electrically Erasable Programmable Read-Only Memory (EEPROM) technology with radio-frequency (RF) capability has successfully launched and is going to be in production, providing customers with an innovative and cost effective solution with high performance and low power consumption for various MCU applications. We also commenced developing 90nm embedded non-volatile memory (eNVM) processes and these technologies will primarily be used in smart cards and consumer products to enhance our competitiveness.

Our new-generation ultra-high voltage 0.5 μ m 700V bipolar-CMOS-DMOS (BCD) series process platform has achieved mass production with over 98% yield. This process platform mainly focuses on the applications of green energy such as AC-DC converters and light-emitting diode (LED) lighting. This is capable of providing customers with highly competitive single-chip solutions. We expect to gain higher growth from the application during the second half of the year.

Further, we intend to launch the new generation Super Junction Metal Oxide Semiconductor Field Effect Transistor (MOSFET) ("SJNFET") technology platform catering for the energy saving trend in the second half of 2015, which consolidates our leadership in power discrete devices by providing customers with low-cost and high-performance solutions.

We are following our plan to use the net proceeds from our global offering to invest prudently to expand our Fab 1 and Fab 2 manufacturing capacity and Fab 3 cleanroom space during the course of 2015 in order to seize more business opportunities which have been described above.

Save as disclosed above, there have been no material changes in the development and operation of the Company since the publication of the latest annual report dated 24 March, 2015.

於本中期報告內，除非文義另有所指，否則下列詞彙具有下文所載涵義。

「董事會」	本公司董事會；
「本公司」	華虹半導體有限公司，一家於二零零五年一月二十一日在香港註冊成立的有限公司，除非文義另有所指，否則包括其所有子公司，或如文義指其成為其現有子公司的控股公司之前期間，則指其現有子公司；
「董事」	本公司董事；
「EPS」	每股盈利；
「本集團」	本公司及我們的子公司，或如文義所指為本公司成為我們現有子公司的控股公司之前期間（或成為本公司的該等聯營公司），則指由該等子公司或其前身公司（視乎情況而定）所經營的業務；
「港元」	香港法定貨幣港元；
「香港」	中華人民共和國香港特別行政區；
「上市規則」	《香港聯合交易所有限公司證券上市規則》（經不時修訂或補充）；
「人民幣」	中國法定貨幣人民幣；
「證券及期貨條例」	香港法例第571章《證券及期貨條例》（經不時修訂或補充）；及
「聯交所」	香港聯合交易所有限公司。

公司資料

董事會

執行董事

傅文彪 (主席)
王煜 (總裁)

非執行董事

陳劍波
馬玉川
森田隆之
葉峻

獨立非執行董事

張祖同
王桂壠太平紳士
葉龍蜚

聯席公司秘書

王小軍 (律師)
付饒

授權代表

王煜
付饒

審核委員會

張祖同 (主席)
葉龍蜚
葉峻

薪酬委員會

王桂壠太平紳士 (主席)
葉龍蜚
陳劍波

提名委員會

傅文彪 (主席)
王桂壠太平紳士
葉龍蜚

網址

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核數師

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執業會計師
香港中環
添美道1號
中信大廈22樓

法律顧問

史密夫•斐爾律師事務所
香港
皇后大道中15號
告羅士打大廈23樓

主要往來銀行

上海浦東發展銀行上海分行
中國上海市
中山東一路12號

中國工商銀行上海分行
中國上海市
浦東新區
浦東大道9號

中國建設銀行上海市分行
中國上海市
浦東新區
陸家嘴環路900號

交通銀行上海市分行
中國上海市
銀城中路188號

中國建設銀行股份有限公司香港分行
香港中環
干諾道中3號中國建設銀行大廈28樓

股份過戶登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

註冊辦事處

香港中環
夏慤道12號
美國銀行中心2212室

主要營業地點及中國總部

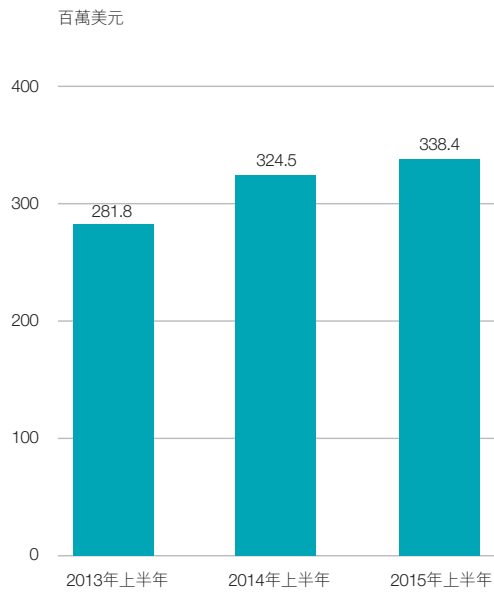
中國上海
張江高科技園區
哈雷路288號
郵編：201203

股份代號

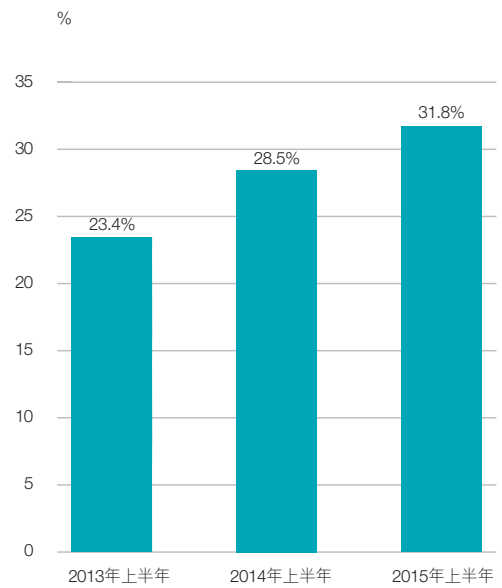
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主要財務指標

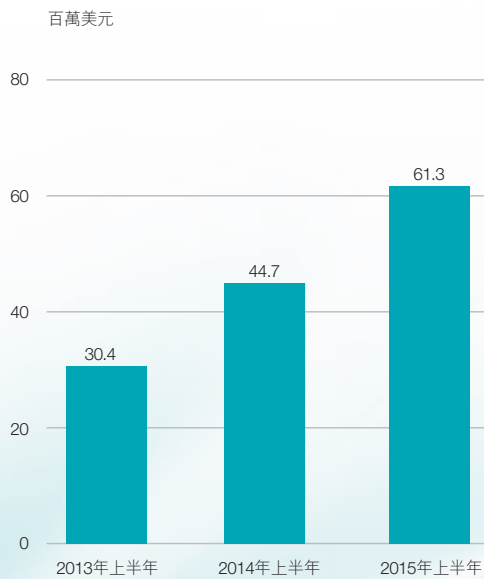
銷售收入



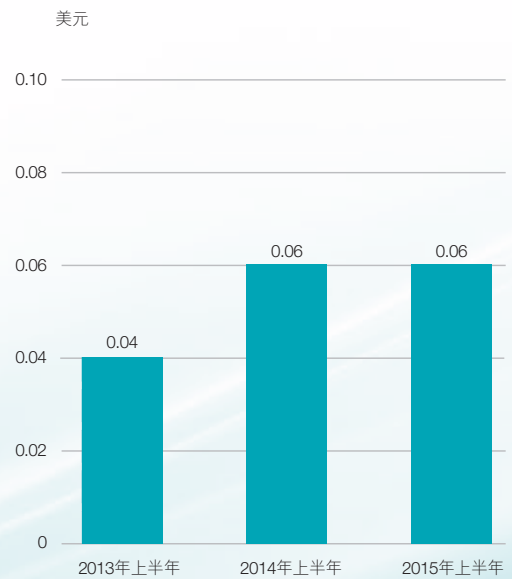
毛利率



期內溢利



每股盈利



管理層討論及分析

財務表現

	二零一五年 上半年 千美元 未經審核	二零一四年 上半年 千美元 經審核	變動
銷售收入	338,372	324,455	4.3%
銷售成本	(230,734)	(231,937)	(0.5)%
毛利	107,638	92,518	16.3%
其他收入及收益	13,857	10,446	32.7%
投資物業的公平值收益	—	412	(100.0)%
銷售及分銷費用	(3,389)	(3,373)	0.5%
管理費用	(50,758)	(38,358)	32.3%
其他費用	(9)	(1,827)	(99.5)%
財務費用	(4,191)	(6,539)	(35.9)%
分佔一家聯營公司溢利	2,291	4,503	(49.1)%
稅前溢利	65,439	57,782	13.3%
所得稅開支	(4,150)	(13,085)	(68.3)%
期內溢利	61,289	44,697	37.1%

就變幅超過5%項目的闡釋

毛利

毛利由二零一四年上半年9,250萬美元上升16.3%至二零一五年上半年1.076億美元，主要歸功於銷售收入上升、產能利用率提高及攤銷費用減少。

其他收入及收益

其他收入及收益由二零一四年上半年1,040萬美元上升32.7%至二零一五年上半年1,390萬美元，主要因為於二零一五年上半年(i)利息收入增加，及(ii)錄得外匯匯兌收益。

投資物業的公平值收益

投資物業的公平值收益指投資物業估值的增長。物業的市值在二零一五年上半年保持平穩。

管理層討論及分析

管理費用

管理費用由二零一四年上半年3,840萬美元上升32.3%至二零一五年上半年5,080萬美元，主要因為(i)人工費用及研發費用上升、(ii)於二零一五年第二季度就設備作出510萬美元減值撥備，部份受專業顧問費用減少所抵銷。

其他費用

其他費用減少180萬美元，因為於二零一五年上半年並無出現外匯匯兌虧損。

財務費用

財務費用由二零一四年上半年650萬美元減少35.9%至二零一五年上半年420萬美元，主要因為銀行借款減少。

分佔一家聯營公司溢利

分佔一家聯營公司溢利由二零一四年上半年450萬美元減少49.1%至二零一五年上半年230萬美元，因為該聯營公司所實現溢利減少所致。

所得稅開支

所得稅開支由二零一四年上半年1,310萬美元減少至二零一五年上半年420萬美元，主要是基於公司公佈的最新股利分配政策，決定不予分配二零一三年第四季度及二零一四年財年的利潤，故相應已計提的代扣代繳稅金1,160萬美元在二零一五年上半年予以轉回。

期內溢利

綜合考慮上述因素，期內溢利由二零一四年上半年4,470萬美元上升至二零一五年上半年6,130萬美元。淨利率由二零一四年上半年13.8%上升至二零一五年上半年18.1%。

管理層討論及分析

財務狀況

	二零一五年 六月三十日 千美元 未經審核	二零一四年 十二月三十一日 千美元 經審核	變動
非流動資產			
物業、廠房及設備	626,432	568,626	10.2%
投資物業	191,702	191,533	0.1%
於聯營公司的投資	44,765	42,030	6.5%
可供出售投資	230,715	230,512	0.1%
其他非流動資產	56,354	56,330	–
非流動資產總額	1,149,968	1,089,031	5.6%
流動資產			
存貨	85,061	93,988	(9.5)%
貿易應收款項及應收票據	118,615	107,509	10.3%
其他流動資產	74,349	50,185	48.1%
其他金融資產	156,700	–	100.0%
已抵押存款及定期存款	94,445	2,583	3556.4%
現金及現金等價物	334,937	646,773	(48.2)%
流動資產總額	864,107	901,038	(4.1)%
流動負債			
貿易應付款項	58,169	63,532	(8.4)%
其他流動負債	176,499	184,349	(4.3)%
計息銀行借款	62,096	81,690	(24.0)%
流動負債總額	296,764	329,571	(10.0)%
流動資產淨額	567,343	571,467	(0.7)%
非流動負債			
計息銀行借款	183,068	183,031	–
遞延稅項負債	5,283	11,988	(55.9)%
非流動負債總額	188,351	195,019	(3.4)%
資產淨額	1,528,960	1,465,479	4.3%

就變幅超過5%項目的闡釋

物業、廠房及設備

物業、廠房及設備由二零一四年十二月三十一日5.686億美元上升至二零一五年六月三十日6.264億美元，乃因擴大產能所致。

於聯營公司的投資

於聯營公司的投資由二零一四年十二月三十一日4,200萬美元上升至二零一五年六月三十日4,480萬美元，因為分佔該聯營公司於二零一五年上半年的溢利所致。

存貨

存貨由二零一四年十二月三十一日9,400萬美元減少至二零一五年六月三十日8,510萬美元，主要因為在製品及製成品的單位成本下降。

管理層討論及分析

貿易應收款項及應收票據

貿易應收款項及應收票據由二零一四年十二月三十一日1.075億美元上升至二零一五年六月三十日1.186億美元，主要因為於二零一五年上半年的銷售收入上升。

其他流動資產

其他流動資產包括預付款項、按金及其他應收款項以及應收關聯方款項。其他流動資產總額由二零一四年十二月三十一日5,020萬美元上升至二零一五年六月三十日7,430萬美元，主要因為在二零一五年上半年給予供應商的預付款項上升所致。

其他金融資產

其他財務資產指從銀行購入的理財產品。

已抵押存款及定期存款

已抵押及定期存款由二零一四年十二月三十一日260萬美元上升至二零一五年六月三十日9,440萬美元，主要因為二零一五年上半年增加已抵押存款及定期存款。

現金及現金等價物

現金及現金等價物由二零一四年十二月三十一日6.468億美元減少至二零一五年六月三十日3.349億美元，主要因為投資活動所用現金及償還銀行貸款所致，部份被經營活動所產生現金所抵銷。

貿易應付款項

貿易應付款項由二零一四年十二月三十一日6,350萬美元減少至二零一五年六月三十日5,820萬美元，主要因為在二零一五年上半年增加付款所致。

計息銀行借款

計息銀行借款總額由二零一四年十二月三十一日2.647億美元減少至二零一五年六月三十日2.452億美元，乃因為二零一五年上半年償還一期銀行借款所致。

遞延稅項負債

遞延稅項負債由二零一四年十二月三十一日1,200萬美元減少至二零一五年六月三十日530萬美元，主要是基於公司公佈的最新股利分配政策，決定不予分配二零一三年第四季度及二零一四年財年的利潤，故相應已計提的代扣代繳稅金1,160萬美元在二零一五年上半年予以轉回。

管理層討論及分析

現金流量

	二零一五年 上半年 千美元 未經審核	二零一四年 上半年 千美元 經審核	變動
經營活動所得現金流量淨額	26,922	67,884	(60.3)%
投資活動所用現金流量淨額	(314,229)	(59,061)	432.0%
融資活動所用現金流量淨額	(23,832)	(26,131)	(8.8)%
現金及現金等價物減少淨額	(311,139)	(17,308)	1697.7%
期初現金及現金等價物	646,773	317,045	104.0%
外匯匯率變動影響，淨額	(697)	(1,601)	(56.5)%
期末現金及現金等價物	334,937	298,136	12.3%

就變幅超過5%項目的闡釋

經營活動所得現金流量淨額

經營活動所得現金流量淨額由二零一四年上半年6,790萬美元減少至二零一五年上半年2,690萬美元，因為4,140萬美元存款已於二零一五年上半年用作信用證的質押。

投資活動所用現金流量淨額

於二零一五年上半年，投資活動所用現金流量淨額為3.142億美元，主要來自(i)資本性開支1.073億美元，(ii)向銀行購入1.562億美元的理財產品，(iii) 5,310萬美元作為定期存款，並為收到利息收入所抵銷。

融資活動所用現金流量淨額

融資活動所用現金流量淨額為償還銀行借款本金及利息。

現金及現金等價物減少淨額

上述因素的累計影響下，現金及現金等價物由二零一四年十二月三十一日6.468億美元減少至二零一五年六月三十日3.349億美元。

管理層討論及分析

業務回顧

公司在二零一五年上半年的銷售收入錄得記錄新高，令人鼓舞。展望下半年，我們相信將受惠於微控制器市場的強勁需求。

我們成功推出了具射頻能力的0.11 μm 超低漏電嵌入式閃存技術和電可擦可編程只讀存儲器 (EEPROM) 技術，並將量產。該技術為客戶提供了可應用於各類微控制器的高性能、低能耗、具成本效益的創新技術方案。同時我們還正在開發主要應用於智能卡和消費類產品的90nm嵌入式非易失性存儲工藝技術，這將在未來進一步提升我們的競爭力。

我們的新一代超高壓0.5 μm 700V BCD系列工藝平台已經實現量產，良品率超過98%。此工藝平台主要集中運用於交流轉直流轉換器及發光二極管 (LED) 照明等綠色能源，可以為客戶帶來更具競爭力的單晶片技術方案。我們預期該項技術在下半年將實現更大增長。

此外，面向節能需求，我們計劃在二零一五年下半年推出新一代超級結金屬氧化半導體場效應晶體管 (MOSFET) (SJNFET) 技術平台，通過向客戶提供低成本高性能的技術方案愈加鞏固我們在功率分立器件領域的領先地位。

我們審慎使用全球發售所募得的款項，在二零一五年擴充Fab 1及Fab 2的產能，並擴建Fab 3無塵室，以便能夠把握更多商機。

除上文披露者外，本公司的發展和營運自刊發日期為二零一五年三月二十四日的最近期年報以來並無重大變動。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表的審閱報告



To the shareholders of Hua Hong Semiconductor Limited
(Incorporated in Hong Kong with limited liability)

Introduction

We have reviewed the accompanying interim condensed consolidated financial statements set out on pages 22 to 51 which comprise the interim condensed consolidated statement of financial position of Hua Hong Semiconductor Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) as at 30 June 2015 and the related interim condensed consolidated statement of profit or loss, the interim condensed consolidated statement of comprehensive income, changes in equity and cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim condensed consolidated financial statements to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants.

The directors are responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致華虹半導體有限公司列位股東
(於香港註冊成立的有限公司)

引言

吾等已審閱隨附載於第22頁至第51頁的中期簡明綜合財務報表，其中包括華虹半導體有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於二零一五年六月三十日的中期簡明綜合財務狀況報表及截至該日止六個月期間的相關中期簡明綜合損益表、中期簡明綜合全面收益表、權益變動表及現金流量表以及若干解釋附註。香港聯合交易所有限公司證券上市規則規定，須按照當中訂明的相關規定及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）的規定就中期簡明綜合財務報表編製報告。

董事須負責根據香港會計準則第34號編製及列報該等中期簡明綜合財務報表。吾等的責任是根據吾等的審閱對中期簡明綜合財務報表作出結論，並按照我們雙方協定的應聘條款，僅向全體董事會報告。除此以外，吾等的報告不可用作其他用途。吾等概不會就本報告的內容向任何其他人士負責或承擔法律責任。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表的審閱報告

Scope of Review

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

Conclusion

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

Ernst & Young
Certified Public Accountants

22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

4 August 2015

審閱範圍

吾等已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期簡明綜合財務報表包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故不能令吾等保證吾等將知悉在審核中可能發現的所有重大事項。因此，吾等不會發表審核意見。

結論

按照吾等的審閱，吾等並無發現任何事項，令吾等相信中期簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

安永會計師事務所
執業會計師

香港
香港中環
添美道1號
中信大廈22樓

二零一五年八月四日

Interim Condensed Consolidated Statement of Profit or Loss

中期簡明綜合損益表

For the six months ended 30 June 2015
截至二零一五年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
	Notes 附註		
Revenue	銷售收入	4	338,372
Cost of sales	銷售成本		(230,734)
Gross profit	毛利		107,638
Other income and gains	其他收入及收益	4	13,857
Fair value gain on an investment property	投資物業的公平值收益		–
Selling and distribution expenses	銷售及分銷費用		(3,389)
Administrative expenses	管理費用		(50,758)
Other expenses	其他費用		(9)
Finance costs	財務費用	6	(4,191)
Share of profits of an associate	分佔一家聯營公司溢利		2,291
PROFIT BEFORE TAX	稅前溢利	5	65,439
Income tax expense	所得稅開支	7	(4,150)
PROFIT FOR THE PERIOD	期內溢利		61,289
Attributable to owners of the parent	母公司擁有人應佔		61,289
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT:	母公司普通股權持有人 應佔每股盈利：	8	
Basic	基本		
– For profit for the period	– 期內溢利		US\$0.06 0.06美元
Diluted	攤薄		
– For profit for the period	– 期內溢利		US\$0.06 0.06美元

Details of the dividends payable and proposed for the period are disclosed in note 9 to the interim condensed consolidated financial statements.

期內應付及建議股息的詳情載於中期簡明綜合財務報表附註9。

Interim Condensed Consolidated Statement of Comprehensive Income

中期簡明綜合全面收益表

For the six months ended 30 June 2015
截至二零一五年六月三十日止六個月

For the six months ended
30 June
截至六月三十日止六個月

		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
PROFIT FOR THE PERIOD	期內溢利	61,289	44,697
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:	於其後期間重新分類至損益的其他全面收益：		
Exchange differences on translation of foreign operations	換算海外業務產生的外匯差額	2,192	(9,568)
Net other comprehensive income to be reclassified to profit or loss in subsequent periods	於其後期間重新分類至損益的其他全面收益／(虧損)淨額	2,192	(9,568)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	期內其他全面收益，扣除稅項	2,192	(9,568)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收益總額	63,481	35,129
Attributable to owners of the parent	母公司擁有人應佔	63,481	35,129

Interim Condensed Consolidated Statement of Financial Position

中期簡明綜合財務狀況表

30 June 2015
二零一五年六月三十日

			30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
	Notes 附註			
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	10	物業、廠房及設備	626,432	568,626
Investment property	11	投資物業	191,702	191,533
Prepaid land lease payments		預付土地租賃款項	23,855	24,194
Intangible assets		無形資產	13,390	14,708
Investment in an associate		於聯營公司的投資	44,765	42,030
Available-for-sale investments	12	可供出售投資	230,715	230,512
Long term prepayment		長期預付款項	11,930	8,237
Deferred tax assets		遞延稅項資產	7,179	9,191
Total non-current assets		非流動資產總額	1,149,968	1,089,031
CURRENT ASSETS		流動資產		
Inventories	13	存貨	85,061	93,988
Trade and notes receivables	14	貿易應收款項及應收票據	118,615	107,509
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	36,808	7,007
Other financial assets	15	其他金融資產	156,700	-
Due from related parties	22(e)	應收關聯方款項	37,541	43,178
Pledged and time deposits	16	已抵押及定期存款	94,445	2,583
Cash and cash equivalents	16	現金及現金等價物	334,937	646,773
Total current assets		流動資產總額	864,107	901,038
CURRENT LIABILITIES		流動負債		
Trade payables	17	貿易應付款項	58,169	63,532
Other payables, advances from customers and accruals		其他應付款項、預收賬款及暫估費用	81,413	72,310
Interest-bearing bank borrowings	18	計息銀行借款	62,096	81,690
Government grants	19	政府補助	60,274	63,885
Due to related parties	22(e)	應付關聯方款項	17,361	25,006
Income tax payable		應付所得稅	17,451	23,148
Total current liabilities		流動負債總額	296,764	329,571
NET CURRENT ASSETS		流動資產淨額	567,343	571,467
TOTAL ASSETS LESS CURRENT LIABILITIES		資產總值減流動負債	1,717,311	1,660,498

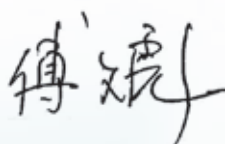
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Interim Condensed Consolidated Statement of Financial Position

中期簡明綜合財務狀況表

30 June 2015
二零一五年六月三十日

			30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		1,717,311	1,660,498
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借款	18	183,068	183,031
Deferred tax liabilities	遞延稅項負債		5,283	11,988
Total non-current liabilities	非流動負債總額		188,351	195,019
Net assets	淨資產		1,528,960	1,465,479
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital: nominal value	股本：面值	20	–	–
Other statutory capital reserves	其他法定資本儲備	20	1,550,164	1,550,164
Share capital and other statutory capital reserves	股本及其他法定資本儲備		1,550,164	1,550,164
Other reserves	其他儲備		(21,204)	(84,685)
Total equity	權益總額		1,528,960	1,465,479



Wenbiao Fu
傅文彪
Director
董事



Jun Ye
葉峻
Director
董事

Interim Condensed Consolidated Statement of Changes In Equity

中期簡明綜合權益變動表

For the six months ended 30 June 2015
截至二零一五年六月三十日止六個月

		Attributable to owners of the parent 母公司擁有人應佔								
		Share capital	Share premium	Merger reserve	Other reserve and contributed surplus	Asset revaluation reserve#	Statutory reserve funds	Accumulated losses	Exchange fluctuation reserve	Total equity
		股本	股份溢價	合併儲備	其他儲備及供款盈餘	資產重估儲備#	法定儲備基金	累計虧損	外匯波動儲備	權益總額
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
		(note 20)	(note 20)							
		(附註20)	(附註20)							
At 1 January 2015 (Audited)	於二零一五年一月一日 (經審核)	1,550,164	-	645,494	45,097	99,257	12,779	(1,093,800)	206,488	1,465,479
Profit for the period	期內溢利	-	-	-	-	-	-	61,289	-	61,289
Other comprehensive income for the period:	期內其他全面收益:	-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	換算海外業務產生的外匯差額	-	-	-	-	-	-	-	2,192	2,192
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	61,289	2,192	63,481
Transfer from retained profits generated by a subsidiary	轉撥自一間子公司產生的留存溢利	-	-	-	-	-	5,561	(5,561)	-	-
At 30 June 2015 (Unaudited)	於二零一五年六月三十日 (未經審核)	1,550,164	-	645,494*	45,097*	99,257*	18,340*	(1,038,072)*	208,680*	1,528,960
At 1 January 2014 (Audited)	於二零一四年一月一日 (經審核)	8,052	1,221,944	645,494	45,097	99,257	2,416	(1,176,527)	210,486	1,056,219
Profit for the period	期內溢利	-	-	-	-	-	-	44,697	-	44,697
Other comprehensive income for the period:	期內其他全面收益:	-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	換算海外業務產生的外匯差額	-	-	-	-	-	-	-	(9,568)	(9,568)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	44,697	(9,568)	35,129
Transition to issued capital (note 20)	過渡至已發行股本(附註20)	1,221,944	(1,221,944)	-	-	-	-	-	-	-
Transfer from retained profits generated by a subsidiary	轉撥自一間子公司產生的留存溢利	-	-	-	-	-	4,614	(4,614)	-	-
At 30 June 2014 (Audited)	於二零一四年六月三十日 (經審核)	1,229,996	-	645,494*	45,097*	99,257*	7,030*	(1,136,444)*	200,918*	1,091,348

The asset revaluation reserve arose from a change in use from an owner-occupied property to an investment property carried at fair value before 1 January 2014.

資產重估儲備源於在二零一四年一月一日之前按公平值列賬之一項自用物業的用途更改為投資物業。

* These reserve accounts comprise the consolidated negative other reserves of US\$21,204,000 (31 December 2014: US\$84,685,000) in the interim condensed consolidated statement of financial position.

* 該等儲備賬合計為中期簡明綜合財務狀況表中的綜合負其他儲備21,204,000美元(二零一四年十二月三十一日: 84,685,000美元)。

Interim Condensed Consolidated Statement of Cash Flows

中期簡明綜合現金流量表

For the six months ended 30 June 2015
截至二零一五年六月三十日止六個月

For the six months ended
30 June
截至六月三十日止六個月

			2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
		Notes 附註		
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動的現金流量			
Profit before tax	稅前溢利		65,439	57,782
Adjustments for:	就以下各項作出的調整：			
Finance costs	財務費用	6	4,191	6,539
Share of profits of an associate	分佔一家聯營公司溢利		(2,291)	(4,503)
Interest income	利息收入	4	(3,896)	(2,044)
Gain on disposal of items of property, plant and equipment and prepaid land lease payments	出售物業、廠房及設備項目以及預付土地租賃款項所得收益	4	(401)	(200)
Depreciation	折舊	10	34,949	33,528
Changes in fair value of an investment property	投資物業公平值變動	11	—	(412)
Write-down of inventories to net realisable value	撇減存貨至可變現淨值		5,416	1,154
Impairment on items of property, plant and equipment	物業、廠房及設備項目減值	10	5,161	—
Amortisation of intangible assets	無形資產攤銷		2,454	9,264
Recognition of prepaid land lease payments	預付土地租賃款項確認		360	360
			111,382	101,468
Decrease in inventories	存貨減少		3,511	16,722
Increase in trade and notes receivables	貿易應收款項及應收票據增加		(11,106)	(20,912)
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項(增加)/減少		(9,039)	2,053
Decrease/(increase) in amounts due from related parties	應收關聯方款項減少/(增加)		5,637	(7,406)
Increase in pledged and time deposits	已抵押及定期存款增加		(39,235)	(3,296)
Decrease/(increase) in trade payables	貿易應付款項減少/(增加)		(5,363)	2,060
Decrease/(increase) in other payables, advances from customers and accruals	其他應付款項、預收賬款及暫估費用減少/(增加)		(3,018)	2,662
Decrease in government grants	政府補助減少		(3,665)	(14,384)
Decrease in amounts due to related parties	應付關聯方款項減少		(7,645)	(2,962)
Cash generated from operations	經營活動產生的現金		41,459	76,005
Income tax paid	已付所得稅		(14,537)	(8,121)
Net cash flows from operating activities	經營活動所得現金流量淨額		26,922	67,884

continued 續下頁/...

Interim Condensed Consolidated Statement of Cash Flows

中期簡明綜合現金流量表

For the six months ended 30 June 2015
截至二零一五年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
	Notes 附註		
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動的現金流量		
Interest received	已收利息	2,413	2,044
Dividend received from an associate	收到一間聯營公司的股息	–	8,163
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(112,036)	(28,855)
Purchases of items of intangible assets	購買無形資產項目	(1,124)	(867)
Proceeds from disposal of items of property, plant and equipment and prepaid land lease payments	出售物業、廠房及設備項目以及預付土地租賃款項所得收益	–	29
Purchases of other financial assets	購入其他金融資產	(156,241)	–
Recovery of loans from an associate	向一家聯營公司收回貸款	–	24,490
Purchases of available-for-sale investments	購買可供出售投資	–	(57,145)
Receipt of government grants	收到政府補助款	5,845	3,080
Increase in pledged and time deposits	已抵押及定期存款增加	(53,086)	(10,000)
Net cash flows used in investing activities	投資活動所用現金流量淨額	(314,229)	(59,061)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動的現金流量		
Interest paid	已付利息	(4,204)	(6,539)
Repayment of bank loans	償還銀行貸款	(19,628)	(19,592)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(23,832)	(26,131)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(311,139)	(17,308)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	646,773	317,045
Effect of foreign exchange rate changes, net	外匯匯率變動影響，淨額	(697)	(1,601)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等價物	334,937	298,136
	16		
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	132,534	153,992
Non-pledged time deposits with original maturity of less than three months when acquired	於獲得時原到期日少於三個月的無抵押定期存款	202,403	144,144
Cash and cash equivalents as stated in the statement of financial position	綜合財務狀況表中所列現金及現金等價物	334,937	298,136
Cash and cash equivalents as stated in the statement of cash flows	綜合現金流量表中所列現金及現金等價物	334,937	298,136

Notes to the Interim Condensed Consolidated Financial Statements

30 June 2015
二零一五年六月三十日

中期簡明綜合財務報表附註

1. Corporate Information

Hua Hong Semiconductor Limited (the “Company”) is a limited liability company incorporated in Hong Kong on 21 January 2005. The registered office of the Company is located at Room 2212, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

The principal activity of the Company is investment holding. During the period the Company’s subsidiaries (collectively refer to as the “Group”) were principally engaged in the manufacture and trading of semiconductor products.

In the opinion of the directors, the parent and the ultimate parent of the Company are Shanghai Alliance Investment Ltd. (“SAIL”) and INESA Holding Group (“INESA”), which are state-owned companies established in the People’s Republic of China (“PRC”), supervised by the State-owned Assets Supervision and Administration Commission (“SASAC”).

2.1 Basis of Preparation

The unaudited interim condensed consolidated financial statements, which comprise the interim condensed consolidated statement of financial position of the Group as at 30 June 2015 and the related interim condensed consolidated statement of profit or loss, the interim condensed consolidated statements of comprehensive income, changes in equity and cash flows for the six months ended 30 June 2015, have been prepared in accordance with HKAS 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The unaudited 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 for the year ended 31 December 2014. The interim condensed consolidated financial statements are unaudited but have been reviewed by the Company’s audit committee.

1. 公司資料

華虹半導體有限公司（「本公司」）為一家於二零零五年一月二十一日在香港註冊成立的有限公司。本公司的註冊辦事處為香港中環夏慤道12號美國銀行中心2212室。

本公司的主要活動為投資控股。於期內，本公司的子公司（統稱為「本集團」）主要從事半導體產品的生產及貿易。

董事認為，本公司的母公司及最終控股公司分別為上海聯和投資有限公司（「上海聯和」）及上海儀電控股（集團）有限公司（「儀電控股」），上海聯和及儀電控股均為於中華人民共和國（「中國」）成立並由國有資產監督管理委員會（「國資委」）監管的國有公司。

2.1 編製基準

未經審核中期簡明綜合財務報表包括本集團於二零一五年六月三十日的中期簡明綜合財務狀況報表及截至二零一五年六月三十日止六個月的相關中期簡明綜合損益表、中期簡明綜合全面收益表、權益變動表及現金流量表，並根據香港會計師公會頒佈的香港會計準則第34號「中期財務報告」以及香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定編製。

未經審核中期簡明綜合財務報表並不包括年度財務報表規定所需的全部資料及披露事宜，並應與本集團截至二零一四年十二月三十一日止年度的年度財務報表一併閱讀。中期簡明綜合財務報表未經審核，但已經本公司的審核委員會審閱。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

30 June 2015
二零一五年六月三十日

2.2 Changes in Accounting Policies and Disclosures

The accounting policies and basis of preparation adopted in the preparation of the interim condensed consolidated financial statements are the same as those used in the annual financial statements for the year ended 31 December 2014, except for the adoption of new standards, interpretations and amendments effective as of 1 January 2015 below:

The Group has adopted the following revised HKFRSs for the first time in these interim condensed consolidated financial statements.

Amendments to HKAS 19	<i>Defined Benefit Plans: Employee Contributions</i>
<i>Amendments under Annual Improvements to HKFRSs 2010-2012 Cycle</i>	<i>Amendments to a number of HKFRs</i>
<i>Amendments under Annual Improvements to HKFRSs 2011-2013 Cycle</i>	<i>Amendments to a number of HKFRs</i>

The adoption of these new and revised HKFRSs has had no significant financial effect on the Group's interim condensed consolidated financial statements.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

2.2 會計政策的變動及披露

編製中期簡明綜合財務報表所採納的會計政策及編製基準與編製截至二零一四年十二月三十一日止年度的年度財務報表所採用者相同，惟採納下列於二零一五年一月一日生效的新訂準則、詮釋及修訂除外：

本集團於本中期簡明綜合財務報表內首次採納下列經修訂香港財務報告準則。

香港會計準則第19號 (修訂本)	定額福利計劃：僱員供款
二零一零年至二零一二年週期的年度改進內的修訂	香港財務報告準則多項修訂
二零一一年至二零一三年週期的年度改進內的修訂	香港財務報告準則多項修訂

採納上述新訂及經修訂香港財務報告準則對本集團的中期簡明綜合財務報表概無重大影響。

本集團並無提早採納任何其他已頒佈但尚未生效的準則、詮釋或修訂。

Notes to the Interim Condensed Consolidated Financial Statements

30 June 2015
二零一五年六月三十日

中期簡明綜合財務報表附註

3. Operating Segment Information

For management purposes, the Group is organised into one single business unit that includes primarily the manufacture and sale of semiconductor products. Management reviews the consolidated results when making decisions about allocating resources and assessing the performance of the Group. Accordingly, no segment analysis is presented.

The principal assets employed by the Group are located in Shanghai, the PRC. Therefore, no segment information based on the geographical location of assets is presented for the period.

Revenues are attributed to geographic areas based on the location of customers. Revenues regarding geographical segments based on the location of customers for the period are presented as follows:

3. 經營分部資料

出於管理需要，本集團僅構組一個業務單元，主要包括製造及銷售半導體產品。管理層在作出分配資源的相關決策及評估本集團表現時審核綜合業績。因此，並無呈列分部分析。

本集團使用的主要資產位於中國上海，故並無按資產的地理位置於期內呈列分部分資料。

地理區域應佔收入乃按客戶所在地劃分。期內按客戶所在地劃分的地區分部有關收入呈列如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
China (including Hong Kong)	中國 (包括香港)	190,458	176,986
United States of America	美利堅合眾國	63,408	66,412
Europe	歐洲	29,223	28,566
Asia (excluding China and Japan)	亞洲 (不包括中國及日本)	27,988	32,471
Japan	日本	27,295	20,020
		338,372	324,455

Information about major customers

For six months ended 30 June 2015, revenue of approximately US\$35,833,000 derived from sales to a single customer accounted for more than 10% of the Group's total revenue (six months ended 30 June 2014: nil).

有關主要客戶的資料

截至二零一五年六月三十日止六個月，超過本集團銷售收入總額10%的有一家客戶，其銷售收入金額約為35,833,000美元（截至二零一四年六月三十日止六個月：無）。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

30 June 2015
二零一五年六月三十日

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; the value of services rendered and gross rental income received and receivable from an investment property during the period.

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

4. 收入、其他收入及收益

收入亦即本集團的營業額，指期內扣除退貨及貿易折扣後的已出售貨品發票淨值；所提供服務的價值，及從投資物業收取及應收的總租金收入。

對收入、其他收入及收益的分析如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
Revenue	收入		
Sale of goods	銷售貨品	338,372	324,455
Other income	其他收入		
Rental income	租金收入	6,623	6,595
Interest income	利息收入	3,896	2,044
Government subsidies	政府補貼	635	-
Sale of scrap materials	銷售廢料	-	145
Rendering of service	提供服務	226	830
Others	其他	309	632
		11,689	10,246
Gains	收益		
Gain on disposal of items of property, plant and equipment and prepaid land lease payments	出售物業、廠房及設備項目以及預付土地租賃款項的收益	401	200
Exchange gain	外匯匯兌收益	1,767	-
		2,168	200
		13,857	10,446

Notes to the Interim Condensed Consolidated Financial Statements

30 June 2015
二零一五年六月三十日

中期簡明綜合財務報表附註

5. Profit Before Tax

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

5. 稅前溢利

本集團的稅前溢利乃於扣除／(計入)
下列各項後達致：

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
	Notes 附註		
Cost of inventories sold	已售存貨成本	230,734	231,937
Depreciation	折舊	34,949	33,528
Recognition of prepaid land lease payments	確認預付土地租賃款項	360	360
Amortisation of intangible assets	無形資產攤銷	2,454	9,264
Research and development costs	研發成本	20,072	13,822
Operating lease expenses	經營租賃開支	1,058	1,653
Auditors' remuneration	核數師薪酬	378	261
Employee benefit expense:	僱員福利開支：		
Wages, salaries and other benefits	工資、薪金及其他福利	66,698	57,682
Pension scheme contribution	退休金計劃供款	7,794	7,632
		74,492	65,314
Rental income on an investment property, net	投資物業的租金收入淨額	(6,623)	(6,595)
Government subsidies	政府補貼	(635)	-
Foreign exchange differences, net	外匯匯兌差額淨額	(1,767)	1,735
Impairment on items of property, plant and equipment	物業、廠房及設備減值	5,161	-
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	5,416	1,154
Changes in fair value of an investment property	投資物業公平值變動	-	(412)

6. Finance Costs

6. 財務費用

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
Interest on bank loans	銀行貸款利息	4,191	6,539

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

30 June 2015
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7. Income Tax

Hong Kong profits were subject to profits tax at the rate of 16.5% during the period (six months ended 30 June 2014: 16.5%). No provision for Hong Kong profits tax has been made as the Company and a subsidiary incorporated in Hong Kong had no assessable income during the period (six months ended 30 June 2014: nil).

The Company's subsidiary incorporated in the Cayman Islands is not subject to corporate income tax as it does not have a place of business (other than a registered office) or carry on any business in the Cayman Islands.

All of the Group's subsidiaries registered in the PRC and only having operations in Mainland China are subject to PRC enterprise income tax on the taxable income as reported in their PRC statutory accounts adjusted in accordance with relevant PRC income tax laws based on a statutory rate of 25%.

Pursuant to relevant laws and regulations in the PRC and with approval from the tax authorities in charge, one of the Group's subsidiaries, Shanghai Huahong Grace Semiconductor Manufacturing Corporation ("HHGrace"), is qualified as an enterprise producing integrated circuits less than 0.25 μm in width and thus was entitled to a preferential tax rate of 15% from 2013 to 2017.

The Company's subsidiary incorporated and operating in Japan is subject to a corporation tax rate of 25.5% (six months ended 30 June 2014: 25.5%).

The Company's subsidiary incorporated and operating in the United States is subject to a federal corporation income tax rate of 34% during the period (six months ended 30 June 2014: 34%), as well as state tax at 8.84% (six months ended 30 June 2014: 8.84%).

7. 所得稅

根據香港特別行政區的相關稅法，於期內的香港溢利須按16.5%（截至二零一四年六月三十日止六個月：16.5%）的稅率繳納利得稅。由於本公司及一家在香港註冊成立的子公司於期內並無取得應評稅收入，故並無就香港利得稅作出撥備（截至二零一四年六月三十日止六個月：無）。

由於本公司在開曼群島註冊成立的子公司在開曼群島並無擁有營業地點（註冊辦事處除外）或經營任何業務，故有關子公司毋須繳納企業所得稅。

所有本集團在中國註冊且僅在中國內地營運的子公司，應就其根據相關中國所得稅法調整的中國法定賬目所呈報應課稅收入按25%的法定稅率繳納中國企業所得稅。

根據中國相關法律及法規及獲稅務主管機關批准，本集團一家子公司上海華虹宏力半導體製造有限公司（「華虹宏力」）符合資格成為生產工藝技術節點小於0.25 μm 集成電路的企業，故有權於二零一三年至二零一七年期間按15%的優惠稅率繳稅。

本公司在日本註冊成立及營運的子公司應按25.5%（截至二零一四年六月三十日止六個月：25.5%）的企業稅率繳稅。

本公司在美國註冊成立及營運的子公司應按34%（截至二零一四年六月三十日止六個月：34%）的聯邦企業所得稅率及8.84%（截至二零一四年六月三十日止六個月：8.84%）的州稅稅率繳稅。

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7. Income Tax (continued)

The major components of income tax expense of the Group are as follows:

7. 所得稅 (續)

本集團所得稅開支的主要組成部份如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
Current income tax – PRC	當期所得稅 – 中國	8,602	9,831
Current income tax – elsewhere	當期所得稅 – 其他地區	238	8
Deferred tax	遞延稅項	(4,690)	3,246
		4,150	13,085

The share of tax attributable to an associate amounting to US\$734,000 for the period (six months ended 30 June 2014: US\$624,000) is included in “Share of profits of an associate” in the interim condensed consolidated statement of profit or loss.

期內聯營公司應佔稅項比份為734,000美元(截至二零一四年六月三十日止六個月: 624,000美元)已計入中期簡明綜合損益表內的「分佔一家聯營公司溢利」。

8. Earnings Per Share

The calculation of the basic earnings per share amounts is based on the profit for the period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,033,871,656 in issue during the period (six months ended 30 June 2014: 805,175,656).

The Group had no potentially dilutive ordinary shares in issue during the period (six months ended 30 June 2014: nil).

8. 每股盈利

基本每股盈利乃基於母公司普通權益持有人應佔期內溢利及於期內已發行1,033,871,656股(截至二零一四年六月三十日止六個月: 805,175,656股)普通股的加權平均數計算。

本集團期內並無已發行潛在攤薄普通股(截至二零一四年六月三十日止六個月: 無)。

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8. Earnings Per Share (continued)

The calculation of earnings per share is based on:

8. 每股盈利 (續)

每股盈利的計算乃基於：

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	用於計算每股基本盈利的 母公司普通權益持有人 應佔溢利	61,289	44,697

		Number of shares 股份數目	
		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 ('000) (千股)	2014 二零一四年 ('000) (千股)
Shares	股份		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	用於計算每股基本盈利的 期內已發行普通股 加權平均數	1,033,872	805,176

9. Dividend

The Board did not recommend the payment of any dividend for the six months ended 30 June 2015 (six months ended 30 June 2014: nil).

9. 股息

董事會不建議就截至二零一五年六月三十日止六個月派付任何股息(截至二零一四年六月三十日止六個月：無)。

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10. Property, Plant and Equipment

During the six months ended on 30 June 2015, the Group acquired items of property, plant and equipment with a cost of US\$97,633,000 (six months ended 30 June 2014: US\$31,471,000). Depreciation for items of property, plant and equipment was US\$34,949,000 during the period (six months ended 30 June 2014: US\$33,528,000). Impairment on items of property, plant and equipment was US\$5,161,000 during the period (six months ended 30 June 2014: nil).

No significant property, plant and equipment were disposed of for the six months ended 30 June 2015 and 2014, respectively.

As at 30 June 2015, certain of the Group's property, plant and equipment with a net carrying value of US\$526,174,000 (31 December 2014: US\$458,462,000) were pledged to banks to secure the Group's banking facilities (note 18).

11. Investment Property

The Group's investment property is situated in Shanghai, the PRC and is held under a medium term lease. The directors have determined that the investment property is an industrial property, based on the nature, characteristics and risks of the property.

The investment property is leased to a related party under an operating lease (note 22 (b)).

As at 30 June 2015 and 31 December 2014, the Group's investment property was pledged to banks to secure the Group's banking facilities (note 18).

10. 物業、廠房及設備

於截至二零一五年六月三十日止六個月，本集團購置成本97,633,000美元（截至二零一四年六月三十日止六個月：31,471,000美元）。期內物業、廠房及設備項目的折舊為34,949,000美元（截至二零一四年六月三十日止六個月：33,528,000美元）。期內物業、廠房及設備項目的減值為5,161,000美元（截至二零一四年六月三十日止六個月：無）。

於截至二零一五年及二零一四年六月三十日止六個月均無物業、廠房及設備的重大出售。

於二零一五年六月三十日，本集團賬面淨值為526,174,000美元（二零一四年十二月三十一日：458,462,000美元）的若干物業、廠房及設備已抵押予銀行以取得本集團的銀行信貸融資（附註18）。

11. 投資物業

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)
Carrying amount at 1 January	於一月一日的賬面值	191,533
Net gains from a fair value adjustment	公平值調整的收益淨額	-
Exchange realignment	匯兌調整	169
Carrying amount at 30 June	於六月三十日的賬面值	191,702

本集團的投資物業位於中國上海，按中期租約持有。董事已基於物業的性質、特點及風險釐定投資物業為工業物業。

投資物業根據經營租約出租予關聯方（附註22(b)）。

於二零一五年六月三十日及二零一四年十二月三十一日，本集團的投資物業已抵押予銀行以取得本集團的銀行信貸融資（附註18）。

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12. Available-For-Sale Investments

12. 可供出售投資

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Unlisted equity investments, at cost	非上市股權投資，按成本值	230,715	230,512

As at 30 June 2015, the unlisted equity investments with a carrying amount of US\$230,715,000 (31 December 2014: 230,512,000) were stated at cost less impairment because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair value cannot be measured reliably. The Group does not intend to dispose of these investments in the near future.

由於合理公平價值估計範圍太大，董事認為其公平值不能可靠計量，故於二零一五年六月三十日非上市股權投資（賬面值230,715,000美元（二零一四年十二月三十一日：230,512,000美元））乃按成本值扣除減值呈列。本集團近期無意出售該等投資。

13. Inventories

13. 存貨

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Raw materials	原材料	44,838	40,808
Work in progress	在製品	31,739	37,162
Finished goods	製成品	24,932	27,049
		101,509	105,019
Less: provision for inventories	減：存貨撥備	(16,448)	(11,031)
		85,061	93,988

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14. Trade and Notes Receivables

14. 貿易應收款項及應收票據

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Trade receivables	貿易應收款項	89,781	76,638
Notes receivable	應收票據	30,692	32,729
		120,473	109,367
Impairment of trade receivables	貿易應收款項減值	(1,858)	(1,858)
		118,615	107,509

The Group's trading terms with its customers are mainly on credit and the credit period is generally 30 to 45 days, extending up to 60 days for major customers. There is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables, based on the invoice date and net of provisions, is as follows:

本集團與其客戶的貿易賬期以信貸為主，信貸期一般為30至45天，對大客戶的信貸期延長至最多60天。本集團並無重大集中信貸風險。本集團並無就其貿易應收款項餘額持有任何抵押品或採取其他加強信貸措施。貿易應收款項為免息。

按發票日期計，貿易應收款項（扣除撥備）的賬齡分析如下：

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Within 3 months	三個月以內	87,214	73,515
Over 3 months and within 6 months	三個月以上及六個月以內	408	913
Over 6 months and within 12 months	六個月以上及十二個月以內	301	352
		87,923	74,780

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15. Other Financial Assets

15. 其他金融資產

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Structured products	理財產品	156,700	-

The other financial assets are structured products issued by banks with interest rates ranging from 3.80% to 4.60% per annum, maturing within two months to four months as at 30 June 2015.

其他金融資產為銀行所出售的理財產品，利率由每年3.80%至4.60%不等，於二零一五年六月三十日在兩個月至四個月內到期。

16. Cash and Cash Equivalents and Pledged and Time Deposits

16. 現金及現金等價物以及已抵押存款及定期存款

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Cash and bank balances	現金及銀行結餘	132,534	439,556
Time deposits	定期存款	296,848	209,800
		429,382	649,356
Pledged and time deposits:	已抵押存款及定期存款：		
Pledged deposits for letters of credit	就信用證抵押存款	(41,359)	(2,583)
Time deposits with original maturity of more than three months	原定到期日為三個月以上的定期存款	(53,086)	-
Cash and bank equivalents	現金及現金等價物	334,937	646,773

Pledged deposits with a carrying value of US\$41,359,000 as at 30 June 2015 (31 December 2014: US\$2,583,000) were pledged to secure the issuance of letters of credit.

二零一五年六月三十日，已抵押賬面值為41,359,000美元（二零一四年十二月三十一日：2,583,000美元）的已抵押存款以獲發行信用證。

Time deposits with original maturity of more than three months with a carrying value of US\$53,086,000 as at 30 June 2015 (31 December 2014: nil) will mature within six months.

原定到期日為三個月以上的定期存款於二零一五年六月三十日的賬面值是53,086,000美元（二零一四年十二月三十一日：無）將於六個月以內到期。

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17. Trade Payables

An aged analysis of the trade payables of the Group as at the end of the reporting period, based on the invoice date, is as follows:

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Within 1 month	一個月以內	24,778	34,796
Over 1 months and within 3 months	一個月以上及三個月以內	22,541	21,520
Over 3 months and within 6 months	三個月以上及六個月以內	1,815	1,180
Over 6 months and within 12 months	六個月以上及十二個月以內	3,864	1,013
Over 12 months	十二個月以上	5,171	5,023
		58,169	63,532

The trade payables are unsecured, non-interest-bearing and normally settled on 30 to 60 day terms.

於各報告期間末按發票日期計，本集團貿易應付款項的賬齡分析如下：

貿易應付款項為無抵押、不計息及一般於30天至60天內結清。

18. Interest-Bearing Bank Borrowings

		30 June 2015 二零一五年六月三十日			31 December 2014 二零一四年十二月三十一日		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	US\$'000 千美元 (Unaudited) (未經審核)	Effective interest rate (%) 實際利率 (%)	Maturity 到期	US\$'000 千美元 (Audited) (經審核)
Current	流動						
Current portion of long term bank loans – secured	長期銀行貸款的即期部份 – 有抵押	2.0-6.6	2015 二零一五年	62,096	2.0-6.6	2015 二零一五年	81,690
Non-current	非流動						
Secured bank loans	有抵押銀行貸款	2.0-6.6	2016-2018 二零一六年至 二零一八年	183,068	2.0-6.6	2016-2018 二零一六年至 二零一八年	183,031
				245,164			264,721

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18. Interest-Bearing Bank Borrowings (continued)

18. 計息銀行借款 (續)

		30 June 2015 二零一五年六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Analysed into:	分析為：		
Bank loans repayable:	應償還銀行貸款：		
Within one year	一年內	62,096	81,690
In the second year	第二年	62,096	62,079
In the third to fifth years, inclusive	第三至五年 (包括首尾兩年)	120,972	120,952
		245,164	264,721

As at 30 June 2015 and 31 December 2014, the Group's bank loans were secured by the pledges of the Group's assets with carrying values as follows:

於二零一五年六月三十日及二零一四年十二月三十一日，本集團的銀行貸款由抵押本集團的資產作擔保，資產的賬面值如下：

		30 June 2015 二零一五年六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
	<i>Notes</i> <i>附註</i>		
Property, plant and equipment	物業、廠房及設備	526,174	458,462
Investment property	投資物業	191,702	191,533
Prepaid land lease payments	預付土地租賃款項	24,575	24,914
Intangible assets	無形資產	10,983	10,599
		753,434	685,508

In addition to the assets pledged above, the Group's secured bank loans as at 30 June 2015 and 31 December 2014 were secured by the Company's 36.23% of equity interest in its subsidiary, HHGrace.

除以上已抵押資產外，本集團於二零一五年六月三十日及二零一四年十二月三十一日的有抵押銀行貸款乃以本公司於其子公司華虹宏力的36.23%股權作抵押。

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19. Government Grants

19. 政府補助

		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)
At 1 January	於一月一日	63,885
Received during the period	期內收到	3,765
Paid to subcontractors during the period	期內支付予分包商	(50)
Released to offset cost of sales	撥入以抵銷銷售成本	(473)
Released to offset research and development costs	撥入以抵銷研發成本	(1,062)
Offset with long term assets	抵銷長期資產	(5,845)
Exchange realignment	匯兌調整	54
As at 30 June	於六月三十日	60,274

The Group received government funding for several government-sponsored projects focusing on the research and development of advanced technologies.

本集團的多個政府資助項目均獲得政府撥付資金資助，該等項目專注於開發先進技術。

20. Share Capital and Other Statutory Capital Reserves

20. 股本及其他法定股本儲備

Under the Hong Kong Companies Ordinance (Cap. 622), which commenced operation on 3 March 2014, the concept of authorised share capital no longer exists. In accordance with section 135 of the Hong Kong Companies Ordinance (Cap. 622), the Company's shares no longer have a par or nominal value with effect from 3 March 2014. There is no impact on the number of shares in issue or the relative entitlement of any of the members of the Company as a result of this transition.

根據於二零一四年三月三日開始實施的香港公司條例(第622章)，法定股本概念不再存在。按照香港公司條例(第622章)第135條，本公司股份自二零一四年三月三日起，不再存有面值。此轉變對於本公司的已發行股份數目或各股東的相關權益並沒有影響。

		Number of shares 股份數目		Amount 金額	
		30 June 2015 二零一五年 六月三十日 (‘000) (千股)	31 December 2014 二零一四年 十二月三十一日 (‘000) (千股)	30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Issued and fully paid: 已發行及繳足：					
1,033,871,656 ordinary shares	1,033,871,656股 普通股	1,033,872	1,033,872	1,550,164	1,550,164

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21. Commitments

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

21. 承擔

本集團於報告期末擁有以下資本承擔：

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Contracted, but not provided for:	已訂約，但未撥備：		
Property, plant and equipment	物業、廠房及設備	55,008	24,176

22. Related Party Transactions and Balances

22. 關聯方交易及結餘

(a) Name and relationship

(a) 名稱及關係

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
Huahong Group and its subsidiaries 華虹集團及其子公司	
– Shanghai Huahong (Group) Co., Ltd. (“Huahong Group”) – 上海華虹(集團)有限公司(「華虹集團」)	the holding company of Hua Hong International 華虹國際的控股公司
– Shanghai Huahong Zealcore Electronics Co., Ltd. (“Huahong Zealcore”) – 上海華虹摯芯科技有限公司(「華虹摯芯」)	Subsidiary of Huahong Group 華虹集團子公司
– Shanghai Hongri International Electronics Co., Ltd. (“Hongri”) – 上海虹日國際電子有限公司(「虹日」)	Subsidiary of Huahong Group 華虹集團子公司
– Shanghai Integrated Circuit Research and Development Center (“ICRD”) – 上海集成電路研發中心(「集成電路研發」)	Subsidiary of Huahong Group 華虹集團子公司
– Shanghai Hua Hong Jitong Smart System Co., Ltd. (“Jitong”) – 上海華虹計通智能系統股份有限公司(「計通」)	Subsidiary of Huahong Group 華虹集團子公司
Shanghai Belling and its subsidiaries 上海貝嶺及其子公司	
– Shanghai Belling Co., Ltd. (“Shanghai Belling”)* – 上海貝嶺股份有限公司(「上海貝嶺」)*	the holding company of Hylintek 香港海華的控股公司
– Hylintek Limited (“Hylintek”)** – 香港海華有限公司(「香港海華」)**	Shareholder of the Company 本公司股東
NEC Corporation (“NEC”)	
– NEC Management Partner, Ltd. (“NEC Management”)**	Shareholder of the Company 本公司股東 Subsidiary of NEC NEC子公司

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22. Related Party Transactions and Balances (continued)

22. 關聯方交易及結餘 (續)

(a) Name and relationship (continued)

(a) 名稱及關係 (續)

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
SAIL and its subsidiaries 上海聯和及其子公司	
- Sino-Alliance International Ltd. ("SAIL International")	Subsidiary of SAIL 上海聯和子公司
- Shanghai Huali Microelectronics Co., Ltd. ("Shanghai Huali")	Subsidiary of SAIL 上海聯和子公司
- 上海華力微電子有限公司 (「上海華力」)	Subsidiary of SAIL 上海聯和子公司
- QST Corporation ("QST")	Subsidiary of SAIL 上海聯和子公司
- 上海矽睿科技有限公司 (「矽睿科技」)	
INESA and its subsidiaries 儀電控股及其子公司	
- Shanghai INESA Intelligent Electronics Co., Ltd. ("Shanghai INESA")	Subsidiary of INESA 儀電控股子公司
- 上海儀電智能電子有限公司 (「上海儀電」)	
- Shanghai Nanyang Software System Integration Co., Ltd. ("Nanyang Software")	Subsidiary of INESA 儀電控股子公司
- 上海南洋軟件系統集成有限公司 (「南洋軟件」)	
- Shanghai Nanyang Wanbang Information Technology Service Co., Ltd. ("Wanbang IT")	Subsidiary of INESA 儀電控股子公司
- 上海南洋萬邦軟件技術有限公司 (「萬邦軟件技術」)	
Shanghai Huahong Technology Development Co., Ltd. ("Huahong Technology Development") 上海華虹科技發展有限公司 (「華虹科技發展」)	Associate of the Group 本集團聯營公司
Huahong Real Estate Co., Ltd. ("Huahong Real Estate") 上海華虹置業有限公司 (「華虹置業」)	Subsidiary of Huahong Technology Development 華虹科技發展子公司
Shanghai Huajin Property Management Co., Ltd. ("Huajin") 上海華錦物業管理有限公司 (「華錦」)	Subsidiary of Huahong Technology Development 華虹科技發展子公司
CEC and its subsidiaries 中國電子及其子公司	
- China Electronics Corporation ("CEC")	Shareholder of Huahong Group 華虹集團股東
- 中國電子信息產業集團有限公司 (「中國電子」)	Subsidiary of CEC 中國電子子公司
- CEC Huada Electronic Design Co., Ltd. ("Huada")	Subsidiary of CEC 中國電子子公司
- 北京中電華大電子設計有限責任公司 (「華大」)	
- Shanghai Huahong Integrated Circuit Co., Ltd. ("Shanghai Huahong IC")	Subsidiary of CEC 中國電子子公司
- 上海華虹集成電路有限責任公司 (「上海華虹集成電路」)	
- Beijing Huahong IC Design Co., Ltd. ("Beijing Huahong IC")	Subsidiary of CEC 中國電子子公司
- 北京華虹集成電路設計有限責任公司 (「北京華虹集成電路」)	
* The parent and the ultimate parent of Shanghai Belling is CEC.	* 上海貝嶺的母公司及最終母公司是中國電子。
** On 1 December 2014, Hylintek Limited entered into an agreement with SAIL International whereby Hylintek Limited agreed to sell and SAIL International agreed to purchase 64,010,100 shares of the Company (the "Share Purchase"). Following completion of the Share Purchase, Hylintek ceased to hold any shares in the Company as of 12 May 2015.	** 於二零一四年十二月一日，香港海華有限公司與SAIL International訂立協議，據此，香港海華有限公司同意出售而SAIL International同意購入64,010,100股本公司股份 (「購股事項」)。購股事項完成後，香港海華自二零一五年五月十二日起不再持有公司任何股份。
*** NEC Management is previously known as NEC Purchasing Service, Ltd.	*** NEC Management前稱為NEC Purchasing Service, Ltd.

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22. Related Party Transactions and Balances (continued)

22. 關聯方交易及結餘 (續)

(b) Related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following material transactions with related parties during the period:

(b) 關聯方交易

除該等財務報表其他部份所披露交易及結餘外，本集團於期內已與關聯方進行以下重大交易：

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
Sales of goods to related parties (note (i))	向關聯方出售貨品 (附註(i))		
Huada	華大	14,358	25,609
Shanghai Huahong IC	上海華虹集成電路	7,304	6,648
Huahong Zealcore	華虹摺芯	4,603	6,272
Shanghai Belling	上海貝嶺	4,511	2,241
ICRD	集成電路研發	3,718	2,627
Hongri	虹日	306	486
QST	矽睿科技	85	168
Beijing Huahong IC	北京華虹集成電路	-	650
Shanghai Huali	上海華力	-	1
Purchases of goods from related parties (note (ii))	自關聯方購買貨品 (附註(ii))		
Hylintek	香港海華	3,246	1,773
Hongri	虹日	2,846	1,446
NEC Management	NEC Management	302	380
Huahong Zealcore	華虹摺芯	234	174
Jitong	計通	3	8
ICRD	集成電路研發	-	146
Service fees income from related parties (note (iii))	來自關聯方的服務費收入 (附註(iii))		
QST	矽睿科技	226	830
Service fee charged by related parties (note (iv))	關聯方收取的服務費 (附註(iv))		
Huahong Real Estate	華虹置業	1,927	-
Huajin	華錦	102	102
Shanghai INESA	上海儀電	101	7
Nanyang Software	南洋軟件	2	21
Wanbang IT	萬邦軟件技術	-	32
Rental income from a related party (note (iii))	來自關聯方的租金收入 (附註(iii))		
Shanghai Huali	上海華力	6,435	6,595
Rental expense charged by a related party (note (iv))	關聯方收取的租金開支 (附註(iv))		
Huahong Real Estate	華虹置業	818	1,041
Expense paid on behalf of a related party (note (v))	代關聯方支付的開支 (附註(v))		
Shanghai Huali	上海華力	12,843	11,752
Interest income on entrusted loans	委託貸款的利息收入		
Huahong Technology Development	華虹科技發展	-	323

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22. Related Party Transactions and Balances (continued)

(b) Related party transactions (continued)

Note (i): The sales of goods to the related parties were made according to the prices and terms agreed between the related parties.

Note (ii): The purchases of goods from the related parties were made according to the prices and terms offered by the related parties.

Note (iii): The rental income and service fee income from related parties were received according to the prices and terms agreed between the related parties.

Note (iv): The rental expense and service fees charged by related parties were paid according to the prices and terms agreed between the related parties.

Note (v): The expense paid on behalf of the related party is interest-free and repayable on demand.

(c) Non-cash related party transaction

In 2014, HHGrace invested RMB10.5 million in QST in the form of intellectual property transfer in accordance with the binding term sheet signed by HHGrace on 18 August 2012. On 18 May 2014, QST and HHGrace signed an agreement regarding certain products and services provided by HHGrace to QST for the period from 1 January 2013 to 31 March 2017, including wafer products and masking, technology development and maintenance services, in exchange for the aforesaid intellectual property.

(d) Other related party transaction

In 2011, one of the Group's subsidiaries, Shanghai Hua Hong NEC Electronics Co., Ltd. ("HHNEC") and Huahong Group entered into a cash pooling arrangement. Under such arrangement, HHNEC and Huahong Group entered into RMB900,000,000 loans with each other. According to the PRC Contract Law, the agreement and the mutual understanding of both parties, the receivables and payables resulting from loans under such cash pooling arrangement can be set off. On 9 June 2014, HHNEC and Huahong Group settled the receivables and payables on a net basis and terminated such loans.

22. 關聯方交易及結餘 (續)

(b) 關聯方交易 (續)

附註(i): 向關聯方出售的貨品乃根據與關聯方協定的價格及條款作出。

附註(ii): 自關聯方購買的貨品乃根據關聯方提供的價格及條款作出。

附註(iii): 來自關聯方的租金收入及服務費收入乃根據與關聯方協定的價格及條款收取。

附註(iv): 關聯方收取的租金開支及服務費乃根據與關聯方協定的價格及條款支付。

附註(v): 代關聯方支付的開支為不計息，及須按要求償還。

(c) 非現金關聯方交易

於二零一四年，華虹宏力根據於二零一二年八月十八日簽訂的具約束力合約細則以轉讓知識產權的形式向矽睿科技投資人民幣1,050萬元。於二零一四年五月十八日，矽睿科技與華虹宏力就華虹宏力於二零一三年一月一日至二零一七年三月三十一日止期間向矽睿科技提供若干產品及服務簽訂協議，包括以晶圓產品及光罩、技術開發及維護服務換取上述知識產權。

(d) 其他關聯方交易

於二零一一年，上海華虹NEC電子有限公司(「華虹NEC」)與華虹集團訂立現金池安排。根據該安排，華虹NEC與華虹集團互相訂立人民幣900,000,000元貸款。根據中國合同法、雙方的協議及相互了解，該現金池安排項下的貸款所產生的應收款項及應付款項可予抵銷。於二零一四年六月九日，華虹NEC與華虹集團按淨額基準結清應收款項及應付款項，並終止該等貸款。

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22. Related Party Transactions and Balances (continued)

22. 關聯方交易及結餘 (續)

(e) Outstanding balances with related parties

(e) 與關聯方之間的未結清餘額

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Amounts due from related parties	應收關聯方款項		
Huada	華大	17,221	21,589
Shanghai Huahong IC	上海華虹集成電路	7,307	4,149
Shanghai Huali	上海華力	4,872	7,056
Huahong Zealcore	華虹摯芯	3,466	5,303
Huahong Real Estate	華虹置業	2,470	3,295
Shanghai Belling	上海貝嶺	1,872	1,411
ICRD	集成電路研發	157	128
Hongri	虹日	105	242
QST	矽睿科技	71	5
		37,541	43,178
Amounts due to related parties	應付關聯方款項		
Shanghai Huali	上海華力	12,365	18,688
Hylintek	香港海華	1,765	1,486
ICRD	集成電路研發	1,324	1,159
Hongri	虹日	918	783
QST	矽睿科技	711	891
Shanghai INESA	上海儀電	88	-
NEC management	NEC management	77	110
Huahong Zealcore	華虹摯芯	69	114
Nanyang Software	南洋軟件	20	-
Huahong Real Estate	華虹置業	18	1,774
Jitong	計通	6	-
Shanghai Belling	上海貝嶺	-	1
		17,361	25,006

Balances with the related parties or subsidiaries were unsecured, non-interest-bearing and had no fixed repayment terms.

與關聯方或子公司之間的結餘為無抵押、不計息及無固定還款期限。

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22. Related Party Transactions and Balances (continued)

22. 關聯方交易及結餘 (續)

(f) Compensation of key management personnel of the Group

(f) 本集團主要管理人員的酬金

		For the six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) (US\$'000) (千美元)	2014 二零一四年 (Audited) (經審核) (US\$'000) (千美元)
Short term employee benefits	短期僱員福利	1,219	1,108
Pension scheme contributions	退休金計劃供款	25	20
Total compensation paid to key management personnel	支付予主要管理人員的酬金總額	1,244	1,128

23. Financial Instruments by Category

23. 按類別劃分的金融工具

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

各類金融工具於報告期間末的賬面值如下：

Financial assets -- loans and receivables

金融資產 – 貸款及應收款項

		30 June 2015 二零一五年六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Trade and notes receivables	貿易應收款項及應收票據	118,615	107,509
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	21,814	4,405
Other financial assets	其他金融資產	156,700	-
Due from related parties	應收關聯方款項	37,541	43,178
Pledged and time deposits	已抵押及定期存款	94,445	2,583
Cash and cash equivalents	現金及現金等價物	334,937	646,773
		764,052	804,448

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23. Financial Instruments by Category (continued)

23. 按類別劃分的金融工具 (續)

Financial assets -- available-for-sale financial assets

金融資產 – 可供出售金融資產

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Available-for-sale investments	可供出售投資	230,715	230,512

Financial liabilities -- at amortised cost

金融負債 – 按攤銷成本

		30 June 2015 二零一五年 六月三十日 (Unaudited) (未經審核) (US\$'000) (千美元)	31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核) (US\$'000) (千美元)
Trade payables	貿易應付款項	58,169	63,532
Financial liabilities included in other payables, advances from customers and accruals	計入其他應付款項、預收賬款及暫估費用的金融負債	49,256	35,999
Interest-bearing bank borrowings	計息銀行借款	245,164	264,721
Due to related parties	應付關聯方款項	17,361	25,006
		369,950	389,258

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24. Fair Value and Fair Value Hierarchy of Financial Instruments

Management has assessed that the fair values of cash and cash equivalents, pledged and time deposits, trade and notes receivables, trade payables, financial assets included in prepayments, deposits and other receivables, other financial assets, financial liabilities included in other payables, advances from customers and accruals, amounts due from/to related parties and the current portion of interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the non-current portion of interest-bearing bank borrowings has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank borrowings as at 30 June 2015 and 31 December 2014 was assessed to be insignificant. Management has assessed that the fair value of the non-current interest-bearing bank borrowings of the Group approximates to their fair value due to their floating interest rates.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

25. Event After the Reporting Period

There is no material subsequent event undertaken by the Group after 30 June 2015.

26. 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 4 August 2015.

24. 金融工具的公平值及公平值層級

管理層已評估現金及現金等價物、已抵押及定期存款、貿易應收款項及應收票據、貿易應付款項、計入預付款項、按金及其他應收款項的金融資產、其他金融資產、計入其他應付款項、預收賬款及暫估費用的金融負債、應收／應付關聯方款項，以及計息銀行借款的流動部份的公平值，彼等均與其賬面值相若，主要是由於該等工具均於短期內到期。

計息銀行借貸非即期部份的公平值乃透過使用具有類似條款、信貸風險及剩餘到期時間的工具按目前適用之比率貼現預期未來現金流量計算。本集團本身於二零一五年六月三十日及二零一四年十二月三十一日的計息銀行借貸的不履約風險被評定為並不重大。按管理層評估，由於浮動利率關係，本集團非即期計息銀行借貸的公平值與其公平值相若。

本集團旗下以財務經理為首的財務部負責釐定金融工具公平值計量的政策及程序。財務部直接向財務總監報告。於各報告日期，財務部分析金融工具的價值變動並釐定估值中適用的主要輸入數據。估值由財務總監審核及批准。

25. 報告期後事項

本集團於二零一五年六月三十日後並無發生任何重大報告期後事項。

26. 批准中期簡明綜合財務報表

中期簡明綜合財務報表已於二零一五年八月四日獲董事會批准及授權刊發。

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DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2015, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of SFO), as recorded in the register kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in the Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2015, persons other than a Director or chief executive of the Company, having interests of 5% or more or short positions in the shares and underlying shares of the Group, were as follows:

董事及最高行政人員於本公司股份及相關股份的權益

於二零一五年六月三十日，概無本公司董事及最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有載入根據證券及期貨條例第352條須予存置的登記冊內的任何權益及淡倉，或須按照上市規則所載的上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的任何權益及淡倉。

主要股東及其他人士於本公司股份及相關股份的權益

於二零一五年六月三十日，除本公司董事或最高行政人員外，於本集團股份及相關股份中擁有5%或以上權益或淡倉的人士如下：

Substantial shareholders	Capacity and nature of interest	Number of shares held	Approximate percentage of aggregate interests in issued share capital* 佔已發行股本權益總額的概約百分比*
主要股東	身份及權益性質	持有股份數目	
Shanghai Hua Hong International, Inc. (Hua Hong International) ⁽²⁾ 上海華虹國際有限公司（華虹國際） ⁽²⁾	Legal and Beneficial owner 法定及實益擁有人	350,401,100 ⁽¹⁾	33.89%
Shanghai Huahong (Group) Co., Ltd. (Hua Hong Group) ⁽²⁾ 上海華虹（集團）有限公司（華虹集團） ⁽²⁾	Interest in a controlled corporation 受控制法團權益	350,401,100 ⁽¹⁾	33.89%
China Electronics Corporation (CEC) ⁽²⁾ 中國電子信息產業集團有限公司（中國電子） ⁽²⁾	Interest in a controlled corporation 受控制法團權益	350,401,100 ⁽¹⁾	33.89%
INESA Holding Group (INESA) ⁽²⁾ 上海儀電控股（集團）有限公司（儀電控股） ⁽²⁾	Interest in a controlled corporation 受控制法團權益	350,401,100 ⁽¹⁾	33.89%

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Substantial shareholders	Capacity and nature of interest	Number of shares held	Approximate percentage of aggregate interests in issued share capital* 佔已發行股本權益總額的概約百分比*
主要股東	身份及權益性質	持有股份數目	
Sino-Alliance International, Ltd. (Sino-Alliance International)	Legal and Beneficial owner 法定及實益擁有人	237,450,330 ⁽¹⁾⁽³⁾	22.97%
Sino-Alliance International, Ltd. (Sino-Alliance International)	Interest in a controlled corporation 受控制法團權益	36,508,686 ⁽¹⁾⁽⁴⁾	3.52%
Shanghai Alliance Investment Ltd. (SAIL) 上海聯和投資有限公司(上海聯和)	Interest in a controlled corporation 受控制法團權益	624,360,116 ⁽¹⁾⁽⁵⁾	60.39%
NEC Corporation	Legal and Beneficial owner 法定及實益擁有人	99,038,800 ⁽¹⁾	9.57%
AllianceBernstein L.P.	Investment manager 投資經理	38,396,826 ⁽¹⁾	3.71%
AllianceBernstein L.P.	Interest in a controlled corporation 受控制法團權益	13,338,174 ⁽¹⁾	1.29%

Notes:

- (1) Long positions in the shares of the Company.
- (2) Hua Hong International is a wholly-owned subsidiary of Huahong Group. As at 30 June 2015, Huahong Group was 47.08% owned by CEC, and 47.08% owned by SAIL. In addition, SAIL controlled 51.83% of the voting rights of Huahong Group by virtue of its 47.08% equity interest in Huahong Group and an additional 4.75% voting rights pursuant to a voting bloc from INESA to SAIL. Therefore CEC, SAIL and INESA were deemed to be interested in all the Shares in which Huahong Group is interested in by virtue of Part XV of the SFO.
- (3) Including 3,645 shares held in escrow by Sino-Alliance International pursuant to an escrow arrangement.
- (4) Sino-Alliance International indirectly held interests in the Company through three wholly-owned subsidiaries, including an option held by a wholly owned subsidiary of Sino-Alliance International, to call for 1,589,332 Shares from Sino-Alliance International.
- (5) In addition to the 350,401,100 Shares (33.89%) it indirectly held through Hua Hong International, SAIL indirectly held interests in the Company through four wholly-owned subsidiaries, including Sino-Alliance International.

附註：

- (1) 於本公司股份中的好倉。
- (2) 華虹國際為華虹集團的全資子公司。於二零一五年六月三十日，華虹集團由中國電子及上海聯和各擁有47.08%股權。此外，上海聯和因其擁有華虹集團的47.08%股權及根據儀電控股與上海聯和的投票集團取得4.75%投票權而控制華虹集團51.83%的投票權。根據證券及期貨條例第XV部，中國電子、上海聯和及儀電控股被視為於有關股份中擁有權益。
- (3) Sino-Alliance International股數包含因託管安排而代為持有3,645股股份。
- (4) Sino-Alliance International透過三家全資子公司間接持有本公司權益，包含其一家全資子公司持有有權認購本公司1,589,332股股份的期權。
- (5) 除透過華虹國際間接持有350,401,100股股份(33.89%)外，上海聯和透過四家全資子公司包括Sino-Alliance International間接持有本公司權益。

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* The percentages are calculated based on the total number of shares of the Company in issue as at 30 June 2015, i.e., 1,033,871,656 shares.

Save as disclosed above, so far as is known to any of the Directors and chief executive of the Company, as at 30 June 2015, no other person or corporation had any interests or short positions in any shares or underlying shares of the Company which was recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2015.

DEED OF NON-COMPETITION AND DEED OF RIGHT OF FIRST REFUSAL

Shanghai Huahong (Group) Co., Ltd., Shanghai Alliance Investment Ltd. and INESA Holding Group, being controlling shareholders of the Company, entered into a deed of non-competition (the "**Deed of Non-competition**") dated 23 September 2014, details of which have been set out in the paragraph headed "Deed of Non-competition" in the section headed "Relationship with Controlling Shareholders" of the Company's Prospectus dated 3 October 2014 (the "**Prospectus**"). In addition, Shanghai Huahong (Group) Co., Ltd. and Shanghai Alliance Investment Ltd. also entered into a deed of right of first refusal (the "**Deed of Right of First Refusal**") dated 10 June 2014, details of which have been set out in the paragraph headed "Deed of Right of First Refusal" in the section headed "Relationship with Controlling Shareholders" of the Prospectus.

The Company has reviewed the written declaration from each of the controlling shareholders mentioned above on their compliance with their undertaking under the Deed of Non-Competition and the Deed of Right of First Refusal (as the case may be). The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition and the Deed of Right of First Refusal (as the case may be) have been complied with by the relevant parties.

* 百分比乃按本公司於二零一五年六月三十日已發行的股份總數(即1,033,871,656股股份)計算。

除上文披露者外，就本公司董事及最高行政人員所知，於二零一五年六月三十日，概無本公司董事或最高行政人員以外的其他人士或法團於本公司任何股份或相關股份中有任何權益或淡倉並已記入根據證券及期貨條例第336條本公司須予存置的記錄冊內。

買賣或贖回本公司上市股份

於截至二零一五年六月三十日止六個月期間，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

不競爭契據及優先購買權契據

本公司的控股股東上海華虹(集團)有限公司、上海聯和投資有限公司和上海儀電控股(集團)有限公司曾訂立日期為二零一四年九月二十三日的不競爭契據(「**不競爭契據**」)，詳情載於日期為二零一四年十月三日的本公司招股章程(「**招股章程**」)「與控股股東的關係」一節中「不競爭承諾」一段。另外，上海華虹(集團)有限公司和上海聯和投資有限公司亦曾訂立日期為二零一四年六月十日的優先購買權契據(「**優先購買權契據**」)，詳情載於招股章程「與控股股東的關係」一節中「優先購買權」一段。

本公司已覆核上述各控股股東有關他們遵守不競爭契據及優先購買權契據(視情況而定)內承諾的書面聲明。獨立非執行董事已覆核遵守情況，並確認不競爭契據及優先購買權契據(視情況而定)下的全部承諾均獲有關訂約方遵守。

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CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance with a view to safeguarding the interests of its shareholders and enhancing corporate value. The Board is of the view that the Company has complied with the code provisions set out in the Corporate Governance Code as contained in Appendix 14 of the Listing Rules during the six months ended 30 June 2015.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct regarding dealing in the securities of the Company by the Directors. Having made specific enquiries of all Directors, the Company has received their written confirmations that they have complied with the required standard as set out in the Model Code throughout the six months ended 30 June 2015.

AUDIT COMMITTEE

The Audit Committee, comprising all the independent non-executive directors of the Company, has reviewed and approved the unaudited results of the Group for the six months ended 30 June 2015 and has discussed with the management on the accounting principles and practices adopted by the Group, internal controls and financial reporting matters.

企業管治

本公司致力保持企業管治在高水平，以保障股東權益及提升企業價值。董事會認為，本公司於截至二零一五年六月三十日止六個月期間一直遵守上市規則附錄十四所載的企業管治守則內的守則條文。

上市發行人董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則作為本公司規範董事進行證券交易的守則。本公司已向所有董事作特定查詢，每位董事均已確認其於截至二零一五年六月三十日止六個月期間遵守當中所載的必守標準。

審核委員會

由本公司全部獨立非執行董事組成之審核委員會已審閱本集團截至二零一五年六月三十日止六個月的業績，並已與管理層就本集團採納的會計政策及常規、內部監控及財務報告相關事宜進行討論。

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PUBLICATION OF INTERIM REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

The interim report for the six months ended 30 June 2015 containing information required by Appendix 16 of the Listing Rules will be dispatched to shareholders and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.huahonggrace.com) in due course.

於聯交所及本公司網站刊發中期報告

載有上市規則附錄十六所規定資料的截至二零一五年六月三十日止六個月的中期報告，將於適當時候寄發予股東及於聯交所網站(www.hkexnews.hk)和本公司網站(www.huahonggrace.com)刊載。

By Order of the Board
Hua Hong Semiconductor Limited
Mr. Wenbiao Fu
Chairman and Executive Director

承董事會命
華虹半導體有限公司
傅文彪先生
主席兼執行董事



HUA HONG SEMICONDUCTOR LIMITED

華虹半導體有限公司